

Quarterly Compliance report on Corporate Governance

1. Name of Listed Entity: **BEML Limited**

2. Quarter ended: **31st March, 2019**

I. Composition of Board of Directors								
<i>Title</i>	<i>Name of the Director</i>	<i>DIN</i>	<i>Category (Chairperson/Executive/ Non-Executive/ Independent / Nominee)</i>	<i>Date of Appointment in the current term/ Cessation*</i>	<i>Tenure</i>	<i>No of Directorships in listed entities including this listed entity [Refer Regulation 25(1) of Listing Regulations]</i>	<i>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of Listing Regulations]</i>	<i>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations]</i>
Mr.	DEEPAK KUMAR HOTA	06600812	Executive	01-07-2013	NA	1	0	0
Mr.	BASAVAPATNA RAMAIAH VISWANATHA	07363486	Executive	01-02-2016	NA	1	1	0
Mr.	MURALIDHARA RAMANAKOPPA HIRIYANNAIAH	07363484	Executive	01.03.2016	NA	1	0	0
Mr.	SURAJ PRAKASH	08124871	Executive	10.05.2018	NA	1	1	0
Mr.	SURESH SHIVAYYA VASTRAD	06725629	Executive	29.11.2018	NA	1	1	0
Mr.	MOHMMAD NAZMUDDIN	08377468	Nominee / Non - Executive	28.02.2019	NA	1	0	0
Mr.	BATTAJE PUNDAREEKA RAO	00467226	Independent	02.12.2018	Up to 01.12.2019	1	1	1
Mr.	MYSORE GOPALASWAMYR AO RAGHUVVEER	02703301	Independent	02.12.2018	Up to 01.12.2019	1	1	1
Mr.	SUDHIR KUMAR	07367157	Independent	02.12.2018	Up to	1	1	0

	BERI				01.12.2019			
Mr.	GURMOHINDER SINGH	08199586	Independent	13.08.2018	Up to 09.08.2021	1	1	0
Mr.	RAJIB KUMAR SEN	07669981	Nominee /Non-Executive	27.02.2019*	NA			

II. Composition of Committees			
<i>Name of Committee</i>	<i>Name of Committee members Shri/Smt.</i>		<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</i>
1. Audit Committee	Battaje Pundareeka Rao		Chairperson-Independent
	Sudhir Kumar Beri		Independent
	Gurmohinder Singh		Independent
	Basavapatna Ramaiah Viswanatha		Executive
2. Nomination & Remuneration Committee	Sudhir Kumar Beri		Chairperson-Independent
	Battaje Pundareeka Rao		Independent
	Mysore Gopaldaswamyrao Raghuveer		Independent
3. Risk Management Committee(if applicable)	Basavapatna Ramaiah Viswanatha		Executive- Chairperson
	Muralidhara Ramanakoppa Hiriannaiah		Executive
	Suresh Shivayya Vastrad		Executive
	Suraj Prakash		Executive
4. Stakeholders Relationship Committee	Mysore Gopaldaswamyrao Raghuveer		Chairperson-Independent
	Suraj Prakash		Executive
	Suresh Shivayya Vastrad		Executive
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
03.11.2018 & 03.12.2018	02.02.2019 & 21.03.2019	60	
IV. Meeting of Audit Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
02.11.2018	Yes	01.02.2019	90
V. Related Party Transactions			
Subject	Compliance status (Yes/No/NA)		
Whether prior approval of audit committee obtained	NA		
Whether shareholder approval obtained for material RPT			
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			

VI. Affirmations

1. The composition of Board of Directors is in line with SEBI (Listing obligations and disclosure requirements) Regulations, 2015. However, there are 2 vacancies in respect of Independent Directors including Woman Director which has been referred to Government of India and the same is under consideration.
2. The composition of the following committees is in compliance with the terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
5. This report would be placed before the Board of Directors at ensuing meeting scheduled to be held during May, 2019.

S V Ravisekhar Rao

Company Secretary & Compliance officer

Date: 08.04.2019

Compliance report on Corporate Governance at the end of the financial year

Name of Listed Entity: **BEML Limited**
 Financial year ended: **31st March, 2019**

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b) & 25(6)</i>	Yes
<i>Board composition</i>	<i>17(1)</i>	No*
<i>Meeting of Board of directors</i>	<i>17(2)</i>	Yes
<i>Review of Compliance Reports</i>	<i>17(3)</i>	Yes
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	Yes
<i>Code of Conduct</i>	<i>17(5)</i>	Yes
<i>Fees/Compensation</i>	<i>17(6)</i>	NA
<i>Minimum Information</i>	<i>17(7)</i>	Yes
<i>Compliance Certificate</i>	<i>17(8)</i>	Yes
<i>Risk Assessment & Management</i>	<i>17(9)</i>	Yes
<i>Performance Evaluation of Independent Directors</i>	<i>17(10)</i>	NA
<i>Composition of Audit Committee</i>	<i>18(1)</i>	Yes
<i>Meeting of Audit Committee</i>	<i>18(2)</i>	Yes

<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3), (4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for Related Party Transaction</i>	23(1),(5),(6), (7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4), (5) & (6)	24(2),(3),(4)- Yes
		24(5) & (6)- NA
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
<p><i>*Board composition - In terms of Article 97 of Article of Association of BEML Limited, the Directors shall be appointed by the President of India and they shall be entitled to hold office for such period as the President may determine.</i></p> <p><i>It may be noted that there are 2 vacancies for Independent Directors on the Board of the Company and the appointment against the said vacancies are under consideration by the Government.</i></p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: The Company has Material Subsidiary Policy approved by the Board, however there is no material subsidiary. Further, the Corporate Governance requirements with respect to subsidiary of the Company have been complied with excepting Regulation 24(1), (5) & (6), which are not applicable.</p>		
<p>S V Ravisekhar Rao Company Secretary & Compliance officer</p>		