

Quarterly Compliance report on Corporate Governance

1. Name of Listed Entity: **BEML Limited**
2. Quarter ended: **31st March, 2021**

I. Composition of Board of Directors									
Title	Name of the Director	PAN & DIN	Category (Chairman/Executive/ Non-Executive/ Independent/ Nominee)	Date of Birth	Date of Appointment in the current term Cessation*	Tenure	No of Directorship in listed entities including this listed entity [Refer Regulation 174 of Listing Regulations]	Number of memberships in Audit Sub-committee (Committees) including this listed entity [Refer Regulation 24(1) of Listing Regulations]	No of post of Chairperson in Audit Sub-committee held on listed entities including this listed entity [Refer Regulation 24(1) of Listing Regulations]
Mr.	MALYALA VENKATA RAJASEKHAR	ABLP6173K & 08467141	Executive and In charge Chairman and Managing Director	10-10-1962	01-02-2021	NA	1	1	0
Mr.	SURAJ PRAKASH	AADPP8033D & 08124871	Executive	15-04-1961	10-05-2018	NA	1	1	0
Mr.	AJIT KUMAR SRIVASTAV	AJQPS8137D & 08741858	Executive	10-02-1965	01-06-2020	NA	1	0	0
Mr.	AMIT BANERJEE	AALPB0725C & 08783660	Executive	10-07-1963	09-10-2020	NA	1	1	0
Mr.	PUNEET AGARWAL	AFPPA6385Q & 07192938	Nominee / Non -Executive	23-07-1974	27-07-2020	NA	1	0	0
Mr.	GURMOHINDER SINGH	AICPS8335G & 08199586	Independent	23-06-1968	13-08-2018	Up to 09-08-2021	1	1	1
Mr.	ARVIND KUMAR ARORA	AAAAPA2792F& 07409509	Independent	10-01-1956	10-07-2019	Up to 09-07-2022	1	2	1
Mrs	BALMURI VANITHA	AGKPB4231G & 08679028	Independent	02-06-1970	24-01-2020	Up to 21-01-2023	1	0	0
Dr.	DEEPAK KUMAR HOTA	AADPH3049K & 06600812	Executive	03-01-1961	31-01-2021*	NA	0	0	0



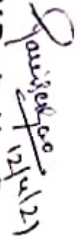
II. Composition of Committees						
Name of Committee	Name of Committee members Shri / Smt.	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Dates		Maximum gap between any two consecutive meetings (in number of days)	Compliance status (Yes/No/NA)
			Appointment	Cessation		
1. Audit Committee	Dr. Gurmohinder Singh	Chairperson-Independent Director	24-12-2019	-	55	83
	Arvind Kumar Arora	Independent Director	24-12-2019	-		
	Malyala Venkata Rajasekhar	Executive Director	24-12-2019	-		
	Dr. Gurmohinder Singh	Chairperson-Independent Director	04-12-2019	-		
	Arvind Kumar Arora	Independent Director	04-12-2019	-		
2. Nomination & Remuneration Committee	Balmuri Vanitha	Independent Director	24-09-2020	-	-	-
	Suraj Prakash	Chairperson-Executive Director	02-02-2019	-		
	Malyala Venkata Rajasekhar	Executive Director	01-06-2019	-		
	Ajit Kumar Srivastav	Executive Director	01-07-2020	-		
3. Risk Management Committee (if applicable)	Amit Banerjee	Executive Director	09-10-2020	-	-	-
	Arvind Kumar Arora	Chairperson-Independent Director	04-12-2019	-		
	Suraj Prakash	Executive Director	02-02-2019	-		
4. Stakeholders Relationship Committee	Amit Banerjee	Executive Director	24-09-2020	-	-	-
III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)				
01.10.2020, 06.11.2020, 21.11.2020 & 16.12.2020	10.02.2021 & 05.03.2021	55				
IV. Meeting of Audit Committees						
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*			
27.01.2021 & 10.02.2021	Yes	05.11.2020	83			
V. Related Party Transactions						
Subject		Compliance status (Yes/No/NA)				
Whether prior approval of audit committee obtained						
Whether shareholder approval obtained for material RPT		NA				
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 which has been referred to Government of India and the same is under consideration.	No
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	Yes
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.	Yes
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.	Yes
5. This report would be placed before the Board of Directors at ensuing meeting scheduled to be held during April, 2021.	Yes


S V Ravisekhar Rao
Company Secretary & Compliance officer
Date: 12.04.2021



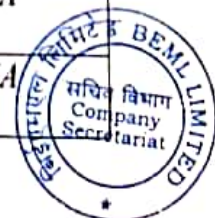
Compliance report on Corporate Governance at the end of the financial year

Name of Listed Entity: **BEMEL Limited**
 Financial year ended: **31st March, 2021**

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	NA
	Details of agreements entered into with the media companies and/or their associates	Yes
	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
	New name and the old name of the listed entity	Yes
	Advertisements as per regulation 47 (1)	Yes
	Credit rating or revision in credit rating obtained	Yes
	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
	Materiality Policy as per Regulation 30	Yes
	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes



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>	<i>Yes</i>
<i>Board composition</i>	<i>17(1), 17(1A) & 17(1B)</i>	<i>No*</i>
<i>Meeting of Board of directors</i>	<i>17(2)</i>	<i>Yes</i>
<i>Quorum of Board meeting</i>	<i>17(2A)</i>	<i>Yes</i>
<i>Review of Compliance Reports</i>	<i>17(3)</i>	<i>Yes</i>
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	<i>Yes</i>
<i>Code of Conduct</i>	<i>17(5)</i>	<i>Yes</i>
<i>Fees/Compensation</i>	<i>17(6)</i>	<i>NA</i>
<i>Minimum Information</i>	<i>17(7)</i>	<i>Yes</i>
<i>Compliance Certificate</i>	<i>17(8)</i>	<i>Yes</i>
<i>Risk Assessment & Management</i>	<i>17(9)</i>	<i>Yes</i>
<i>Performance Evaluation of Independent Directors</i>	<i>17(10)</i>	<i>Yes</i>
<i>Recommendation of Board</i>	<i>17(11)</i>	<i>NA</i>
<i>Maximum number of Directorships</i>	<i>17A</i>	<i>Yes</i>
<i>Composition of Audit Committee</i>	<i>18(1)</i>	<i>Yes</i>
<i>Meeting of Audit Committee</i>	<i>18(2)</i>	<i>Yes</i>
<i>Composition of Nomination & Remuneration Committee</i>	<i>19(1) & (2)</i>	<i>Yes</i>
<i>Quorum of Nomination and Remuneration Committee meeting</i>	<i>19(2A)</i>	<i>Yes</i>
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1), 20(2) & 20(2A)</i>	<i>Yes</i>
<i>Meeting of Stakeholders Relationship Committee</i>	<i>20(3A)</i>	<i>Yes</i>
<i>Composition and role of Risk Management Committee</i>	<i>21(1), (2), (3), (4)</i>	<i>Yes</i>
<i>Meeting of Risk Management Committee</i>	<i>21(3A)</i>	<i>Yes</i>
<i>Vigil Mechanism</i>	<i>22</i>	<i>Yes</i>
<i>Policy for Related Party Transaction</i>	<i>23(1), (5), (6), (7) & (8)</i>	<i>Yes</i>
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	<i>NA</i>
<i>Approval for material related party transactions</i>	<i>23(4)</i>	<i>NA</i>
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	<i>NA</i>



Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	24(2),(3),(4)- Yes 24(5) & (6)- NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25 (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

***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.

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 of India.

III Affirmations:

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.

S V Ravisekhar Rao
12/11/21

S V Ravisekhar Rao
Company Secretary & Compliance officer

