

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

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

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
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		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	No*
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	NA
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes

<i>Composition of Nomination &amp; Remuneration Committee</i>	<i>19(1) &amp; (2)</i>	Yes
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1) &amp; (2)</i>	Yes
<i>Composition and role of Risk Management Committee</i>	<i>21(1),(2),(3), (4)</i>	Yes
<i>Vigil Mechanism</i>	<i>22</i>	Yes
<i>Policy for Related Party Transaction</i>	<i>23(1),(5),(6), (7) &amp; (8)</i>	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	NA
<i>Approval for material related party transactions</i>	<i>23(4)</i>	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4), (5) &amp; (6)</i>	<i>24(2),(3),(4)- Yes</i>
		<i>24(5) &amp; (6)- NA</i>
<i>Maximum Directorship &amp; Tenure</i>	<i>25(1) &amp; (2)</i>	Yes
<i>Meeting of independent directors</i>	<i>25(3) &amp; (4)</i>	Yes
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Yes
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	<i>26(4)</i>	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) &amp; 26(5)</i>	Yes
<p><i><b>*Board composition</b> - 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><b>III Affirmations:</b></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: <b>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) &amp; (6), which are not applicable.</b></p>		
<p><b>S V Ravisekhar Rao</b> Company Secretary &amp; Compliance officer</p>		

