

BEML LIMITED

CODE OF CONDUCT AND FAIR DISCLOSURE FOR REGULATING, MONITORING AND REPORT TRADING BY INSIDERS IN BEML SECURITIES

The Board of Directors of BEML Limited has adopted by Circular Resolution dt. 08.05.2019, the amended “Code of Conduct and Fair Disclosure for Regulating, Monitoring and Report trading by Insiders in BEML Securities” as required under Regulation 8 & 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

1.0 Title and Applicability:

- 1.1 This Code shall be called “Code of Conduct and Fair Disclosure for Regulating, Monitoring and Report trading by Insiders in BEML Securities”.
- 1.2 It shall come into force with immediate effect.
- 1.3 This Code of Conduct shall be applicable to “Insider” as defined in this Code.

2.0 Definitions:

- 2.1 “**Act**” means Securities and Exchange Board of India Act, 1992 (15 of 1992).
- 2.2 “**Company**” means BEML Limited.
- 2.3 “**Code**” means ‘Code of Conduct and Fair Disclosure for Regulating, Monitoring and Report Trading by Insiders in BEML Securities’.
- 2.4 “**Competent Authority**” means the respective Authority as mentioned in Clause 10.15 of the Code.
- 2.5 “**Compliance Officer**” means the Company Secretary of the Company.
- 2.6 “**Connected Person**” means;
 - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established -
- (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

2.7 **“Designated Person”** means-

- (i) all members of Board, Key Managerial Personnel, Executive Directors, Chief General Managers, General Managers;
- (ii) all officers / employees of the offices of Chairman and Managing Director, Whole-Time Directors and Executive Directors;
- (iii) all officers / employees of Corporate Finance, Corporate Planning, Corporate Communication and Company Secretary departments.
- (iv) any other officers/ employee of BEML to be notified/designated by the Chairman and Managing Director and Compliance Officer in consultation with Chairman and Managing Director, the extent to which such employee / officer may have access to Unpublished Price Sensitive Information.
- (v) Immediate relatives of (i) to (iv) above;

2.8 **“Director”** means a member of Board of Directors of the Company including Additional/ Alternate / Nominee Director.

2.9 **“Generally available Information”** means information that is accessible to the public on non-discriminatory basis available either through the website of the Company or a recognized stock exchange or press release or otherwise to the public at large.

2.10 **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

2.11 **“Insider”** means any person who is;

- (i) a connected person; or
- (ii) a designated person; or
- (iii) a person in possession of or having access to unpublished price sensitive information, or
- (iv) Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose [Reg. 3(2B)].

2.12 **“Key Managerial Personnel (KMP)”**, in relation to a Company, means—

- (i) the Chief Executive Officer or the managing director or the manager;
- (ii) the company secretary;
- (iii) the whole-time director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed;

2.13 **“Need to know”** shall mean the necessity to know an unpublished Price Sensitive Information by those within the Company who need such information to discharge their duty and whose possession of such information will not give rise to a conflict of interest.

2.14 **“Regulations”** means the SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time.

2.15 **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

2.16 **“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

2.17 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of Mutual Fund.

2.18 **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

2.19 **“Trading” or “Trade”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, including pledging.

2.20 **“Trading Day”** means a day on which the recognized stock exchanges are open for trading;

2.21 **“Trading Plan”** means a plan formulated and presented to the Compliance Officer by an Insider seeking approval for trading on the securities of the Company.

2.22 **“Trading Window”** means the trading days on a recognized stock exchange for trading in the securities of the Company excepting the period during which the window is closed by the Company.

2.23 **“Unpublished Price Sensitive Information (UPSI)”** means any information relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following-

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) Any other matter which may be decided as price sensitive information by the Compliance Officer.

2.24 Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

3.0 Compliance Officer:

3.1 The Company Secretary shall be the Compliance Officer for the purpose of the Code.

3.2 The Compliance Officer shall be responsible for implementing the policies and procedures set forth by the Board. He will also monitor adherence to the rules for the preservation of "Price Sensitive Information", approving of trading plan(s), intimating the trading plans to stock exchanges, monitoring of trades and the implementation of the Code (directly or through respective Whole-time Director/Unit/Division/ Department heads, as decided by the Company Management)

3.3 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency but not less than once in a year.

4 Restrictions on communication or procurement of unpublished price sensitive information;

4.1 No Insider shall communicate, provide or allow access to any unpublished price sensitive information, relating to the Company to any person including other insiders

except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;

4.2 No person shall procure from or cause the communication by any insider of unpublished price sensitive information relating to the Company except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;

4.2.1 The Company has formulated a “Code of Practices and Procedures for Fair Disclosure of UPSI” and a policy on ‘determination of legitimate purposes’ forms part of the said Code under regulation 8, which is placed as **Annexure**.

4.2.2 Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

4.3 Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

4.3.1 entail an obligation to make an open offer under the takeover regulations where the board of directors of the Company is of informed opinion that sharing of such information is in the best interests of the company;

4.3.2 not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the Company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

4.4 the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for fulfil the purpose and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

4.5 The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

- 4.6 The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

5 Trading when in possession of unpublished price sensitive information.

- 5.1 No insider shall trade in securities when in possession of unpublished price sensitive information:

Explanation –When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

- (i) the transaction is an off-market *inter-se* transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of these regulations.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.;

- (ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of these regulations.

- (iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

- (iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

(v) in the case of non-individual insiders: –

- (a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
- (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(vi) the trades were pursuant to a trading plan set up in accordance with Clause 9.

6 Preservation of “Price Sensitive Information”

All information within the Company shall be handled strictly on need-to-know basis only. Every Insider shall maintain the confidentiality of all price sensitive information as defined under the Code / Regulations and shall not pass on any such information directly or indirectly that would result in purchase or sale of securities by any person / entity.

7 Chinese Wall

- 7.1 To prevent the misuse of confidential price sensitive information, the Company shall adopt a “Chinese Wall” policy separating those areas of the Company which routinely have access to such confidential information which shall be considered as “sensitive areas”, and other departments providing support services which shall be considered as “other areas”.
- 7.2 The employees engaged in the sensitive area shall not communicate any Price-Sensitive Information to anyone in the other area.
- 7.3 In exceptional circumstances employees from the other areas could be allowed to “cross the wall” and obtain confidential information only on “need- to-know” basis only.

8 TRADING WINDOW:

- 8.1 All insiders may deal or trade in the securities of the Company only when the restriction period is not applied and shall not deal in the securities of the Company during the period(s) when the restriction period is announced by the Company under notice to the recognized Stock Exchanges and all Insiders. Further, the details of such restriction period shall also be placed on the website of the Company from time to time;
- 8.2 The trading restriction period shall commence not later than end of every quarter till 48 hours after the declaration of financial results.

- 8.3 The Compliance Officer shall also notify the restriction period depending upon the date of Board meeting in respect of matters listed in the definition of 'Unpublished Price Sensitive Information' as mentioned in Clause 2.23 of this Code.
- 8.4 In case of ESOPs, exercise of option shall be permitted during the period when the restriction period is applied. However, sale of shares allotted on exercise of ESOPs or otherwise shall not be allowed when the restriction period is commenced.
- 8.5 The trading window shall also be applicable to any person having contractual or fiduciary relationship with the Company.

9 Trading Plan;

- 9.1 An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out in accordance with such plan. The intimation on formulation of trading plan may be given in ***Form PIT-I***.
- 9.2 Such trading plan shall:—
- (i) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
 - (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than twelve months;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;
 - (v) set out either the maximum value of trades to be effected or the maximum number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities for market abuse.
- 9.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Code/Regulations and shall be entitled to seek such express undertaking/s as may be considered necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance within approved trading plan.

- 9.4 The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid violation of the said Code.

- 9.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

10 Pre-clearance of Trades (As per Regulation 9(1) - Schedule B);

- 10.1 All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The code of conduct contains norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to “cross the wall”.
- 10.2 Designated Persons and immediate relatives of designated persons in the organisation will be governed by an internal code of conduct governing dealing in securities.
- 10.3 Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

10.4 The trading window restrictions mentioned in clause 10.3 shall not apply in respect of –

(a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 5 and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;

(b) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

10.5 The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

10.6 When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above the thresholds of ₹ 10 Lakhs as the board of directors stipulated.

10.7 Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

10.8 The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.

10.9 The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Education and Protection Fund administered by SEBI under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

10.10 The code of conduct shall stipulate such formats as the board of directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance and for reporting level

of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.

- 10.11 Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery, etc., that may be imposed, by the listed company required to formulate a code of conduct under sub-regulation (1) of regulation 9, for the contravention of the code of conduct. Any amount collected under this clause shall be remitted to the Board (SEBI) for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- 10.12 Any violation of the Regulation 9(1) of the SEBI (PIT) Regulations, in formulating a code of conduct shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time.
- 10.13 Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:
- a) immediate relatives
 - b) persons with whom such designated person(s) shares a material financial relationship
 - c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

- 10.14 The Company has a process for how and when people are brought ‘inside’ on sensitive transactions. Individuals are made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.
- 10.15 All applications for pre-clearance shall be made in the prescribed form as appended to the Code as **Form ‘PIT-II’**.
- 10.16 The Competent Authority to accord pre-clearance shall be as follows;
- (a) Board of Directors shall be the approving Authority for the trading proposals of Chairman-cum-Managing Director.

- (b) Chairman-cum-Managing Director shall be the approving Authority for the trading proposals of Directors and Compliance Officer.
- (c) Compliance Officer shall be the Competent Authority for the trading proposals of other Insiders.

10.17 The Compliance Officer shall report to the Chairman-cum-Managing Director the details of pre-clearance(s), if any, accorded during a month within ten days of the commencement of the following month and shall submit a consolidated report, to Board of Directors annually. In case of no pre-clearance during a financial year the annual report there shall be a 'nil' report for that year.

10.18 Before according pre-clearance, the Competent Authority shall satisfy that the proposed transaction would not contravene any of the provisions under the Code.

11 Disclosure and Reporting:

11.1 Initial Disclosures.

- (i) Every promoter, member of the promoter group, Key Managerial Personnel and Director of the Company shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect in the prescribed **Form PIT-III**.
- (ii) Every person on appointment as Key Managerial Personnel or a Director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter or member of the promoter group, to the company within seven days of such appointment or becoming a promoter in the prescribed **Form PIT-IV**.

11.2 Continual Disclosures.

- (i) Every promoter, member of promoter group, designated person and director of the company shall disclose to the company, the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees in the prescribed **Form PIT-V**.
- (ii) The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
- (iii) The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time.

11.3 Annual Disclosures

- (i) Every Designated Person shall disclose his/her holdings of Securities of the Company within 30 (thirty) days from the end of the financial year in **Form PIT-VI**.
- (ii) Every Designated Person shall also provide in Annual Disclosure and as and when the information changes, the names and PAN or any other identifier authorized by law of the following persons to the Company in the format specified by Compliance Officer, within 30 days from the end of the year/ change of information:
 - (a) immediate relatives
 - (b) persons with whom such designated person(s) shares a material financial relationship
 - (c) landline and mobile numbers which are used by them

Explanation: "Material financial relationship" mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to atleast 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

11.4 Disclosures by other connected persons.

The Company at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations in the prescribed **Form PIT-VII**.

12 Preservation of Records;

Reports/Forms rendered in terms of the Code shall be preserved by the Company for at least five years.

13 Contravention of the Regulations or Code;

- 13.1 Without prejudice to any action or proceedings that may be instituted against any employee under the Regulations, any designated person of the Company who deals in the Securities of the Company in contravention of the provisions of this Code shall be deemed to be guilty of misconduct and shall accordingly be liable to be proceeded departmentally under the Certified Standing Orders or the BEML Employees Conduct, Disciplinary and Appeal Rules as may be applicable.
- 13.2 The provisions contained in the Code shall be in addition to and not in derogation or substitution of any duty, obligation or requirement on the part of an employee or any Dependent Family Member of such employee under the Certified Standings Orders or the BEML Employees Conduct, Disciplinary and Appeal Rules as the case may be.

- 13.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2018. Under Section 15G of the SEBI Act, any person violating the Code is liable for strict penalties under the applicable SEBI regulations.
- 13.4 In case it is observed by the Company/Compliance Officer that there has been a violation of these Regulations, SEBI shall be informed by the Company.
- 13.5 Chairman & Managing Director is authorized by the Board to amend or alter this Code as may be required from time to time in accordance with the provisions of these Regulations and other applicable laws including any subsequent notification, circular, guidelines or amendments in this regard, as may be issued from time to time.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Company believes in timely, uniform and adequate disclosure of Unpublished Price Sensitive Information (UPSI) as per the statutory framework and the Company's communication policies. All UPSI shall be handled only on a need to know basis.

“Unpublished Price Sensitive Information (UPSI)” means any information relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following-

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) Any other matter which may be decided as price sensitive information by the Compliance Officer.

Chief Investor Relations Officer

Chairman & Managing Director (CMD) is the Chief Investor Relations Officer, who shall oversee the disclosure and dissemination of UPSI to Stock Exchanges.

Prompt disclosure of UPSI

The Compliance Officer (CS) in consultation with CMD shall furnish UPSI to the Stock Exchanges on a continuous and immediate basis, no sooner than credible and concrete information comes into being to make such information generally available to avoid selective disclosure. The UPSI shall be hosted in the web site of the Company after the information is disseminated to the Stock Exchanges.

Disclosure/dissemination of UPSI may be approved in advance by CMD or Director (Finance) in consultation with CMD and in their absence by the Compliance Officer.

If UPSI is accidentally disclosed without prior approval, the person making such disclosure shall immediately inform the Compliance Officer. The Compliance Officer then in consultation with CMD promptly disseminate the information so as to make such information generally available.

Sharing of UPSI for Legitimate Purpose

All Insiders shall maintain strict confidentiality of UPSI relating to the Company.

“Insider” means any person who is;

- (i) a connected person; or
- (ii) a designated person; or
- (iii) in possession of or having access to unpublished price sensitive information, or
- (iv) Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose [Reg. 3(2B)].

Policy on determination of ‘Legitimate Purposes’

The UPSI should not be communicated to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligation.

The term **“legitimate purpose”** shall include sharing of UPSI in the ordinary course of business by an insider with Directors, employees, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants or statutory authorities or other entities, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered as an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these regulations and not to trade in securities of the Company when in possession of UPSI and for the said purpose the Company shall execute agreement with such insider(s).

The Insider sharing the UPSI to others in furtherance of legitimate purposes, performance of duties or discharge of legal obligation shall enter the following information on the digital database maintained by the Company pursuant to provisions of Regulation 3(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended:

- (i) Name of the Person sharing the information along with employee number.
- (ii) Brief description of the nature of information shared.
- (iii) Purpose of sharing the information.
- (iv) Name, designation and organization of the Person to whom the information is shared.
- (v) PAN or any other identifier authorized by law of the Person to whom the information is shared.
- (vi) Date and time of sharing the information.

Responding to market rumours

The Compliance Officer shall promptly deal with any query or request for verification of market rumours received from stock exchanges or from the press or media or from any other sources.

The Compliance Officer will keep a watch on the media reports and information floating in the market on the Securities of the Company and having come to know about any rumours, he shall promptly in consultation with the CMD or Director (Finance), respond and clarify the position to the stock exchanges where the securities of the Company are listed.

The Compliance Officer in consultation with CMD/ Director (Finance) in consultation with CMD shall decide whether a public announcement is necessary for verifying or denying rumours and then make appropriate disclosures.

Disclosure/ dissemination of UPSI with special reference to analysts, institutional investors and media

Only CMD shall deal with analysts, research persons, investors or institutional investors and media unless any other person/s is authorized by CMD in this regard. Any person/s so authorized shall comply with the following guidelines while dealing with them:

(a) Sharing of UPSI

Only generally available information to the public shall be provided to the analysts, research persons, large investors, institutional investors and media. Alternatively, the non-public information so given should be simultaneously made public at the earliest.

(b) Handling of unanticipated questions

The unanticipated questions, if any raised, may be noted and a considered response may be given in the meeting or else separately. If the answer to any question requires dissemination of UPSI, it should first be disclosed to the stock exchanges.

(c) Simultaneous release of information

Whenever meetings are organized for analysts, research persons, investors or institutional investors, the Company shall inform the meeting details to the Stock Exchanges and place the same on website of the Company. Further, presentation, if any, made at the said meeting/s to be sent to stock exchanges and also post on Company's website.

(d) Medium of disclosure/ dissemination

- (i) UPSI shall be disseminated on a continuous and in a timely manner to stock exchanges where its securities are listed and thereafter to the press, if required.
- (ii) As a good corporate practice, the UPSI disclosed to the stock exchanges and to the press, if required, may also be supplemented by prompt updates on the Company's website. Company's website to the extent feasible, provide a means of giving investors a direct access to analyst briefing material, significant background information and questions & answers, if any. The Company may also consider other modes of public disclosure of UPSI so as to improve investor access to the same.

Form PIT- I
Application for Approval of Trading Plan
(Under Clause 9.1 of the Code – for use by Designated Persons and their immediate relatives)

Date:

To,
The Compliance Officer,
BEML

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Company's Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information (the 'Code'), I seek approval for Trading Plan in BEML Limited for the financial year _____ as per the details given below.

Name & Designation :
Staff No :
Department :
PAN No. :
Email Id :
Date of becoming Designated Person :

Sl. No .	No. Shares held (including Immediate Relative) as on date of application	Whether proposed Transaction under self name or by Immediate Relative	Name of Immediate Relative, if Transaction is made by Immediate Relative	Nature of new Transaction for which approval is Sought (Purchase orSale)	Estimated No. of Securities to be dealt
1	2	3	4	5	6

Estimated Consideration Value	Name and Contact Details of Broker with A/c No.	Name of Depository Participant	Folio No. / DP & Client ID	Date of transactions / period/ Interval for transaction	Previous Approval No. and date of transaction	Remarks
7	8	9	10	11	12	13

Undertaking

In this connection I solemnly confirm and declare that:

- a) The Trading Plan once approved shall be irrevocable and I shall mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading Plan;
- b) The implementation of the Trading Plan shall not be commenced if any Unpublished Price Sensitive Information in my possession at the time of the formulation of the plan has not become generally available information at the time of the commencement of implementation;
- c) I have not contravened the provisions contained in the Code and the Regulations;
- d) I shall not entail commencement of Trading earlier than 6 (six) months from the public disclosure of the Trading Plan;
- e) The Trading Plan submitted by me does not entail overlap of any period for which another Trading Plan submitted by me is already in existence;
- f) I shall not use this Trading Plan as a tool for market abuse;
- g) I am aware that I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code in case the above declarations are found to be misleading or incorrect at any time;
- h) I hereby undertake not to transact in Securities of the Company in the sanctioned period in case Trading Window is declared closed subsequently during such sanctioned period;
- i) I hereby made a full and true disclosure in the matter.

Date:
Place:

Name & Signature
Designation
Staff No.

Form PIT-II

Application for Pre-clearance

(Under Clause 10.14 of the Code – for use by Designated Persons and their immediate relatives)

To,
The Compliance Officer,
BEML

Dear Sir,

I am desirous of trading in the below-mentioned securities of the Company in my own name or on behalf of my immediate relatives (write name of relative and relationship) and seek your approval as under:

Type of securities	No. of securities	Market Price	Mode of acquisition purchase/Sale/Demat /other	Date by which trade is proposed to be executed	DP ID No./Client ID No. along with the name of the depository	Present Holding (No. of shares)	
						Physical	Demat

In the relation to the above, I undertake that:

- I have no access to nor am I in possession of any unpublished price sensitive information at the time of signing this undertaking.
- In case, I get any access to or receive any "Price Sensitive Information" after signing this application but before the execution of the transaction, I shall inform you of the change in position and shall refrain from trading in shares till such information is made public.
- I have not contravened the Company's Code of Conduct for Regulating & Reporting Trading by Insider and for Fair Disclosure, 2015 as notified by the Company from time to time.
- In case the traded value exceeds Rs. 10 lakh or any such other value as may be specified, disclosure required under the Code of Conduct will be immediately furnished by me.
- I have made full and true disclosure in this application.

Signature:

Name and Employee No.:

Department:

Place:

Date:

Designation:

Division/Complex:

Form PIT-III**Initial Disclosure**

(Under Clause 11.1(i) of the Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information)

**To,
The Compliance Officer,
BEML**

ISIN: INE258A01016/ INE258A07013/ INE258A07021/ INE258A07039 *(delete whichever is not applicable)*

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoter/ member of the promoter group / Designated Person / immediate relatives	Securities held as on the date of regulation coming into force		% of Sharehol ding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contract s * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

I declare that the above disclosures are true and correct and is in accordance with the previous disclosures given to the Company.

Signature:

Name and Employee No.:

Department:

Place:

Date:

Designation:

Division/Complex:

Form PIT-IV

Form to be filed upon becoming KMP or Director or otherwise an Insider
(Under Clause 11.1(ii) of the Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information)

**To,
The Compliance Officer,
BEML**

ISIN: INE258A01016/ INE258A07013/ INE258A07021/ INE258A07039 (delete whichever is not applicable)

Name, PAN No., CIN/DIN & Addresses with contact nos.	Category of Person (Promoter, Member of Promoter Group /Designated immediate Relatives, etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/ member of the promoter group/ appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/ member of the promoter group/ appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Contract Specifications	Number of units (contracts * lot size)	Number of units (contracts * lot size)	Notional value in Rupee terms

I declare that the above disclosures are true and correct and is in accordance with the previous disclosures given to the Company.

Signature:

Name and Employee No.:

Department:

Place:

Date:

Designation:

Division/Complex:

Form PIT-V
Continual Disclosure

(Under Clause 11.2(i) of Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information)

Name of the Company: **BEML Limited**

ISIN of the Company: INE258A01016/ INE258A07013/ INE258A07021/ INE258A07039 *(delete whichever is not applicable)*

Details of change in holding of Securities of Promoter, Designated Persons or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/ Member of Promoter Group/ Designated Person/ immediate relative/ others, etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter se transfer, ESOPs, etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge/ Revoke/ Invoke)	Type of security (For eg. Shares, Warrants, Convertible Debentures, etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options, etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

I declare that the above disclosures are true and correct and is in accordance with the previous disclosures given to the Company.

Name & Signature:

Designation:

Date:

Place:

Form PIT-VI
Annual Disclosure

*Under Clause 11.3(i) of the Code of Conduct for Prevention of Insider Trading and Fair
Disclosure of Unpublished Price Sensitive Information)*

To,
The Compliance Officer,
BEML

Dear Sir,

I _____, a Designated Person, furnish below the details of transaction (s) in the Securities of the Company, during the financial year _____ as well as shareholding as on 31st March _____.

Name & Designation :
Staff No. :
Department :
PAN No. :
Email ID :
Date of becoming Designated Person :

Details of transactions/ shareholding in own name

No. of Securities held as on 1 st April _____	Date of transactions	Details of Securities purchased during the year		Details of Securities sold during the year		No. of Securities held as on 31 st March _____	Folio No./ DP ID & Client ID
		No.	Consideration	No.	Consideration		
1	2	3	4	5	6	7	8

Details of transactions/ shareholding in Immediate Relatives

No. of Securities held as on 1 st April _____	Date of transactions	Details of Securities purchased during the year		Details of Securities sold during the year		No. of Securities held as on 31 st March _____	Folio No./ DP ID & Client ID
		No.	Consideration	No.	Consideration		
1	2	3	4	5	6	7	8

I declare that the above disclosures are true and correct and are in accordance with the previous disclosures given to the Company.

Date:
Place:

Signature :
Name & Designation :

Form PIT-VII

Form to be filed upon change in existing holding of securities of other connected persons

Under Clause 11.4 of Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information)

BEML Limited

ISIN: INE258A01016/ INE258A07013/ INE258A07021/ INE258A07039 *(delete whichever is not applicable)*

Name, PAN No., CIN/DIN, & address of Other Connected Persons with contact nos.	Category of Person (Other Connected Persons as designated by Compliance Officer / CMD	Securities held prior to acquisition/disposal		Securities acquired/ Disposed		% of Shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of Intimation to company	Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Signature:

Name and Employee No.:

Department:

Place:

Date:

Designation:

Division/Complex: