

Quarterly Compliance report on Corporate Governance

1. Name of Listed Entity: **BEML Limited**
 2. Quarter ended: **31st March, 2020**

I. Composition of Board of Directors									
Title	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Birth	Date of Appointment in the current term/ Cessation*	Tenure	No of Directorships in listed entities including this listed entity [Refer Regulation 17A of Listing Regulations]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of Listing Regulations]	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations]
Mr.	DEEPAK KUMAR HOTA	06600812	Executive	03-01-1961	01-07-2013	NA	1	0	0
Mr.	MURALIDHARA RAMANAKOPPA HIRIYANNAIAH	07363484	Executive	13-05-1960	01-03-2016	NA	1	0	0
Mr.	SURAJ PRAKASH	08124871	Executive	15-04-1961	10-05-2018	NA	1	1	0
Mr.	SURESH SHIVAYYA VASTRAD	06725629	Executive	29-06-1960	29-11-2018	NA	1	1	0
Mr.	MALYALA VENKATA RAJASEKHAR	08467141	Executive	10-10-1962	01-06-2019	NA	1	1	0
Mr.	R PANNEER SELVAM	08075917	Executive	02-10-1960	28-11-2019	NA	1	0	0
Dr.	MOHMMAD NAZMUDDIN	08377468	Nominee / Non - Executive	10-06-1967	28-02-2019	NA	1	0	0
Dr.	GURMOHINDER SINGH	08199586	Independent	23-06-1968	13-08-2018	Up to 09-08-2021	1	0	1
Mr.	ARVIND KUMAR ARORA	07409509	Independent	10-01-1956	10-07-2019	Up to 09-07-2022	1	1	1



Mrs.	BALMURI VANITHA	08679028	Independent	02-06-1970	24-01-2020	Up to 20-01-2023	1	0	0
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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	Dr. Gurmohinder Singh	Chairperson-Independent Director	
	Arvind Kumar Arora	Independent Director	
	M V Rajasekhar	Executive Director	
2. Nomination & Remuneration Committee	Dr. Gurmohinder Singh	Chairperson-Independent Director	
	Dr. Md. Nazmuddin	Member (Govt. Nominee Director)	
	Arvind Kumar Arora	Independent Director	
	Date of Meeting :		
3. Risk Management Committee	MuralidharaRamanakoppaHiriyannaiah	Chairperson-Executive Director	
	Suraj Prakash	Executive Director	
	Suresh ShivayyaVastrad	Executive Director	
	Malyala Venkata Rajasekhar	Executive Director	
	R Panneer Selvam	Executive Director	
4. Stakeholders Relationship Committee	Arvind Kumar Arora	Chairperson-Independent Director	
	Suraj Prakash	Executive Director	
	Suresh ShivayyaVastrad	Executive Director	
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>	
02.11.2019	20.01.2020, 11.02.2020, 13.03.2020 & 23.03.2020	78	
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>
01.11.2019	Yes	10.02.2020 & 13.03.2020	100
V. Related Party Transactions			
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>		
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 4 vacancies in respect of Independent Directors which has been communicated 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. Risk Management Committee
 - d. Stakeholders Relationship 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 / June,2020.

S V Ravisekhar Rao
Company Secretary & Compliance officer

Date: 04.05.2020



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

Name of Listed Entity: **BEML Limited**
 Financial year ended: **31st March, 2020**

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>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	No*
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/Compensation</i>	17(6)	NA
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	NA
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes



Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3), (4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	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 4 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
Company Secretary & Compliance officer

