

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. PURPOSE

1.1 A Policy under the nomenclature “**Policy for determining Material Subsidiaries**” is framed in accordance with the requirements of Clause 49 of the Listing Agreement for ensuring governance of material subsidiary companies of BEML Limited.

1.2 Accordingly, the Board of Directors of the Company has adopted the policy and procedures with regard to determination of Material Subsidiaries as enumerated below.

2. DEFINITIONS

2.1 “**BEML / the Company**” means BEML Limited.

2.2 “**Audit Committee**” means the Audit Committee of the Board constituted by the Board of Directors of the Company in accordance with provisions of Section 177 of Companies Act, 2013, read with Clause 49 of Listing Agreement entered into by the Company with Stock Exchanges and DPE Guidelines on Corporate Governance for CPSEs - 2010 .

2.3 “**Board**” means the Board of Directors of the Company as defined under Section 2(10) of the Companies Act, 2013.

2.4 “**Material Subsidiary**” - A subsidiary company shall be considered as a material subsidiary, in terms of Clause 49 (V) of the Listing Agreement, if:

- a) investment of the Company in the subsidiary exceeds 20% of its consolidated net worth as per the audited balance sheet of the previous financial year or
- b) the subsidiary has generated 20% of the consolidated income of the Company during the previous financial year.

2.5 “**Material non-listed Indian Subsidiary**” means, in terms of Clause 49 (V) of the Listing Agreement, an unlisted subsidiary which is incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year,.

2.6 “**Significant Transaction or Arrangement**” means, in terms of Clause 49 (V) of the Listing Agreement, any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the material unlisted subsidiary for the immediately preceding accounting year.

2.7 “**Subsidiary Company**” means as a subsidiary company as defined under Section 2(87) of the Companies Act, 2013 and the Rules made there under.

3. PROCEDURE AND POLICY

3.1 At least one Independent Director of the Company shall be a Director on the Board of the Material non-listed Indian Subsidiary Company.

3.2 The Company shall not, without the prior approval of the members by special resolution in the General Meeting, dispose of shares in its Material Subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the Material Subsidiary except where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal.

3.3 The Company shall not, without the prior approval of the members by special resolution, sell, dispose-off or lease the assets amounting to more than 20% of the assets of the Material Subsidiary on an aggregate basis during a financial year, unless the same is made under a scheme of arrangement duly approved by a Court/Tribunal.

3.4 The Audit Committee of the Company shall review the annual financial statements, in particular, the investments made by the unlisted subsidiary company.

3.5 The minutes of the meetings of the Board of Directors of the unlisted subsidiary shall be placed before the Board of the Company on periodical basis.

3.6 The management of the Company shall periodically bring to the attention of the Board of Directors of the Company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary.

4. DISCLOSURE

4.1 This Policy shall be placed on the website of the Company and a web link thereto shall be provided in the Annual Reports of the Company.

4.2 Adequate disclosure relating to the subsidiary companies, as may be required under the provisions of the Companies Act, 2013, Listing Agreement and DPE Guidelines on Corporate Governance for CPSEs, shall be made by the Company from time to time.

5. MODIFICATIONS AND AMENDMENTS

The Board may review and amend this policy as may be required from time to time in accordance with the provisions of the Listing Agreement and other applicable laws. Any subsequent notification, circular, guidelines or amendments under listing agreement and other applicable laws, as may be issued from time to time shall be mutatis mutandis applicable without any further modification or amendment in this policy.