



**Manufacturing Units :**

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e-mail : bemlede@vsnl.net.in

**Mysore Complex**

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**International Business Division**

Tel : + 91-80-2222 2730, 2223 3350  
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**Technology Division**

Tel : + 91-80-2226 3100-109  
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**Trading Division**

Tel : + 91-80-22963113  
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**Regional Offices :**

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**Chennai**

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**New Delhi**

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e-mail : delhi@rm.beml.co.in

**Ranchi**

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**Sambalpur**

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**Singrauli**

Tel : 07805-268260  
e-mail : singrauli@rm.beml.co.in

**BEML Service Centres :**

Moula Ali, Hyderabad  
Tel : 040-27240873  
e-mail : sh@Zonal.beml.co.in

Ongole - Service Activity Centre  
Mobile No. : 9440312607

Service Activity Centre  
Katni - 483501 (M. P.)  
Mobile No. : 9425156473

Service Centre & Stores  
Kolkata - 700088  
Tel : 033-24010782  
e-mail : storeskolkata@rm.beml.co.in

**Undertaking under Part I(A) Para (10)(c) of SEBI Master Circular No. SEBI/HO/CFD/DIL1/ CIR/P/2020/249 dated 22<sup>nd</sup> December 2020 ('SEBI Circular') in respect of the proposed Scheme of Arrangement.**

1. This is in connection with the proposed Scheme of Arrangement between BEML Limited ("BEML" or "Transferor Company" or "The Company") and BEML Land Assets Limited ("BLAL" or "Resulting Company") and their respective shareholders and creditors ('the Scheme') under Section 230 to 232 read with section 66 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and pursuant to SEBI Circular. Whereas SEBI has mandated in the SEBI Circular all listed Companies to ensure that the Scheme submitted to Hon'ble National Company Law Tribunal ("NCLT")/ Central Government for sanction, shall be acted upon in certain cases as mentioned in Part I(A) Para (10)(b) of the SEBI circular if the votes cast by public shareholders in favour of the scheme are more than the votes cast by the public shareholders against the scheme.

2. The SEBI Circular further provides that in cases where the scheme does not fall within the cases mentioned in Part I(A) Para (10)(b) of the SEBI Circular, the listed entity shall furnish an undertaking certified by the auditor and duly approved by the Board of the Company, clearly stating the reasons for non-applicability of the aforesaid requirement. The Company hereby undertakes that the requirements of Part I(A) Para (10)(b) of the SEBI Circular pertaining to approval by majority of public shareholders are not applicable to the Company for following reasons:

**2.1 Part I(A) Para (10)(b)(i)**

Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity.

**Not Applicable:** As per the proposed Scheme, BLAL shall issue and allot Equity shares, credited as fully paid up, to the equity shareholders of BEML in the ratio of 1:1. Further, there shall be reduction and cancellation of shares held by BEML in BLAL. Accordingly, there will not be any additional shares that would be allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

**2.2 Part I(A) Para (10)(b)(ii)**

Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

....2



*Signature*

**Not Applicable:** The proposed Scheme does not involve any other entity involving Promoter/ Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company. BLAL is a subsidiary of the Company.

1.1 **Part I(A) Para (10)(b)(iii)**

Where the parent listed entity has acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity, and if that subsidiary is being merged with the parent listed entity under the Scheme

**Not Applicable:** The Company has not acquired, either directly or indirectly, the equity shares of BLAL from any of the shareholders of BLAL who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of BEML. Further the proposed scheme does not involve any merger.

1.2 **Part I(A) Para (10)(b)(iv)**

Where the scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity

**Not Applicable:** The scheme does not involve any merger.

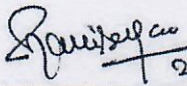
1.3 **Part I(A) Para (10)(b)(v)**

Where the scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity shares

**Not Applicable:** The scheme does not involve transfer of whole or substantially the whole of the undertaking of BEML, only Identified Surplus/ Non-core Assets are being transferred to BLAL/Resulting Company. Further, the shares issued by BLAL to the shareholders of BEML will be listed in accordance with the Scheme.

**In view of the aforesaid, the requirement stated in Part I(A) Para (10)(b) of the SEBI Circular is not applicable to the Scheme.**

**For and on behalf of BEML Limited.**

  
21/7/21

**Company Secretary**

**Dated 21<sup>st</sup> July 2021**

**Place – Bengaluru**





To,  
The Board of Directors,  
BEML Limited,  
BEML Soudha, 23/1, 4th Main, S.R. Nagar,  
Bengaluru 560027, Karnataka, India

21<sup>st</sup> July 2021

**Independent Auditors' Certificate on non-applicability of conditions under Part I(A) Para (10)(c) of SEBI Master Circular No. SEBI/HO/CFD/DIL1/ CIR/P/2020/249 dated 22 December 2020 ("SEBI Circular")**

1. We, Sundaram and Srinivasan, Chartered Accountants, the statutory auditors of the BEML Limited ("the Company") have been requested by the management of the Company to certify the non-applicability of conditions under part I(A) Para (10)(b) of the SEBI Circular to the proposed scheme of arrangement between the Company and BEML Land Assets Limited('BLAL'). The accompanying undertaking has been provided by the Company stating the reasons for non-applicability of requirements under Part I(A) Para (10)(b) of the SEBI Circular ('Undertaking'), has been prepared by management of the Company pursuant to the requirements under Part I(A) Para (10)(c) of the SEBI Circular in connection with proposed scheme of arrangement between the Company, BLAL and their respective shareholders and creditors ("draft Scheme") in terms of provisions of Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the rules made thereunder and pursuant to SEBI Circular.

**Management's Responsibility for the Undertaking**

2. The preparation of the Undertaking is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents supporting the contents of the draft Scheme. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Undertaking.
3. The Management is also responsible for ensuring that the Company complies with the requirements of the Circular and the Act in relation to the draft Scheme and for providing all the information to the SEBI.





### Auditor's Responsibility

4. It is our responsibility to report based on procedures performed. In this regard, we have performed the following procedures:
  - Obtained a certified copy of the draft Scheme.
  - Obtained Undertaking from the Company.
  - Read the draft Scheme and reviewed the Undertaking to assess if the requirements under Part I(A) Para (10)(b) of the SEBI Circular as set out in the Undertaking is applicable to the draft Scheme.
5. Pursuant to the SEBI Circular, it is our responsibility to examine the draft Scheme and provide reasonable assurance whether the requirements under Part I(A) Para (10)(b) of the SEBI Circular as set out in the Undertaking are applicable to the draft Scheme or not. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria as mentioned above.
6. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purpose (Revised 2016), issued by the Institute of Chartered Accountants of India. The Guidance note requires that we comply with the ethical requirements of the code of ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

8. Based on the procedures performed by us as above, and according to the information and explanations given to us, in our opinion, the conditions prescribed under Part I(A) Para (10)(b) of the SEBI Circular as set out in the Undertaking are not applicable to the draft Scheme.





**Sundaram & Srinivasan**  
CHARTERED ACCOUNTANTS

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yessendes@sundaramandsrinivasan.com  
Website : www.sundaramandsrinivasan.com

Date .....

### Restriction on use

9. This certificate has been issued at the request of the Board of Directors of the Company solely in connection with the requirements prescribed under Part I(A) Para (10)(c) of the SEBI Circular and for onward submission to the SEBI, Stock Exchange(s), Central Government. Registrar of Companies, Regional Director and such other authorities as may be required to give effect to the draft Scheme and uploading the same on Company's website. This certificate should not be used, quoted or referred for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Sundaram & Srinivasan  
Chartered Accountants  
Firm's Registration No: 004207S

  
**P Menakshi Sundaram**  
Partner

Membership No: 217914  
ICAI UDIN: 21217914AAAAKZ7747

Chennai  
21<sup>st</sup> July 2021

