

**Format of Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

**Name of the Company: BEE ELECTRONIC MACHINES LIMITED**  
**Quarter ending on: March 31, 2012**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	YES	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	NA	As the Unit is a SICK Company, no compensation is being paid to Non-Executive Directors.
(C) Other Provisions as to Board and Committees	49 (IC)	YES	
D) Code of Conduct	(49 (ID)	YES	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee		YES	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
<b>III. Subsidiary Companies</b>	49 (III)	NA	There are no subsidiary companies
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	
(C) Board Disclosures	49 (IV C)	NA	The Company being a sick unit has minimal operations presently. In the past, the Company had a laid down procedures for minimization of risks and those had already been placed and approved by the Board. In today's business context of the Company, risk management or the laid down procedures are not applicable.

(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	NA	No money raised through Public Issue, Rights or Preferential issues etc.
(E) Remuneration of Directors	49 (IV E)	YES	
(F) Management	49 (IV F)	NO	MD & A Report form a part of the Annual Report to the shareholders. None of the Senior management is involved or has a personal interest in either material, financial and/ or commercial transactions of or with the Company.
(G) Shareholders	49 (IV G)	YES	
<b>V.CEO/CFO Certification</b>	49 (V)	YES	
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	The Annual Report of the Company contains the Report on Corporate Governance and it contains all the information as suggested in the list of items vide Annexure 1 C. However, non-mandatory items are not adopted by the Company and hence do not form a part of the Corporate Governance Report.
<b>VII. Compliance</b>	49 (VII)	YES	The Company does obtain the Compliance Certificate from duly signed by a practicing Company Secretary. The same is filed with the ROC/ MCA electronically and the same has been submitted to the Stock Exchange along with the Annual Report filed by the Company.

For Bee Electronic Machines Limited

Sd/-  
Compliance Officer.

Place: MUMBAI  
Date: April 9, 2012

TO WHOMSOEVER IT MAY CONCERN

This is to certify that Bee Electronic Machines Limited Script code 517203 has complied with the provisions of clause 49 1(a) of the listing agreement with respect to the composition of the Board of Directors as on 31<sup>st</sup> March, 2012. I hereby confirm that the Board of the company i.e. Bee Electronic Machines Limited comprises of two executive and three non-executive directors. The names of the executive and the non executive directors as at 31<sup>st</sup> March, 2012 are as under for records:-

List of the Executive Directors

- |                              |                   |              |
|------------------------------|-------------------|--------------|
| 1) Ms. Abhilasha Bhargava    | PAN no AEQPB9671J | DIN 00940237 |
| 2) Mr. K Sudeshkumar Acharya | PAN no AAGPA1973M | DIN 02267112 |

List of the Independent and Non Executive Directors

- |                             |                   |              |
|-----------------------------|-------------------|--------------|
| 1) Ms. Karuna K Shaikh      | PAN no AAFPK2338C | DIN 02825440 |
| 2) Mr. Venugopal R Coontoor | PAN no AAOPC8714F | DIN 03633064 |
| 3) Mr. Rajendra C Shah      | PAN no ACMPS3682E | DIN 03632207 |

The above certificate is issued explicitly for the purpose of submission of the same with the Bombay Stock Exchange for the purpose of compliance with the clause 49 1(a) of the listing agreement.

For Bee Electronic Machines Limited

Umeshkumar R Phalorh  
Compliance officer

Place: Mumbai

Dated: 10<sup>th</sup> April, 2012