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e-mail : bemlede@vsnl.net.in**Mysore Complex**Tel : 0821-2402422
e-mail : bemlmys@sancharmet.in**International Business Division**Tel : + 91-80-2222 2730, 2223 3350
e-mail : office@export.beml.co.in**Technology Division**Tel : + 91-80-2296 3100-109
e-mail : office@ctd.beml.co.in**Trading Division**Tel : + 91-80-22963113
e-mail : office@trading.beml.co.in**Regional Offices :****Bilaspur**Tel : 07752-252082
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e-mail : chennai@rm.beml.co.in**Hyderabad**Tel : 040-23227032
e-mail : hyderabad@rm.beml.co.in**Kolkata**Tel : 033-22826314
e-mail : kolkata@rm.beml.co.in**Mumbai**Tel : 022-22049490
e-mail : mumbai@rm.beml.co.in**Nagpur**Tel : 0712-2248435
e-mail : nagpur@rm.beml.co.in**New Delhi**Tel : 011-23316500
e-mail : delhi@rm.beml.co.in**Ranchi**Tel : 0651-2560370
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Mobile No. : 9440312607Service Activity Centre
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Ref : CS/53AGM/309

28.08.2017

Listing DepartmentThe National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (East), MUMBAI - 400 051

Dear Sir/Madam,

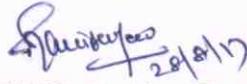
Sub : Notifying the date of AGM and Book Closure - Reg.

We wish to bring to your kind notice the schedule of the Annual General Meeting of the Company for the financial year 2016-17 as under:

- 53rd Annual General Meeting of the members of the Company will be held on **21st September, 2017** at 'Dr. B. R. Ambedkar Bhavan, Millers Road, Next to Jain Hospital, Kaverappa Layout, Vasanth Nagar, Bengaluru - 560 052' at **11.30** hours.
- Register of Members and the Share Transfer books will be closed from **15.09.2017** to **21.09.2017** (both days inclusive) to finalize the list of members eligible for payment of Dividend.
- E-voting on <https://evoting.karvy.com> would commence from 9.00 A.M. on **16.09.2017** and end at 5.00 P.M. on **20.09.2017** for facilitating the members to vote on all the resolutions to be passed at the Annual General Meeting scheduled on 21.09.2017. The cut-off date for ascertaining the eligibility for members for e-voting is **14.09.2017**.

Further, please find enclosed Notice of the 53rd Annual General Meeting of the Company for your reference and records.

Thanking you.

Yours faithfully
For BEML LIMITED
(S V Ravisekhar Rao)
Company Secretary /
Compliance officer

Encl : As above.

Cc : **Listing Department**
The BSE Limited,
P.J.Towers, 26th Floor,
Dalal Street,
MUMBAI - 400 001



: 2 :

3. The National Securities Depository Limited,
Trade World, 5th Floor,
Kamala Mills Compound, Senapati Bapat Marg,
Lower Parel,
MUMBAI – 400 013
4. The Central Depository Services (India) Limited,
Phiroze Jeejeebhoy Towers, 28th Floor,
Dalal Street,
MUMBAI – 400 023.
5. M/s. Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Serilingampally,
Hyderabad - 500 032.



NOTICE

NOTICE is hereby given that the 53rd Annual General Meeting of BEML Limited will be held on **Thursday, the 21st September, 2017 at 11.30 hours at Dr. B. R. Ambedkar Bhavan, Millers Road, Next to Jain Hospital, Kaverappa Layout, Vasanth Nagar, Bengaluru - 560 052**, to transact the following business:

I. ORDINARY BUSINESS

1. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that the Audited Standalone Financial Statement of the Company for the year ended 31.03.2017 and the Reports of the Board of Directors and Auditors thereon, and also the Audited Consolidated Financial Statement of the Company as on that date and Report of Auditors thereon, be and are hereby received, considered and approved.”

2. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that a Dividend of ₹8/- per share i.e., 80% on the paid-up value of the equity shares of the Company, absorbing ₹33.32 Crs for the year 2016-17, as recommended by the Board of Directors, be and is hereby considered and declared out of the profits for the year 2016-17 and the same be paid to those shareholders whose names appear on the Register of Members of the Company as on the date of Book Closure and beneficial owners under demat form as per the list furnished by the Depositories based on the said date of book closure.”

3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that Shri Aniruddh Kumar (*DIN-06861374*), who retires by rotation and being eligible, offering himself for re-appointment, be and is hereby re-appointed as Director (Rail & Metro Business) of the Company.”

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that Shri Sanjay Prasad (*DIN-01577730*), who retires by rotation and being eligible, offering himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

5. Fixation of remuneration of the Auditors for the year 2017-18:

“RESOLVED that pursuant to the provisions of Section 142 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to fix the remuneration and other terms and conditions of the Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India for the year 2017-18.”

II. SPECIAL BUSINESS

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹1,21,000/- inclusive of service tax and out-of-pocket expenses, payable to M/s R M Bansal and Co, Bengaluru, Cost Auditors, as duly appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the FY 2017-18, be and is hereby ratified.

By order of the Board
For BEML Limited

Sd/-

S V Ravi Sekhar Rao
Company Secretary

Bengaluru
05.08.2017



Notes :

1. *A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the Company.*
2. *A proxy shall not act on behalf of more than 50 members or represent the members holding more than 10% of the total voting rights.*
3. *A proxy shall not have the right to speak at the AGM.*
4. *The prescribed proxy form is enclosed. The proxy form, to be valid, should be deposited at the Registered Office of the Company 48 hours before commencement of the AGM i.e. 11.30 Hours on 19.09.2017.*
5. *Member/Proxy holder must bring the Attendance Slip to the AGM and hand it over at the registration counter as duly signed and executed.*
6. *Queries on accounts and operations of the Company, if any, may please be sent to the Company at least ten days in advance of the AGM so that the replies may be made available at the AGM.*
7. *Members are requested to bring this Annual Report to the AGM.*
8. *Members may visit the website of the Company www.bemlindia.com for more information on the Company.*
9. *Members are requested to address all correspondence in relation to share matters to the Company's Share Transfer Agent (STA), M/s Karvy Computershare Private Limited at the following address:*

M/s. Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Serilingampally,
Hyderabad - 500 032.
Ph: 040-67161526, Fax: 040-23001153
E-mail: nageswara.raop@karvy.com,
einward.ris@karvy.com
Website: www.karvy.com
10. *Investor Grievance Redressal:*

The Company has assigned an exclusive e-mail ID: investorgrievance@beml.co.in to enable investors to register their complaints, if not adequately addressed by the STA.
11. *Members who are holding shares in more than one folio are requested to intimate to the STA the details of all their folio numbers for consolidation into a single folio. Members must quote their Folio Number / Demat Account No. and contact details such as email ID, phone/mobile contact nos., etc., in all correspondence with the Company/STA.*
12. *Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed hereto.*
13. *Pursuant to Regn. 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as 'Listing Regulations'], the brief resume/profile of the Directors eligible for re-appointment is attached hereto.*
14. *In terms of Regn. 42 of the Listing Regulations, the Register of Members and Share Transfer Book will remain closed from 15.09.2017 to 21.09.2017 (both days inclusive) for the purpose of the AGM.*
15. *Pursuant to Regn. 44 of the Listing Regulations, e-voting facility is provided to all the members on the web-site at <https://evoting.karvy.com>. E-voting can be exercised by the members from 9.00 A.M. on 16.09.2017 to 5.00 P.M. on 20.09.2017. A distinctive user ID and password*

to individual member are e-mailed/enclosed to the annual report. Necessary instructions on e-voting facility may be accessed on the web-site with the said user ID and password. E-voting is in addition to the voting by poll at the AGM. Cut-off date for members to be eligible for e-voting is 14.09.2017.

16. The dividend declared at the AGM will be paid on or after 25.09.2017, in respect of shares held in physical form to those members who are entitled to the same and whose names appear in the Register of Members of the Company after giving effect to all valid share transfers lodged with the Company at the end of business hours on 14.09.2017 and in respect of shares held in the electronic form to those "Deemed Members" whose names appear in the Statement of Beneficial Ownership furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited as at the closure of that date.

17. The details of unpaid dividends with corresponding due dates for transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Dividend for the financial year	Date of Declaration	Unclaimed as on 31.03.2017 (₹in lakhs)	Due for transfer on
2009-10	13.08.2010	8.28	18.09.2017
2010-11	29.08.2011	6.98	04.10.2018
2011-12	14.09.2012	4.61	20.10.2019
2012-13	13.09.2013	2.42	19.10.2020
2013-14	18.09.2014	1.71	24.10.2021
2014-15	15.09.2015	1.45	21.10.2022
2015-16	15.09.2016	6.37	21.10.2023

Members who have not encashed their dividend warrants pertaining to the aforesaid year/s may approach the Company/STA, for obtaining payments thereof at least 20 days before they are due for transfer to the IEPF.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 6 - Ratification of Remuneration to Cost Auditors:

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment of M/s. R M Bansal and Co, Bengaluru, Cost Accountants, upon annual remuneration of ₹1,21,000/- inclusive of service tax and out-of-pocket expenses to conduct the audit of the cost records of the Company for the financial year 2017-18.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, the Members are requested to consider and ratify the remuneration payable to the Cost

Auditors for the year 2017-18 as set out in the resolution for the aforesaid services.

The Board of Directors commends the proposed Ordinary Resolution for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the proposed resolution.

By order of the Board
for BEML Limited

Sd/-

S V Ravi Sekhar Rao
Company Secretary

Bengaluru
05.08.2017



Details of Directors seeking re-appointment as required under Regn. 36(3) of the Listing Regulations:

Shri Aniruddh Kumar, Director (Rail & Metro Business):

Shri Aniruddh Kumar assumed charge as Director (Rail & Metro Business) w.e.f. 18.04.2014. Shri Aniruddh Kumar is Bachelor of Technology in Mechanical Engineering and Master of Technology in Industrial Engineering System. He has over three decades of professional experience in Planning and Production and served in various capacities in Public Sector Companies. Prior to assuming the office, he was the Executive Director heading the Koraput Division of HAL. During 1993 to 2009 he served BEML in various capacities and before joining HAL he was the General Manager heading M/s. Vignyan Industries Limited.

He is a member of All India Management Association and Member of Institution of Engineers. He guided about 25 batches of University Students to complete the thesis, a prerequisite for award of B.Tech degree. On 20.11.2015, he was bestowed with the 'Eminent Engineer Award' by the Institution of Engineers (India) for his excellent services rendered in the

field of Heavy Engineering Industry. He is also Chairman of the Board of M/s MAMC Industries Limited, a subsidiary company and a Director on the Board of M/s BEML Midwest Limited, a Joint Venture Company.

Shri Aniruddh Kumar holds 10 equity shares in the capital of the Company in his personal capacity.

Shri Sanjay Prasad, Government Nominee Director:

Shri Sanjay Prasad is a distinguished IAS officer of 1995 batch with about 20 years of experience. Presently he is the Joint Secretary (Land System), Department of Defence Production, Ministry of Defence. Earlier he was the Joint Secretary at Department of Science & Technology. He is a post-graduate in Geography. He is also a Director on the Board of M/s Allahabad City Transport Services Limited.

He does not hold any equity shares in the capital of the Company.

