


**Manufacturing Units :**
**Bangalore Complex**

 Tel : 080-25242414  
 e-mail : bemlbgmr@vsnl.com

**KGF Complex**

 Tel : 08153-263020  
 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  
 e-mail : bilaspur@rm.beml.co.in

**Chennai**

 Tel : 044-28270792  
 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  
 e-mail : ranchi@rm.beml.co.in

**Sambalpur**

 Tel : 0663-2521604  
 e-mail : sambalpur@rm.beml.co.in

**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

Ref : CS/54AGM/49

03.09.2018

*Listing Compliance Department*

National Stock Exchange of India Ltd.

Exchange Plaza, Bandra-Kurla

Complex Bandra (East),

MUMBAI - 400 051

*Listing Compliance Department*

The BSE Limited

 P.J.Towers, 26<sup>th</sup> Floor,

Dalal Street,

MUMBAI - 400 001

Dear Sir/Madam,

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

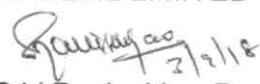
We wish to bring to your kind notice the schedule of the Annual General Meeting of the Company for the financial year 2017-18 as under:

- 54<sup>th</sup> Annual General Meeting of the members of the Company will be held on **27<sup>th</sup> September, 2018** at 'Grand Ball Room', The Chancery Pavilion, No.135 Residency Road, Opp. Bangalore Club, Shanthala Nagar, Ashok Nagar, Bengaluru - 560 025 at 11.30 hours.
- Register of Members and the Share Transfer books will be closed from **22.09.2018** to **27.09.2018** (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 **22.09.2018** and end at 5.00 P.M. on **26.09.2018** for facilitating the members to vote on all the resolutions to be passed at the Annual General Meeting scheduled on 27.09.2018. The cut-off date for ascertaining the eligibility for members for e-voting is **21.09.2018**.

 Further, please find enclosed Notice of the 54<sup>th</sup> 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



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: 2 :

- CC :
1. The National Securities Depository Limited,  
Trade World, 5<sup>th</sup> Floor,  
Kamala Mills Compound, Senapati Bapat Marg,  
Lower Parel,  
MUMBAI – 400 013
  2. The Central Depository Services (India) Limited,  
Phiroze Jeejeebhoy Towers, 28<sup>th</sup> Floor,  
Dalal Street,  
MUMBAI – 400 023.
  3. 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 54<sup>th</sup> Annual General Meeting of BEML Limited will be held on **Thursday, the 27<sup>th</sup> September, 2018 at 11.30 hours** at **'Grand Ball Room', The Chancery Pavilion, No.135, Residency Road, Opp. Bangalore Club, Shanthala Nagar, Ashok Nagar, Bengaluru - 560 025**, 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 31.03.2018 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 2017-18, as recommended by the Board of Directors, be and is hereby considered and declared out of the profits for the year 2017-18 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 B R Viswanatha (DIN-07363486), who retires by rotation and

being eligible, offering himself for re-appointment, be and is hereby re-appointed as Director (Mining & Construction Business) of the Company.”

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

“RESOLVED that Shri R H Muralidhara (DIN-07363484), who retires by rotation and being eligible, offering himself for re-appointment, be and is hereby re-appointed as Director (Defence Business) of the Company.”

5. Fixation of remuneration of the Auditors for the year 2018-19:

“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 2018-19.”

### II. SPECIAL BUSINESS

6. To consider and if thought fit, to pass the following resolution for Appointment of Director (Finance) as an Ordinary Resolution:

“RESOLVED that the appointment of Shri Suraj Prakash (DIN-08124871), as Director (Finance) of the Company with effect from 10.05.2018 on the terms and conditions as stipulated by the Government of India, be and is hereby approved.”

7. To consider and if thought fit, to pass the following resolution for Appointment of Government Nominee Director as an Ordinary Resolution:

“RESOLVED that the appointment of Shri Rajib Kumar Sen (DIN-07669981), as Government



Nominee Director of the Company with effect from 30.05.2018 on the terms and conditions as stipulated by the Government of India, be and is hereby approved.”

8. To consider and if thought fit, to pass the following resolution for Appointment of Independent Director as an Ordinary Resolution:

“RESOLVED that the appointment of Shri Gurmohinder Singh (DIN-08199586), as an Independent Director of the Company with effect from 13.08.2018 on the terms and conditions as stipulated by the Government of India, be and is hereby approved.”

9. Ratification of Remuneration to Cost Auditors:

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 GST 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 2018-19, be and is hereby ratified.”

By order of the Board  
For BEML Limited

Sd/-

Bengaluru  
23.08.2018

S V Ravi Sekhar Rao  
Company Secretary

## 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 25.09.2018.
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. Members are requested to bring this Annual Report to the AGM.
7. Pursuant to the provisions of Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as 'Listing Regulations'] permits companies to send documents like Notice of AGM, Annual Report and other documents through electronic means to its members at their registered email addresses. Accordingly, the Annual Report including Notice is being sent in electronic form to the shareholders whose registered e-mail IDs are available with the Company / Registrar and Share Transfer Agent (RTA). These documents will also be available on the website of the Company [www.bemlindia.in](http://www.bemlindia.in). Printed copies of Annual Report including Notice of AGM for the year ended 31.03.2018 would be dispatched to those Members, whose Depository Participant accounts do not contain the email address. The physical copies of relevant documents including audited financial statements of the subsidiary companies will be made available at the Company's registered office at



Bengaluru for inspection between 9.00 A.M. to 5.45 P.M. on working days (barring Saturday and Sunday) prior to the AGM.

8. Members may visit the website of the Company [www.bemlindia.in](http://www.bemlindia.in) for more information on the Company.
9. 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.
10. 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](mailto:nageswara.raop@karvy.com),  
[einward.ris@karvy.com](mailto:einward.ris@karvy.com)

Website: [www.karvycomputershare.com](http://www.karvycomputershare.com)

11. Investor Grievance Redressal:

The Company has an exclusive page for lodging complaints online through 'Online Investor Complaints' which enables investors to register their complaints, if not adequately addressed by the STA.

12. 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.
13. Pursuant to SEBI circular ref SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018, shareholders whose ledger folios do not have or

having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the details to the RTA / to the company for registration in the folio, so that investments held by the shareholders will be fully protected with proper KYC compliance.

14. Further, pursuant to amendment notified in the Listing Regulations on 08.06.2018 which would come into force on 05.12.2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
15. 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.
16. Pursuant to Regn. 36(3) of the Listing Regulations, the brief resume / profile of the Director eligible for re-appointment is attached hereto.
17. In terms of Regn. 42 of the Listing Regulations, the Register of Members and Share Transfer Book will remain closed from 22.09.2018 to 27.09.2018 (both days inclusive) for the purpose of the AGM.
18. Member(s) can opt for either voting through electronic means or physical voting at the AGM. Any member, who has exercised e-voting can participate in the AGM. However, he shall not be allowed to vote in the meeting again and his earlier e-voting shall be treated as final.
19. 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 22.09.2018 to 5.00 P.M. on 26.09.2018. 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 website 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 21.09.2018.

20. The dividend declared at the AGM will be paid on or after 03.10.2018, 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 21.09.2018. 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.

21. 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 31.03.2018 (₹ in lakhs)	Due for transfer on
2010-11	29.08.2011	6.84	04.10.2018
2011-12	14.09.2012	4.54	20.10.2019
2012-13	13.09.2013	2.41	19.10.2020
2013-14	18.09.2014	1.69	24.10.2021
2014-15	15.09.2015	1.43	21.10.2022
2015-16	15.09.2016	6.27	21.10.2023
2016-17	21.09.2017	10.86	27.10.2024
<b>Total</b>		34.04	--

Members who have not received their dividend 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 to 8 - Appointment of Directors:

In terms of Article 97 of the Articles of Association of the Company, the President of India is vested with the power to appoint the Directors of the Company from time to time and also shall determine the terms of office of such Directors. Accordingly, the following appointments on the Board of your Company were effected as per the directives of the President of India:

- Shri Suraj Prakash (DIN-08124871), General Manager, M/s BHEL Limited, was appointed as Director (Finance) of the Company vide MoD letter No.8(2)/2016-D(BEML) dated 09.05.2018, as per the directives of the President of India. He took charge on 10.05.2018.
- Shri Rajib Kumar Sen (DIN-07669981), Economic Adviser, Ministry of Defence was appointed as Government Nominee Director vide MoD letter No.8(80)/2015-D(Coord/DDP) dated 30.05.2018 in place of Shri Sanjay Prasad.

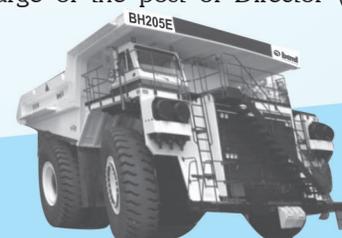
- Shri Gurmohinder Singh (DIN-08199586), was appointed as Independent Director vide MoD letter No. 8(2)/2014-D(BEML) dated 10.08.2018 and his appointment had taken effect from 13.08.2018.

Pursuant to the provisions of the Companies Act, 2013, relating to appointment of Directors, it is necessary to place the aforesaid appointments before the members of the Company seeking their consent.

Further, as per the terms of Regulation 36(3) of the Listing Regulations, brief profile of the said Directors is given as under:

### Shri Suraj Prakash, Director (Finance)

Shri Suraj Prakash (DIN-08124871) has been appointed as Director (Finance) and Member on the Board of BEML Limited. He assumed charge on 10.05.2018. Shri Prakash is a Cost Accountant from the Institute of Cost Accountants of India. Prior to assuming charge of the post of Director (Finance),



he was the General Manager (Finance) of M/s BHEL Limited. He has rich and varied experience in Indirect Taxation, Tax Management, Tax optimisation, Systems improvement, Role as a core member in various key policies decision like policy formulation, formation of consortium, technology collaboration, merger & acquisition, evaluation / appraisal of investment in JVs and capex investment etc. He was Chairman, Noida Chapter of the Institute of Cost Accountants of India during 1999-2001 and 2009-2012.

#### **Shri Rajib Kumar Sen, Government Nominee Director**

Shri Rajib Kumar Sen (*DIN-07669981*) is double post-graduate, M.Sc. in “Public Management and Governance” from London School of Economics and M.Sc. (Economics) from Calcutta University. He joined Indian Economic Service (IES) in September 1993. Presently posted as Economic Adviser in the Ministry of Defence and handling the work relating to International Cooperation, Offsets, Policy Related issues of the Department. Over the period, Shri Sen has served in various capacities in different functional areas as Research Officer in Financial Resources Division in Planning Commission, Government of India. He has worked as Assistant Commissioner in Ministry of Rural Development, Government of India. He has worked in various capacities in State Govt. of Goa.

#### **Shri Gurmohinder Singh, Independent Director**

Shri Gurmohinder Singh (*DIN-08199586*) holds Ph.D (1995) from Delhi University and having Post Graduate Diploma in Journalism (1992) from Bhartiya Vidya Bhawan. Presently Shri Singh is working as Vice Principal of Sri Guru Nanak Dev Khalsa College, Delhi University and also Associate Professor in Department of Punjabi. He is having about 24 years of academic and teaching experience. Shri Singh has published various books and articles from time to time.

Shri Suraj Prakash, Shri Rajib Kumar Sen and Shri Gurmohinder Singh, do not hold any equity shares

in the capital of the Company and also not having any inter-se relationship among the directors of the Company. The said Directors, being the appointees concerned, are considered to be interested in the proposed resolutions. The Board commends the resolutions for the approval of the members.

#### **Item No. 9 - 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 GST and out-of-pocket expenses to conduct the audit of the Cost Records of the Company for the financial year 2018-19.

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 2018-19 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, is in any way concerned or interested in the above proposed resolutions.

By order of the Board  
For BEML Limited

Sd/-

Bengaluru  
23.08.2018

S V Ravi Sekhar Rao  
Company Secretary



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

**Shri B R Viswanatha, Director (Mining & Construction Business):**

Shri B R Viswanatha assumed charge as Director (Mining & Construction Business) w.e.f. 01.02.2016. Shri B R Viswanatha is a Mechanical Engineer from National Institute of Engineering, Mysuru, and holds Master's degree in Engineering from the Indian Institute of Science, Bengaluru. He joined the Company in 1974. Over the period, he has served in various capacities in different functional areas of the Company like Production, Quality Engineering and Marketing. Prior to assuming charge as Director, Shri. B R Viswanatha was the Executive Director heading KGF Complex.

Further, he is the Chairman of Share Certificate Committee and a member of Audit Committee, Stakeholder Relationship Committee, Corporate Social Responsibility & Sustainability Committee and Procurement Committee of the Company.

He is also the Chairman of the Board of M/s. Vignyan Industries Limited, M/s. MAMC Industries Limited and Director on the Board of M/s. BEML Midwest Limited.

**Shri R H Muralidhara, Director (Defence Business)**

Shri R H Muralidhara assumed charge as Director (Defence Business) w.e.f. 01.03.2016. Shri R H Muralidhara is graduated in Mechanical Engineering from Mysore University. He joined the Company in the year 1983. Over the period, Shri. Muralidhara served in various capacities in different functional areas of the Company including Quality, Planning, Production in Defence as well as in Mining & Construction vertical apart from heading Mysuru Complex. Prior to assuming the present position, Shri Muralidhara was the Chief General Manager, Defence Production at KGF Complex.

Further, he is the member of Stakeholder Relationship Committee, Share Certificate Committee, Corporate Social Responsibility & Sustainability Committee and Procurement Committee of the Company.

He is also the Member of the Board of M/s. MAMC Industries Limited and M/s. BEML Midwest Limited.

Shri B R Viswanatha and Shri R H Muralidhara, do not hold any equity shares in the capital of the Company and also not having any inter-se relationship among the directors of the Company.





**ADMISSION SLIP**

54<sup>TH</sup> ANNUAL GENERAL MEETING - **Thursday, September 27, 2018 at 11.30 Hours**

I / We hereby record my/our presence at the 54<sup>th</sup> Annual General Meeting held at 'Grand Ball Room', The Chancery Pavilion, No.135, Residency Road, Opp. Bangalore Club, Shanthala Nagar, Ashok Nagar, Bengaluru - 560 025.

Member's Folio/DP ID-Client ID No. \_\_\_\_\_

Member's/Proxy Name in Block Letters \_\_\_\_\_

Member's/Proxy's Signature \_\_\_\_\_

Regd. Folio / \*Client ID :

No.of Shares held:

\* Applicable for members holding shares in electronic form.

**Note** : Shareholder / Proxy holder must bring the Admission Slip to the meeting and hand it over at the entrance duly signed.

✂ .....



**PROXY FORM**

54<sup>TH</sup> ANNUAL GENERAL MEETING - **Thursday, September 27, 2018 at 11.30 Hours**

Name of the Company Registered Office	BEML Limited BEML Soudha, # 23/1, 4 <sup>th</sup> Main, S.R. Nagar, Bengaluru - 560 027
Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No/Client ID	
DP ID	

I/We, being the member(s) of ..... shares of BEML Limited, hereby appoint:

- (1) ..... of ..... having e-mail id ..... or failing him/her
- (2) ..... of ..... having e-mail id ..... or failing him/her
- (3) ..... of ..... having e-mail id .....

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 54<sup>th</sup> Annual General Meeting of the Company to be held at 'Grand Ball Room', The Chancery Pavilion, No.135, Residency Road, Opp. Bangalore Club, Shanthala Nagar, Ashok Nagar, Bengaluru - 560 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Business to be transacted	Optional	
		For	Against
<b>Ordinary Business:</b>			
1	Approval of Audited Financial Statement including Consolidated Financial Statement for the year 2017-18 along with reports of Board and Auditors thereon.		
2	Consider and declare the Dividend for the year 2017-18		
3	Re-election of Shri B R Viswanatha as Director (Mining & Construction Business)		
4	Re-election of Shri R H Muralidhara as Director (Defence Business)		
5	Fixation of remuneration of the Statutory Auditors for the year 2018-19		
<b>Special Business:</b>			
6	Appointment of Shri Suraj Prakash as Director (Finance)		
7	Appointment of Shri Rajib Kumar Sen as Government Nominee Director		
8	Appointment of Shri Gurmohinder Singh as Independent Director		
9	Ratification of Remuneration to Cost Auditors for the year 2018-19		

Signed this ..... day of ..... 2018.

Member's Folio/DP ID-Client ID No.....Signature of Shareholder(s) .....

Signature of Proxy Holders(s) .....

