

Notice

NOTICE is hereby given that the 48th Annual General Meeting of BEML Limited will be held on **Friday, the 14th September, 2012** at **10.30 hours** at **API Bhavana, 16/F, Millers Tank Bed Area, Vasanthanagar, Bangalore-560 052** to transact the following business:

I. ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2012, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare Dividend for the year 2011-12.
3. To elect a Director in place of Shri P Dwarakanath, who retires by rotation and being eligible, offers himself for re-appointment.
4. To elect a Director in place of Shri M Pitchiah, who retires by rotation and being eligible, offers himself for re-appointment.
5. To elect a Director in place of Dr. M Nellaiappan, who retires by rotation and being eligible, offers himself for re-appointment.
6. To elect a Director in place of Smt. Rashmi Verma, who retires by rotation and being

eligible, offers herself for re-appointment.

7. To elect a Director in place of Dr.(Smt.) Rekha Bhargava, who retires by rotation and being eligible, offers herself for re-appointment.
8. To elect a Director in place of Lt. Gen. (Retd.) Noble Thamburaj, who retires by rotation and being eligible, offers himself for re-appointment.
9. To fix the remuneration of the Auditors.

II. SPECIAL BUSINESS

10. Appointment of Director:

To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution :

“RESOLVED that Shri Rajnish Kumar, be and is hereby appointed as Director of the Company with effect from 2nd August, 2012 on the terms and conditions as stipulated by the Government.”

By order of the Board
For BEML Limited

Place : Bangalore
Date : 09.08.2012

M E V Selvam
Company Secretary

Notes

1. A Member entitled to attend and vote at the Meeting is entitled to appoint proxy / proxies to attend and vote instead of himself. Proxy need not be a member of the Company.
2. Proxy form is attached. The Proxy form should be deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.
3. Member / Proxy holder must bring the Attendance Slip to the Meeting and hand it over at the entrance duly signed and executed.
4. Shareholders 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
Plot No.17-24, Vittalrao Nagar
Madhapur, Hyderabad - 500 081
Andhra Pradesh State
Ph : 040-44655000, Fax : 040-23420814
Toll Free No. : 1800-3454-001
E-mail : einward.ris@karvy.com
Website : www.karvy.com

5. 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 address, contact no. etc in all correspondence with the Company/STA.
6. Members are requested to bring their copies of the Annual Report to the meeting.
7. In terms of Clause 16 of the Listing Agreement, the Register of Members and Share Transfer Book will remain closed from 08.09.2012 to 14.09.2012 (both days inclusive) for the purpose of the Annual General Meeting.
8. Pursuant to Clause 49 of the Listing Agreement, the brief resume/profile of the

Directors eligible for re-appointment vide Item Nos.3 to 8 are attached hereto.

9. The dividend declared at the meeting will be made available on or after 19.09.2012, 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 07.09.2012 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.
10. The dividend paid for the year 2004-05 and remaining unpaid/unclaimed in the accounts will be transferred to Investor Education and Protection Fund during November, 2012.
11. Queries on accounts and operations of the Company, if any, may please be sent to the Company ten days in advance of the meeting so that the replies may be made available at the meeting.

Invitation to Shareholders to preserve environment

Ministry of Corporate Affairs (MCA) vide circular nos 17/2011 and 18/2011 dated April 27, 2011 and April 29, 2011 respectively have clarified that a Company would be deemed to have complied with the provisions of Section 53 and 219(1) of the Companies Act, 1956, if documents like 'notices', annual reports etc., are sent in electronic form to its Members. Accordingly, the said documents of the Company for the financial year ended March 31, 2012 will be sent in electronic form to those Members who have registered their e-mail address with their DP and made available to the Company by the Depositories. However, in case a Member wishes to receive a physical copy of the said documents, he is requested to send an e-mail to office@cs.beml.co.in duly quoting his DP ID and Client ID or the Folio number as the case may be.

Members holding shares in physical form are requested to submit their e-mail address to the STA/ Company Secretary duly quoting their Folio number. Members holding shares in electronic form who have not registered their e-mail address with their DP are requested to do so at the earliest, so as to enable the Company to send the said documents in electronic form, thereby supporting the green initiative of the MCA.

BEML LIMITED

Explanatory Statement pursuant to Section 173 of the Companies Act, 1956

Item No. 10 – Appointment of Director

Article 97 of the Articles of Association of the Company provides for appointment of Directors by the President of India from time to time. Accordingly, the President of India has appointed Shri Rajnish Kumar, Additional Financial Adviser & Joint Secretary, Department of Defence Production, Ministry of Defence, Government of India, as Part-time Government Director on the Board of the Company with effect from 02.08.2012.

In view of the provisions under section 257 of the Companies Act, 1956, it is necessary to place this item before the members of the Company seeking the consent of the members for the appointment of the aforementioned Director with effect from the date of his appointment as aforesaid.

Shri Rajnish Kumar, Part-time Government Director

Shri Rajnish Kumar has been appointed as Part-time Government Director on the Board of BEML Limited with effect from 02.08.2012. He belongs to 1984 batch of the Indian Defence Accounts Service and has about 28 years of functional experience in Defence services and its

related organisations.

Shri Rajnish Kumar started his career during 1985 as Internal Auditor and grew to the level of Controller, Internal Auditor & Financial Advisor. He also served as Financial Advisor Navy – Director General Naval Projects, Director (Finance) in Ministry of Defence, Integrated Financial Advisor - Air Force, Joint Controller General Defence Accounts in CGDA and as Finance Manager (Maritime and systems).

He authored several books relating to Defence procurement and Defence Accounting systems. Presently, he is Additional Financial Advisor & Joint Secretary in Ministry of Defence.

Shri Rajnish Kumar, being the appointee concerned, is considered to be interested in the resolution.

The Board commends the resolution for the approval of the members.

By order of the Board
For BEML Limited

Place : Bangalore
Date : 09.08.2012

M E V Selvam
Company Secretary

Details of Directors seeking re-appointment as required u/c 49 (IV) (G) of the Listing Agreement :

Shri P Dwarakanath, Chairman & Managing Director (I/c) and Director (Metro & Rail Business)

Shri P Dwarakanath, is a Graduate in Mechanical Engineering from National Institute of Technology, Warangal. He joined BEML as a Management Trainee in 1978 and held various important positions in the Company covering Rail & Metro and Defence areas. He was heading BEML, Bangalore Complex prior to taking over the charge of Director (Metro & Rail Business) with effect from 01.03.2008. He is also given additional

charge of Chairman & Managing Director w.e.f. 12.06.2012. He is also on the Board of M/s Vignyan Industries Limited, a subsidiary of BEML Limited. He does not hold any equity shares of the Company.

Shri M Pitchiah, Director (Finance)

Shri M. Pitchiah is a Chartered Accountant of 1977 batch from the Institute of Chartered Accountants of India and 38th rank holder of the Institute. He started his career with M/s HMT as an Accounts Officer during 1978. Before joining

BEML as Chief General Manager on 01.10.2004, he was General Manager (Finance) in HAL having served there for a period of 10 years. He has 33 years of valuable experience having worked in public sector and he has private sector exposure also. He has rich experience in Finance, Budgeting, Taxation, Finalization of Accounts and played key role in the follow-on public offer of BEML. He was also instrumental in recasting the purchase manual of the Company. He took charge as Director (Finance) of the Company with effect from 14th July, 2008. He is also on the Board of M/s Vignyan Industries Limited, M/s BEML Midwest Limited and M/s MAMC Industries Limited. He holds 15 equity shares of the Company in his personal capacity.

Dr. M Nellaiappan, Director (HR)

Dr. M. Nellaiappan has been appointed as Director (Human Resource) on the Board of BEML Limited with effect from 23rd March, 2009. Dr. Nellaiappan holds post graduate qualifications in Social Work, Personnel Management & Industrial Relations and Finance. He has obtained his Doctorate in Philosophy (Ph.D) through Aligarh Muslim University for his thesis on "Business Administration". Prior to joining BEML, he had served M/s Karnataka Power Corporation Limited (KPCL) for 36 years and was Director (HR) during

last 4 years of his tenure at KPCL. He does not hold any equity shares of the Company.

Smt. Rashmi Verma, Director :

Smt. Rashmi Verma, IAS, Joint Secretary (Land Systems), MoD has a sound academic base with Master's degree in Arts, Philosophy and Business Administration. She is a distinguished IAS officer of 1982 batch with over 30 years of administrative experience. She holds 100 equity shares of the Company as a nominee of the President of India.

Dr. (Smt.) Rekha Bhargava, Independent Director

Dr. (Smt.) Rekha Bhargava is a former Secretary to the Government of India. She is a distinguished IAS Officer belonging to 1973 batch, with about 35 years of administrative experience and held key positions in the Union and State Government. She does not hold any equity shares of the Company.

Lt. Gen. (Retd.) Noble Thamburaj, Independent Director

Lt. Gen. (Retd.) Noble Thamburaj is a former Vice Chief of Army Staff. He is a veteran techno administrator with an outstanding record of over four decades in the Indian Army with extensive functional exposure. He is also an Independent Director on the Board of M/s Delta Corps Limited. He does not hold any equity shares of the Company.