



Notice

NOTICE is hereby given that the 49th Annual General Meeting of BEML Limited will be held on **Friday, the 13th September, 2013** at **10.00 hours** at **API Bhavana, #16/F, Millers Tank Bed Area, Vasanthanagar, Bangalore - 560052**, to transact the following business:

I. ORDINARY BUSINESS

1. To receive, consider, approve, and adopt the Audited Statement of Profit and Loss and Cash Flow Statement for the year ended 31.03.2013, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare Dividend for the year 2012-13.
3. To elect a Director in place of Shri Kanwal Nath, who retires by rotation and being eligible, offers himself for re-appointment.
4. To elect a Director in place of Prof. Ramesh Bhat, who retires by rotation and being eligible, offers himself for re-appointment.
5. To elect a Director in place of Prof. S. Sadagopan, who retires by rotation and being eligible, offers himself for re-appointment.
6. To elect a Director in place of Shri C. N. Durgesh, who retires by rotation and being eligible, offers himself for re-appointment.
7. To fix the remuneration of the Auditors for the year 2013-14.

II. SPECIAL BUSINESS

8. Appointment of Directors:

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

“RESOLVED that Shri P. Dwarakanath, be and is hereby appointed as Chairman & Managing Director of the Company with effect from 09.10.2012 on the terms and conditions as stipulated by the Government.”

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

“RESOLVED that Shri C. Balakrishnan, be and is hereby appointed as Non-official (Independent) Director of the Company with effect from 15.10.2012 on the terms and conditions as stipulated by the Government.”

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

“RESOLVED that Shri N.P. Gupta, be and is hereby appointed as Non-official (Independent) Director of the Company with effect from 15.10.2012 on the terms and conditions as stipulated by the Government.”

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

“RESOLVED that Shri Suhas Anand Bhat, be and is hereby appointed as Non-official (Independent) Director of the Company with effect from 15.10.2012 on the terms

and conditions as stipulated by the Government.”

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

“RESOLVED that Shri P.K. Mishra, be and is hereby appointed as Part-time Government Director of the Company with effect from 02.11.2012 on the terms and conditions as stipulated by the Government.”

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

“RESOLVED that Shri D K Hota, be and is hereby appointed as Director (HR) of the Company with effect from 01.07.2013 on the terms and conditions as stipulated by the Government.”

9. Alteration of Articles of Association – Buy-back of Shares :

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

"RESOLVED that pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company, be and is hereby amended by inserting the following paragraph as Article 7(a) after Article 7 as under :

Buy-back of Shares:

7(a)The Company may, subject to the applicable provisions of the Companies Act and SEBI Regulations, purchase its fully paid shares or other specified securities (hereinafter referred to 'Buy Back') out of its free reserves or the securities premium account or the proceeds of any shares or other specified securities issued specially for the purpose of buy back or any other mode as may be permitted from time to time.”

By order of the Board
For BEML Limited
Sd/-
M E V Selvamm
Company Secretary

Bangalore
07.08.2013

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 and 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 : nageswara.raop@karvy.com,
einward.ris@karvy.com
Website : www.karvy.com*
5. *Investor Grievance Redressal :*

The Company has designated an exclusive e-mail id: investorgrievance@beml.co.in to enable investors to register their complaints, if not adequately addressed by the STA.
6. *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.*
7. *Members are requested to bring their copies of the Annual Report to the meeting.*
8. *Members may visit the website of the Company www.bemlindia.com for more information on the Company.*
9. *An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto.*
10. *In terms of Clause 16 of the Listing Agreement, the Register of Members and Share Transfer Book will remain closed from 10.09.2013 to 13.09.2013 (both days inclusive) for the purpose of the Annual General Meeting.*
11. *Pursuant to Clause 49 of the Listing Agreement, the brief resume/profile of the Directors eligible for re-appointment vide Item Nos.3 to 6 are attached hereto.*
12. *The dividend declared at the meeting will be made available on or after 18.09.2013, 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 09.09.2013 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.*
13. *Pursuant to Section 205A(5) of the Companies Act, 1956 the unpaid dividends that are due for transfer to the Investor*

Education and Protection Fund are as follows:

<i>Dividend</i>	<i>Date of Declaration</i>	<i>For the year</i>	<i>Due for transfer on</i>
Final	28.09.2006	2005-06	02.11.2013
Interim-1	23.01.2007	2006-07	27.02.2014
Interim-2	25.06.2007	2006-07	30.07.2014
Interim	18.02.2008	2007-08	25.03.2015
Final	30.09.2008	2007-08	04.11.2015
Final	25.09.2009	2008-09	30.10.2016
Final	13.08.2010	2009-10	17.09.2017
Final	29.08.2011	2010-11	04.10.2018
Final	14.09.2012	2011-12	19.10.2019
Final	13.09.2013	2012-13	18.10.2020

Members who have not encashed their dividend warrants pertaining to the

aforsaid years may approach the Company/ STA, for obtaining payments thereof at least 20 days before they are due for transfer to the said fund.

14. *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 21, 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, 2013 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, 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.