

NOTICE

NOTICE is hereby given that the 55th Annual General Meeting of BEML Limited will be held on **Thursday, the 26th September, 2019 at 11.30 hours** at **'Grand Ballroom' Taj West End, #25, Race Course Road, High Grounds, Bengaluru-560 001** to transact the following business:

I. ORDINARY BUSINESS

1. To consider and if thought fit, to pass the following resolution for audited standalone and consolidated financial statement, reports of Board of Directors and auditors thereon as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone Financial Statement of the Company for the year ended 31.03.2019 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 for declaration of dividend as an Ordinary Resolution:

"RESOLVED THAT, in addition to Interim dividend of ₹4.50/- per equity share paid, final dividend of ₹2.50/- per equity share (aggregating to ₹7.00/- per equity share for FY 2018-19), as recommended by the Board of Directors be and is hereby declared 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 for re-appointment of Chairman & Managing Director as an Ordinary Resolution:

"RESOLVED THAT Shri D K Hota (*DIN-06600812*), who retires by rotation and being eligible, offering himself for re-appointment, be and is hereby re-appointed as Chairman & Managing Director of the Company."

4. To consider and if thought fit, to pass the following resolution for re-appointment of Director (Defence Business) 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. To consider and if thought fit, to pass the following resolution for fixation of remuneration of Statutory Auditors for the year 2019-20:

"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 2019-20."

II. SPECIAL BUSINESS

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

"RESOLVED THAT the appointment of Shri Suresh S Vastrad (*DIN - 06725629*), as Director (Rail & Metro Business) of the Company with effect from 29.11.2018 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 Dr. Md. Nazmuddin (*DIN - 08377468*), as Government Nominee Director of the Company with effect from 28.02.2019 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 Arvind Kumar Arora (*DIN - 07409509*), as Independent Director of the Company with effect from 10.07.2019 on the terms and conditions as stipulated by the Government of India, be and is hereby approved."

9. To consider and if thought fit, to pass the following resolution for Ratification of Remuneration to Cost Auditors 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 2019-20, be and is hereby ratified.”

By order of the Board
For BEML Limited

Sd/-

Bengaluru
26.08.2019

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 24.09.2019.
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 (STA). These documents will also be available on the website of the Company www.bemlindia.in. Printed copies of Annual Report including Notice of Annual General Meeting for the year ended 31.03.2019

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 statement 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 Annual General Meeting.

8. Members may visit the website of the Company 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 Fintech Private Limited at the following address:

M/s. Karvy Fintech 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.karvyfintech.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 20.04.2018, share-holders 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 STA / 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 came 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 Directors 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 21.09.2019 to 26.09.2019 (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 Annual General Meeting. Any member, who has exercised e-voting can participate in the Annual General Meeting. However, he/she shall not be allowed to vote in the meeting again and his/her 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 22.09.2019 to 5.00 P.M. on 25.09.2019. 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 20.09.2019.
20. The dividend declared at the AGM will be paid on or after 02.10.2019, 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 20.09.2019. 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 31.03.2019 (₹ in lakhs)	Due for transfer on
2011-12	14.09.2012	7.10	20.10.2019
2012-13	13.09.2013	4.34	19.10.2020
2013-14	18.09.2014	2.00	24.10.2021
2014-15	15.09.2015	1.60	21.10.2022
2015-16	15.09.2016	6.26	21.10.2023
2016-17	21.09.2017	10.80	27.10.2024
2017-18	26.09.2018	11.91	01.11.2025
2018-19 (Interim)	21.03.2019	861.50	26.04.2026
Total		905.51	--

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, 7 & 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:

- (i) Shri Suresh S Vastrad, Executive Director (Rail & Metro Business), Bengaluru Complex, has been appointed as Director (Rail & Metro Business) of the Company vide MoD letter No.8(5)/2016-D(BEML) dated 28.11.2018. He took charge on 29.11.2018.
- (ii) Dr. Md. Nazmuddin, Economic Advisor, Department of Defence Production, Ministry of Defence, has been appointed as Government Nominee Director of the Company vide MoD letter No.10(2)/2011-D(BEML) dated 25.02.2019 and his appointment had taken effect from 28.02.2019.
- (iii) Shri Arvind Kumar Arora, former Director General (Personnel), Military Engineer Services, Government of India has been appointed as Independent Director of the Company vide MoD letter No.8(2)/2014-D(BEML) dated 10.07.2019.

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, in terms of Regulation 36(3) of the Listing Regulations, a brief profile of Shri Suresh S Vastrad, Dr. Md. Nazmuddin and Shri Arvind Kumar Arora is given as under:

Shri Suresh S Vastrad, Director (Rail & Metro Business)

Shri Suresh S Vastrad (*DIN - 06725629*) is a graduate in Mechanical Engineering from BVB College of Engineering and Technology, Hubli. He assumed charge as Director (Rail & Metro Business) of the Company on 29.11.2018. Prior to assuming the charge as Director (Rail & Metro Business), he was Executive Director (Rail & Metro Business). Before joining BEML, he served for 24 years in HMT Machine Tools Ltd. He has rich experience in all the

areas of business activities including Materials Management, Methods Planning, Time & Cost estimation, Production, Quality, Vendor Development, Marketing Planning, Sales and Corporate Planning.

Dr. Md. Nazmuddin, Government Nominee Director

Dr. Md. Nazmuddin (*DIN - 08377468*) has been appointed as Government Nominee Director of the Company and Member on the Board of BEML Limited w.e.f 28.02.2019. Dr. Nazmuddin is a Postgraduate in Economics and also holds M.Phil and Ph.D in Economics from Jawahar Lal Nehru University, New Delhi. He joined Indian Economic Service (IES) during 1993. Presently posted as Economic Advisor in the Ministry of Defence and handling the work related to International Cooperation, Offsets, Policy related issues of the Department. During his service he handled matters relating to formulation and implementation of policy for development of Transport Sector, Textiles Sector, Handloom Sector and Telecom Sector. He also published various articles in journals, books and paper presentations in seminars and conferences.

Shri Arvind Kumar Arora, Independent Director

Shri Arvind Kumar Arora (*DIN - 07409509*) has been appointed as Independent Director of the Company and Member on the Board of BEML Limited w.e.f. 10.07.2019. Shri Arora is M.Tech from IIT Delhi and M.Phil from National Defence College (University of Madras). He has served in various positions in Military Engineer Services, Government of India for more than 36 years and retired as Director General (Personnel). His is specialized in Public Works, Infrastructure Planning and Management, Public Admin, Strategic Works, HR Management and Civil Engineering. He is also an Independent External Monitor (IEM) for Department of Telecom and HLL Infratech Services Limited.

Shri Suresh S Vastrad, Dr. Md. Nazmuddin and Shri Arvind Kumar Arora 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 2019-20.

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 2019-20 as set out in the resolution for the aforesaid services.

The Board 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
26.08.2019

S V Ravi Sekhar Rao
Company Secretary

Details of Directors seeking re-appointment as required under Regn. 36(3) of the Listing Regulations:**Shri D K Hota, Chairman & Managing Director**

Shri Deepak Kumar Hota is an Economics Graduate from St. Stephens College, New Delhi with a Masters Degree in Personnel Management & Industrial Relations from XLRI, Jamshedpur.

He started his career in HPCL, where he headed the entire HR function of Refinery and Marketing organization across India and went on to become the only HR professional to head the HPCL's Marketing Research & Planning function. Subsequently, he took over as CEO of HPCL Bio-Fuels.

He joined BEML as Director (HR) in July 2013 and spearheaded various transformational HR initiatives such as building Leadership pipeline, competency framework, succession planning etc.

Shri Deepak Kumar Hota with his rich experience in HR & business operations rose to the position of CMD, BEML, in July 2016. As CMD, he took defining steps enabling BEML to gain competitive edge in the intense competitive business environment. Since the time he assumed charge as CMD, he is also holding additional charge as Director (HR).

His astute business acumen has catapulted BEML to the top position in Metro coaches market against stiff competition from world's leading metro manufacturers. His untiring efforts resulted in the Company achieving the highest ever Sales. He has also been principally responsible for the use of IT as a major enabler across BEML's businesses.

Shri Deepak Kumar Hota, during his illustrious career has won several accolades and awards such

as NHRD Award for Most Seasoned HR Professional of the year 2014, Most successful HR & CEO 2016 by NIPM, XLRI Distinguished Alumnus Award (Practicing Manager) 2016, ICC PSE Excellence Award 2017, CEO with HR Orientation Award by World HRD Congress 2018, FORE-TOP RANKERS Exemplary Leadership Award 2018 and Top Challengers Award - 2017-18 at Construction World Global Awards 2018.

Shri R H Muralidhara, Director (Defence Business)

Shri R H Muralidhara is a graduate in Mechanical Engineering from Mysore University. He joined the Company in 1983 and assumed charge as Director (Defence Business) of the Company on 01st March, 2016. Prior to assuming the charge of Director (Defence Business), he was Chief General Manager, Defence Production. He has rich experience in different functional areas of R&D, Quality, Planning, and Production in Defence and Mining & Construction Businesses.

Further, he is the member of Risk Management Committee, Corporate Social Responsibility and Sustainability Committee, Share Certificate 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 D K Hota 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.