

36th



Bharat Earth Movers Limited

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Board of Directors

Dr. K. Aprameyan
Chairman & Managing Director

Shri J.B. Diwale
Director (Finance)

Shri K.R. Anantharaman
Director (Marketing)

Shri P.S. Gopinath
Director (R&D)

Shri V.L. Varma
Director (Production)

Shri B.V. Ramanna
Director (HRD)

Smt. Smita Chugh
Jt. Secretary (Export)
Department of Defence Production
& Supplies
Ministry of Defence

Shri Abhijit Basu
Additional Financial Advisor &
Joint Secretary
Ministry of Defence

Dr. A. Ravindra
Additional Chief Secretary &
Development commissioner
Government of Karnataka

Shri Romesh Kumar
Addl. Member (PU)
Railway Board
Ministry of Railways

Shri Devdas Chhotray
Joint Secretary
Ministry of Coal

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Financial Statistics

(Rs. in Lakhs)

	65-66	81 - 82	86 - 87	91 - 92	92 - 93	93 - 94	95 - 96	96 - 97	97 - 98	98 - 99	99-00
CAPITAL											
Equity Capital	681	71,200	3,000	3,000	3,000	3,000	3,686	3,687	3,687	3,687	3,687
Reserves and Surplus	40	5,126	16,056	35,075	38,260	41,755	53,615	54,620	54,877	54,937	55,497
Net Worth	653	6,326	18,901	37,911	41,260	44,151	55,622	56,802	56,922	57,752	57,774
Loans from Govt. of India	--	1,992	6,616	8,665	8,710	8,330	4,825	3,660	2,525	1,440	Nil
Loans from Banks	--	4,577	14,047	17,534	29,571	28,977	35,842	42,419	41,466	47,305	37,537
Other Loans	--	--	6,489	25,997	28,740	36,303	26,562	25,780	27,247	22,951	10,855
Gross Block	236	5,010	16,492	37,020	41,696	43,100	44,792	45,815	49,708	50,618	52,199
Depreciation	27	2,404	4,917	13,336	16,261	18,835	23,761	26,267	28,613	31,058	33,509
Inventories	339	9,529	20,930	43,667	48,794	54,179	62,267	60,605	65,732	67,961	61,076
Sundry Debtors	119	3,733	19,719	33,718	48,622	48,544	60,199	71,443	61,882	60,665	52,016
Working Capital	447	10,212	33,804	63,367	81,407	92,923	101,287	107,298	106,510	108,655	86,838
Capital Employed	656	12,817	45,379	87,052	106,842	117,188	122,317	126,846	127,605	128,215	105,528
REVENUE											
Sales	517	22,193	50,615	79,900	90,066	90,239	101,110	116,979	125,971	121,262	131,709
Value of Production	523	22,520	51,487	82,950	94,894	96,124	103,207	118,207	128,596	124,415	129,385
Value Added	243	7,800	22,636	37,430	42,234	39,229	42,691	47,779	53,809	50,677	51,700
Surplus before depreciation & Interest	61	4,158	8,799	15,678	17,720	17,386	15,030	16,661	14,137	11,722	11,438
Depreciation	21	284	837	2,588	2,952	2,689	2,540	2,541	2,458	2,572	2,679
Surplus before Interest & Tax	40	3,874	7,962	13,090	14,768	14,697	12,490	14,120	11,679	9,150	8,759
Interest	--	886	3,361	8,208	9,874	10,094	10,244	11,004	10,074	8,878	6,399
Profit before Tax	40	2,988	4,601	4,882	4,894	4,603	2,246	3,116	1,605	272	2,360
Provision for Taxation	8	1,775	1,000	1,400	1,250	650	800	1,300	540	210	900
Profit after Tax	32	1,213	3,601	3,482	3,644	3,953	1,446	1,816	1,065	62	1,460
Debenture Redemption Reserve	--	--	500	--	--	--	475	475	147	--	--
Dividend & Tax Thereon	--	72	300	405	450	450	553	811	811	--	897
RATIOS											
Turnover to Capital Employed	78.82	173.05	111.54	91.78	84.30	77.00	82.66	92.22	98.72	94.58	124.81
PBIT to Capital Employed	6.06	30.22	17.55	15.04	13.82	12.54	10.21	11.13	9.15	7.14	8.30
Profit before Tax to Sales	7.69	13.46	9.09	6.11	5.43	5.10	2.22	2.66	1.27	0.22	1.79
Profit after Tax Net Worth	4.86	19.17	19.05	9.19	8.83	8.95	2.60	3.20	1.87	0.11	2.53
Value of Production to Inventories (Mean)	156.30	240.12	249.41	189.49	205.27	186.70	185.10	192.41	203.58	186.12	200.54

Funds Flow

(Rs. in Lakhs)

	91 - 92	92 - 93	93 - 94	95 - 96	96 - 97	97 - 98	98 - 99	99-00
SOURCES OF FUNDS								
Profit after Tax	3,482	3,644	3,953	1,446	1,816	1,065	62	1,460
Depreciation	2,501	2,925	2,574	2,437	2,506	2,346	2,445	2,451
Increase in Share Capital	--	--	--	4	--	--	--	--
Share Premium	--	--	--	83	4	6	1	--
Increase in Borrowings	4,349	10,420	6,589	769	4,629	--	459	--
Decrease in Working Cap	--	--	--	--	--	788	--	21,816
Others	--	--	--	--	171	--	774	--
	10,332	16,989	13,116	4,739	9,126	4,205	3,741	25,727
UTILISATION OF FUNDS								
Fixed Assets	4,005	3,059	529	905	2,059	2,634	1,596	986
Increase in Working Capital	5,785	13,446	11,515	2,725	6,012	--	2,145	--
Decrease in Borrowings	--	--	--	--	--	621	--	23,305
Dividend & Tax Thereon	405	450	450	553	811	811	--	897
Investments	--	--	10	--	244	--	--	--
Others	137	34	612	556	--	139	--	539
	10,332	16,989	13,116	4,739	9,126	4,205	3,741	25,727

Notice

Notice is hereby given that the 36th Annual General Meeting of Bharat Earth Movers Limited will be held on Friday, the 29th September, 2000 at 1000 hrs. at the Khincha Auditorium of Bharatiya Vidya Bhavan, Race Course Road, Bangalore - 560 001, to transact the following business:

I. Ordinary Business

1. To receive and adopt the Directors' Report and Audited Profit and Loss Account for the year ended 31st March, 2000 and the Balance Sheet as at that date and Auditors' Report thereon.
2. To Declare a Dividend.
3. To elect a Director in place of Shri Romesh Kumar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To elect a Director in place of Shri J.B. Diwale, who retires by rotation and being eligible, offers himself for re-appointment.
5. To elect a Director in place of Shri K.R. Anantharaman, who retires by rotation and being eligible, offers himself for re-appointment.

II. Special Business

1. 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 B.V. Ramanna, be and is hereby appointed as Director(HRD) of the Company with effect from 9th February, 2000".

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

"RESOLVED that Shri Devdas Chhotray, be and is hereby appointed as Director of the Company with effect from 29th February, 2000".

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

"RESOLVED that Smt. Smita Chugh, be and is hereby appointed as Director of the Company with effect from 12th July, 2000".



By order of the Board
for Bharat Earth Movers Limited

Bangalore - 560 027
Date : 30th August, 2000

K.C. Medapa
Company Secretary

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself and a 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 the commencement of the meeting.
3. The Register of Members and Share Transfer Book will remain closed from 23rd August to 21st September, 2000 (both days inclusive).
4. The Explanatory statement as required under the Companies Act, 1956 is enclosed.
5. Members/Proxy holders must bring the Attendance Slip to the Meeting and hand it over at the entrance duly signed.
6. Members are requested to quote their Registered Folio number on all correspondence with the Company and notify the Company immediately of change, if any, in their Registered address and/or of their mandates.
7. Members who are holding shares in more than one folio are requested to intimate to the Company the details of all their folio numbers for consolidation into a single folio.
8. Members are requested to bring their copies of the Annual Reports to the meeting.

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Notes

Explanatory statement pursuant to section 173 of the Companies Act, 1956 relating to special business

1. Appointment of Directors:

The existing Articles of Association of the Company provides for appointment of all the Directors by the President of India. Consequent upon disinvestment of shares of BEML by the Government of India, the Company's status has changed from 'Wholly owned Government Company' to a 'Partly owned Government Company' and the exemptions granted to Wholly owned Government Company are no longer available. The Government of India holds over 60% of Equity Shares in the Company and is a majority shareholder. The President has appointed Shri B.V. Ramanna, as Director(HRD) of the Company vide Ministry of Defence Letter No. 10(2)/99/D(BEML) dated 3.2.2000. Shri B.V. Ramanna assumed Charge on 9.2.2000. The President of India has also appointed Shri Devdas Chhotray as part-time Director, with effect from 29.2.2000 vide

Ministry of Defence No. PC-24(9)/84/D(BEML) Dated 29.02.2000 and Smt. Smita Chugh, as part-time official Director, w.e.f. 12th July, 2000 vide Ministry of Defence PC No.24(9)/8/D(BEML) Dt. 12th July 2000 under the powers vested in the Articles of Association of the Company and secure the consent of the members for the appointment of the aforementioned Directors with effect from the date of their respective appointments as aforesaid. In view of the provisions of the Companies Act relating to appointment of Directors, it has become necessary to place these items before the members of the Company.

None of the Directors of the Company except Shri B.V. Ramanna, Shri Devdas Chhotray and Smt. Smita Chugh are interested in the respective Resolutions.

The Directors commend the resolutions set out in the meeting notice to the members for their approval.



Directors' Report

The Directors have pleasure in presenting the 36th Annual Report and Audited Accounts for the year ended 31st March, 2000.

FINANCIAL RESULTS

Rs. in lakhs

	1999-2000	1998-99
Sales	1,31,709	1,21,262
Value of Production	1,29,385	1,24,415
Profit before Depreciation, Interest and Tax	11,438	11,722
Interest	6,399	8,878
Depreciation	2,679	2,572
Profit before tax	2,360	272
Provision for taxation	900	210
Profit after tax	1,460	62
APPROPRIATIONS		
Proposed Dividend	735	—
Tax on Dividend	162	—
Capital Reserve	—	7
General Reserve	500	—
Profit & Loss	118	55
Net Worth	57,774	57,752

DIVIDEND

Directors recommend a dividend of 20% on the Paid-up Equity Share Capital of the Company for the year 1999-2000.

TURNOVER AND PROFITABILITY

Your company has achieved a record turnover of Rs. 131709 lakhs during the financial year 1999-2000, an increase of Rs. 10447 lakhs registering a growth of 8.62% percent over the previous year. The Value of Production was Rs. 129385 lakhs recording an increase of Rs. 4970 lakhs compared to previous year. The Company's Profit before Tax stood at Rs. 2360 lakhs, which is almost nine times higher than the previous year. The profit after tax stood at Rs. 1460 lakhs. This has been attained against stiff competition in the Earthmoving equipment segment and through better price realisation for Railway products. Several cost reduction measures also helped to improve profitability.

During the year, there was a significant increase in supplies to the defence and railways. The Company executed large orders for Border Roads Organisation and Indian Army

covering multi-role Tatra trucks, heavy recovery vehicles, crashfire tenders, battle tank transporters and bulldozers valued at Rs. 270 crores.

EXPORTS

During the year under review, the export turnover crossed over Rs. 32,240 lakhs (including Deemed Exports of Rs. 31,647 lakhs).

PROSPECTS

The order book position of the Company for the current year is reasonably comfortable. The Company is anticipating a good growth in infrastructure sector such as road construction, power projects, air/sea ports, etc. The Company has entered into strategic alliances with a number of multinational companies in the areas of stacker reclaimers, bucket-wheel excavators, gantry cranes, crushing equipment, batching plants, paving machines, compactors, etc., which will improve the growth opportunities. The alliance partners include M/s. Steelfields, UK, Kawasaki, Japan, Europactor, Spain, Crossmobil, Germany and Hartl Crushtek, UK. Efforts are being made to increase the share of business in the core sector, particularly for lower end equipments like BD31, BL8H and BE100 in the ensuing years.

As a part of diversification, BEML is planning to float a full fledged Information Technology Company to take up software services. BEML has expertise in engineering software (CAD, CAM, CAE) and plans to move into other areas of ERP implementation, E-commerce, development of portals for heavy engineering design and manufacturing. Its Application Service Provider for design and business implementation will be unique in the field of Information Technology.

Your Company has entered into the field of Geological Investigation projects related to Underground Storage of Hydrocarbons. To start with, the Company has successfully conducted feasibility studies in technical consultation with M/s. Geostock, France for South Asia LPG Company Pvt. Ltd., a HPCL-TOTAL (France) Joint Venture Company. The studies were done at Visakhapatnam for underground LPG storage cavern facility of 1,20,000 CuM capacity. BEML has received the next order for Rs. 1.43 crores to conduct complimentary site investigation at the same site and the job is nearing completion.

INFORMATION TECHNOLOGY

Your Company continued to make investments in the Information Services/Technology areas to cope with the growing information needs necessary to manage company's operations more effectively, in a changed environment.

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Directors' Report

Your Directors are pleased to report a smooth changeover to the new millenium. This was possible due to the dedicated efforts to make the operations Year 2000 (Y2K) compliant which included a special audit of the preparedness and establishment of detailed contingency plans.

QUALITY

All Divisions of BEML continue to hold accreditation to ISO 9001/ISO 9002 certification. BEML is also pursuing implementation of TQM at all Divisions.

- Over the year, BEML has developed a large and competent vendor base by continuously guiding and controlling vendors. Periodic assessments are being carried out to ascertain continuing suitability of all vendors.
- Indepth studies have been carried out both at vendors and manufacturing Divisions to effect system and process improvements.
- With Engine and Cylinder Divisions becoming fully operational dependence on vendors has been reduced in these areas. With better control on in-house activities the reliability of products have improved and resulted in reduced customer complaints.
- Periodic field visits are undertaken by senior officials from Design, Quality and Production to assess performance of BEML equipments and also customers operating and maintenance practices. Such visits have helped BEML to obtain feed back on changing customers needs.
- On a number of equipments, electronic monitoring and gauging systems have been introduced so that warning signals can be provided in advance and hence reduce possibility of catastrophic failure on major aggregates. Further, the products capability to meet environmental regulations is also being actively addressed.
- Concerted efforts towards improvement in product quality has resulted in meeting the exacting availability conditions stipulated by customers.
- BEML continues to support small group activities and recognises individual contribution towards quality improvement through in-house competition and reward schemes.

RESEARCH & DEVELOPMENT

Continued emphasis is given to R&D activities so that your Company maintains its position of leadership in Earthmoving Industry. In this direction, the Company will be introducing

new equipments BE60, BE1600 Excavators and BL54 Wheel Loader into the market soon. In the rail sector, the R&D successfully development and launched the Railbus, 4 Wheel Overhead Equipment Inspection Car and the Treasury Van. These Products have been inducted into use. Further R&D has also undertaken several new projects which are in various stages of progress.

The information on R&D, Technology Absorption, Adaptation and Innovation is at **Annexure I**.

FINANCE

By the end of the year, all Government of India loans were repaid. The short-term working capital requirement was met from internal sources, Cash Credits from bank and intercorporate borrowings. There were no overdue installments of principal/interest. During the year, the Company with the approval of the Government prepaid a part of the foreign exchange loan to mitigate the risk of Exchange fluctuation. The borrowings in foreign exchange stood at Rs. 1056.67 lakhs as on 31.3.2000.

FIXED DEPOSITS

At the end of the financial year, Fixed Deposits accepted/renewed from the public stood at Rs. 4474 lakhs. Fixed Deposits aggregating to Rs. 1.36 lakhs remained unclaimed.

VIGILANCE

The primary object of Vigilance Department is preventive as well as detective.

Meeting of Vigilance officers is conducted periodically to take stock of vigilance activities at Production Unit levels. A novel method of involving Managers belonging to various spheres of work in preventive vigilance activities has been attained by constituting Divisional Vigilance committees which meets periodically to review Vigilance activities. Computerisation of Property Returns of all Officers has been done on custom built programme for easy verification as per the guidelines of Central Vigilance Commission. Surprise Checks are being conducted to check whether materials especially costly stores are being accounted for properly as stipulated in the Company's Rules and Procedures. A close liaison is maintained with CBI and other Government agencies. A comprehensive Vigilance Manual incorporating BEML CDA Rules and CVC Guidelines has been prepared and circulated to all the Directors and Divisional Chiefs and CVO of Ministry of Defence.

PARTICULARS OF EMPLOYEES

There was no employee of the Company who received remuneration in excess of the limits prescribed under Section



Directors' Report

217(2A) of the Companies Act, read with the Companies (Particulars of Employees) Rules, 1975.

DEPOSITORY SYSTEM

The shares of the Company have been brought under compulsory dematerialisation effective 26th June, 2000. by SEBI.

Presently, the Govt. of India holds equity shares upto 60.81% of the Paid-up Capital and the balance are held by NRIs/FIIs/Banks/Public. Of the public shareholding, around 65% have already been dematerialised.

CORPORATE GOVERNANCE

The Securities and Exchange Board of India (SEBI) has introduced a comprehensive code on Corporate Governance. The code is required to be implemented on or before March 31, 2002.

Substantial portion of the code of Corporate Governance is already in vogue in BEML. The Company is regularly making adequate and timely Corporate disclosure, publishing its Quarterly Financial Results, convening more than the requisite number of Board meetings prescribed under Corporate Governance, holding Annual General Meeting within the prescribed time limit, placing before the Board agenda relating to Capital Budget, Revenue Budget, Minutes of the Audit Committee Meetings, Share Transfer Committee Meetings, Quarterly reports/Progress on Production, Sales, R&D, Finance, Labour Relations, etc. An Audit Committee of Directors headed by a Non-Executive Director as Chairman of the Committee has been in existence for several years.

REDEMPTION OF DEBENTURES

As per the terms and conditions of Prospectus in the Public Issue of PCDs, the first installment of redemption of Debentures has been effected during February, 2000.

SUBSIDIARY COMPANY

M/s. Vignyan Industries Limited, Tarikere, Subsidiary Company, ended the year with a turnover of Rs. 970.81 lakhs and Value of Production of Rs. 1013.54 lakhs. This is largely due to the Holding Company imposing strict control over procurement in keeping with its strategy to control inventory holding and cost reduction. The turnover and VOP has fallen due to short fall in orders. However, during 2000-2001, the order book position is reasonably good with prospects for showing better results.

The statement and particulars relating to M/s. Vignyan Industries Limited, Tarikere, pursuant to Section 212 of the Companies Act, 1956 are attached.

SMALL SCALE AND ANCILLARY INDUSTRIES

The Company continued to encourage Ancillary and Small Scale Units by providing technical guidance, etc. Our Quality Control personnel visit the industries to assist and ensure that the quality of the products meet the requisite standards.

During 1999-2000, the Company procured items worth Rs.2808.56 lakhs from Ancillary/Small Scale Units.

RAJBHASHA

Efforts are continuously made to accelerate the use of Hindi in official work. Various incentive schemes for learning Hindi during their service like Cash incentive, Personnel pay, etc., have been introduced. Important documents like Annual Reports, Technical Reports, MOU, Standing Orders, product profiles etc., are published bilingually. In the monthly house magazine "BEML NEWS" a page is reserved for Hindi publication. Hindi workshops were organised in all the Divisions of the Company during November, 1999. Hindi Diwas was celebrated on 18.12.1999.

The Joint inspection committee consisting representatives from the Ministry of Defence and Home Ministry inspected our Regional Office at Hyderabad on 19.1.2000 and appreciated the progress made in the implementation of Official Language Policy in the office and also suggested certain improvements which is being followed.

AWARDS

1. Shri K.R. Anantharaman, Director (Marketing) was felicitated by the Institution of Engineers, Karnataka Chapter, for attaining 'Professional Excellence' in 'Total Quality Management' in Public Sector. The citation was presented to him by Shri Y. Bhaskar Rao, Chief Justice of Karnataka High Court in Bangalore on 15.9.1999 coinciding with the 32nd all India Engineers Day.
2. Dr. K.R. Jantakal, General Manager (Medical) received the Silver Jubilee Commemorative and Ananth Krishna Memorial Awards from Shri Beharilal, Managing Director(BC), HAL for his contribution to occupational health. The awards were instituted by the Indian Association for Occupational Health.

MANPOWER & INDUSTRIAL RELATIONS

The total strength of the Company at the end of the year stood at 15117 (including Engineer trainees and MREs) as

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Directors' Report

against 15471 of previous year. This reduction is mainly through Voluntary Retirement Scheme.

The number of employees on the rolls of the Company as on 1st January, 2000 in SC/ST and Ex-servicemen categories were as follows:-

Scheduled Castes	-	3101
Scheduled Tribes	-	487
Ex-servicemen	-	963

The overall industrial relations situation in the Company was by and large peaceful.

HUMAN RESOURCES DEVELOPMENT

Several Training and Development Programmes were availed by Employees and Officers for enhancement of their knowledge and skill.

SOCIAL OBLIGATIONS

There were two events during the year, one man-made and another Natural disaster bringing about large scale suffering and loss to property. To mitigate the sufferings, the Company rose to the occasion providing on site assistance by our Workmen and Officers. Substantial help with materials and money was also rendered.

Kargil Fund

Your Company contributed Rs. 50 lakhs to the National Defence Fund for helping the members of the Armed Forces and their families. Employees and Officers have also contributed a day's salary amounting to Rs. 36.52 lakhs to Army Central Welfare Fund.

Cyclone hit Victims in Orissa

The State of Orissa was hit by a Cyclone causing large scale loss of life and property. The employees and officers of the company contributed a sum of Rs.14.82 lakhs towards the Chief Minister's Relief Fund. Besides, Volunteers from your organisation including Doctors, Para Medical Staff and other employees worked in the Balikuda Block of Jagatsinghpur District in Coastal Orissa consisting of 228 villages. The team moved into interior hamlets, providing relief materials and holding of medical camps. The materials included blankets, polythene sheets, rice, edible oil, utensils and life-saving drugs.

As a part of the second phase of cyclone relief operations, your Company in co-ordination with five other identified Defence Public Sector Undertakings, has finalised plans for construction of a cyclone resistant school building in Balikuda Block. The building, when completed, would primarily serve as a school catering to classes I to XII and during Cyclone

will serve as a shelter for about 5000 people. Family Welfare Programmes, viz., Laproscopic/sterialisation/ Vasectomy operations were conducted in the adopted villages in and around the factory units at KGF/Bangalore/Mysore. About 330 personnel were benefited from these programmes.

ENVIRONMENT & POLLUTION CONTROL

Five thousand Tree saplings were planted in and around the factory premises/township area and in the vacant land belonging to BEML, Mysore Complex. Tree planting was taken up on a massive scale in and around the factory premises/township area and in the vacant land belonging to Bangalore/KGF Complexes of the Company.

Treatment plants have been constructed to treat the domestic/industrial effluents. Also treatment plants have been provided in the township to treat waste water. Treated effluent water is being utilised for gardening inside the factory premises.

Quality of treated water is being tested at the local laboratory approved by the Pollution Control Board and the results obtained are well within the limits set by the Pollution Control Board. The test certificates are being sent to Pollution Control Board every month. Consent from the Pollution Control Board is obtained for running the treatment plants.

ENERGY CONSERVATION

The Company continues to give emphasis on conservation of energy. The efficiency of energy utilisation is closely monitored to attain a high level of effective conservation. Some of the ongoing measures adopted for energy conservation are -

- Round the clock monitoring of the hanger lights and controlling them to barest necessity.
- Improving the efficiency of DG sets by proper tuning and adjusting the fuel system and eliminating the over heating of DG engines by proper cooling arrangements.
- Periodically calibrating energy meters at shops for better monitoring on Power consumption.
- Using lower rating compressors in Testing, Heat Treatment and Assembly hangers during odd-hours and holidays.
- Installed Energy savers in welding rectifier sets.
- Carried out preventive maintenance works on distribution systems regularly to reduce line loss in HT & LT system.
- Decentralisation of compressed air system by providing portable compressors, wherever possible.