BEML LIMITED

(CIN: L35202KA1964GOI001530) **BANGALORE**

ANNUAL REPORT 2013-14

| ANNUAL GENERAL MEETING HELD ON | | | | | | | | |
|--------------------------------|-------------|---|--|--|--|--|--|--|
| 18.09.2014 | 15.15 HOURS | API BHAVANA # 16/F, MILLERS TANK BED AREA VASANTHANAGAR BANGALORE – 560052 | | | | | | |

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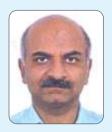
BOARD OF DIRECTORS*



P Dwarakanath Chairman & Managing Director



Shri P K Mishra
Part-time Government Director
Joint Secretary (Electronic Systems)
Dept. of Defence Production, Ministry of Defence



Shri Rajnish Kumar
Part-time Government Director
Addl. Financial Adviser & Joint Secretary
Dept. of Defence Production, Ministry of Defence



Shri C Balakrishnan Director



Shri N P Gupta
Director



Shri Suhas Anand Bhat Director



Shri C N Durgesh
Director
(Mining & Construction)



Shri P R Naik Director (Defence)



Shri Deepak Kumar Hota Director (HR)



Shri Pradeep Swaminathan Director (Finance)



Shri Aniruddh Kumar Director (Rail & Metro)

Chairman's Letter...

Dear Shareholders,

The year gone by has been a challenging year for Indian Industry. Against the back drop of this challenging environment, your company has turned in a reasonable performance. The Annual report brings you the audited accounts and other related documents for the year 2013-14 for your consideration and adoption at the ensuing Annual General Meeting.

Performance Overview

The assessment of the Company's performance for the financial year ended 31.3.2014 has been made. Despite the difficult situation, your Company has been able to register sales with ED of `3120 Crs posting growth of 4% over the previous year's achievement of `2999 Crs.

The Mining & Construction business achieved Sales with ED of `1594 Crs registering a growth of 4.45% over previous year inspite of around 15% de-growth in domestic and global markets. The Rail & Metro business achieved net sales with ED of `1370 Crs, an increase of 25% over the previous year. The Defence business recorded net sales with ED of `148 Crs against `347 Crs in the previous year mainly because of prevailing extra-ordinary situation.

With the above performance, your Company achieved a gross margin of `173 Crs during 2013-14 as against `69 Crs during the previous year. The PBT (Profit Before Tax) stood at `9 Crs for the year. The Company has closed the year with a healthy order book position of `6052 Crs and further orders are expected.

Design, Development and up-gradation efforts of in-house R&D resulted in development of two new products i.e., BG 605I Motor Grader & BE 220G Hydraulic Excavator besides upgradation of BH 100 Dumper & BD 155 Dozer. It is a matter of pride that new products developed by R&D have received accolades / awards during 2013-14. Some of them include:

- > "Raksha Mantri Award" for Design Effort for design & development of Country's first Stainless Steel Electric Multiple Unit (SS EMU)" for Indian Railways for Sub-urban commuting.
- > 150T Dump Truck BH 150E has bagged the "Engineering Excellence Award 2013" for "Best Engineering Marvel for Self Reliance and Public Choice Award".
- SS EMU also bagged the "Engineering Excellence Award 2013" as "Public Choice Award".

Towards self-reliance, while your Company has already achieved over 90% indigenisation in the mainline M&C Products, Rail Coaches & EMUs all out efforts are underway to reach higher level of indigenisation in Defence products also.

On CSR front, your Company has tied up with NGOs to help differently abled people of backward regions by distributing aids & appliances. Plantation of tress across campuses and distribution of saplings was part sustainability & Green Initiative.

Plan for the year 2014-15

During 2014-15, the industrial sector is expected to grow by 3.3% and the Mining Sector by 2.8%. This augurs well for the Company, especially to the M&C Segment. In this projected positive scenario and keeping in view the present order book we have set ourselves a net sales target at `3600 for the year 2014-15.

Domestic and global M&C market is yet to pick up. All strategies are in place to capture maximum out of available business in the domestic market and increased sales in export market through better customer focus, service and concerted efforts targeting a reasonable growth over 2013-2014.

In the Rail & Metro business, we will continue to progress with a reasonable growth and be a major player in the Rail Transportation segment of the country.

In the Defence business vertical, we are confident of resolving the constraints enabling execution of already available orders on hand and also improve the performance of Defence business segment by generating business from OFB and other DPSUs.

Plans are also in place to diversify into new products such as Continuous Miner & Mine Cruiser in the area of M&C business, Light Rail vehicles (LRVs) & Electric Buses in Rail & Metro segment and overhauling of ARVs, HDTs & aggregates for Aerospace sector as a new revenue stream in Defence vertical.

On HR front, we have tied up with a highly reputed institute M/s IITM - Chennai for capability building of our engineers.

3 year R&D perspective plans for all the three business groups have been drawn, in line with the changing technology trends, to match the global standards & customer needs.

In pursuit of excellence in performance, we are working towards achieving benchmark parameters vis-a-vis domestic & global competitors.

Your Company is committed for enhanced value creation to its stakeholders & society at large by taking up activities & initiatives for sustainable growth with environmental concern.

A detailed report on compliance of the guidelines on Corporate Governance under the listing agreement entered into with the stock exchanges and the guidelines issued by the Department of Public Enterprises for CPSEs form part of the Board's Report.

Thus BEML has put in place appropriate action plans with conviction and courage to rise to challenges.

I am confident that with our continuous dedicated efforts, commitment and hard work, BEML shall move to achieve greater heights in this 'Golden Jubilee Year' & in future to meet the expectation of our stakeholders.

To conclude, on behalf of Board of Directors of the Company, I would like to express my gratitude to our shareholders and valuable customers for their trust and support as well as my deep appreciation to all employees & executives for their untiring efforts & contribution.

I also would like to take this opportunity to thank all my fellow Directors on the board for their unstinted support in running the operations of your Company.

I also gratefully acknowledge the valuable guidance & support received from Ministry of Defence and other administrative Departments of Government of India and co-operation from the collaborators.

With warm regards, Sd/-(P Dwarakanath) Chairman & Managing Director



CORPORATE VISION, MISSION AND OBJECTIVES

A) Vision

Become a market leader, as a diversified Company, supplying quality products and services to sectors such as Mining & Construction, Rail & Metro and Defence & Aerospace and to emerge as a prominent international player.

B) Mission

- Improve competitiveness through collaboration, strategic alliances and joint ventures.
- For the Grow profitably by aggressively pursuing business and market opportunities in domestic and international markets.
- Adoption of state-of-the-art technologies and bring in new products through Transfer of Technology and in-house R&D efforts.
- Continue to diversify and grow addressing new products and markets.
- Attract and retain people in a rewarding and inspiring environment by fostering creativity and innovation.
- > Offer technology and cost effective total solutions.

C) Objectives

- (i) To achieve around 12% growth in 2014-15.
- (ii) To work to achieve Gross Operating Margin of 10% of Net Sales.
- (iii) To maintain a dominant position in design, development, manufacture and marketing of Defence, Mining & Construction equipment, Rail & Metro equipment focusing on timely development of in-house R&D products as envisaged in the 3 year R&D plan document.
- (iv) To provide engineering solutions to customers through continuous in-house R&D for enhanced customer satisfaction.
- (v) To achieve minimum 10% of exports sales in Mining & Construction Group.
- (vi) To up-grade all Company products to state-of-the-art technology to meet market needs and benchmark standards.
- (vii) Continuous development of skills and competencies to bring about Employee / Executive effectiveness.



FINANCIAL HIGHLIGHTS

| SL NO | PARTICULARS | UNITS | 2013-14 | 2012-13 | 2011-12 | 2010-11 | 2009-10 | 2008-09 | 2007-08 | 2006-07 |
|----------|--------------------------------------|---------|---------|---------|---------|---------|---------|---------|---------|---------|
| A | Our earnings | | | | | | | | | |
| | Revenue billed - Domestic | ` Lakhs | 318115 | 309164 | 350432 | 342957 | 343268 | 270913 | 251273 | 249106 |
| | - Export | ` Lakhs | 8105 | 19813 | 14405 | 21750 | 15625 | 30434 | 20062 | 11073 |
| | Total Revenue billed | ` Lakhs | 326220 | 328977 | 364837 | 364707 | 358893 | 301347 | 271334 | 260179 |
| | Less: Value of Consortium supplies | ` Lakhs | 14203 | 29090 | 72779 | 82091 | 58302 | 8257 | - | - |
| | Revenue billed net of Consortium | | | | | | | | | |
| | Supplies | ` Lakhs | 312017 | 299887 | 292058 | 282616 | 300591 | 293090 | 271334 | 260179 |
| | Less: Excise Duty | ` Lakhs | 20866 | 18996 | 19409 | 17392 | 13641 | 13373 | 17374 | 17792 |
| | Revenue from operations | ` Lakhs | 291151 | 280891 | 272649 | 265224 | 286950 | 279717 | 253960 | 242387 |
| | Change in WIP/SIT | ` Lakhs | (9706) | 6992 | 42882 | 14800 | 15099 | 28072 | 11360 | (1104) |
| | Value of Production (with Revenue | | | | | | | | | |
| | from Operations) | ` Lakhs | 281445 | 287883 | 315531 | 280024 | 302049 | 307789 | 265321 | 241283 |
| | Value of Production (with Revenue | | | | | | | | | |
| | Billed) | ` Lakhs | 316514 | 335969 | 407719 | 379507 | 373992 | 329419 | 282695 | 259075 |
| В | Our outgoings | | | | | | | | | |
| | Cost of materials | ` Lakhs | 161734 | 172427 | 184633 | 165880 | 180084 | 185089 | 160957 | 148403 |
| | Emp. Rem. & Benefits | ` Lakhs | 71676 | 73940 | 72508 | 68315 | 55514 | 56919 | 44672 | 36379 |
| | Depreciation | ` Lakhs | 5356 | 5025 | 4392 | 3364 | 3222 | 2731 | 1770 | 1352 |
| | Other Expenses(net) | ` Lakhs | 38654 | 45996 | 45901 | 37938 | 36996 | 31296 | 31114 | 28510 |
| | Interest | ` Lakhs | 11046 | 14099 | 8843 | 6127 | 4893 | 3925 | 2309 | 561 |
| | Interest | | | | | | | | | |
| C | Our savings | | | | | | | | | |
| | PBDIT | ` Lakhs | 17310 | 6891 | 19881 | 28166 | 40070 | 45403 | 38880 | 33517 |
| | PBIT | ` Lakhs | 11954 | 1866 | 15489 | 24802 | 36848 | 42672 | 37110 | 32165 |
| | PBT | ` Lakhs | 908 | (12233) | 6646 | 18675 | 31955 | 38747 | 34801 | 31604 |
| | PAT | ` Lakhs | 468 | (7987) | 5725 | 14976 | 22285 | 26884 | 22565 | 20493 |
| | | | | | | | | | | |
| D | Own capital | | | | | | | | | |
| | Equity | ` Lakhs | 4177 | 4177 | 4177 | 4177 | 4177 | 4177 | 4177 | 3687 |
| | Reserves and surplus | ` Lakhs | 203807 | 203826 | 213031 | 209727 | 199607 | 187360 | 166393 | 99661 |
| | | | | | | | | | | |
| E | Loan capital | | | | | | | | | |
| | Loans from GOI | ` Lakhs | - | - | - | - | - | - | - | - |
| | Loans from Banks | ` Lakhs | 54110 | 85181 | 83335 | 67419 | 75305 | 47091 | 30327 | 2557 |
| | Other loans | ` Lakhs | 41481 | 40959 | 12525 | 14091 | 15550 | 9673 | - | - |
| | | | | | | | | | | |
| F | Financial Statistics | | | | | | | | | |
| | Net worth | ` Lakhs | 207984 | 208003 | 217208 | 213904 | 203639 | 190708 | 169176 | 101459 |
| | Gross Block | ` Lakhs | 120062 | 118377 | 112845 | 94543 | 79871 | 74951 | 68028 | 59643 |
| | Depreciation | ` Lakhs | 70193 | 65303 | 59923 | 55590 | 52484 | 49402 | 46970 | 45257 |
| | Net Block | ` Lakhs | 49869 | 53074 | 52922 | 38953 | 27387 | 25549 | 21058 | 14386 |
| | Inventories | ` Lakhs | 215210 | 245620 | 242241 | 188891 | 165300 | 162058 | 92958 | 72928 |
| | Trade Receivables | ` Lakhs | 115671 | 122452 | 100598 | 128840 | 136074 | 154527 | 149606 | 90426 |
| | Working capital | ` Lakhs | 198422 | 206756 | 205462 | 162399 | 259646 | 218771 | 174884 | 86676 |
| | Capital Employed | ` Lakhs | 248291 | 259830 | 258384 | 201352 | 287033 | 244320 | 195942 | 101062 |
| | Value added | ` Lakhs | 119711 | 115456 | 130898 | 114144 | 121965 | 122700 | 104364 | 92880 |
| | Dividend-Excl. Tax | ` Lakhs | 416 | 1041 | 2082 | 4164 | 4164 | 4997 | 4997 | 4409 |
| | R&D Expenditure | ` Lakhs | 8623 | 9436 | 9779 | 9433 | 9720 | 3198 | 1926 | 1805 |
| | No. of Employees | Nos | 10328 | 11005 | 11644 | 11798 | 12052 | 12600 | 12286 | 11748 |
| G | Financial Ratios | | | | | | | | | |
| | | | | 2 | 22.12 | 22.00 | 20.00 | | | |
| | Revenue from operations per Employee | Lakhs | 28.19 | 25.52 | 23.42 | 22.48 | 23.81 | 22.20 | 20.67 | 20.63 |
| | Value Added per Employee | Lakhs | 11.59 | 10.49 | 11.24 | 9.67 | 10.12 | 9.74 | 8.49 | 7.91 |
| | PBT to Revenue from operations | % | 0.31 | (4.36) | 2.44 | 7.04 | 11.14 | 13.85 | 13.70 | 13.04 |
| | PBIT to Capital employed | % | 4.81 | 0.72 | 5.99 | 12.32 | 12.84 | 17.47 | 18.94 | 31.83 |
| | PAT to Net worth | % | 0.23 | (3.84) | 2.64 | 7.00 | 10.94 | 14.10 | 13.34 | 20.20 |
| | Debt Equity ratio | Times | 0.46 | 0.61 | 0.44 | 0.38 | 0.45 | 0.30 | 0.18 | 0.03 |
| | EPS | | 1.12 | (19.18) | 13.75 | 35.96 | 53.51 | 64.56 | 56.19 | 55.77 |
| | Dividend | % | 10.00 | 25.00 | 50.00 | 100.00 | 100.00 | 120.00 | 120.00 | 120.00 |
| | Revenue from operations to Capital | | | | | | | | | |
| | employed | % | 117.26 | 108.11 | 105.52 | 131.72 | 99.97 | 114.49 | 129.61 | 239.84 |
| | | | | | | | | | | |

Notes: i) For ratios pertaining to turnover, Revenue from operations has been considered.

ii) Trade Receivables includes Unbilled Revenue amounting to `17935 Lakhs shown under Other current assets in the accounts (Previous Year - `36301 Lakhs)



FINANCIAL HIGHLIGHTS

| SL NO | PARTICULARS | UNITS | 2005-06 | 2004-05 | 2003-04 | 2002-03 | 2001-02 | 2000-01 | 1999-00 | 1998-99 |
|----------|---|----------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|
| A | Our earnings | | | | | | | | | |
| | Revenue billed - Domestic | ` Lakhs | 214435 | 179745 | 171316 | 165972 | 130872 | 119760 | 99469 | 120210 |
| | - Export | ` Lakhs | 6149 | 5856 | 5259 | 2145 | 11543 | 14980 | 32240 | 1052 |
| | Total Revenue billed | ` Lakhs | 220584 | 185601 | 176575 | 168117 | 142415 | 134740 | 131709 | 121262 |
| | Less: Value of Consortium supplies | ` Lakhs | - | _ | _ | _ | _ | _ | - | - |
| | Revenue billed net of Consortium | | | | | | | | | |
| | Supplies | ` Lakhs | 220584 | 185601 | 176575 | 168117 | 142415 | 134740 | 131709 | 121262 |
| | Less: Excise Duty | ` Lakhs | 14630 | 12322 | 9354 | 11005 | 9170 | 9608 | 7497 | 8081 |
| | Revenue from operations | ` Lakhs | 205954 | 173279 | 167221 | 157112 | 133245 | 125132 | 124212 | 113181 |
| | Change in WIP/SIT Value of Production (with Revenue | ` Lakhs | (2627) | 2994 | (7388) | 5899 | 1195 | (423) | (2324) | 3153 |
| | from Operations) | Lakhs | 203327 | 176273 | 159833 | 163011 | 134440 | 124709 | 121888 | 116334 |
| | Value of Production (with Revenue | | | | | | | | | |
| | Billed) | ` Lakhs | 217957 | 188595 | 169187 | 174016 | 143610 | 134317 | 129385 | 124415 |
| В | Our outgoings | Lakhs | 127624 | 103505 | 105319 | 111449 | 90318 | 79540 | 77685 | 73738 |
| | Cost of materials | Lakhs | 33357 | 35616 | 34678 | 33407 | 32562 | 36662 | 26349 | 24132 |
| | Emp. Rem. & Benefits | Lakhs | 1412 | 2299 | 1829 | 1930 | 2214 | 2340 | 2679 | 2572 |
| | Depreciation | Lakhs | 35136 | 27052 | 29191 | 31231 | 19171 | 15946 | 16897 | 17552 |
| | Other Expenses(net) | Lakhs | 35136 461 | 179 | 148 | 300 | 2226 | 3120 | 6399 | 8878 |
| | Interest | Lakiis | 401 | 179 | 140 | 300 | 2220 | 3120 | 0399 | 8878 |
| C | Our savings | | | | | | | | | |
| | PBDIT | ` Lakhs | 30415 | 29758 | 6995 | 6017 | 5741 | 6525 | 11438 | 11722 |
| | PBIT | ` Lakhs | 29003 | 27459 | 5166 | 4087 | 3527 | 4185 | 8759 | 9150 |
| | PBT | ` Lakhs | 28542 | 27280 | 5018 | 3787 | 1301 | 1065 | 2360 | 272 |
| | PAT | ` Lakhs | 18693 | 17528 | 2417 | 2610 | 535 | 600 | 1460 | 62 |
| D | Own capital | | | | | | | | | |
| | Equity | ` Lakhs | 3687 | 3687 | 3687 | 3687 | 3687 | 3687 | 3687 | 3687 |
| | Reserves and surplus | ` Lakhs | 84284 | 69781 | 56437 | 54827 | 55978 | 55689 | 55497 | 54937 |
| E | Loan capital | | | | | | | | | |
| | Loans from GOI | ` Lakhs | - | - | - | - | - | - | - | 1440 |
| | Loans from Banks | ` Lakhs | 2488 | 7491 | 3148 | 3130 | 27255 | 23471 | 37537 | 47305 |
| | Other loans | ` Lakhs | - | - | 180 | 220 | 2778 | 6288 | 10855 | 22951 |
| F | Financial Statistics | | | | | | | | | |
| | Net worth | ` Lakhs | 85390 | 69439 | 56888 | 53219 | 55559 | 55700 | 57774 | 57752 |
| | Gross Block | ` Lakhs | 56512 | 54395 | 54334 | 53425 | 52851 | 52695 | 52199 | 50618 |
| | Depreciation | ` Lakhs | 43992 | 42738 | 40949 | 39213 | 37648 | 35805 | 33509 | 31058 |
| | Net Block | ` Lakhs | 12520 | 11657 | 13385 | 14212 | 15203 | 16890 | 18690 | 19560 |
| | Inventories | Lakhs | 64908 | 62080 | 57327 | 74850 | 63886 | 63868 | 61079 | 67961 |
| | Trade Receivables | Lakhs | 77021 | 60820 | 44356 | 49418 | 56730 | 52067 | 52016 | 60665 |
| | Working capital | Lakhs | 73460 | 64658 | 47933 | 43454 | 69190 | 67512 | 86838 | 108655 |
| | Capital Employed | Lakhs | 85980 | 76315 | 61318 | 57666 | 84393 | 84402 | 105528 | 128215 |
| | Value added | Lakhs | 75703 | 72768 | 54514 | 51562 | 44122 | 45169 | 44203 | 42596 |
| | Dividend-Excl. Tax | Lakhs | 3674 | 3674 | 735 | 735 | 441 | 368 | 735 | |
| | R&D Expenditure No. of Employees | ` Lakhs Nos | 1914 11975 | 1687 12189 | 1498 12922 | 1754 13116 | 1823 13838 | 1550 14357 | 1372 15117 | 1194 15471 |
| G | Financial Ratios | | | | | | | | | |
| | Revenue from operations per Employee | ` Lakhs | 17.00 | 14.22 | 12.04 | 11.98 | 0.62 | 0 72 | 0 22 | 7 22 |
| | 1 1 1 | | 17.20 | 14.22 | 12.94 | | 9.63 | 8.72 | 8.22 | 7.32 |
| | Value Added per Employee | ` Lakhs | 6.32 | 5.97 | 4.22 | 3.93 | 3.19 | 3.15 | 2.92 | 2.75 |
| | PBT to Revenue from operations | % | 13.86 | 15.74 | 3.00 | 2.41 | 0.98 | 0.85 | 1.90 | 0.24 |
| | PBIT to Capital employed | % | 33.73 | 35.98 | 8.42 | 7.09 | 4.18 | 4.96 | 8.30 | 7.14 |
| | PAT to Net worth | % Times | 21.89 | 25.24 | 4.25 | 4.90 | 0.96 | 1.08 | 2.53 | 0.11 |
| | Debt Equity ratio | Times | 0.03 | 0.11 | 0.06 | 0.06 | 0.54 | 0.53 | 0.84 | 1.24 |
| | EPS Dividend | 0, | 50.87 | 47.70 | 6.58 | 7.10 | 1.46 | 1.63 | 3.97 | 0.17 |
| | Dividend | % | 100.00 | 100.00 | 20.00 | 20.00 | 12.00 | 10.00 | 20.00 | - |
| | Revenue from operations to Capital employed | % | 239.54 | 227.06 | 272.71 | 272.45 | 157.89 | 148.26 | 117.71 | 88.27 |
| _ | | 70 | 239.34 | 227.00 | 2/2./1 | 212.43 | 137.89 | 140.20 | 11/./1 | 00.27 |



NOTICE

NOTICE is hereby given that the 50th Annual General Meeting of BEML Limited will be held on Thursday, the 18th September, 2014 at 15.15 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, approve, and adopt the Audited Financial Statements for the year ended 31.03.2014, and the Reports of the Board of Directors and Auditors thereon.
- 2. To consider and declare the Dividend for the year 2013-14.
- 3. To elect a Director in place of Shri P.R. Naik, who retires by rotation and being eligible, offers himself for re-appointment.
- 4. To elect a Director in place of Shri Rajnish Kumar, who retires by rotation and being eligible, offers himself for re-appointment.
- 5. To elect a Director in place of Shri C. N. Durgesh, who retires by rotation and being eligible, offers himself for re-appointment.
- 6. To fix the remuneration of the Auditors for the year 2014-15.

II. SPECIAL BUSINESS

- 7. Appointment of Whole-time Directors:
 - (a) To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:
 - "RESOLVED that Shri Pradeep Swaminathan, be and is hereby appointed as Director (Finance) of the Company with effect from 01.10.2013 on the terms and conditions as stipulated by the Government of India."
 - (b) To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:
 - "RESOLVED that Shri Aniruddh Kumar, be and is hereby appointed as Director (Rail & Metro Business) of the Company with effect from 18.04.2014 on the terms and conditions as stipulated by the Government of India."

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

Bengaluru 08.08.2014

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 member/s 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 should be deposited at the Registered Office of the Company not less than 48 hours before commencement of the AGM.



- 5. Member/Proxy holder must bring the Attendance Slip to the AGM and hand it over at the at the registration counter as duly signed and executed.
- 6. Queries on accounts and operations of the Company, if any, may please be sent to the Company ten days in advance of the AGM so that the replies may be made available at the AGM.
- 7. Members are requested to bring their copies of the Annual Report to the AGM.
- 8. Members may visit the website of the Company www.bemlindia.com for more information on the Company.
- 9. 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 Plot No.17-24, Vittalrao Nagar Madhapur, Hyderabad - 500 081

Ph: 040-44655180

E-mail : nageswara.raop@karvy.com

einward.ris@karvy.com

Website: www.karvy.com

10. Investor Grievance Redressal:

The Company has assigned an exclusive E-mail Id: investorgrievance@beml.co.in to enable investors to register their complaints, if not adequately addressed by the STA.

11. 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.

- 12. Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed hereto.
- 13. In terms of Clause 16 of the Listing Agreement, the Register of Members and Share Transfer Book will remain closed from 22.08.2014 to 18.09.2014 (both days inclusive) for the purpose of the AGM.
- 14. Pursuant to Clause 49 of the Listing Agreement, the brief resume/profile of the Directors eligible for re-appointment vide Item Nos.3 to 5 are attached hereto.
- 15. Pursuant to Clause 35B of the Listing Agreement, e-voting facility is provided to all the members on the website at https://evoting.karvy.com. E-voting can be exercised by the members from 9.00 A.M. on 12.09.2014 to 5.00 P.M. on 14.09.2014. A distinctive user id and password to individual member is 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.
- 16. The dividend declared at the AGM will be made available on or after 22.09.2014 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 21.08.2014 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) Ltd as at the closure of that date.



17. Pursuant to Section 124(5) of the Companies Act, 2013 the unpaid dividends that are due for transfer to the Investor Education and Protection Fund are as follows:

| Dividend | Date of | For the year | Due for |
|----------|-------------|--------------|-------------|
| | Declaration | | transfer on |
| 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 aforesaid years may approach the Company / STA, for obtaining payments thereof at least 20 days before the unclaimed dividends are due for transfer to the said fund.

18. In case of a member who has not received/ opted for physical copy of the annual report may send a request to the Company for obtaining a copy.

Appeal to the Members in preserving 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 (corresponding provisions u/s 20 and 136 respectively under the Companies Act, 2013) 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, 2014 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.

Members holding shares in physical form are requested to submit their e-mail address to the STA, duly quoting their Folio number and 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.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 7 - Appointment of Directors:

In terms of Article 107 of the Articles of Association of the Company, the President of India is vested with the power to appoint the Whole-time 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 during the year as per the directives of the President of India:

Shri Pradeep Swaminathan was appointed as Director (Finance) vide Ministry of Defence

- letter No.10(6)/2012-D (BEML) dated 24.09.2013 in place of Shri M. Pitchiah, who attained the superannuation on 30.09.2013. Shri Swaminathan took charge on 01.10.2013.
- ➤ Shri Aniruddh Kumar was appointed as Director (Rail & Metro Business) vide Ministry of Defence letter No.10(15)/2012-D (BEML) dated 27.03.2014 in place of Shri P. Dwarakanath, Chairman and Managing Director, who was holding the position as additional charge. Shri Aniruddh Kumar took charge on 18.04.2014.