



BEMCO HYDRAULICS LIMITED

(CIN: L51101KA1957PLC001283)



REGD. OFFICE & WORKS :

UDYAMBAG, BELGAUM - 590 008. KARNATAKA, INDIA

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PROCEEDINGS AT THE 66TH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF BEMCO HYDRAULICS LIMITED HELD ON MONDAY 29TH JULY, 2024 AT THE REGISTERED OFFICE, UDYAMBAG, KHANAPUR ROAD, BELGAUM - 590 008 AT 3.30 P.M.

The 66th Annual General Meeting (AGM) of the Members of Bemco Hydraulics Limited (the Company) was held on Monday 29th July, 2024 at 03:30 pm at the registered office of the company Khanapur Road, Udyambag, Industrial Estates, Belgaum-590008.

I. CHAIRMAN OF THE MEETING

Mr. Anirudh Mohta proposed Mrs. Urmiladevi Mohta as the chairman of the meeting and Mrs. Urmiladevi Mohta took the chair and presided over the meeting. Urmiladevi Mohta Chairman welcomed all the members at the 66th AGM of the company and introduced the directors on the dais.

II. QUORUM

Ascertaining presence of requisite quorum namely presence of not less than 15 members personally present, the chairman initiated the proceedings of the meeting.

III. INSPECTION OF STATUTORY BOOKS OF THE MEMBERS

The chair declared that all statutory books, Certificates, Reports and Register of proxies were placed on the table and were open for inspection by the members.

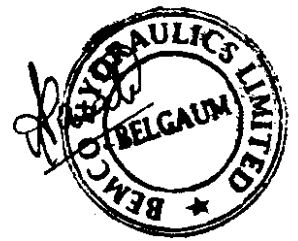
IV. LEAVE OF ABSENCE TO THE AUDITORS

The chair drew members' attention to the fact that he has received a letter from A C Bhuteria & Co, Chartered Accountant Kolkata, expressing their inability to attend this Annual General Meeting because of preoccupation. The Chair therefore, with the permission of the members present granted leave of absence to the auditors from attending this Annual General Meeting.

V. PROCEEDINGS:

The chairman then informed that the notice of 66th AGM along with the copies of the audited accounts for the year ended 31st March, 2024 together with Directors Report and Auditors reports were uploaded on the company's website within statutory period. Securities and Exchange Board of India (SEBI) has issued certain relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, requirement of sending physical copies of annual report to shareholders are dispensed with for listed entities who conduct their AGM till December 31, 2024.

Ms. Amruta Tarale, Company secretary read out the Notice convening the 66th Annual General Meeting. She then informed the members that, there were 10 resolutions to be passed at the 66th AGM and ordered poll on all the 10 resolutions. She also informed that the poll shall be concluded at the closure of the meeting.



The Chairman read the Annual Report and then invited queries from the members present on Directors' Report, Accounts, Auditors' Report and Secretarial Audit Report but there were no queries.

The Chairman thereafter requested Mr. S. R. Deshpande, the Practicing Company Secretary (Membership No: 1865) to act as scrutinizer, for conducting the e-voting and poll process in a fair and transparent manner and submit his report. He then advised Ms. Amruta Tarale, Company Secretary to take the members through poll process.

Ms. Amruta Tarale Company Secretary briefed the members about the poll process.

She then informed the shareholders that, pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the companies (Management and Administrative) Rules, 2014 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has extended the e-voting facilities to the members of the company through CDSL to vote on all resolutions proposed to be passed at the 66th AGM.

She further informed that the e-voting was commenced from Thursday the 25th July, 2024 at 10.00 am and ends on Sunday the 28th July, 2024 at 05:00 pm. The members as on cut of date i.e. Monday the 22nd July, 2024 were eligible to participate in e-voting process.

Ms. Amruta Tarale conducted the poll for voting to enable the members of the company who were present in person and through proxy at the 66th AGM and who have not exercised their right to vote through e-voting process. Accordingly, Ms. Amruta Tarale Company Secretary and Mr. Vijay Sambrekar, CFO made arrangement for ballot box and circulation of ballot papers amongst the members present at the meeting. The poll was conducted in accordance with the provisions of law i.e. it was ascertained that those members who are present at the meeting and who have not voted on any resolutions under e voting and they were allowed to vote on all items on the agenda of the 66th Annual General Meeting. After conduct of the poll through physical ballot, the ballot box was handed over to Mr. S R Deshpande. The Chairman waited for the scrutinizers' report on E-voting and insta-Poll at the meeting.

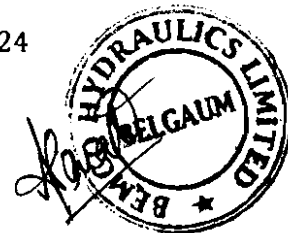
Ms Amruta Tarale informed the members that, the combined results of the e-voting and insta-poll conducted at the AGM as be submitted by the scrutinizer, shall be intimated to the stock exchange within 2 working days from Conclusion of AGM and the same will be posted on the Company's Website. She then handed over the dais back to the chairman.

The chairman then invited Mr. Anirudh Mohta Managing Director to make presentation on the company to the shareholders. He explained the business prospects and then handed over the dais to the chairman.

We wish to intimate the following items stated in the notice were placed before the members for voting at the AGM.

AS ORDINARY BUSINESS

1. To consider and adopt the audited Standalone financial statement of the Company for the financial year ended March 31st, 2024, the reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31st, 2024, the reports of Auditors thereon.
3. To declare dividend on equity shares for the financial year ended 31st March, 2024



4. To Confirm dividend paid on 300000, 11% Cumulative Redeemable Preference shares, paid for the period from April 1, 2023 up 31st March, 2024.
5. To appoint a Director in place of Smt. Urmila Devi Mohta (DIN 00068906), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-election and Continuation of Directorship of Mrs. Urmila Devi Mohta (DIN: 00068906), as Non Executive Director of the Company, liable to retire by rotation.
6. To appoint a Director in place of Mr. Vijay Kumar Mohta (DIN:00535338), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-election.

AS SPECIAL BUSINESS


7. Regularization of Additional Independent Director, Mr. Parag Ram Bhandare (DIN:00695347)by appointing him as Independent Director of the Company:
8. Regularization of Additional Independent Director, Mr. Raghunandan Kulkarni (DIN:05232463)by appointing him as Independent Director of the Company:
9. Regularization of Additional Independent Director, Mr. HrushikeshMalu (DIN: 10626929)by appointing him as Independent Director of the Company:
10. To approve the related party transactions with subsidiary company BemcoFluidtechnik LLP.

The Chairman thereafter declared the proceedings of the 66th AGM as closed at 04:00 pm.

The consolidated scrutinizer report was received from the scrutinizer and accordingly all the resolutions set out in the notice of the AGM were declared as passed.

You are requested to take the same on your record.

Thank you
FOR BEMCO HYDRAULICS LIMITED.


Aniruta A. Tarale
Company Secretary.
ACS: A42288

