

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF BEMCO HYDRAULICS LIMITED WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT UDYAMBAG, INDUSTRIAL ESTATE, BELGAUM- 590008 ON MONDAY THE 29TH JULY, 2024 AT 3.30 P M TO TRANSACT THE FOLLOWING BUSINESSES:

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.**

To receive, consider and adopt the Standalone Audited Balance Sheet as at March 31, 2024, Profit and Loss Account and Cash Flow Statement of the Company for the year ended March 31, 2024, Notes to Financial Statements, together with the Boards' Report and Auditors' Report thereon; and in this regard, to consider and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution.

RESOLVED THAT the audited Standalone Balance Sheet, statement of Profit and Loss Account and Cash Flow Statement of the Company for the financial year ended March 31, 2024, along with the Notes to Financial Statements, together with the Boards' Report and Auditors' Report as circulated to the shareholders and laid before the meeting, be and are received, considered and adopted.

- 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.**

To receive, consider and adopt the Consolidated Audited Balance Sheet as at March 31, 2024 and Profit and Loss Account of the Company for the year ended March 31, 2024, Notes to Financial Statements, together with the Auditors' Report thereon; and in this regard, to consider and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution.

RESOLVED THAT the audited Consolidated Balance Sheet and statement of Profit and Loss Account of the Company for the financial year ended March 31, 2024, along with the Notes to Financial Statements, together with the Auditors' Report as circulated to the shareholders and laid before the meeting, be and are received, considered and adopted.

- 3. To declare dividend on equity shares for the financial year ended 31st March, 2024.**

To declare a final dividend of Rs. 2/- (20%) per equity shares of face value of Rs. 10/- each, for the financial year ended March 31, 2024; in this regard, to consider and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution:

RESOLVED THAT dividend of Rs. 2/- (20%) per equity share of Rs.10/- each for the financial year 2023-24, as recommended by the Board, be and is hereby approved and declared to be paid to those members whose names appear on the Company's Register of Members, as on the record date subject to deduction of income tax at source.

- 4. To Confirm dividend paid on 300000, 11% Cumulative Redeemable Preference shares, paid for the period from April 1, 2023 up 31st March, 2024.**

RESOLVED THAT the Preference Dividend at the rate of 11% on Cumulative Redeemable Preference Shares of face value of 100 each fully paid UP of the Company, for the period from April 1, 2023 upto 31st March, 2024 paid ON 300000 preference shares amounting to Rs. 33,00,000/-, be and is hereby approved and ratified.



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.**

To consider and if thought fit, to pass, the following resolution as Special Resolution.

RESOLVED THAT, pursuant to sub regulation 1(1A) of Regulation 17 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, approval of the members of the Company be and is hereby accorded by way of special Resolution for continuation of Directorship by Mrs. Urmila Devi Mohta (DIN: 00068906), as an Non Executive Director of the Company who would be attaining the age of 79 years on 01st October, 2024, the continuation of Directorship as an Non Executive Director shall be w.e.f 29th July, 2024.

FURTHER RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of members of the Company be, and is hereby accorded to the re-appointment of Mrs. Urmila Devi Mohta (DIN 00068906) as a Non executive director, to the extent that she is required 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.**

In this regard, To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of members of the Company be, and is hereby accorded to the re-appointment of Mr. Vijay Kumar Mohta (DIN:00535338) as a Non executive director, to the extent that he is required to retire by rotation.

AS SPECIAL BUSINESS

7. **To consider and if thought fit, to pass with or without Modification(s), the following resolution as Special resolution:**

Regularization of Additional Independent Director, Mr. Parag Ram Bhandare (DIN:00695347) by appointing him as Independent Director of the Company:

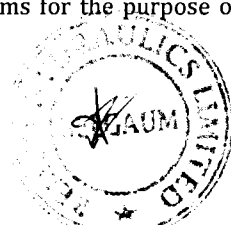
RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; **Mr. Parag Ram Bhandare (DIN: 00695347)** who was appointed as an Additional Director of the Company in Independent Category w.e.f 01st April, 2024 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the commencement of the this Annual General Meeting and from whom the Company has received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and whose candidature is proposed by a member of the Company, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five (5) consecutive years for the period from 01st April, 2024 to 31st March, 2029 (both dates inclusive).

8. **To consider and if thought fit, to pass with or without Modification(s), the following resolution as Special resolution:**

Regularization of Additional Independent Director, Mr. Raghunandan Kulkarni (DIN:05232463) by appointing him as Independent Director of the Company:

RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; **Mr. Raghunandan Kulkarni (DIN:05232463)** who was appointed as an Additional Director of the Company in Independent Category w.e.f 01st April, 2024 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting or the last date on which general meeting is to be held whichever is earlier and from whom the Company has received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and whose candidature is proposed by a member of the Company, and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five (5) consecutive years for the period from 01st April, 2024 to 31st March, 2029 (both dates inclusive).

RESOLVED FURTHER THAT Mr. Anirudh Mohta and/ or Mrs. Urmiladevi Mohta, Directors of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents and returns, e-forms for the purpose of giving effect to the aforesaid resolution.



9. To consider and if thought fit, to pass with or without Modification(s), the following resolution as Special resolution:

Regularization of Additional Independent Director, Mr. Hrushikesh Malu (DIN: 10626929) by appointing him as Independent Director of the Company:

RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; Mr. **Hrushikesh Malu** (DIN: 10626929) who was appointed as an Additional Director of the Company in Independent Category w.e.f 30th May, 2024 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting or the last date on which general meeting is to be held whichever is earlier and from whom the Company has received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and whose candidature is proposed by a member of the Company, and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five (5) consecutive years for the period from 30th May, 2024 to 29th May, 2024 (both dates inclusive).

10. To consider and if thought fit, to pass with or without Modification(s), the following resolution as Special resolution:

To approve the related party transactions with subsidiary company Bemco Fluidtechnik LLP.

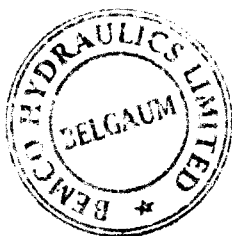
RESOLVED THAT pursuant to the provisions of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Meetings of Board & its Powers) Rules, 2014, as applicable and any amendments thereto, and also pursuant to the omnibus approval of the Audit Committee in its Meeting to the Material Related Party Transactions as entered into by the Company in the ordinary course of business and which are at arm's length basis, nonetheless, there being no comparative quote available to the products being purchased and sold to the following related party, therefore, as a matter of abundant caution, the consent of the members of the Company through this special resolution be and is hereby accorded for the Company to enter in to following related party transactions:

Sr No	Name of the related party	Nature of contract to be entered in to	Approximate amount of transaction
1	BEMCO FLUIDTECHNIK LLP	Purchase of Hydraulic Pumps, Hydraulic Values, Hydraulic Motors, Hydraulic Power Packs, Hydraulic Equipments and Manifold blocks, and others	Rs. 5,00,00,000/-
2	BEMCO FLUIDTECHNIK LLP	Sale of Hydraulic Pumps, Values and MS Round, Plates, Sheets and Pipes and Fabrication and others	Rs. 5,00,00,000/-


RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion, to finalize any documents and writings related thereto and to sign and file necessary documents, e-form with Registrar of Companies.

Place: Belgaum
Date: 30/05/2024

Registered Office:
Udyambag, Industrial Estate
BELGAUM-590008 (Karnataka)
CIN: L51101KA1957PLC001283
E-mail: isc@bemcohydraulics.net



By Order of the Board of Directors
For BEMCO HYDRAULICS LIMITED


Amruta A. Tarale
Company Secretary
ACS- 42288
684, "SAVALI", Saraswati Nagar,
Ganeshpur Road, Belgaum-591108

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

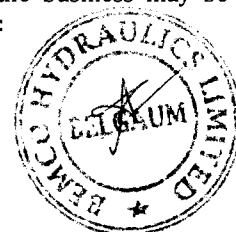
The instructions for filling, stamping, signing and or depositing Proxy:

No instrument of Proxy shall be valid unless it is signed by the members/s or by his /her attorney duly authorised in writing or in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing, provided that an instrument of Proxy shall be sufficiently signed by any member who for any reason is unable to write his/her name, if his/her thumb impression is affixed thereto and attested by a Judge, Magistrate, Registrar or Sub-Registrar of assurances or Govt. Gazetted officers or any officer of nationalised bank.

Person appointed as the Proxy shall prove his/her identity at the time of attending the meeting and for the purpose such person shall carry proof of his/her identity via PAN Card, Voters ID or Aadhar Card, Driving Licence or Passport

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Listing Regulations with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. Pursuant to Section 91(1) of The Companies Act 2013, the Company has notified closure of Register of Members and Share Transfer Books from (Tuesday) 23rd July, 2023 to (Monday) 29th July, 2024 (Inclusive of Both Days) for determining the names of members eligible for the purposes of Annual General Meeting. Monday the 22nd July, 2024 being the record date for determining the eligibility to vote by electronics means in general meeting (as per mca guidelines) and to ascertain entitlement to dividend.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.bemcohydraulics.net under the section 72 of the Companies Act, 2013
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
13. Non-Resident Indian Members are requested to inform Registrar, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 66th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):



The instructions for shareholders voting electronically are as under:

- I. The voting period begins on **Thursday the 25th July, 2024 at 10.00 am and ends on Sunday the 28th July, 2024 at 05:00 pm**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday the 22nd July, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- IV. Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> I. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. II. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. III. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration IV. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> V. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. VI. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp VII. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Individual Shareholders (holding securities in demat mode) login through their Depository Participants	VIII. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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- IX. Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
- X. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- I. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.
1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- II. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IV. Mr. S. R. Deshpande, Practicing Company Secretary (CP No. 01865) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.bemcohydraulics.net and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

M- voting

Central Depository Services (India) Limited is pleased to announce the launch of **m-voting a mobile app** for m voting. This m-voting app enables Android based smart phone users to cast their vote on company resolutions even while they are on the move. M-voting can also be used for voting at the AGM/EGM venue. The m-voting app can be downloaded from Google play store for android based phones, while the users of iphone and windows based phones can download the app from the app store and windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.



CDSL is also pleased to introduce a single sign on facility for e-voting which enables clients of registered proxy advisory firms, depository participants and stock broker to vote directly from their registered login. Both facilities m-voting and single sign on, are currently been offered free of cost to the investors.

CDSL's internet based e-Voting Platform enables shareholders to vote online at a place and time of their convenience. The e-Voting Platform can be used to conduct voting at AGMs / EGMs (including Venue Voting), Postal Ballots and other meetings thus obviating the need for shareholders to be physically present at the venue of the meeting to participate in the decision making process of companies. To know more about e-Voting, visit www.evotingindia.com.

Go Green Initiative launched by the Ministry of Corporate affairs

Members are requested to support the "Green Initiatives" by registering their Email address with the company, if not already done.

Those members who have changed their Email id are requested to register their new Email ID with the Company in case of the shares are held in physical form and with the depository participant where shares are held in demat mode.

Members holding in physical mode are also requested to register their email address with our Registrar and Transfer Agent **Adroit Corporate Services Pvt Ltd**, 19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai-400059 or Email: info@adroitcorporate.com such registration of email address may also be made with the Company at its registered office as per the address mentioned above or at the email id isc@bemcohydraulics.net

ANNEXURE TO THE NOTICE

THE FOLLOWING EXPLANATORY STATEMENTS SETS OUT ALL MATERIAL FACTS RELATING TO RESOLUTIONS SET OUT IN THE NOTICE IN ACCORDANCE WITH SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 5:

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Notified on 9th May, 2018, with effect from 01st April 2019 consent of the shareholders by way of Special Resolution shall be required for continuation of directorship of Non Executive Directors of the company who have attained the age of 75 years.

Mrs. Urmila Devi Mohta, Non Executive Director of the Company has attained 75 years on 01/10/2020, and as on the date of AGM she has attained the age of 79 years. Special Resolution at Resolution NO. 5 is proposed for approval by the Shareholders of the Company.

Mrs. Urmila Devi Mohta originally joined the company as a Director of the company in the year 1990 and after enactment of the Companies Act, 2013, she was formally appointed as Woman Director. She holds directorship in other private Companies too.

She has a vast experience and expertise in the field of general administration and she has been an asset to the Company and the board considers that her continued presence on the Board would be of immense benefit to the company and it is desirable to continue to avail services of Mrs. Urmila Devi Mohta. The board therefore, recommends the continuation of Directorship of Mrs. Urmila Devi Mohta as Non Executive Director.

Mrs. Urmila Devi Mohta is related to Company's Managing Director Mr. Anirudh Mohta as his mother and belongs to promoter and promoter(s) Group of the Company.

Relevant details relating to continuation of Directorship of Mrs. Urmila Devi Mohta as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the Annexure A to the Notice.

Mrs. Urmila Devi Mohta is not disqualified from being appointed as a director in terms of section 164 of the Act and has consented to act as director of the Company.

In the opinion of the Nomination and remuneration committee and the Board of Directors of the Company, considering her seniority, role played by Mrs. Urmila Devi Mohta towards the growth of this Company and to reap the benefits of rich varied Experience, approval of shareholders is sought for continuation of Mrs. Urmila Devi Mohta as a chairman and Non Executive Director, Liable to retire by Rotation as set out in Resolution 5 of the Notice.

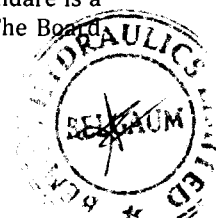
Other than Mr. Anirudh Mohta, None of the Directors, Key managerial Personnel or their Relatives are concerned or interested in the proposed Special Resolution set out in Resolution 5 of the Notice.

Item no. 7:

Regularization of Additional Director Mr. Parag Ram Bhandare (DIN:00695347) as an Independent Director of the Company.

Mr. Parag Ram Bhandare was appointed as an Additional Director of the company in the Board meeting held on 09th February, 2024 but effective from 1st April 2024, in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Mr. Parag Ram Bhandare, an Additional Director holds the office up to the commencement of the forthcoming Annual General Meeting of the Company.

Mr. Parag Ram Bhandare is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director). Mr Parag Bhandare is a successful industrialist from Belgaum holding rich experience in engineering and machine tool industry. The Board



therefore, considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Parag Ram Bhandare as an Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Parag Ram Bhandare as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from 01.04.2024 to 31.03.2029 (both inclusive).

Accordingly, the Board of Directors recommends the passing of the above resolution as an Special Resolution as set out in the item no. 7 of the notice for appointment of Mr. Parag Ram Bhandare (DIN:00695347).

Save and except Mr. Parag Ram Bhandare (DIN:00695347), Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Item no. 8:

Regularization of Additional Director Mr. Raghunandan Satish Kulkarni (DIN:05232463) as an Independent Director of the Company.

Mr. Raghunandan Satish Kulkarni was appointed as an Additional Director of the company in the Board meeting held on 09th February, 2024 but effective from 1st April 2024, in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Mr. Raghunandan Satish Kulkarni, an Additional Director holds the office up to the commencement of forthcoming Annual General Meeting of the Company or the last date on which annual general meeting should have been held, whichever is earlier.

Mr. Raghunandan Satish Kulkarni successful industrialist in Belagavi holding 25 year of experience in manufacturing of Hydraulics Components. He is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director). The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Raghunandan Satish Kulkarni as an Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Raghunandan Satish Kulkarni as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from 01.04.2024 to 31.03.2029 (both inclusive).

Accordingly, the Board of Directors recommends the passing of the above resolution as an Special Resolution as set out in the item no. 8 of the notice for appointment of Mr. Raghunandan Satish Kulkarni.

Save and except Mr. Raghunandan Satish Kulkarni, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Item no. 9:

Regularization of Additional Director Mr. Hrushikesh Malu (DIN: 10626929) as an Independent Director of the Company.

Mr. Hrushikesh Malu was appointed as an Additional Director of the company on 30th May, 2024 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Mr. Hrushikesh Malu, an Additional Director holds the office up to the commencement of the forthcoming Annual General Meeting of the Company or the last date on which annual general meeting should have been held, whichever is earlier.

Mr. Hrushikesh Malu has 20 year experience in design, actual running of fabrication and machine industry besides as a Director in a Company is exposed to detailed provision of corporate laws. He is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director). The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Hrushikesh Malu as an Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Hrushikesh Malu as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from 30.05.2024 to 29.05.2029 (both inclusive).

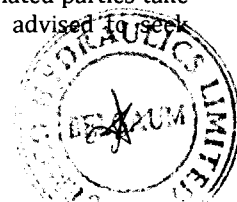
Accordingly, the Board of Directors recommends the passing of the above resolution as an Special Resolution as set out in the item no. 9 of the notice for appointment of Mr. Hrushikesh Malu.

Save and except Mr. Hrushikesh Malu, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Item No.10

RELATED PARTY TRANSACTIONS U/S 188 READ WITH REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015

Although it has been the consistent stand of the Board of directors that all its transactions with the related parties take place at an arms length level and in the ordinary course of business, nonetheless, the Board is advised to seek



shareholders' nod to the transactions with BEMCO FLUIDTECH a LLP which is a subsidiary of this company, for the reason that the products sold to and purchased from it are unique and many a times market quote for some tailor made unique product are not available. The Company needs to enter into Related Party Transactions during the Financial Year 2024-25, a brief summary of these transactions is given below:

INFORMATION REQUIRED TO BE FURNISHED IN TERMS OF THE RULE 15 OF THE COMPANIES (MEETINGS OF BOARD AND ITS POWERS) RULES, 2014

Sr No	Name of the related party	Name of Director or Key managerial Person who is related	Nature of contract to be entered in to	Relationship	Approximate amount of transaction
1	BEMCO FLUIDTECHNIK LLP	Mr. Anirudh Mohta, Mrs. Urmiladevi Mohta	Purchase of Hydraulic Pumps, Hydraulic Values, Hydraulic Motors, Hydraulic Power Packs, Hydraulic Equipment's and Manifold blocks, Fabrication and others	Company where Directors relative have significant influence	Rs. 5,00,00,000/-
2	BEMCO FLUIDTECHNIK LLP	Mr. Anirudh Mohta, Mrs. Urmiladevi Mohta	Sale of Hydraulic Pumps, Values and MS Round, Plates, Sheets and Pipes and Fabrication and others	Company where Directors relative have significant influence	Rs. 5,00,00,000/-

As per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires prior consent of the Board where the value of transactions proposed to be entered into exceeds 10 % of the turn over of the Company. As the Board envisages crossing of this threshold limit, the Board is seeking shareholders consent through a special resolution as a matter of abundant caution.

As per the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015 all related party transactions shall be considered as "Material" if the transaction entered with individually or taken together with a Related Party along with previous transactions during a Financial Year exceed 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing a Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in Regulation 23 of SEBI (LODR) Regulations, 2015, transactions entered into by the Company with Related Parties for the Financial Year 2024-25 is "Material" and the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2023-24 and therefore requires approval of the said transactions by the Members of the Company by special Resolution.

The Audit Committee has also given its prior omnibus approval to the transactions entered as mentioned above during the Financial Year 2024-25.

Members are hereby informed that pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015, no Members of the Company shall vote on the Resolution to ratify related party transactions entered into by the Company during the Financial Year 2024-25 as mentioned above if such Member is a related party.

The Board of Directors of the Company commends the special Resolution as set out at Item No.10 in the accompanying Notice for ratification of Related Party Transactions by the Members of the Company. All documents concerning Item No. 10 are available for inspection at the Registered Office of the Company from 11 A.M. to 1 P.M. on all working days till the date of the forthcoming Annual General Meeting of shareholders.

Except Mr. Anirudh Mohta, Managing Director and Mrs. Urmiladevi Mohta, Director, none of the Directors and the Key Managerial Personnel of the Company are concerned or interested, financially or otherwise, in the said Resolution at Item No.10 of the Notice

Place: Belgaum
Date:30/05/2024

Registered Office:
Udyambag, Industrial Estate
BELGAUM-590008 (Karnataka)
CIN: L51101KA1957PLC001283
E-mail: isc@bemcohydraulics.net



By Order of the Board of Directors
For BEMCO HYDRAULICS LIMITED

Amruta A. Tarale
Amruta A. Tarale
Company Secretary
ACS- 42288
Address: 684, "SAVALI", Saraswati Nagar,
Ganeshpur Road, Belgaum-591108

ANNEXURE A TO THE NOTICE

Disclosure required under Section 196(4) of the Companies Act, 2013, Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards - 2 of ICSI

Name	Mrs. Urmila devi Mohta	Mr. Vijay Kumar Mohta
Directors Identification Number	00068906	00535338
Date of Birth	01.10.1945	24.11.1961
Date of First Appointment on the Board	30.05.1992	26.05.2023
Experience in Specific Functional Area	Vast Management experience and a Woman Director.	He possess relevant expertise and experience to be an director in the Company
Qualifications	Matriculate	Diploma in Management in small scale industries
Terms and Conditions of Appointment/ Re-appointment.	Reappointed as Director who retire by rotation	Change in designation from additional director to Non-executive director
Details of Remuneration sought to be paid.	Not Applicable	Not Applicable
Last Drawn Remuneration	Not Applicable	Not Applicable
Relations with other directors and Key Managerial Personnel	Mrs. Urmila Devi Mohta is related to Company's managing Director Director Mr. Anirudh Mohta belongs to promoter and promoter(s) Group of the Company.	Mr. Vijay Kumar Mohta is related to Company's Women Non Executive Director/ Chairman Mrs. Urmila Devi Mohta and Mr. Anirudh Mohta Managing Director and belongs to promoter and promoter(s) Group of the Company.
Directorship in Companies	Mohta Capital Pvt Ltd Sri Ramachandra Enterprises Pvt Ltd	M/s. Sushen papers private limited M/s. Shri ananth financial services private limited M/s. Shri madangopal financial services private limited
Chairman/ Member in the committees of the Boards of Companies	Chairman- Bemco Hydraulics Ltd Member of Nomination and Remuneration Committee	NIL
No. of Shares held in the Company	10	0
Number of meetings attended during the year	4	4

ANNEXURE A TO THE NOTICE

Disclosure required under Section 196(4) of the Companies Act, 2013, Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards - 2 of ICSI

Name	Mr. Parag Ram Bhandare	Mr. Raghunandan Satish Kulkarni	Mr. Hrushikesh Malu
Directors Identification Number	00695347	05232463	10626929
Date of Birth	12/08/1975	15/04/1970	10/01/1975
Date of First Appointment on the Board	09/02/2024	09/02/2024	30/05/2024
Experience in Specific Functional Area	20 years experience in actual running Engineering and machine shop Industry. Besides as a director in companies he is exposed to detailed provisions of the Corporate Laws and having practical knowledge of proceedings before the Courts of Law and quasi judicial bodies like National Company Law Tribunal (NCLT) and National Company Law Appellate Tribunal (NCLAT)	25 years' of experience manufacturing of Hydraulic Components fittings manufacturing.	20 years experience in Design, actual running of foundry and machine shop Industry. Besides as a director in companies he is exposed to detailed provisions of the Corporate Laws.
Qualifications	Master of Science MS(IE), BE (Industrial Production)	BE (Industrial Production)	BE (Industrial Production)
Terms and Conditions of Appointment/ Re- appointment.	Regularization as Independent Director for the first term for 5 years.	Regularization as Independent Director for the first term for 5 years.	Regularization as Independent Director for the first term for 5 years.
Details of Remuneration sought to be paid.	Not Applicable	Not Applicable	Not Applicable
Last Drawn Remuneration	Not Applicable	Not Applicable	Not Applicable
Relations with other directors and Key Managerial Personnel	None	None	None
Directorship in Companies	Akp Foundries Private Limited Akp Ferrocast Private Limited	Bemco Hydraulics Limited	Malu Engineers Private Ltd
Chairman/ Member in the committees of the Boards of Companies	Chairman of Audit Committee, and Nomination and Remuneration Committee and member at stakeholder	Member of Audit Committee, and Nomination and Remuneration Committee	Chairman of stakeholder and relationship committee and member of Nomination and Remuneration Committee and Audit Committee
No. of Shares held in the Company	NIL	NIL	NIL
Number of meetings attended during the year	NA	NA	NA

