


S. R. DESHPANDE
COMPANY SECRETARY

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SCRUTINIZERS' REPORT ON E-VOTING FOR THE ITEMS ON THE AGENDA OF THE 60th ANNUAL GENERAL MEETING

REPORT to the Chairman of the Board of Directors of BEMCO HYDRAULICS LIMITED, a company incorporated under the Companies Act, 1956 having its registered office at Udyambag, Khanapur Road, Belgaum herein after called the Company, on e-voting conducted by the company to pass the items on the agenda of the 60th Annual General Meeting of the Company as contained in the notice dated 20th June 2018.

1. In terms of Regulations 44 of the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015 and provisions of section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management & Administration) Rules 2014 (the rules) I was appointed as scrutinizer on to the e-voting process for passing the items on the agenda of the 60th Annual General Meeting of the Company as contained in the notice dated 20th June 2018.
2. On the basis of register of members and list of beneficiary owners made available by the RTA Adroit Corporate services Private Limited, Mumbai from Depositories viz, National Securities Depository Limited (NSDL) and Central Depository Services Limited as on 22nd August 2018, cutoff date for the purpose of e-voting, the Company completed dispatch of notice of e-voting:
 - a. By e mail to 268 members who had registered their e mail ids with the Company on 31.07.2018
 - b. By courier to all 2065 members in physical mode on 26.07.2018
3. In terms of aforesaid notice, e-voting was open for four days from 10 a.m. on Saturday 25th August 2018, to 5 p.m. on Tuesday the 28th August 2018 and the members were required to cast their votes electronically conveying their assent or dissent in respect of the ordinary/special resolutions, on e-voting platform provided by the Central Depository Services Limited (CDSL).
4. In terms of the rules as amended on 19th March 2015, immediately after conclusion of voting at the annual general meeting, counted the votes cast at the meeting and thereafter unblocked the votes cast through remote e voting on the platform provided by the CDSL that was completed at 5 pm on 28th August 2018 and counted the votes cast through e voting and the voting at the venue of the general meeting on 29th August 2018 at 5 p.m. in the presence of CS ROSHAN RAIKAR AND Mr. VINAYAK ANGOLKAR two independent witnesses.
5. Based on the results made available to me, 17 members have cast their votes on the e-voting platform and I have annexed with this report, the details and analysis of the e-voting results for each of the four agenda items contained in the said notice.


S.R. DESHPANDE
M. No. FCS 3077, C.P. No.1865

Date: 30th August 2018
Place: Belgaum

ANALYSIS OF THE RESULTS

| | |
|--------------------|---|
| Agenda No. | 1 |
| subject | To consider and adopt the audited financial statement of the Company for the financial year ended 31 st March 2018, the report of the Board of Directors and auditors thereon. |
| Type of resolution | Ordinary |

| Particulars | Number of e votes | Number of votes contained in e votes | Per cent age of total |
|-------------|-------------------|--------------------------------------|-----------------------|
| Received | 3,64,797 | 3,64,797 | 100% |
| Assent | 3,64,797 | 3,64,797 | 100% |
| Dissent | NIL | NIL | NIL |
| Abstain | NIL | NIL | NIL |
| Total | 3,64,797 | 3,64,797 | 100% |

ANALYSIS OF THE RESULTS

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|--------------------|--|
| Agenda No. | 2 |
| subject | To consider and adopt the consolidated financial statement of the Company for the financial year ended 31 st March 2018, the reports of auditors thereon. |
| Type of resolution | Ordinary |

| Particulars | Number of e votes | Number of votes contained in e votes | Per cent age of total |
|-------------|-------------------|--------------------------------------|-----------------------|
| Received | 3,64,797 | 3,64,797 | 100% |
| Assent | 3,64,797 | 3,64,797 | 100% |
| Dissent | NIL | NIL | NIL |
| Abstain | NIL | NIL | NIL |
| Total | 3,64,797 | 3,64,797 | 100% |

ANALYSIS OF THE RESULTS

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|--------------------|---|
| Agenda No. | 3 |
| subject | To elect and appoint a Director in place of those retiring by rotation, Mrs. Urmiladevi Mohta |
| Type of resolution | Ordinary |

| Particulars | Number of e votes | Number of votes contained in e votes | Per cent age of total |
|-------------|-------------------|--------------------------------------|-----------------------|
| Received | 3,64,797 | 3,64,797 | 100% |
| Assent | 3,64,797 | 3,64,797 | 100% |
| Dissent | NIL | NIL | NIL |
| Abstain | NIL | NIL | NIL |
| Total | 3,64,797 | 3,64,797 | 100% |



ANALYSIS OF THE RESULTS

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|--------------------|---|
| Agenda No. | 4. |
| subject | To appoint a director in place of Shri Madan Mohan Mohta who retires by rotation and being eligible offers himself for re-election. |
| Type of resolution | Special |

| Particulars | Number of e votes | Number of votes contained in e votes | Per cent age of total |
|-------------|-------------------|--------------------------------------|-----------------------|
| Received | 3,64,797 | 3,64,797 | 100% |
| Assent | 3,64,797 | 3,64,797 | 100% |
| Dissent | NIL | NIL | NIL |
| Abstain | NIL | NIL | NIL |
| Total | 3,64,797 | 3,64,797 | 100% |



S. R. DESHPANDE
COMPANY SECRETARY

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Scrutinizer's Consolidated Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii)
of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman,
BEMCO HYDRAULICS LIMITED
BELGAUM

Dear Sir,

Sub: Scrutinizer's Consolidated Report

I, S.R. DESHPANDE Company Secretary in Practice, Belgaum, appointed as Scrutinizer by the Board of Directors of **BEMCO HYDRAULICS LIMITED** ("the Company") vide resolution dated 20th June 2018 for conducting e-voting process in a fair and transparent manner and ascertaining the requisite majority for the said voting for the below mentioned resolutions.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed there under relating to e-voting and poll on the resolutions put before the 60th annual general meeting as per notice dated 20th June 2018 convening the meeting.

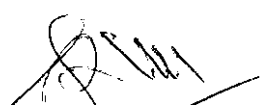
In addition to e voting, the Company has put all items of business at the 60th annual general meeting for ballot as no show of hands was allowed. I was appointed as the scrutinizer for the poll.

Further to above, I submit my consolidated report as under:

- (A) **Resolution No. 1-** To consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2018, the report of the Board of Directors and auditors thereon.

- (i) **Voted in favour** of the resolution:

| | Number of members voted through electronic voting system and through physical mode | Number of votes cast by them | % of total number of valid votes cast |
|--------------|--|------------------------------|---------------------------------------|
| E-voting | 17 | 3,64,797 | 100% |
| Physical | 9 | 13,74,050 | 100% |
| Total | 26 | 17,38,847 | |



(ii) Voted **against** the resolution:

| | Number of members voted through electronic voting system and through physical mode | Number of votes cast by them | % of total number of valid votes cast |
|--------------|--|------------------------------|---------------------------------------|
| E-voting | NIL | NIL | NIL |
| Physical | NIL | NIL | NIL |
| Total | NIL | NIL | NIL |

(iii) **Invalid** votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--------------|---|------------------------------------|
| E-voting | NIL | NIL |
| Physical | NIL | NIL |
| Total | NIL | NIL |

(B) Resolution No. 2- To consider and adopt the consolidated financial statement of the Company for the financial year ended 31st March 2018, the reports of auditors thereon.

(i) Voted **in favour** of the resolution:

| | Number of members voted through electronic voting system and through physical mode | Number of votes cast by them | % of total number of valid votes cast |
|--------------|--|------------------------------|---------------------------------------|
| E-voting | 17 | 3,64,797 | 100% |
| Physical | 9 | 13,74,050 | 100% |
| Total | 26 | 17,38,847 | |

(ii) Voted **against** the resolution:

| | Number of members voted through electronic voting system and through physical mode | Number of votes cast by them | % of total number of valid votes cast |
|--------------|--|------------------------------|---------------------------------------|
| E-voting | NIL | NIL | NIL |
| Physical | NIL | NIL | NIL |
| Total | NIL | NIL | NIL |

(iii) **Invalid** votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--------------|---|------------------------------------|
| E-voting | NIL | NIL |
| Physical | NIL | NIL |
| Total | NIL | NIL |

[Handwritten signature]

(C) Resolution No. 3 - To elect and appoint a Director in place of those retiring by rotation, Mrs. Urmiladevi Mohta

(i) Voted **in favour** of the resolution:

| | Number of members voted through electronic voting system and through physical mode | Number of votes cast by them | % of total number of valid votes cast |
|--------------|--|------------------------------|---------------------------------------|
| E-voting | 17 | 3,64,797 | 100% |
| Physical | 9 | 13,74,050 | 100% |
| Total | 26 | 17,38,847 | |

(ii) Voted **against** the resolution:

| | Number of members voted through electronic voting system and through physical mode | Number of votes cast by them | % of total number of valid votes cast |
|--------------|--|------------------------------|---------------------------------------|
| E-voting | NIL | NIL | NIL |
| Physical | NIL | NIL | NIL |
| Total | NIL | NIL | NIL |

(iii) **Invalid** votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--------------|---|------------------------------------|
| E-voting | NIL | NIL |
| Physical | NIL | NIL |
| Total | NIL | NIL |

(D) Special Resolution No. 4 -To appoint a director in place of Shri M M Mohta who retires by rotation and being eligible offers himself for re election.

(i) Voted **in favour** of the resolution:

| | Number of members voted through electronic voting system and through physical mode | Number of votes cast by them | % of total number of valid votes cast |
|--------------|--|------------------------------|---------------------------------------|
| E-voting | 17 | 3,64,797 | 100% |
| Physical | 9 | 13,74,050 | 100% |
| Total | 26 | 17,38,847 | |

(ii) Voted **against** the resolution:

| | Number of members voted through electronic voting | Number of votes cast by | % of total number of |
|--|---|-------------------------|----------------------|
|--|---|-------------------------|----------------------|

| | system and through physical mode | them | valid votes cast |
|--------------|----------------------------------|------------|------------------|
| E-voting | NIL | NIL | NIL |
| Physical | NIL | NIL | NIL |
| Total | NIL | NIL | NIL |

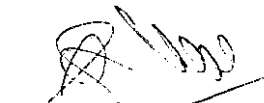
(iii) **Invalid** votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--------------|---|------------------------------------|
| E-voting | NIL | NIL |
| Physical | NIL | NIL |
| Total | NIL | NIL |

The poll papers and all other relevant records were sealed and handed over to the **AMRUTA TARALE** the Company secretary of the Company who is authorized by the Board for safe keeping.

Thanking you.

Yours sincerely,



S.R. DESHPANDE
C.P.1865, M.NO.3077

Place: Belgaum

Date: 30th August 2018

Notes:

In terms of the rules as amended on 19th March 2015, immediately after conclusion of voting at the annual general meeting, counted the votes cast at the meeting and thereafter unblocked the votes cast through remote e voting on the platform provided by the CDSL that was completed at 5 p.m. on 28th August 2018, and counted the votes cast through e voting and the voting at the venue of the general meeting held on **29th August 2018** at 5 p.m. in the presence of **CS ROSHAN RAIKAR** and Mr. **VINAYAK ANGOLKAR** two independent witnesses.