

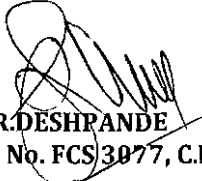
S. R. DESHPANDE
COMPANY SECRETARY

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SCRUTINIZERS' REPORT ON E-VOTING FOR THE ITEMS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING HELD ON TUESDAY THE 19th March 2019.

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 Extraordinary General Meeting of the Company as contained in the notice dated 11th February 2019

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 to the e-voting process for passing the items on the agenda of the Extraordinary General Meeting of the Company as contained in the notice dated 11th February 2019
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 12th March 2019, cutoff date for the purpose of e-voting, the Company completed dispatch of notices of e-voting:
 - a. By courier to all 2004 members in physical mode on 21st February 2019
3. In terms of aforesaid notice, e-voting was open for three days from 10 a.m. on Saturday 16th March 2019, to 5 p.m. on Monday the 18th March 2019 and the members were required to cast their votes electronically conveying their assent or dissent in respect of the five 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 Extraordinary 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 18th March 2019 and counted the votes cast through e voting and the voting at the venue of the Extraordinary General Meeting on 19th March 2019 at 4:30 p.m. in the presence of CS ROSHAN RAIKAR practicing Company secretary and MR. VINAYAK ANGOLKAR, two independent witnesses.
5. Based on the results made available to me, 18 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 the agenda items contained in the said notice.


S.R. DESHPANDE
M. No. FCS3077, C.P. No.1865

Date: 20th March, 2019
Place: Belgaum

S. R. DESHPANDE
Company Secretary
FCS 3077

ANALYSIS OF THE RESULTS

Agenda No.	1
subject	Shareholders' approval for re-appointment of Mr. Anirudh Mohta as the Managing director of the Company on five year tenure to be effective from 1st April 2019.
Type of resolution	Special

Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	4,14,772	4,14,772	100%
Assent	4,14,772	4,14,772	100%
Dissent	NIL	NIL	NIL
Abstain	NIL	NIL	NIL
Total	4,14,772	4,14,772	100%

ANALYSIS OF THE RESULTS

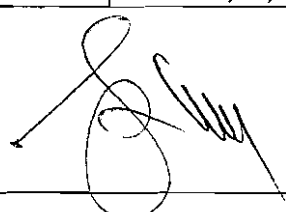
Agenda No.	2
subject	Shareholders' approval to continuation of Directorship of Mr Madan Mohan Mohta as the Non executive Director of the Company with effect from 1st April 2019
Type of resolution	Special

Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	4,14,772	4,14,772	100%
Assent	4,14,772	4,14,772	100%
Dissent	NIL	NIL	NIL
Abstain	NIL	NIL	NIL
Total	4,14,772	4,14,772	100%

ANALYSIS OF THE RESULTS

Agenda No.	3
subject	Shareholders' approval to continuation of Directorship of Mr Naval Kishore Daga as the Non executive Independent Director of the Company with effect from 1st April 2019
Type of resolution	Special

Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	4,14,772	4,14,772	100%
Assent	4,14,772	4,14,772	100%
Dissent	NIL	NIL	NIL
Abstain	NIL	NIL	NIL
Total	4,14,772	4,14,772	100%



ANALYSIS OF THE RESULTS

Agenda No.	4
subject	Shareholders' approval to continuation of Directorship of Mr Ramesh Manickchand Shah as the Non executive Independent Director of the Company with effect from 1st April 2019
Type of resolution	Special

Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	4,14,772	4,14,772	100%
Assent	4,14,772	4,14,772	100%
Dissent	NIL	NIL	NIL
Abstain	NIL	NIL	NIL
Total	4,14,772	4,14,772	100%

ANALYSIS OF THE RESULTS

Agenda No.	5
subject	Shareholders' approval to re appointment of Mr Dilip Premraj Chandak as the Non executive Independent Director of the Company with effect from 1st April 2019
Type of resolution	Special

Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	4,14,772	4,14,772	100%
Assent	4,14,772	4,14,772	100%
Dissent	NIL	NIL	NIL
Abstain	NIL	NIL	NIL
Total	4,14,772	4,14,772	100%



S. R. DESHPANDE
Company Secretary
FCS 3077; CP No. 155

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 11th February 2019 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 Extraordinary general meeting as per notice dated 11th February 2019 convening the meeting.


In addition to e voting, the Company has put the items of business at the extraordinary 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:

1. Resolution No. 1- Shareholders' approval to the re-appointment of Mr Anirudh Mohta as the Managing director on five year tenure effective from 1st April 2019.

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

	Number of members voted through electronic voting, ballot paper system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	19	414772	100%
Ballot	8	13,74,040	100%
Physical	0	0	-
Total	27	17,88,812	100%



S. R. DESHPANDE
Company Secretary
FCS 3077; CP No. 1865

(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

2. Resolution No. 2- Shareholders' approval to the continuation of Directorship of Mr Madan Mohan Mohta as non executive director of the Company liable to retire by rotation with effect from 1st April 2019.

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

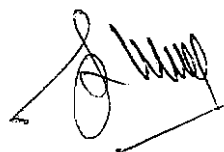
	Number of members voted through electronic voting, ballot paper system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	19	414772	100%
Ballot	8	13,74,040	100%
Physical	0	0	-
Total	27	17,88,812	100%

(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



3. **Resolution No. 3– Shareholders’ approval to the Continuation of Directorship of Mr. Nawal Kishore Daga (DIN: 00142170), a Non Executive Director of the Company and To re-appoint him as Non Executive Independent Director of the company to hold office for a second term from 01st April, 2019 to 31st March, 2024.**

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

	Number of members voted through electronic voting, ballot paper system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	19	414772	100%
Ballot	8	13,74,040	100%
Physical	0	0	-
Total	27	17,88,812	100%

(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

4. **Resolution No. 4– Shareholders’ approval to the Continuation of Directorship of Mr. Ramesh Manickchand Shah (DIN: 00068653), as Non Executive Director of the Company and To re-appoint him as Non Executive Independent Director of the company to hold office for a second term from 1st April, 2019 to 31st March, 2024.**

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

	Number of members voted through electronic voting, ballot paper system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	19	414772	100%
Ballot	8	13,74,040	100%
Physical	0	0	-
Total	27	17,88,812	100%



(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

5. Resolution No. 5- Shareholders' approval to the re-appointment of Mr. Dilip Premraj Chandak (DIN: 00644673), as Non Executive Independent Director of the company to hold office for a second term from 01st April, 2019 to 31st March, 2024.

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

	Number of members voted through electronic voting, ballot paper system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	19	414772	100%
Ballot	8	13,74,040	100%
Physical	0	0	-
Total	27	17,88,812	100%

(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:

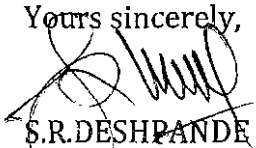
	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL



The poll papers and all other relevant records were sealed and handed over to **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

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

Place: Belgaum

Date: 20th March 2019

Notes:

1. In terms of the rules as amended on 19th March 2015, immediately after conclusion of voting at the Extraordinary 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 5:00 p.m. on 18th March 2019, and counted the votes cast through e voting and the voting at the venue of the Extraordinary General Meeting held **on 19th March 2019** at 4.30 p.m. . in the presence of CS ROSHAN RAIKAR practicing Company secretary and MR. VINAYAK ANGOLKAR, two independent witnesses.