



# BEMCO HYDRAULICS LIMITED

(CIN: L51101KA1957PLC001283)



IAS-ANZ



**REGD. OFFICE & WORKS :**  
UDYAMBAG, BELGAUM - 590 008. KARNATAKA, INDIA  
Email:-cs@bemcohydraulics.net Web :-www.bemcohydraulics.net

Tel: -91-831-2441980, 2440270  
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## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE SIXTY SEVENTH 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 FRIDAY THE 01<sup>ST</sup> AUGUST, 2025 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 31<sup>st</sup>, 2025, the reports of the Board of Directors and Auditors thereon.**

To receive, consider and adopt the Standalone Audited Balance Sheet as at March 31, 2025, Profit and Loss Account and Cash Flow Statement of the Company for the year ended March 31, 2025, 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, 2025, 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 31<sup>st</sup>, 2025, the reports of Auditors thereon.**

To receive, consider and adopt the Consolidated Audited Balance Sheet as at March 31, 2025 and Profit and Loss Account of the Company for the year ended March 31, 2025, 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, 2025, 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 31<sup>st</sup> March, 2025.**

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, 2025; 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 2024-25, 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 to 31<sup>st</sup> March, 2025.**

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, 2024 up to 31<sup>st</sup> March, 2025 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 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**

6. **Regularization of additional director, Mrs. Jyoti Mohan Dalmia (DIN:02546712), by appointing her as Non Executive Director of the Company:**

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

RESOLVED THAT pursuant to the provisions of Sections 161 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation by Nomination & Remuneration Committee of the Company, **Mrs. Jyoti Mohan Dalmia (DIN:02546712)**, who was appointed as additional director of the company with on 06<sup>th</sup> February, 2025 and who holds office till the commencement of the forthcoming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from the Member of the Company, signifying her intention to propose the candidature of **Mrs. Jyoti Mohan Dalmia (DIN:02546712)**, for the office of Director, be and is hereby elected as Non-Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT, the Board of Directors and /or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

7. **Sub-division of equity shares from the face value of Rs.10/- per share to Rs. 1/- per share**

**To consider and if thought fit, to pass with or without modification, the following resolution as Special resolution:**

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules framed thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any competent authority, and as approved by the Board of Directors of the Company, consent of the members be and is hereby accorded for sub dividing the Equity Shares of the Company, such that Equity Share having nominal value of Rs.10/- (Rupees Ten Only) be sub-divided into 10 (Ten) Equity Shares having nominal value of Re. 1/- (Rupee One Only) each fully paid-up.

RESOLVED FURTHER THAT pursuant to the Sub-division of Equity Shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of nominal value of Rs. 10/- (Rupees Ten Only) each existing on the record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into 10 (Ten) Equity Shares of nominal value of Re. 1/- (One Rupee) each fully paid up. The details are as given below:

Type of Capital	Pre-Split Share Capital Structure			Post-Split Share Capital Structure		
	No of shares	Face Value (Rs.)	Total Capital (Rs.)	No of shares	Face Value (Rs.)	Total Capital (Rs.)
Authorised Share Capital	4000000	10	40000000	40000000	1	40000000
Issued, Paid-up and Subscribed capital	2186700	10	21867000	21867000	1	21867000

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, 10 (Ten) Equity Shares of the face value of Re. 1/- each to be allotted in lieu of existing 1 (One) Equity Share of Rs. 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank *paripassu* in all respects with the existing fully paid-up Equity Shares of Rs. 10/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.



RESOLVED FURTHER THAT upon sub-division of Equity Shares as aforesaid, the existing share certificates of the Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no effect from the Record date, and no letter of allotment shall be issued to the allottees of the new Equity Shares of Re. 1/- (Rupee One only) each on sub-division without requiring the surrender of the old/existing share certificate(s), and the company shall directly issue and dispatch the new share certificates of the Company, in lieu of such old/existing share certificates within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board of Directors or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of shares thereon without requiring the Board of Directors or any Committee thereof to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board of Directors or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to:

- (a) delegate execution and filing of necessary applications, declarations, e-forms and other documents with stock exchanges, depositories, ROC, Registrar and Transfer Agents and/or any other statutory authority(ies), if any;
- (b) cancel the existing physical share certificates;
- (c) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and
- (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution."

**8. Increase In The Authorised Share Capital Of The Company And Alteration Of Capital Clause Of Memorandum Of Association Of The Company.**

**To consider and if thought fit, to pass with or without modification, the following resolution as Special resolution:**

"RESOLVED THAT subject to passing of the special resolution No 7 on sub division of share and pursuant to the provisions of Section 13, 61(1)(a), 64 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, (including any statutory modification(s) and re enactment(s) thereof for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder and Articles of Association of the Company, on the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 40,00,000 (Forty Lakhs) equity Shares of Rs. 10/- (Rupees Ten) each, and 4,00,000 (Four Lakhs) cumulative preference shares of Rs. 100/- (Rupees hundred) each to Rs. 8,50,00,000/- (Rupees Eight Crores fifty lakhs Only) divided into 4,50,00,000 (Four Crore Fifty Lakhs) equity Shares of Rs. 1/- (Rupees one) each, and 4,00,000 (Four Lakhs) cumulative preference shares of Rs. 100/- (Rupees hundred) each ranking pari passu in all respects with the existing equity shares.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company shall be Rs. 8,50,00,000/- (Rupees Eight Crores fifty lakhs Only) divided into 4,50,00,000 (Four Crore Fifty Lakhs) equity Shares of Rs. 1/- (Rupees one) each, and 4,00,000 (Four Lakhs) cumulative preference shares of Rs. 100/- (Rupees hundred) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company.

RESOLVED FURTHER THAT the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including filing of all forms and documents with Registrar of Companies and other Regulatory Authorities as may be necessary and incidental to give effect to the aforesaid resolution."



## 9. Issue of Bonus Shares

**To consider and if thought fit, to pass with or without modification, the following resolution as Special resolution:**

RESOLVED THAT subject to passing of special resolution No 7 on sub division of share and special resolution No 8 on increase in authorized share capital in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for capitalization of a sum not exceeding Rs. 2,18,67,000/- (Rupees Two crore eighteen lakhs sixty seven thousand only) from and out of the Free Reserves/ Retained Earnings account for the purpose of issue of bonus equity shares of Re. 1/- (Rupee One) each, credited as fully paid to the eligible members of the Company holding equity shares of Re. 1/- (Rupee One) each of the Company whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1 (one) new fully paid-up equity share of Re. 1/- (Rupee One) each for every 1 (One) existing fully paid-up equity shares of Re. 1/- (Rupee One) each held by them (i.e.in the ratio of 1:1) and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the Statutory Auditor's Certificate for the purpose of issuing bonus shares to the shareholders of the Company dated 30<sup>th</sup> June, 2025 be and is hereby taken on record by the members.

RESOLVED FURTHER THAT the bonus equity shares to be allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares upon allotment shall have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company. The Bonus equity shares shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in case of fractional entitlements arising out of the issue of bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members.

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in physical form, the shares shall be credited to unclaimed suspense account of the company until the physical shares are dematerialized.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."



**10. Appointment of M/s CS Vinita D Modak, Company Secretaries as Secretarial Auditor of the Company.**

**To consider and if thought fit, to pass with or without modification, the following resolution as Special resolution:**

RESOLVED THAT pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s Vinita D Modak, Company Secretaries (Membership no: 23151), as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT The Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

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

**To consider and if thought fit, to pass with or without modification, the following resolution as Special resolution:**

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 Valves, 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, Valves 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 maybe 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: 30/06/2025

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 (Saturday) 26<sup>th</sup> July, 2025 to (Friday) 01<sup>st</sup> August, 2025 (Inclusive of Both Days) for determining the names of members eligible for the purposes of Annual General Meeting. Friday the 25<sup>th</sup> July, 2025 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](http://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 67<sup>th</sup> 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 **Monday the 28<sup>th</sup> July, 2025 at 10.00 am and ends on Thursday the 31<sup>st</sup> July, 2025 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 **Friday the 25<sup>th</sup> July, 2025** 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 abovesaid 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"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; 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.</li> <li>III. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 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 &amp; voting during the meeting.</li> <li>VI. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>VII. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>



	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.

- 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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](mailto: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](mailto: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. 6:**

### **ELECTION OF MRS. JYOTI MOHAN DALMIA (DIN:02546712) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY.**

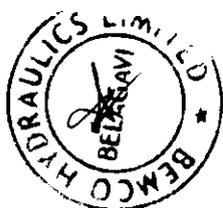
**Mrs. Jyoti Mohan Dalmia (DIN:02546712)**, on the recommendation of Nomination and Remuneration Committee was appointed as an Additional Director of the Company on 06<sup>th</sup> February, 2025 by the Board. She holds office till the commencement of the forthcoming 67<sup>th</sup> annual general meeting. However, the Regulation No 17 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 insists for her election to be done through a special resolution within three months from the date of her appointment, and accordingly, she has already been elected as a Director in terms of SEBI (LODR) Regulations, 2015 in an EOGM held on 24/03/2025. Nonetheless, as a matter of abundant caution, the Board is, at the instance of a member seeking her election as a Director in terms of section 161 of the Companies Act, 2013 that says an additional director's tenure lasts till the commencement of the forthcoming annual general meeting. The Board commends her through this special resolution as a woman non executive director in as much as the Company has received a notice from a member signifying his intention to propose her candidature as a Director of the Company.

**Mrs. Jyoti Mohan Dalmia (DIN:02546712)**, possesses requisite knowledge, experience and skill for the position of the Director. The Board on receipt of the said notice from the member and on recommendation of Nomination and Remuneration Committee, has accorded its consent, to appoint **Mrs. Jyoti Mohan Dalmia**, as Non-Executive Director liable to retire by rotation. **Mrs. Jyoti Mohan Dalmia (DIN:02546712)**, will not be entitled to any remuneration as per the Company policy for non-executive directors except sitting fees for attending Board Meetings.

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 has been enclosed in Annexure 'A'.

Other than Mr. Anirudh Mohta and Mr. Vijay Kumar Mohta, None of the Directors, Key managerial Personnel or their Relatives are concerned or interested in the proposed **special Resolution** set out in Resolution 6 of the Notice.

The Board commends the **special Resolution** set out at item no. 6 of the notice for approval of the members.



**ITEM NO. 7:**

**SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS.10/- PER SHARE TO RE. 1/- PER SHARE**

In order to improve the liquidity of the Company's share and to make it more affordable for small investors as also to broad base the small investors, the Board of Directors of the Company, in their meeting held on 30<sup>th</sup> June, 2025 has recommended to sub-divide (split) Company's 1 (one) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of face value of Re. 1/- (Rupee One Only) each without altering the paid up capital of the Company, subject to the approval of the members.

The Record Date for the aforesaid sub-division of the Equity Shares shall be fixed by the Board of Directors.

Upon approval of the shareholders for sub-division of equity shares, in case the equity shares are held in physical form, the old share certificate(s) of face value of Rs. 10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Re. 1/- each, fully paid-up, will be dispatched to the shareholders. In case the equity shares are in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder's demat account on the record date in lieu of their existing equity shares.

All Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) may be deemed to be concerned or interested in this item of business to the extent of their shareholding in the Company.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 7 of the accompanying Notice as Special Resolution.

**Item No. 8**

**APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Post Sub division of the equity shares, the Authorised Share Capital of the Company would be Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 4,00,00,000 (Four Crore) equity Shares of Rs. 1/- (Rupees one) each, and 4,00,000 (Four Lakhs) cumulative preference shares of Rs. 100/- (Rupees hundred) each and the paid up equity share capital of the Company is Rs. 21867000/- (Rupees Two Crore eighteen lakhs sixty seven Thousand Only) consisting of 21867000 (Two Crore eighteen lakhs sixty seven Thousand) Equity Shares of Re. 1/- (Rupee One) each.

In the board of directors meeting held on 30th June, 2025, the board has recommended bonus issue of shares in the ratio of 1:1 i.e Issue of one fully paid bonus equity shares of face value of Rs. 1 each for one equity share of the face value of Rs.1 each. Post bonus issue, the paid up equity share capital would be Rs. 4,37,34,000/- resulting in deficit of Rs. 37,34,000/- in authorized equity share capital. Therefore, the Board decided that the Authorised Share Capital of the company be increased to Rs. 8,50,00,000/- (Rupees Eight Crores Fifty lakhs Only) divided into 4,50,00,000 (Four Crore Fifty lakhs) equity Shares of Rs. 1/- (Rupees one) each, and 4,00,000 (Four Lakhs) cumulative preference shares of Rs. 100/- (Rupees hundred) each by creating 50,00,000 equity shares of Rs. 1(one) each. The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of this Notice except to the extent of their shareholding in the Company.

Accordingly, the Board recommends passing of Resolution set out in Item No. 8 of the accompanying Notice as Special Resolution.

**ITEM NO. 9:**

**ISSUE OF BONUS SHARES**

In appreciation of continuing support from shareholders of the Company, as recommended by the Audit Committee, the Board of Directors at its meeting held on 30<sup>th</sup> June, 2025, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares of Re. 1/- (Rupee One) each credited as fully paid-up to eligible



members of the Company in the proportion of 1 (One) new fully paid-up equity share of Re. 1/- (Rupee One) each for every 1 (One) existing fully paid-up equity shares of Re. 1/- (Rupee One) each held by them (i.e. in the ratio of 1:1), by capitalizing a sum not exceeding 2,18,67,000/- (Rupees Two Crore eighteen lakhs sixty seven thousand only) out of free reserves/ Retained Earnings of the Company as on 28<sup>th</sup> June, 2025 as per the Statutory Auditor's Certificate dated 30<sup>th</sup> June, 2025.

The Record Date for the aforesaid bonus issue of the Equity Shares shall be fixed by the Board of Directors.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members.

After the allotment of Bonus issue the Shareholding pattern of the Company shall be as under:

Category of Investors	Pre- Bonus issue holding		Bonus Shares	Post- Bonus issue holding	
	No. of Shares	% of the Capital	No. of Shares	No. of Shares	% of the Capital
Promoter and Promoter Group	16332700	74.69	16332700	32665400	74.69
Public Shareholding	5534300	25.31	5534300	11068600	25.31
Total	21867000	100	21867000	43734000	100

The Bonus Shares, from the date of allotment thereof, shall rank pari- passu in all respect with the existing equity shares of the Company. No Letter of allotment shall be issued in relation to the said Bonus Shares. Instead, new shares shall be transferred to Unclaimed suspense account unless the physical shares are dematerialized, and the respective beneficiary accounts will be credited for the Bonus Shares, or such shareholders who hold the existing equity shares in dematerialized/ electronic form, within the prescribed period.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of this Notice except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 9 of this Notice for approval of the Members as an Special Resolution.

#### ITEM NO:10

#### BRIEF RESUME OF AUDITOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT.

As regards appointment of secretarial auditor referred to in Item No. 10 of the Notice, the following disclosures are made for the information of the shareholders:

M/s. Vinita D Modak, a leading firm of practicing Company Secretaries with over 20 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. In terms of Regulation 24A of LODR Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years. M/s. Vinita D Modak is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on May 16, 2025, approved the appointment of M/s. Vinita D Modak as secretarial auditor of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company. M/s. Vinita D Modak has given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India.

Furthermore, in terms of the amended regulations, M/s. Vinita D Modak has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer



review certificate. The proposed remuneration to be paid to M/s. Vinita D Modak for secretarial audit services for the financial year ending March 31, 2026, shall be decided by the board.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s. Vinita D Modak. Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise in providing secretarial audit related services.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution. The Board recommends the resolution set forth in item no. 10 for the approval of members

#### Item No.11

#### 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 2025-26, 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. Jyoti Mohan Dalmia	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. Jyoti Mohan Dalmia	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 alongwith 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 2025-26 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: 2024-25 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 2025-26.

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 2025-26 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.11 in the accompanying Notice for ratification of Related Party Transactions by the Members of the Company. All documents concerning Item No. 11 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. AnirudhMohta, Managing Director, and Mrs. Jyoti Mohan Dalmia, 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.11 of theNotice.

Place: Belgaum  
Date:30/06/2025

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

*Sarale*  
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. Jyoti Mohan Dalmia	Mr. Vijay Kumar Mohta
Directors Identification Number	02546712	00535338
Date of Birth	04.09.1963	24.11.1961
Date of First Appointment on the Board	06.02.2025	26.05.2023
Experience in Specific Functional Area	16 years experience in actual running of Company engaged in Steel Industry. Besides as a director in company she is exposed to detailed provisions of the Corporate Laws.	He possess relevant expertise and experience to be an director in the Company
Qualifications	Bachelor of Commerce	Diploma in Management in small scale industries
Terms and Conditions of Appointment/ Re-appointment.	As a Non-Executive Director liable to 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. Jyoti Mohan Dalmia is related to Company's Managing Director, Mr. AnirudhMohta and belongs to promoter and promoter(s) Group of the Company.	Mr. Vijay Kumar Mohta is related to Company's Managing Director, Mr. AnirudhMohta and belongs to promoter and promoter(s) Group of the Company.
Directorship in Companies	L & G steel and Commodities Private Limited	M/s. Sushen papers private limited M/s. Shriananth financial services private limited M/s. Shrimadangopal financial services private limited
Chairman/ Member in the committees of the Boards of Companies	Member of Nomination and Remuneration Committee and member at stakeholder Relationship Committee.	NIL
No. of Shares held in the Company	NIL	0
Number of meetings attended during the year	One	4