

# NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTY SECOND 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 THURSDAY THE 20<sup>TH</sup> AUGUST, 2020 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>, 2020, the reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31<sup>st</sup>, 2020, the reports of Auditors thereon.
3. To declare dividend on 11% Cumulative Redeemable Preference shares, for the period from April 1, 2013 up to the date of redemption i.e. 31<sup>st</sup> March, 2020 as these shares were redeemed on 31<sup>st</sup> March 2020 and dividend in respect of these number of shares is in arrears from 1.4.2013 onwards.
4. To appoint a Director in place of Mr. Madan Mohan Mohta (DIN 00068884), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-election.
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.

## AS SPECIAL BUSINESS

6. Continuation of Directorship of Mrs. Urmila Devi Mohta (DIN: 00068906), as Non Executive Director of the Company, liable to retire by rotation w.e.f 20<sup>th</sup> August, 2020.

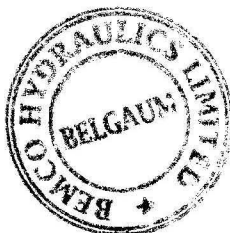
To consider and if thought fit, to pass, the following resolution as Special Resolution.

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 attained the age of 75 years on 01<sup>st</sup> October, 2020, the continuation of Directorship as an Non Executive Director shall be w.e.f 20<sup>th</sup> August, 2020.


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.

Place: Belgaum  
Date: 29/06/2020

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 **(Wednesday) 05<sup>th</sup> August, 2020 to (Thursday) 20<sup>th</sup> August, 2020 (Inclusive of Both Days)** for determining the names of members eligible for the purposes of Annual General Meeting.
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 62<sup>nd</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 17<sup>th</sup> August, 2020 at 10.00 am and ends on Thursday the 20<sup>th</sup> August, 2020 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 **Thursday the 13<sup>th</sup> August, 2020** 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. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- IV. Click on "Shareholders" tab.
- V. Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company then your existing password is to be used.
- VIII. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository</li></ul>

	<p>Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 than enter RA00000001 in the PAN field.</li> </ul>
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format)
Bank Details OR Date of Birth (DOB)	<p>As recorded in your demat account or in the Company records in orders to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank Details field as mentioned in instruction (v)</li> </ul>

- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN for the relevant BEMCO HYDRAULICS LIMITED on which you choose to vote.
- XIII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details,
- XV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XVI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVIII. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIX. Note for Non – Individual Shareholders and Custodians.
  - Non – Individual Shareholders ( i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- XXI. 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.
- XXII. 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.
- XXIII. 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.
- XXIV. 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.
- XXV. 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 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

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

**Resolution No. 6:**

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Notified on 9<sup>th</sup> May, 2018, with effect from 01<sup>st</sup> 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 would be attaining the prescribed age limit on 01/10/2020, Special Resolution at Resolution NO. 6 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 association would be of immense benefit to the company and it is desirable to continue to avail services of Mrs. Urmila Devi Mohta, the board 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 and Chairman Director Madan Mohan Mohta 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 Non Executive Director, Liable to retire by Rotation as set out in Resolution 6 of the Notice.

Other than Mr. Anirudh Mohta, Mr. Madan Mohan 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.

Place: Belgaum  
Date: 29/06/2020

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**

*Sarali*  
**Amruta A. Tarale**  
**Company Secretary**  
**ACS- 42288**

Address: 684, "SAVALI", Saraswati Nagar,  
Ganeshpur Road, Belgaum-591108

# ANNEXURE A TO THE NOTICE

**Disclosure required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards -2 of ICSI and Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting.**

Name of the Director	Shri Madan Mohan Mohta	Smt. Urmila Devi Mohta
Date of Birth	05.09.1939	01.10.1945
Date of Appointment	23.03.1991	30.05.1992
DIN	00068884	00068906
Nationality	Indian	Indian
Expertise in specific functional areas	Wide experience in Management, he was managing director till 31.03.2014.	Vast Management experience and a Woman Director.
Terms and Conditions of Appointment/ Re-appointment.	Reappointment for retire by rotation	Continuation of Directorship as Non executive Director and Reappointment for retire by rotation
Last Drawn Remuneration	Not Applicable	Not Applicable
Qualifications	B.com	Matriculate
List of Public/ Private Companies in which outside Directorship held as on 31 <sup>st</sup> March 2019.	<ul style="list-style-type: none"> <li>- Mohta Capital Pvt Ltd</li> <li>- Sri Ramachandra Enterprises Pvt Ltd</li> <li>- U.D.Finnvest Pvt Ltd</li> <li>- Bemco Precitech Pvt Ltd</li> <li>- U.D.Polyproducts Pvt Ltd</li> </ul>	<ul style="list-style-type: none"> <li>- Mohta Capital Pvt Ltd</li> <li>- Sri Ramachandra Enterprises Pvt Ltd</li> <li>- U.D.Finnvest Pvt Ltd</li> <li>- Bemco Precitech Pvt Ltd</li> <li>- U.D.Polyproducts Pvt Ltd</li> <li>- Bemco Fluidtechnik LLP</li> </ul>
Chairman/member of the Committees of the Public Companies on which he is a Director as on 31 <sup>st</sup> March 2019.	NIL	NIL
No of Shares held	67183	208668
Relationship with any Director of the Company.	Father of Mr. Anirudh Mohta, Managing Director & Husband of Smt. Urmila Devi Mohta, Director.	Wife of Mr. Madan Mohan Mohta & Mother of Mr. Anirudh Mohta, Managing Director.
Chairman/ Member in the committees of the Boards of Companies	Member in Nomination and remuneration committee of the company	NIL
Number of meetings attended during the year	6	6

## BEMCO HYDRAULICS LIMITED

(CIN: L51101KA1957PLC001283)

**Registered Office: Udyambag, Industries Estate, BELGAUM - 590 008**

Email: [isc@bemcohydraulics.net](mailto:isc@bemcohydraulics.net) / Website: [www.bemcohydraulics.net](http://www.bemcohydraulics.net)

Phone No 0831- 2441980, Fax No.0831-2441263