BEMCO™

BEMCO HYDRAULICS LIMITED

(CIN: L51101KA1957PLC001283)

ISO 9001:2015
Certified Company
Reg. No.: RQ91/6325

Certified ISO 14001:2015
Certificate No : IEA105020E

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

Tel: -91-831-2441980, 2440270
Fax :- 91-831-2441263

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTY EIGHTH 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 13TH AUGUST 2026 AT 3.30 P M TO TRANSACT THE FOLLOWING BUSINESSES:

AS ORDINARY BUSINESS

1. **To consider and adopt the audited Standalone financial statement of the Company for the financial year ended March 31st, 2026, the reports of the Board of Directors and Auditors thereon.**

   To receive, consider and adopt the Standalone Audited Balance Sheet as at March 31, 2026, Profit and Loss Account and Cash Flow Statement of the Company for the year ended March 31, 2026, 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, 2026, along with the Notes to Financial Statements, together with the Boards' Report and Auditors' Report as circulated to the shareholders and laid before the meeting, be and are received, considered and adopted.

2. **To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31st, 2026, the reports of Auditors thereon.**

   To receive, consider and adopt the Consolidated Audited Balance Sheet as at March 31, 2026 and Profit and Loss Account of the Company for the year ended March 31, 2026, 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, 2026, along with the Notes to Financial Statements, together with the Auditors' Report as circulated to the shareholders and laid before the meeting, be and are received, considered and adopted.

3. **To declare dividend on equity shares for the financial year ended 31st March, 2026.**

   To declare a final dividend at the rate of 10% Rs. 0.10 paise per equity shares of face value of Rs. 1/- each, for the financial year ended March 31, 2026; 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 at the rate of 10% of Rs. 0.10 paise per equity share of Rs.1/- each for the financial year 2025-26,absorbing a sum of Rs. 43,73,400/- 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, 2025 up 31st March, 2026.**

   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, 2025 upto 31st March, 2026 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.

6. **To appoint a Director in place of Mrs. Jyoti Mohan Dalmia (DIN: 02546712), 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 **Mrs. Jyoti Mohan Dalmia (DIN: 02546712),** as a Non executive director, to the extent that she is required to retire by rotation.

AS SPECIAL BUSINESS

7. **To consider the approval for ratification in remuneration of Managing Director and if thought fit, to pass the following resolution with or without modification as Special Resolution**

RESOLVED THAT pursuant to the provisions of Article of Association of the Company read with Section 197 of the Companies Act, 2013 and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, and as per the recommendation of Nomination and Remuneration Committee , the remuneration of **Mr. ANIRUDH MOHTA,(DIN:00065302)** Managing Director be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st April, 2027 for the remaining tenure of his office.

As per the provisions of Schedule V of the Companies Act, 2013 The remuneration payable to Mr. Anirudh Mohta for a further tenure of 2 years, in scale of Rs. 8,50,000/- per month. Same as last drawn for the financial year 2026-27.

RESOLVED FUTHER THAT all other terms and conditions as executed in the agreement dated 09th February, 2023 between Bemco Hydraulics Limited and Mr. Anirudh Mohta shall remain unchanged.

RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. Anirudh Mohta, Managing Director is hereby confirmed as the same is well within the prescribed limit mentioned in the said section read with schedule V.

8. **To Consider and approve the remuneration in respect to hold office or place of profit in the subsidiaries Company by Mr. Anirudh Mohta, being the related party as Managing director of company.**

   To consider and if thought fit, to pass with or without modification(s), the following resolution :

RESOLVED THAT pursuant section 177 and 188(1)(f) and other applicable provisions, if any of the Companies Act, 2013 read with rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation and approval of the Nomination and Remuneration Committee And Audit Committee in the meeting held on 25.05.2026, approval of the shareholders be and is hereby accorded to pay the professional fees in the subsidiaries companies to Mr. **Anirudh Mohta,** the Managing Director of the Company for holding an *office or place of profit* in the company, as computed under applicable provisions of Companies Act, 2013 and its allied rules and payment of professional fees at the rate of Rs. 150000/- per month in BEMCO FLUIDTECHNIK LLP and Rs. 300000/- in PEGASYS MACHINES PRIVATE LIMITED and such other perquisites in accordance with the Company rule.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution."

9. **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 Values, Hydraulic Motors, Hydraulic Power Packs, Hydraulic Equipments and Manifold blocks, and others	Rs. 3,00,00,000/-
2	BEMCO FLUIDTECHNIK LLP	Sale of Hydraulic Pumps, Values and MS Round, Plates , Sheets and Pipes and Fabrication and others	Rs. 3,00,00,000/-

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.

10. **Lease of Undertaking under section 180(1)(a) of the Companies Act, 2013.**

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 180 (1)(a) and other applicable provisions if any, of the Companies Act, 2013 and the relevant rules framed there under (Including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force) and the enabling provisions in the Memorandum and Article of Association of the Company, read with regulation 37 A of SEBI(Listing obligations and disclosure requirements) Regulations 2015, approval of the members of the Company be and is hereby accorded to the Board of Directors by way of special resolution to lease the land area admeasuring 40000 sq feet at RS No. 691, NEW No.343, Industrial Estate, Belgaum on monthly rent plus interest free deposit to be obtained from such of the prospective parties quoting the highest amount of rent and deposit and the Board of Directors be and is hereby authorised to finalise the terms and conditions of lease.

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: 25/05/2026

By Order of the Board of Directors
For **BEMCO HYDRAULICS LIMITED**

Amruta
Ashok
Tarale

Digitally signed by Amruta Ashok Tarale
DN: c=IN, o=Personal,
pseudonym=c6be7c98d1a24100bf3ec837fcf
b928b,
2.5.4.20=a28aa2d181877dbb0e19c94f8beb4
a99805391f895a4c0065158bfc8d259f7d1,
postalCode=591108, st=Karnataka,
serialNumber=9b8284705f0802e5bbdb0999
43f6e00360d013deb5e1d8145160e93548834
13b, cn=Amruta Ashok Tarale
Date: 2026.07.06 16:13:12 +05'30'

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

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

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 (Friday) 07th August, 2026 to (Thursday) 13th August,2026(Inclusive of Both Days) for** determining the names of members eligible for the purposes of Annual General Meeting. Thursday the 06th August, 2026 being the record date for determining the eligibility to vote by electronics means in general meeting (as per mca guidelines) and to ascertain entitlement to dividend.

9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.

11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.bemcohydraulics.net under the section 72 of the Companies Act, 2013

12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.

13. Non-Resident Indian Members are requested to inform Registrar, immediately of:
    (a) Change in their residential status on return to India for permanent settlement.
    (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

15. Voting through electronic means:

    In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 67th 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 **Sunday the 09th August, 2026 at 10.00 am and ends on Wednesday the 12th August, 2026 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 06th August, 2026** 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	I. Userswho 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 arehttps://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. II. After successful logintheEasi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system ofall e-Voting Service Providersi.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly. III. If the user is not registered for Easi/Easiest, option to register is availableathttps://web.cdslindia.com/myeasi/Registration/EasiRegistration IV. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	V. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. VI. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp VII. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	VIII. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

IX. Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

X. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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

I. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

II. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

IV. Mr. S. R. Deshpande, Practicing Company Secretary (CP No. 01865) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

V. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

VI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.bemcohydraulics.net and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

M- voting

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

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

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

Go Green Initiative launched by the Ministry of Corporate affairs

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

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

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

ANNEXURE TO THE NOTICE

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

Item no. 7:
Resolution No. 7:

Mr Anirudh Mohta was re appointed as the Managing director of the Company on a five year tenure pursuant to the board resolution passed in the in the meeting held on 26th May, 2023 based on the recommendation of Nomination and remuneration Committee and the said appointment was approved by the members of the Company in the Annual General meeting held on 26th July, 2023 effective from 01st April, 2024 to 31st March, 2029 on the terms and conditions executed in the agreement dated 09th February, 2024 between Bemco Hydraulics Limited and Mr. Anirudh Mohta.

Pursuant to Section 197read with Schedule V of the Companies Act, 2013, the remuneration payable to Mr. Anirudh Mohta was decided for the period of 3 years ie. From 2024 to 2027. Thereafter, based on the recommendation of Nomination and Remuneration Committee, the remuneration of **Mr. ANIRUDH MOHTA,(DIN:00065302)** Managing Director is being revised on the terms and conditions hereinafter mentioned with effect from 1st April, 2027 for the remaining tenure of his office.

As per the provisions of Schedule V of the Companies Act, 2013 The remuneration payable to Mr. Anirudh Mohta for a further tenure of 2 years, in time scale of Rs. 8,50,000/- per month. The remuneration decided for the next two years is same as last drawn for the financial year 2026-27.

The remuneration payable to Mr. Anirudh Mohta as Managing director of the company requires the approval of members by way of passing special resolution.

All other terms and conditions as executed in the agreement dated 9th February, 2024 between Bemco Hydraulics Limited and Mr. Anirudh Mohta shall remain unchanged. And the agreement is open for inspection by the members on all working days at the registered office of the Company upto the date of AGM. The Board commends this special resolution for your approval.

MEMORANDUM OF INTEREST

Other than Mr. Vijay Kumar Mohta and Mrs. Jyoti Mohan Dalmia, None of the Directors, Key managerial Personnel or their Relatives are concerned or interested in the proposed Special Resolution set out in Resolution of the Notice.

The Statement of particulars pursuant to schedule V of The Companies Act, 2013 has been mentioned as Annexure B

Item no. 8:
Resolution No. 8:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company. govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

Mr. Anirudh Mohta , Managing Director of the Company, being related party of Mr. Vijay Kumar Mohta, Chairman and non executive director and Mrs. Jyoti Mohan Dalmia, Non Executive director of the Company, attracts the provisions of section 188.

Mr. Anirudh Mohta was appointed as director in Pegasys Machines private Limited, and He is designated partner and authorized representative of Bemco Hydraulics Limited in Bemco Fluidtechnik LLP, subsidiaries of Bemco Hydraulics Limited and holding a place of profit under Section 188(1) (f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), it is proposed to pay professional fees of Rs. 300000/- per month in Pegasys Machines Private

Ltd, wholly owned subsidiary company of Bemco Hydraulics Limited and Rs. 150000/- per month as professional fees in Bemco Fluidtechnik LLP Subsidiary company of Bemco Hydraulics Limited. and such other perquisites in accordance with the Company rule.

Mr. Anirudh Mohta, working as Managing Director at Bemco Hydraulics Limited , studied Bachelor of Engineering (Industrial Production)..and his services rendered are of professional nature and he possesses the requisite qualification for the practice of the profession. he is director since 18/08/1994, and was appointed as Managing director in the year 2014. He is involved in day to day business affairs of the company. It is due to this dedication towards of his teamwork, focused approach and his valuable guidance that today the Company, subsidiary companies are one of the leading Hydraulics equipment Manufacturer Company involved in manufacturing of Hydraulic Presses machines, shaft straightening machines and systems . He has the business acumen and in-depth knowledge about the industry and overall market scenario, he provides overall guidance and plays key role in policy making and managing the affairs of the company.

MEMORANDUM OF INTEREST
Except for Mr. Vijay kumar Mohta, Mrs. Jyoti Mohan Dalmia, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The resolution is accordingly recommended for the approval of the Members as Special resolution.

Item No.09
Resolution No. 9:

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 2026-27, 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. AnirudhMohta, 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. 3,00,00,000/-
2	BEMCO FLUIDTECHNIK LLP	Mr. AnirudhMohta, 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. 3,00,00,000/-

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

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

Members may please note that based on the criteria as mentioned above in Regulation 23 of SEBI (LODR)Regulations, 2015, transactions entered into by the Company with Related Parties for the Financial Year 2026-27 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: 2025-26 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 2026-27.

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 2026-27 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.09 in the accompanying Notice for ratification of Related Party Transactions by the Members of the Company. All documents concerning Item No. 09 are available for inspection at the Registered Office of the Company from11 A.M. to 1 P.M. on all working days till the date of the forthcoming Annual General Meeting of shareholders.

MEMORANDUM OF INTEREST
Except Mr. Anirudh Mohta, 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.09 of theNotice.

Item No.10
Resolution No. 10:

The Company holds prime land in Industrial Estate, Belgaum which has now become business hub in the city of Belgaum. To keep the said land locked up in the present state makes little sense, in so far as, the land facing the National High Way No 4A, towards Goa can potentially fetch rent and as a result, the Board has decided to lease out the land and building to be constructed thereon from out of total land. This can be done only with the permission of the shareholders through a special resolution because section 180(1)(a) of the Companies Act, 2013 and regulation 37 A of SEBI(Listing obligations and disclosure requirements) Regulations 2015 mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of any undertaking(s) of the Company, only with the approval of members of the Company by way of special resolution.

Therefore, shareholders consent through a special resolution is mandatory. Therefore, the Board commends the special resolution for consideration by the members. The Board is negotiating for the appropriate lease in favour of a proposed investor

The resolution is accordingly recommended for the approval of the Members as Special resolution.

Place: Belgaum
Date:25/05/2026

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
Ashok Tarale

Digitally signed by Amruta Ashok Tarale
DN: c=IN, o=Personal,
pseudonym=c6be7c98d1a24100bf3ec837fcfb928b,
2.5.4.20=a28aa2d181877dbb0e19c94f8beb4a99805391f895a4c
0065158bfc8d259f7d1, postalCode=591108, st=Karnataka,
serialNumber=9b8284705f0802e5bbdb099943f6e00360d013d
eb5e1d8145160e9354883413b, cn=Amruta Ashok Tarale
Date: 2026.07.06 16:13:41 +05'30'

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	17 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 possesses 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	6	6

ANNEXURE B TO THE NOTICE

Statement of particulars pursuant to schedule V of The Companies Act, 2013

1. GENERAL INFORMATION

1.	**Nature of Industry**	Manufacturing of Hydraulics Presses
2.	**Date or Expected date of Commencement of Business**	Bemco Hydraulics Ltd is an existing Company incorporated in the year 1957.
3.	**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**	NA
4.	**Financial performance based on given indicators**	In Lakhs
5.	**Foreign investments or collaborations, if any.**	**NIL**

In Lakhs

Particulars	**2025-26**	**2024-25**	**2023-24**
Turn over	8160.41	8347.71	7235.79
Profit before tax	1390.92	1226.93	991.63
Profit after tax	994.29	920.48	703.25
Total Comprehensive income	980.41	895.57	702.93
Earning per share	2.27	2.10	32.16

2. INFORMATION ABOUT THE APPOINTEE

1.	**Background details**	Mr. Anirudh Mohta is associated with the company since 1994 as an Executive Director, then as the Joint Managing Director upto 31.3.2014 and from 1.4.2014 till date as the Managing director. He holds a a bachelors degree in Engineering in Industrial Production
2.	**Past remuneration**	During the present tenure as Managing Director , he was paid Rs. 850000/- per month as the minimum remuneration for the financial year 2026-27 as per the limit prescribed in Schedule V of The Companies Act, 2013.
3.	**Remuneration proposed**	w.e.f 01/04/2027 Rs. 8,50,000/- per month until expiry of his tenure.
4.	**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**	The proposed Remuneration is the Minimum remuneration as per Schedule V of the Companies Act, 2013 which is comparable with the companies of the same size and profitability.
5.	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**	Mr. Anirudh Mohta is related to Company's Women Non Executive Director Mrs. Jyoti Mohan Dalmia and Chairperson Mr. Vijay Kumar Mohta and belongs to promoter and promoter(s) Group of the Company.

3. OTHER INFORMATION:

1.	**Reasons of loss or inadequate profits**	Although the Company has profits, but then the managerial remuneration in the scale in which it is proposed to be given does not fit within eleven per cent of the net profits, hence inadequacy of profit arises. The managerial remuneration at the rate of Rs. 8,50,000/- per month is most reasonable in the context of more than 25 years post qualification experience of the appointee Managing director Mr Anirudh Mohta, who holds a degree in Industrial production and on the job experience right from shop floor to Board for the last 32 years.
2.	**Steps taken or proposed to be taken for improvement**	The Board desires to enhance the company's turn over and profitability so that no question of inadequacy of profits arises.
3.	**Expected increase in productivity and profits in measurable terms**	It is difficult to forecast the productivity and profitability in measurable term. However, the company expects that productivity and profitability may improve and would be comparable with the industry average.