

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF BEMCO HYDRAULICS LIMITED FOR  
THE FINANCIAL YEAR ENDED 31.03.2025**

To,  
The Board of Directors,  
**BEMCO HYDRAULICS LIMITED,**  
Udyambag, Industrial Estate, Belgaum- 590 008

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **BEMCO HYDRAULICS LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at **UDYAMBAG, INDUSTRIAL ESTATE, BELGAUM, KARNATAKA, INDIA**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, We hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March 2025 ("review period"), complied with the statutory provisions listed hereunder and also that the listed entity has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We, SDR & Associates Practicing Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by **BEMCO HYDRAULICS LIMITED** ("the listed entity"). The company is listed at BSE Limited,
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity is updated as per the provisions of Listing Regulations,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended 31<sup>st</sup> March 2025 (Review Period) in respect of compliance with the provisions of -
  - I. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder;
  - II. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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The specific Regulations (including amendments, modifications from time to time), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not applicable during the review period;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - Not applicable during the review period;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable during the review period;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not applicable during the review period;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- Not applicable during the review period;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013- Not applicable during the review period;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 -;
- (i) (other regulations as applicable)

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- A. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified ANNEXUE - A to this report,
- B. The listed entity has taken the following actions to comply with the observations made in previous reports:

There were no actions which were required from previous report, this being first financial year, hence the details are not applicable ANNEXUE - B is attached to this report confirming the non - applicability.

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C. We hereby report that, during the review period the compliance status of the listed entity with the following requirements

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	NA
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	YES  YES	NA
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li> </ul>	YES  YES  YES	NA
4.	<b>Disqualification of Director:</b>		

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	None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	NA
<b>5.</b>	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries	YES  YES	NA  NA
<b>6.</b>	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	NA
<b>7.</b>	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	NA
<b>8.</b>	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) In case no prior approval has been obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee	YES  YES	'The Company has obtained prior approval of 'Audit Committee for all related party Transactions.
<b>9.</b>	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	NA
<b>10.</b>	<b>Prohibition of Insider Trading:</b>	YES	NA

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	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.		
<b>11.</b>	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	NA	NA
<b>12.</b>	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	NA
<b>13.</b>	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	NA

**Assumptions & limitation of scope and review:**


1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.

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4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

**For SDR & Associates  
Practicing Company Secretaries**

  
NAME            ROSHAN R RAIKAR  
DESIGNATION   PARTNER  
M.NO/CP.NO    32941, 12146  
ADDRESS        190/11, KHANAPUR CROSS ROAD. NEAR  
                      RPD COLLEGE GROUND, TILAKWADI,  
                      BELGAUM - 590006

**PR No. : 3275/2023**

**UDIN: F010814G000489787**

**Place – Belgaum.**

**Date – 29-05-2025**

ANNEXURE A

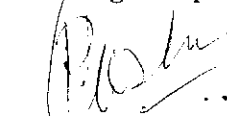
**ANNUAL SECRETARIAL COMPLIANCE REPORT OF BEMCO HYDRAULICS LIMITED FOR THE FINANCIAL YEAR ENDED 31.03.2025**

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below with

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/ Show Cause Notice / Warning, etc.					

**For SDR & Associates**

**Practicing Company Secretaries**



NAME: ROSHAN R RAIKAR  
 DESIGNATION: PARTNER  
 M.NO/CP.NO: 32941, 12146  
 ADDRESS: 190/11, KHANAPUR CROSS ROAD. NEAR RPD COLLEGE GROUND, TILAKWADI, BELGAUM – 590006

**PR No. : 3275/2023**

**UDIN: F010814G000489787**

**Place – Belgaum**

**Date – 29-05-2025**

**ANNEXURE B**

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF BEMCO HYDRAULICS LIMITED FOR THE FINANCIAL YEAR ENDED 31.03.2025**

The listed entity has taken the following actions to comply with the observations made in previous reports comply

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					

**For SDR & Associates  
Practicing Company Secretaries**



NAME                    ROSHAN R RAIKAR  
 DESIGNATION        PARTNER  
 M.NO/CP.NO         32941, 12146  
 ADDRESS              190/11, KHANAPUR CROSS ROAD. NEAR RPD  
                               COLLEGE GROUND, TILAKWADI, BELGAUM –  
                               590006

**PR No. : 3275/2023  
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**Place – Belgaum  
Date – 29-05-2025**