

S. R. DESHPANDE
COMPANY SECRETARY

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Scrutinizer's Consolidated Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii)
of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman,
BEMCO HYDRAULICS LIMITED
CIN: L51101KA1957PLC001283
REGD.OFF:UDYAMBAG, INDUSTRIAL ESTATE,
BELGAUM -590008

Dear Sir,

Sub: Scrutinizer's Consolidated Report

I, S. R. DESHPANDE Company Secretary in Practice, Belgaum, appointed as Scrutinizer by the Board of Directors of **BEMCO HYDRAULICS LIMITED** ("the Company") vide resolution dated 30th June, 2025 for conducting e-voting process in a fair and transparent manner and ascertaining the requisite majority for the said voting for the below mentioned resolutions.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed there under relating to e-voting and poll on the resolutions put before the 67th Annual General Meeting as per notice dated 30th June, 2025 convening the meeting.

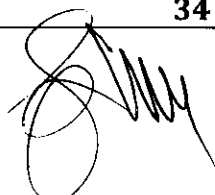
In addition to e voting, the Company has put all items of business at the 67th annual general meeting for ballot as no show of hands was allowed. I was appointed as the scrutinizer for the poll.

Further to above, I submit my consolidated report as under:

(A)Resolution No. 1- To consider and adopt the audited Standalone financial statement of the Company for the financial year ended March 31st, 2025, the reports of the Board of Directors and Auditors thereon.

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

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	22	335085	100%
Physical	12	1419829	100%
Total	34	1754914	100%



(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) **Invalid** votes:

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

(B) Resolution No. 2- To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31st, 2025, the reports of Auditors thereon.

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

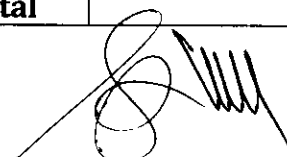
	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	22	335085	100%
Physical	12	1419829	100%
Total	34	1754914	100%

(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) **Invalid** votes:

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



(C) Resolution No. 3- To declare dividend of Rs.2 per share on equity share capital of the Company.

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

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	22	335085	100%
Physical	12	1419829	100%
Total	34	1754914	100%

(ii) **Voted against** the resolution:

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) **Invalid votes:**

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

(D) Resolution No. 4- To Confirm dividend paid on 300000, 11% Cumulative Redeemable Preference shares, paid for the period from April 1, 2024 up 31st March, 2025

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

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	22	335085	100%
Physical	12	1419829	100%
Total	34	1754914	100%




(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) **Invalid** votes:

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

(E) Resolution No. 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 herself for re-election.

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

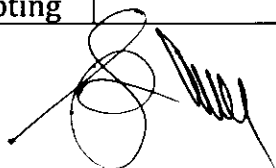
	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	22	335085	100%
Physical	12	1419829	100%
Total	34	1754914	100%

(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) **Invalid** votes:

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




Physical	NIL	NIL
Total	NIL	NIL

(F) Resolution No. 6- To elect Mrs JYOTI MOHAN DALMIA (DIN:02546712), an additional Director whose tenure ends at the commencement of the 67th AGM whose candidature is proposed.

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

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	22	335085	100%
Physical	12	1419829	100%
Total	34	1754914	100%

(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) **Invalid** votes:

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

(G) Resolution No.7 – Sub Division of one equity share having nominal value of Rupees 10(ten) in to 10(ten) equity shares of Rupees 1(one)

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

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	21	335045	99.99%
Physical	12	1419829	100%
Total	33	1754874	99.99%

(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast

E-voting	1	40	0.01%
Physical	NIL	NIL	NIL
Total	1	40	0.01%

(iii) **Invalid votes:**

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

(H) Resolution No. 8: Increase in authorized share capital from Rs. 8,00,00,000 (eight crores only) to Rupees 8,50,00,000 (eight crores fifty lakhs only) by creation of 50,00,000 (fifty lakhs) fresh equity shares of Rupees 1(one) each and consequent alteration of capital clause in memorandum.

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

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	21	335045	99.99%
Physical	12	1419829	100%
Total	33	1754874	99.99%

(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	40	0.01%
Physical	NIL	NIL	NIL
Total	1	40	0.01%

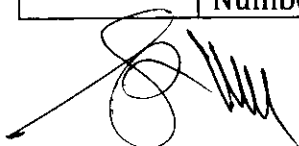
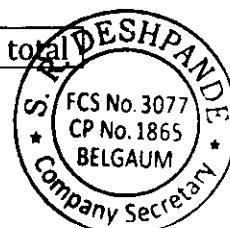
(iii) **Invalid votes:**

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

(I) Resolution No. 9 – Members consent for capitalization of a sum of Rupees 2,18,67,000/(two crores eighteen lakhs sixty seven thousand) from out of reserves and surplus to yield equal number of bonus shares.

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

	Number of members voted	Number of	% of total
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	through electronic voting system and through physical mode	votes cast by them	number of valid votes cast
E-voting	21	335045	99.99%
Physical	12	1419829	100%
Total	33	1754874	99.99%

(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	40	0.01%
Physical	NIL	NIL	NIL
Total	1	40	0.01%

(iii) **Invalid** votes:

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

(J) Resolution No. 10 – To appoint CS VINITA MODAK as the Secretarial Auditor for the financial year 2025-26 on five year tenure.

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

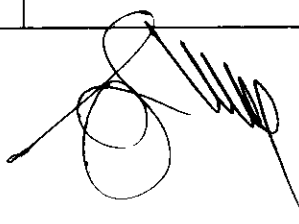
	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	22	335085	100%
Physical	12	1419829	100%
Total	34	1754914	100%

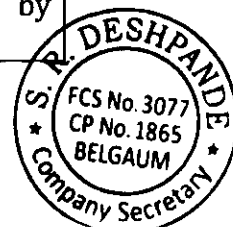
(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) **Invalid** votes:

	Total number of members whose votes were declared invalid	Total number of votes cast by them

 7



E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

(K) Resolution No. 11 – To approve related party transactions with BEMCO FLUIDTECHNIK LLP

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

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	21	6294	100%
Physical	7	132088	100%
Total	28	138382	100%

(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and through physical mode	Number of votes cast by them	% of total number of valid votes cast
E-voting	NIL	NIL	NIL
Physical	NIL	NIL	NIL
Total	NIL	NIL	NIL

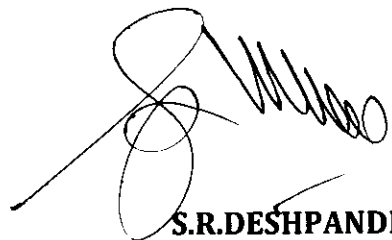
(iii) **Invalid** votes:

	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	1	328791
Physical	5	1287741
Total	6	1616532

The poll papers and all other relevant records were sealed and handed over to the **AMRUTA TARALE**, the Company secretary of the Company who is authorized by the Board for safe keeping.

Thanking you.

Yours sincerely,



S.R.DESHPANDE

M. No. FCS 3077

C.P. No. 1865

Peer Review No: I1991KR036900

Peer Review Certificate No:1526/2021



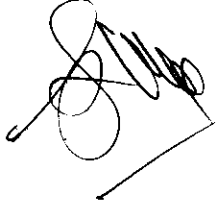
Place: Belgaum

Date: 2nd August 2025

UDIN: F003077G000916979

Notes:

In terms of the amended rules, after conclusion of voting at the 67th annual general meeting, counted the votes cast at the meeting and thereafter unblocked the votes cast through remote e-voting on the platform provided by the CDSL that was completed at 5.00 p.m. on 31st July, 2025 and counted the votes cast through e voting and the voting at the venue of the general meeting on 1st August, 2025 at 5.43 p.m. in the presence of **CS ROSHAN RAIKAR**, and **CS VINAYAK ANGOLKAR** two independent witnesses.



S. R. DESHPANDE
COMPANY SECRETARY

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TILAKWADI, BELGAUM-590006
Email: deshpandecs@gmail.com
Cell:+919845058386

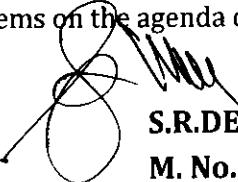
SCRUTINIZERS' REPORT ON E-VOTING FOR THE ITEMS ON THE AGENDA OF THE 67th ANNUAL GENERAL MEETING.

REPORT to the Chairman of the Board of Directors of **BEMCO HYDRAULICS LIMITED**, a Company incorporated under the Companies Act, 1956, **CIN:L51101KA1957PLC001283**, having its registered office at Udyambag, Khanapur Road, Belgaum herein after called the Company, on e-voting conducted by the company to pass the items on the agenda of the 67th Annual General Meeting of the Company as contained in the notice dated 30th June, 2025.

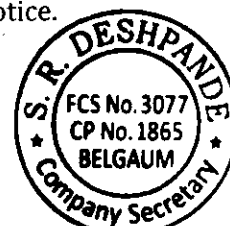
1. In terms of Regulations 44 of the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015 and provisions of section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management & Administration) Rules 2014 (the rules) I was appointed as scrutinizer to the e-voting process for passing the items on the agenda of the 67th Annual General Meeting of the Company scheduled on 1st August 2025 as contained in the notice dated 30th June, 2025.
2. On the basis of register of members and list of beneficiary owners made available by the **RTA, Adroit Corporate Services Private Limited**, Mumbai from Depositories viz, National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on 25th July, 2025 cutoff date for the purpose of e-voting. The Company completed dispatch of notice of e-voting:
 - a. through e-mail to 1846 members whose e-mail ids were registered with the Company and RTA.
 - b. SEBI through its circular dated 07/10/2023 has given relaxation for sending physical copies of annual report to shareholders/members, a soft copy of its 67th Annual report was made available to all the members on company's website www.bemcohydraulics.net.
3. In terms of aforesaid notice, e-voting was open for four days from 10 a.m. on Monday the 28th July, 2025, to 5 p.m. on Thursday day the 31st July, 2025 and the members were required to cast their votes electronically conveying their assent or dissent in respect of the ordinary and special resolutions, on e-voting platform provided by the Central Depository Services Limited (CDSL).
4. In terms of the amended rules, after conclusion of voting at the 67th annual general meeting, counted the votes cast at the meeting and thereafter unblocked the votes cast through remote e voting on the platform provided by the CDSL that was completed at 5.00 pm on 31st July, 2025 and counted the votes cast through e voting and the voting at the venue of the general meeting on 1st August 2025 at 5.43 p.m. in the presence of **CS ROSHAN RAIKAR**, and **CS VINAYAK ANGOLKAR** two independent witnesses.
5. Based on the results made available to me, 22 members have cast their votes on the e-voting platform and I have annexed with this report, the details and analysis of the e-voting results for 11 (Eleven) items on the agenda contained in the said notice.

Place: Belgaum
Date: 2nd August 2025

UDIN: F003077G000916979


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

Peer Review No: I1991KR036900
Peer Review Certificate No: 1526/2021



ANALYSIS OF THE RESULTS

Agenda No.	1
subject	To consider and adopt the audited Standalone financial statement of the Company for the financial year ended March 31st, 2025, the reports of the Board of Directors and Auditors thereon.
Type of resolution	Ordinary

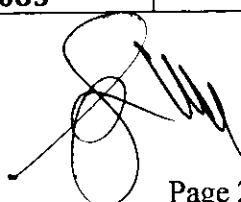
Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	335085	335085	100%
Assent	335085	335085	100%
Dissent	-	-	-
Abstain	-	-	-
Total	335085	335085	100%

Agenda No.	2
subject	To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31st, 2025, the reports of Auditors thereon.
Type of resolution	Ordinary

Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	335085	335085	100%
Assent	335085	335085	100%
Dissent	-	-	-
Abstain	-	-	-
Total	335085	335085	100%

Agenda No.	3
subject	To declare dividend of Rs. 2 per share on equity share capital of the Company.
Type of resolution	Ordinary

Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	335085	335085	100%
Assent	335085	335085	100%
Dissent	-	-	-
Abstain	-	-	-
Total	335085	335085	100%




Agenda No.	4
subject	To Confirm dividend paid on 300000, 11% Cumulative Redeemable Preference shares, paid for the period from April 1, 2023 up 31st March, 2024.
Type of resolution	Ordinary

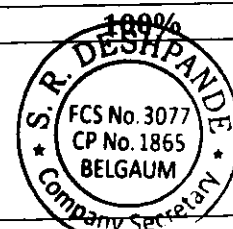
Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	335085	335085	100%
Assent	335085	335085	100%
Dissent	-	-	-
Abstain	-	-	-
Total	335085	335085	100%

Agenda No.	5
subject	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.
Type of resolution	Special

Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	335085	335085	100%
Assent	335085	335085	100%
Dissent	-	-	-
Abstain	-	-	-
Total	335085	335085	100%

Agenda No.	6
subject	To elect Mrs Jyoti Mohan Dalmia (regularization) (DIN: 02546712), an additional Director whose tenure ends at the commencement and whose candidature is proposed.
Type of resolution	Ordinary

Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	335085	335085	100%
Assent	335085	335085	100%
Dissent	-	-	-
Abstain	-	-	-
Total	335085	335085	100%



Agenda No.	7
subject	Sub Division of one equity share having nominal value of Rupees 10(ten) in to 10(ten) equity shares of Rupees 1(one)
Type of resolution	Special

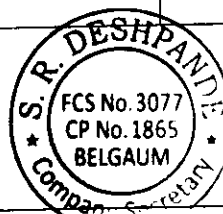
Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	335085	335085	100%
Assent	335045	335045	99.99%
Dissent	40	40	0.01%
Abstain	-	-	-
Total	335085	335085	100%

Agenda No.	8
subject	Increase in authorized share capital from Rs.8,00,00,000 (eight crores only) to Rupees 8,50,00,000 (eight crores fifty lakhs only) by creation of 50,00,000 (fifty lakhs) fresh equity shares of Rupees 1(one) each and consequent alteration of capital clause in memorandum
Type of resolution	Special

Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	335085	335085	100%
Assent	335045	335045	99.99%
Dissent	40	40	0.01%
Abstain	-	-	-
Total	335085	335085	100%

Agenda No.	9
subject	Members consent for capitalization of a sum of Rupees 2,18,67,000/(two crores eighteen lakhs sixty seven thousand) from out of reserves and surplus to yield equal number of bonus shares
Type of resolution	Special

Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	335085	335085	100%
Assent	335045	335045	99.99%
Dissent	40	40	0.01%
Abstain	-	-	-
Total	335085	335085	100%



Agenda No.	10
subject	To appoint CS VINITA MODAK as the Secretarial Auditor for the financial year 2025-26 on five year tenure
Type of resolution	Special

Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	335085	335085	100%
Assent	335085	335085	100%
Dissent	-	-	-
Abstain	-	-	-
Total	335085	335085	100%

Agenda No.	11
subject	To approve related party transactions with BEMCO FLUIDTECHNIK LLP
Type of resolution	Special

Particulars	Number of e votes	Number of votes contained in e votes	Per cent age of total
Received	335085	335085	100%
Assent	6294	6294	100%
Dissent	-	-	-
Abstain	-	-	-
invalid	328791	328791	-
Total	335085	335085	100%

