



BEMCO HYDRAULICS LIMITED

(CIN: L51101KA1957PLC001283)



REGD. OFFICE & WORKS :

UDYAMBAG, BELGAUM - 590 008. KARNATAKA, INDIA

Email:- cs@bemcohydraulics.net Web :- www.bemcohydraulics.net

Tel: - 91-831-2441980, 2440270

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NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY 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 TUESDAY THE 19TH MARCH, 2019 AT 3.30 P M TO TRANSACT THE FOLLOWING BUSINESS:

AS SPECIAL BUSINESS

1. **To re-appoint Mr. Anirudh Mohta (DIN: 00065302) as the Managing Director and fixing his remuneration w.e.f 1st April, 2019.**

To consider and if thought fit, to pass, the following resolution as **special resolution**.

RESOLVED THAT, pursuant to the provisions of section 196, 197 and 203, Schedule V and other applicable provisions if any, of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force) and the article of association of the Company, approval of the shareholders of the Company be and is hereby accorded by way of special resolution for the reappointment of Mr. Anirudh Mohta (DIN:00065302) as the Managing Director of the company, for a period of 5 years w.e.f 01st April, 2019 upto 31st March, 2024 on the terms and conditions set out in the Explanatory statement attached to the notice and with liberty to board to vary, amend or revise the terms and conditions, remuneration in accordance of the provisions of the Act and the rules made there under, and as may be agreed between the Board of Directors and Mr. Anirudh Mohta.

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.

2. **Continuation of Directorship of Mr. Madan Mohan Mohta (DIN: 00068884), as Non Executive Director of the Company, liable to retire by rotation w.e.f 01st April, 2019.**

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 Mr. Madan Mohan Mohta (DIN: 00068884), as an Non Executive Director of the Company who has attained the age of 75 years and who is liable to retire by rotation, the continuation of Directorship as an Non Executive Director shall be w.e.f 01st April, 2019.

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.

3. **Continuation of Directorship of Mr. Nawal Kishore Daga (DIN: 00142170), a Non Executive Director of the Company and To re-appoint him as Non Executive Independent Director of the company to hold office for a second term from 01st April, 2019 to 31st march, 2024.**

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 Mr. Nawal Kishore Daga (DIN: 00142170), as an Non Executive Director of the Company who has attained the age of 75 years, the continuation of Directorship as an Non Executive Director shall be w.e.f 01st April, 2019.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the 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) Mr. Nawal Kishore Daga (DIN: 00142170), whose term as an Independent director of the company expires on 31st March, 2019 and being eligible to be re-appoint as an independent director of the Company, approval of the members of the Company be and is hereby accorded by way of special Resolution to re-appoint him for a second consecutive term of 5 years w.e.f 01st April, 2019 upto 31st March, 2024 and who shall not be liable to retire by rotation.

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

4. **Continuation of Directorship of Mr. Ramesh Manickchand Shah (DIN: 00068653), as Non Executive Director of the Company and To re-appoint him as Non Executive Independent Director of the company to hold office for a second term from 1st April, 2019 to 31st march, 2024.**

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 Mr. Ramesh Manickchand Shah (DIN: 00068653), as a Non Executive Director of the Company who shall be attaining the age of 75 years on 05th April, 2019, the continuation of Directorship as a Non Executive Director shall be w.e.f 01st April, 2019.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the 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) Mr. Ramesh Manickchand Shah (DIN: 00068653) whose term as an Independent director of the company expires on 31st March, 2019 and being eligible to be re-appoint as an independent director of the Company, approval of the members of the Company be and is hereby accorded by way of special Resolution to re-appoint him for a second consecutive term of 5 years w.e.f 01st April, 2019 upto 31st March, 2024 and shall not be liable to retire by rotation.

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

5. **To re-appoint Mr. Dilip Premraj Chandak (DIN: 00644673), as Non Executive Independent Director of the company to hold office for a second term from 01st April, 2019 to 31st march, 2024.**

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

RESOLVED THAT, pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the 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) Mr. Dilip Premraj Chandak (DIN: 00644673), whose term as an Independent director of the company expires on 31st March, 2019 and being eligible to be re-appoint as an independent director of the Company, approval of the members of the Company be and is hereby accorded by way of special Resolution to re-appointed him for a second consecutive term of 5 years w.e.f 01st April, 2019 upto 31st March, 2024 and shall not be liable to retire by rotation.

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

Place: Belgaum
Date: 11TH February, 2019

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

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

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 EXTRAORDINARY 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. 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.
4. Members are requested to bring their attendance slip to the Meeting.
5. 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.

6. 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.
7. 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.
8. 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.
9. 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
10. 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.
11. 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.
12. 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.
13. 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 Extraordinary General Meeting (EGM) 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 **Saturday 16th March, 2019 at (10.00 am)** and ends on **Tuesday 18th March, 2019 at (5.00 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 **Tuesday 12th March, 2019** 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
- 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 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:

For Members holding shares in Demat Form and Physical Form	
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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • 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.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format)
Bank Details OR Date of Birth (DOB)	As recorded in your demat account or in the Company records in orders to login. <ul style="list-style-type: none"> • 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)

- 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.
 - 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com
- XXI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- 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 EGM 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 EGM, 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 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.

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. 1:

At the 56th Annual General meeting of the company held on 12th September, 2014 Mr. Anirudh Mohta was appointed as Managing Director of the company for a period of 5 years commencing from 01st April, 2014 to 31st March, 2019.

Mr. Anirudh Mohta is associated with the company since 1994. He joined the company as a director and later was appointed as Joint Managing Director of the company. In the year 2014 he was appointed as Managing Director for a period of 5 years. He holds directorship in other private Companies.

Mr. Anirudh Mohta is associated with the company and is involved in day to day business affairs of the company. It is due to this dedication towards his work, focused approach and valuable guidance that today the Company is one of the leading Hydraulics Manufacturer Company involved in manufacturing of Hydraulic Presses. 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.

Considering the contribution of Mr. Anirudh Mohta in the overall growth and progress of the Company and also considering that his valuable guidance will be required by the company in the coming years, the Board of Directors in the meeting held on 11th February, 2019 based on the recommendation of Nomination and remuneration Committee and subject to approval of members, have approved re-appointment of Mr. Anirudh Mohta as Managing Director of the Company for the further period of 5 years w.e.f 01st April, 2019 to 31st March, 2024 on the terms and conditions mentioned in Annexure B which forms part of this Notice.

Mr. Anirudh 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.

The reappointment of Mr. Anirudh Mohta as Managing director of the company shall require the approval of members by way of passing special resolution.

The terms and conditions of the re-appointment of the Managing Director are open for inspection on all working days at the registered office of the Company upto the date of EGM.

Relevant details relating to Re-appointment of Mr. Anirudh Mohta as Managing Director and remuneration as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the Annexure B to the Notice.

Other than Mr. Madan Mohan Mohta and Mrs. Urmila Devi Mohta, None of the Directors, Key managerial Personnel or their Relatives are concerned or interested in the proposed Special Resolution set out in Resolution 1 of the Notice.

The Board commends this special resolution for your approval.

Resolution No. 2:

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Notified on 9th May, 2018, with effect from 01st April 2019 consent of the shareholders by way of Special Resolutions shall be required for continuation of directorship of Non Executive Directors of the company who have attained the age of 75 years.

Mr. Madan Mohan Mohta, Chairman and Non Executive Director of the Company, having attained the prescribed age limit on 05/09/2014, Special Resolution at Resolution NO. 2 is proposed for approval by the Shareholders of the Company.

Mr. Madan Mohan Mohta joined the company as a Vice president and later was appointed as Chairman and Managing Director of the company in the year 1991. In the year 2014 he resigned from the post of Managing director and presently holds position of Non Executive Chairman of the Company. He is a Managing Director in Mohta Capital Pvt Ltd and also holds directorship in other private Companies.

He has a vast experience and expertise in the field of general management and he has been an asset to the Company and the board considers that his continues association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Madan Mohan Mohta, the board recommends the continuation of Directorship of Mr. Madan Mohan Mohta as Non Executive Director.

Mr. Madan Mohan Mohta is related to Company's Managing Director Mr. Anirudh Mohta and Women Non Executive Director Mrs. Urmila Devi Mohta and belongs to promoter and promoter(s) Group of the Company.

Relevant details relating to continuation of Directorship of Mr. Madan Mohan Mohta as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the Annexure A to the Notice.

Mr. Madan Mohan 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 his seniority, role played by Mr. Madan Mohan Mohta towards the growth of this Company and to reap the benefits of rich varied Experience, approval of shareholders is sought for continuation of Mr. Madan Mohan Mohta as a Non Executive Director, Liable to retire by Rotation as set out in Resolution 2 of the Notice.

Other than Mr. Anirudh Mohta, Mrs. Urmila Devi Mohta None of the Directors, Key managerial Personnel or their Relatives are concerned or interested in the proposed Special Resolution set out in Resolution 2 of the Notice.

Resolution No. 3:

The Board of Directors of the Company at the meeting held on 11th February, 2019, on the recommendations of the Nomination and Remuneration Committee, recommended for the approval of members by way of special resolution, continuation of directorship of Non Executive Directors of the company and the re-appointment of Mr. Nawal Kishore Daga as an Independent Director of the Company w.e.f 01st April, 2019, in terms of Section 149 read with schedule IV of the Companies Act, 2013, and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment there to or modification thereof.

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Notified on 9th May, 2018, with effect from 01st April 2019 consent of the shareholders by way of Special Resolutions shall be required for continuation of directorship of Non Executive Directors of the company who have attained the age of 75 years.

Mr. Nawal Kishore Daga, Non Executive Independent Director of the Company, having attained the prescribed age limit on 31/03/2016, Special Resolution at Resolution No. 3 is proposed for approval by the Shareholders of the Company.

He has a vast experience and expertise in the field of trading business. In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Considering his seniority, role played by Mr. Nawal Kishore Daga towards the growth of this Company and to reap the benefits of rich varied experience, knowledge and performance to the board processes, the board considers that his continues association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Nawal Kishore Daga.

Declaration has been received from Mr. Nawal kishore Daga that he meets the criteria of Independence prescribed under Regulation 16(1)(b) of SEBI (Listing obligation and disclosures requirements) Regulations, 2015 and sub-section (6) of section 149 of the Companies Act, 2013. In the opinion of the board, Mr. Nawal Kishore Daga fulfills the conditions specified in the Act, Rules thereunder and the listing regulations 2015 for re-appointment as an Independent Director and that he is independent in the management of the Company.

Mr. Nawal Kishore Daga 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.

Mr. Nawal Kishore Daga is not related to Directors and does not belong to promoter and promoter(s) Group of the Company.

Relevant details relating to continuation of Directorship of Mr. Nawal Kishore Daga as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the Annexure A to the Notice.

The terms and conditions of the re-appointment of the said Independent Director shall be open for inspection on all working days at the registered office of the Company upto the date of EGM.

None of the Directors, Key managerial Personnel are concerned or interested in the proposed Special Resolution set out in Resolution 3 of the Notice.

The board commends this special resolution for your approval for continuation of Directorship of Mr. Nawal Kishore Daga as Non Executive Director and reappointment as independent Director.

Resolution No. 4:

The Board of Directors of the Company at the meeting held on 11th February, 2019, on the recommendations of the Nomination and Remuneration Committee, recommended for the approval of members by way of special resolution, for continuation of directorship of Non Executive Directors of the company and the re-appointment of Mr. Ramesh Manickchand Shah as an Independent Director of the Company w.e.f 01st April, 2019, in terms of Section 149 read with schedule IV of the Companies Act, 2013, and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment there to or modification thereof.

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Notified on 9th May, 2018, with effect from 1st April 2019 consent of the shareholders by way of Special Resolutions shall be required for continuation of directorship of Non Executive Directors of the company who have attained the age of 75 years.

Mr. Ramesh Manickchand Shah, Non Executive Independent Director of the Company, shall attain the age of 75 years on 05th April, 2019, Special Resolution at Resolution No. 4 is proposed for approval by the Shareholders of the Company. The special resolution, once passed, shall also be deemed as your approval under the aforesaid regulation, for continuation of Mr. Ramesh Manickchand Shah as Non Executive Independent Director beyond the age of 75 years.

He has a vast experience and expertise in the field of in business especially in automobile business as authorized dealers in TATA MOTOR vehicles Automobile dealer. In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Considering his seniority, role played by Mr. Ramesh Manickchand Shah towards the growth of this Company and to reap the benefits of rich varied experience, knowledge and performance to the board processes, the board considers that his continues association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Ramesh Manickchand Shah.

Declaration has been received from Mr. Ramesh Manickchand Shah that he meets the criteria of Independence prescribed under Regulation 16(1)(b) of SEBI (Listing obligation and disclosures requirements) Regulations, 2015 and sub-section (6) of section 149 of the Companies Act, 2013. In the opinion of the board, Mr. Ramesh Manickchand Shah fulfills the conditions specified in the Act, Rules thereunder and the listing regulations 2015 for re-appointment as an Independent Director and that he is independent in the management of the Company.

Mr. Ramesh Manickchand Shah 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.

Mr. Ramesh Manickchand Shah is not related to Directors and does not belong to promoter and promoter(s) Group of the Company.

Relevant details relating to continuation of Directorship of Mr. Ramesh Manickchand Shah as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the Annexure A to the Notice.

The terms and conditions of the re-appointment of the said Independent Director shall be open for inspection on all working days at the registered office of the Company upto the date of EGM.

None of the Directors, Key managerial Personnel are concerned or interested in the proposed Special Resolution set out in Resolution 4 of the Notice.

The board commends this special resolution for your approval for continuation of Directorship of Mr. Ramesh Manickchand Shah as Non Executive Director and Reappointment as independent Director.

Resolution No. 5:

The Board of Directors of the Company at the meeting held on 11th February, 2019, on the recommendations of the Nomination and Remuneration Committee, recommended for the approval of members by way of special resolution, the re-appointment of Mr. Dilip Premraj Chandak as an Independent Director of the Company w.e.f 01st April, 2019, in terms of section 149 read with schedule IV of the Companies Act, 2013, and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment there to or modification thereof.

Mr. Dilip Premraj Chandak has a vast experience and expertise in the field of Automobile spare business and he has been an asset to the Company as he has given the knowledge, experience and performance to the board processes, the board considers that his continues association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Dilip Premraj Chandak.

Declaration has been received from Mr. Dilip Premraj Chandak that he meets the criteria of Independence prescribed under Regulation 16(1)(b) of SEBI (Listing obligation and disclosures requirements) Regulations, 2015 and sub-section (6) of section 149 of the Companies Act, 2013. In the opinion of the board, Mr. Dilip Premraj Chandak fulfills the conditions specified in the Act, Rules thereunder and the listing regulations 2015 for re-appointment as an Independent Director and that he is independent in the management of the Company.

Relevant details relating to Re-appointment of Mr. Dilip Premraj Chandak as Independent Director as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the Annexure A to the Notice.

The terms and conditions of the re-appointment of the said Independent Director shall be open for inspection on all working days at the registered office of the Company upto the date of EGM.

None of the Directors, Key managerial Personnel are concerned or interested in the proposed Special Resolution set out in Resolution 5 of the Notice.

The Board commends this special resolution for your approval.

Place: Belgaum
Date: 11th February, 2019

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

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

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	Mr. Madan Mohan Mohta	Mr. Nawak Kishore Daga	Mr. Ramesh Manickchand Shah	Mr. Dilip Premchand Chandak
Directors Identification Number	00068884	00142170	00068653	00644673
Date of Birth	05/09/1939	21/03/1941	05/04/1944	15/07/1962
Date of First Appointment on the Board	23/03/1991	17/04/1998	05/01/1988	29/01/2004
Experience in Specific Functional Area	vast experience and expertise in the field of general management	vast experience and expertise in the field of trading business	vast experience and expertise in the field of Automobile dealer	vast experience and expertise in the field of Automobile spare business
Qualifications	Bachelor in Commerce	Bachelor in Commerce	Diploma in Automobile Engineering	Bachelor in Commerce
Terms and Conditions of Appointment/ Re-appointment.	Continuation of Directorship as Non executive Director	Reappointment as Independent Director for the second term for 5 years.	Reappointment as Independent Director for the second term for 5 years.	Reappointment as Independent Director for the second term for 5 years.
Details of Remuneration sought to be paid.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Last Drawn Remuneration	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Relations with other directors and Key Managerial Personnel	Mr. Madan Mohan Mohta is related to Company's Managing Director Mr. Anirudh Mohta and Women Non Executive Director Mrs. Urmila Devi Mohta and belongs to promoter and promoter(s) Group of the Company.	None	None	None
Directorship in Companies	Bemco Hydraulics Limited, Sri Ramachandra Enterprises Private Limited, U D Finnvest Private Limited, Bemco Precitech Private Limited, Mohta Capital Pvt Ltd, U.D. Polyproducts Private Limited.	Bemco Hydraulics Limited	Bemco Hydraulics Limited, Manickbag Automobiles Private Limited	Bemco Hydraulics Limited, Vega Auto Accessories Private Limited, Bemco Hytech Private Limited, Vega Funmobiles Private Limited, Vega Composites Limited, Vega Aviation Products Private Limited
Chairman/ Member in the committees of the Boards of Companies		Member of Audit Committee, and Nomination and Remuneration Committee	Chairman of Nomination and Remuneration Committee and Member of Audit Committee	Chairman of Audit Committee & Stakeholders Relationship Committee. Member of Nomination and Remuneration Committee
No. of Shares held in the Company	67183	NIL	5680	NIL
Number of meetings attended during the year	7	7	7	7

ANNEXURE B 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	Mr. Anirudh Mohta
Directors Identification Number	00065302
Date of Birth	16/09/1975
Date of First Appointment on the Board	18/08/1994
Experience in Specific Functional Area	Vast Experience in running hydraulic Industry
Qualifications	Bachelor in Engineering (Industrial Production)
Terms and Conditions of Appointment/ Re-appointment.	Re-appointed as Managing Director
Last Drawn Remuneration	Rs. 4,50,000/- pm
Relations with other directors and Key Managerial Personnel	Mr. Anirudh Mohta is related to Company's Women Non Executive Director Mrs. Urmila Devi Mohta and Chairperson Mr. Madan Mohan Mohta and belongs to promoter and promoter(s) Group of the Company.
Directorship in Companies	Bemco Hydraulics Limited, Sri Ramachandra Enterprises Private Limited, Bemco Precitech Private Limited, Mohta Capital Pvt Ltd, U.D. Polyproducts Private Limited.
Chairman/ Member in the committees of the Boards of Companies	Member of Audit Committee and Stakeholders Relationship Committee
No. of Shares held in the Company	103260
Number of meetings attended during the year	7

Terms and Conditions for re-appointment of Mr. Anirudh Mohta as Managing Director

Duties and Responsibilities	To look after whole and substantially whole of the affairs of the Company including day today affairs, subject to the control, supervision and superintendence of the Board of Directors.
Tenure	Five years i.e. from 1st April 2019 to 31st March 2024
Remuneration for the period of 3 years.	w.e.f 01/04/2019 Rs. 5,00,000/- per month and thereafter in the time scale of Rs. 5,00,000/- - 50,000 - 5,50,000/- - 50,000 - 6,00,000/- per month
Perquisites and allowances	<ol style="list-style-type: none"> 1. Leave Travel Allowance: Leave Travel Allowance in respect of himself and family not exceeding one month's salary per annum as per the rules of the Company. 2. Other Allowances: Club Membership Fees for 2 Clubs. 3. Medical Reimbursement: Reimbursement of actual medical expenses incurred as per the rules of the Company, namely not exceeding one month's salary per year. 4. Other Perquisites: Subject to overall ceiling on remuneration mentioned herein below, the Managing Director may be given other allowances, benefits and perquisites as the Board of Directors may decide from time to time. <p>Explanation: Perquisites shall be evaluated as per Income-tax Rules, 1962 wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.</p>
Others including Retrials:	<ol style="list-style-type: none"> 1. Contribution to Provident Fund: Company's contribution to Provident Fund to the extent the same is not taxable under the Income-tax Act, 1961. 2. Gratuity: Gratuity payable to the extent permitted under the Payment of Gratuity Act, 1972. 3. Leave: Leave with full pay or encashment thereof as per the Rules of the Company. 4. Conveyance: He shall be entitled to a chauffeur driven car. 5. Communication: Reimbursement of residential telephone expenses and cell phones. 6. Other Facilities: Reimbursement of uniform expenses and books and periodicals expenses as per the rules of the Company.
Overall remuneration	<p>The aggregate of salary and perquisites in any financial year shall be governed by the provisions of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof as may, for the time being, be in force; and</p> <p>Other Terms and Conditions:</p> <p>Other terms and conditions of appointment of Mr Anirudh Mohta, the Managing Director are as under: The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.</p> <p>In the event of either Managing Director desires to resign or the Company seeks his termination, Three month notice or salary in lieu thereof from either side shall be applicable.</p>

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	Financial highlights for the past three years, namely, Turn over, profit before tax, profit after tax, paid up capital reserves, earning per share, market value of share
5.	Foreign investments or collaborations, if any.	NIL

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 qualified degree as Bachelor of Engineering in Industrial Production
2.	Past remuneration	During the present tenure as Managing Director minimum remuneration was paid to Mr. Anirudh Mohta for the financial year 2018-19 as per the limit prescribed in Schedule V of The Companies Act, 2013
3.	Remuneration proposed	As mentioned in Above Statement
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. Urmila Devi Mohta and Chairperson Mr. Madan Mohan 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. 5,00,000/- per month with annual increment of Rs. 50,000/- is most reasonable in the context of more than 20 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 25 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.

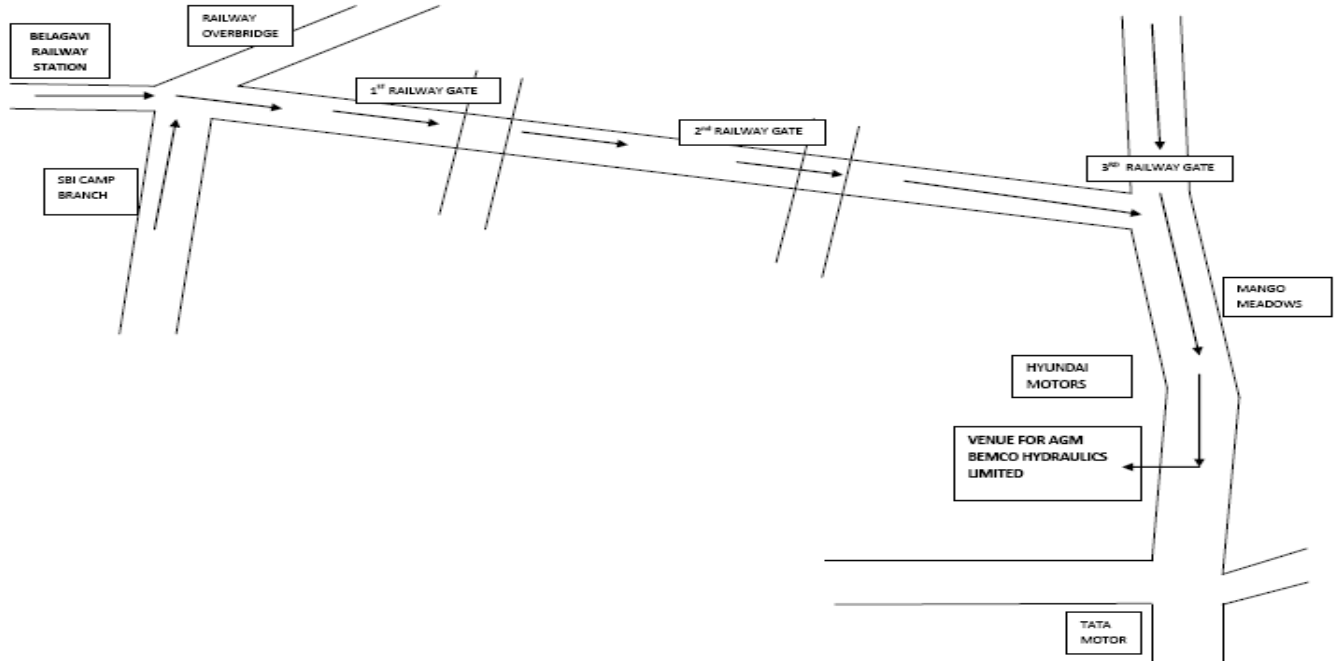
EXTRAORDINARY GENERAL MEETING VENUE
UDYAMBAG, INDUSTRIES ESTATE, BELGAUM - 590 008 (KARNATAKA) INDIA
DATE-19TH MARCH, 2019 TIME- 3.30PM

ROUTE MAP

ROUTE MAP

LANDMARK :

HYUNDAI MOTORS
KHANAPUR ROAD,
UDYAMBAG
BELGAUM- 590008



ATTENDANCE SLIP – EXTRAORDINARY GENERAL MEETING

(To be handed over at the entrance of the Meeting Hall)

Number of Shares:

I / We hereby record my/our presence at the Extraordinary General Meeting of the Company to be held at Udyambag, Industrial Estate, Khanapur Road, Belgaum – 590 008 (Karnataka) On **Tuesday 19th March, 2019** At 3.30 p.m

Name of the Shareholder
(in Block Letters)

Regd. Folio No.
(Physical)/ I.D.No.(Demat)

Name
of the Proxy
(in Block Letters)

Signature of the Shareholder(s)/
or Proxy present

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN
190214003	Folio No. / DP ID	Existing Password

Please complete and sign this attendance slip and handover at the entrance of the meeting hall. Only Shareholder(s) or / their proxy with this attendance slip will be allowed entry to the meeting. Duplicate slips will not be issued at the entrance.



EXTRAORDINARY GENERAL MEETING

PROXY FORM (Form No. MGT-11)

(Pursuant to Section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rule 2014

Name of the Member (s)

Registered Address:

Email ID :

Folio. No./ Client ID and DP ID:

1.Name _____

2.Name _____

3.Name _____

Address _____

Address _____

Address _____

E mail Id _____

E mail Id _____

E mail Id _____

Signature _____ or failing him/her

Signature _____ or failing him/her

Signature _____ or failing him/her

Regd. Folio No (Physical) / I. D. No (Demat) _____ No. of Shares held _____

I /We _____ residing at _____ being a shareholder/(s) of **BEMCO HYDRUALICS LIMITED** hereby appoint _____ of _____ or failing him /her _____ of _____ as my /our Proxy to attend and vote for me/us on my/our behalf at the **EXTRAORDINARY GENERAL MEETING** of the company to be held at Udyambag, Industrial Estate, Khanapur Road, Belgaum – 590 008 (Karnataka) on **Tuesday 19th March, 2019** at 3.30 pm and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso lution No	Resolutions	FOR	AGAINST
AS SPECIAL BUSINESS			
1.	To re-appoint Mr. Anirudh Mohta (DIN: 00065302) as the Managing Director and fixing his remuneration w.e.f 1st April, 2019		
2.	Continuation of Directorship of Mr. Madan Mohan Mohta (DIN: 00068884), as Non Executive Director of the Company, liable to retire by rotation w.e.f 1st April, 2019.		
3.	Continuation of Directorship of Mr. Nawal Kishore Daga (DIN: 00142170), a Non Executive Director of the Company and To re-appoint him as Non Executive Independent Director of the company to hold office for a second term from 1st April, 2019 to 31st march, 2024.		
4.	Continuation of Directorship of Mr. Ramesh Manickchand Shah (DIN: 00068653), as Non Executive Director of the Company and To re-appoint him as Non Executive Independent Director of the company to hold office for a second term from 1st April, 2019 to 31st march, 2024.		
5.	To re-appoint Mr. Dilip Premraj Chandak (DIN: 00644673), as Non Executive Independent Director of the company to hold office for a second term from 1st April, 2019 to 31st march, 2024.		

Signed this _____ day of _____ 2019

Note:

- The form should be signed across the stamp as per specimen signature registered with the Company.
- The Proxy form duly completed must be deposited at the office of the Share Transfer Agents of the Company not less than 48 hours before the time fixed for holding the aforesaid meeting.
- The proxy need not be a shareholder of the Company

Affix
Revenue
Stamp



BEMCO HYDRAULICS LIMITED

(CIN: L51101KA1957PLC0012830)

Registered Office: Udyambag, Industries Estate, BELGAUM – 590 008

Email: isc@bemcohydraulics.net Website: www.bemcohydraulics.com

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

BALLOT FORM

Name of the Member(s)
Registered Address

Registered Folio No / DP ID / Client ID

No. of equity Share(s) held

I/we, hereby exercise my/our vote of the following resolution(s) to be passed at the Extraordinary General Meeting of the Members of the Company to be held on Tuesday 19th March, 2019 at 3.30 PM at Udyambag, Industrial Estate, Khanapur road, Belgaum – 590 008 (Karnataka) in respect of business as stated in the Notice dated 11th February 2019, by conveying my/our assent or descent to the said resolution(s) by placing (√) mark in the box against respective matters

Resolution No.	Description	Ordinary/Special Resolution	For	Against
AS SPECIAL BUSINESS				
1.	To re-appoint Mr. Anirudh Mohta (DIN: 00065302) as the Managing Director and fixing his remuneration w.e.f 1st April, 2019.	Special Resolution		
2.	Continuation of Directorship of Mr. Madan Mohan Mohta (DIN: 00068884), as Non Executive Director of the Company, liable to retire by rotation w.e.f 1st April, 2019.	Special Resolution		
3.	Continuation of Directorship of Mr. Nawal Kishore Daga (DIN: 00142170), a Non Executive Director of the Company and To re-appoint him as Non Executive Independent Director of the company to hold office for a second term from 1st April, 2019 to 31st march, 2024.	Special Resolution		
4.	Continuation of Directorship of Mr. Ramesh Manickchand Shah (DIN: 00068653), as Non Executive Director of the Company and To re-appoint him as Non Executive Independent Director of the company to hold office for a second term from 1st April, 2019 to 31st march, 2024.	Special Resolution		
5.	To re-appoint Mr. Dilip Premraj Chandak (DIN: 00644673), as Non Executive Independent Director of the company to hold office for a second term from 1st April, 2019 to 31st march, 2024.	Special Resolution		

Date:

Place:

.....
Signature of the Member

PRINTED MATTER
EXTRAORDINARY GENERAL MEETING



If undelivered, please return to :
BEMCO HYDRAULICS LIMITED
(CIN: L51101KA1957PLC001283)
Registered Office: Udyambag, Industrial Estate,
BELGAUM - 590 008
Email: isc@bemcohydraulics.net
Website: www.bemcohydraulics.com
Phone No: 0831-2441980, Fax No.0831-2441263

To,
