



BEMCO HYDRAULICS LIMITED



ANNUAL REPORT & ACCOUNTS 2011-2012

54



BEMCO HYDRAULICS LIMITED

Udyambag, Belgaum – 590 008

NOTICE

Notice is hereby given that, 54th Annual General Meeting of the Company will be held on **Monday, July 30, 2012** at the registered office of the Company at 3.30 PM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2012, Statement of Profit and Loss for the year ended as on that date and the Reports of the Directors' and Auditor's thereon.
2. **DECLARATION OF DIVIDEND ON PREFERENCE SHARES**
To consider and if thought fit to pass with or without modification, the following as an ordinary resolution:
"RESOLVED THAT, the Members of the Company, as recommended by the Board of Directors of the Company, hereby declare dividend on 3, 52, 732 preference shares of Rs. 100 each @ 11 per cent amounting to Rs.27, 80,052/- (Rupees Twenty Seven Lakhs Eighty Thousand Fifty Two Only) due for the year ended on 31st March 2012, in accordance with the terms of the allotment
RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorised to distribute such dividend to the Preference Share Holders and to remit the taxes thereon."
3. To appoint a Director in place of Mrs. Urmila Devi Mohta, who retires by rotation and being eligible, offers her for re- election¹.
4. To appoint a Director in place of Shri N. K. Daga, who retires by rotation and being eligible, offers him for re- election².
5. To re-appoint Auditors and fix their remuneration

SPECIAL BUSINESS:

6. **To consider and if thought fit to pass with or without modification, the following as a ordinary resolution:**
"RESOLVED THAT, the consent is hereby accorded pursuant to the provisions of section 293(1)(d) of the Companies Act, 1956 to the board of directors of the Company to borrow money by way of loans or otherwise from time to time for purposes of the Company even though the moneys to be borrowed by them on behalf of the Company together with the moneys already borrowed will exceed the aggregate of the paid up capital of the Company and its free reserves not set apart for any specific purpose provided the amount at any time remaining un discharged or the moneys borrowed or raised by the board of directors for the purpose of the Company shall not exceed the sum of Rs. 15,00,00,000/- (Rupees Fifteen Crores Only).
FURTHER RESOLVED THAT, the Company doth hereby approve, confirm and ratify all borrowings made by the board of directors of the Company up to date for the purpose of the Company".
7. **TO RE-APPOINT PRACTICING COMPANY SECRETARY**
To consider and if thought fit to pass with or without modification, the following as an ordinary resolution:
"RESOLVED that Mr. S. R. Deshpande, Practicing Company Secretary be and is hereby re-appointed to carry out certification of compliance for the financial year 2012-13."

Place: Belgaum
Date: 28.05.2012

for **BEMCO HYDRAULICS LTD**

M. M. MOHTA
Chairman and Managing Director

¹Details of the Appointees' provided in the Corporate governance report under clause No 49 of the Listing Agreement
²Details of the Appointees' provided in the Corporate governance report under clause No 49 of the Listing Agreement

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND THE PROXY NEED NOT BE A MEMBER.
2. An Explanatory Statement pursuant to Section 173 of the Companies Act 1956 in respect of special business is annexed hereto.
3. Proxies in order to be effective should be stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
4. Members are requested to intimate the Company about the change of Address, if any.
5. The Register of Members and Share Transfer Books shall remain closed from **Monday, July16, 2012 to Monday, July 30, 2012 (both the days inclusive)**.
6. Members interested in seeking any clarification on the annual accounts are requested to address their queries to Mr. R.B. Patil, General Manager-Finance and Compliance Officer, Bemco Hydraulics Ltd. Udyambag, Belgaum at least one week before the date of the meeting to enable the compilation of data.

AN EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT 1956 IN RESPECT OF SPECIAL BUSINESS:

Refer Agenda No. 6 regarding increase in the borrowing power of the board of directors of the Company.

In view of the incremental Sales Turn over of the Company, the requirement of working capital has also increased and there is need to expand the existing Factory Shed . So it is necessary to increase the borrowing power of the board of directors from Rs. 8,00,00,000/- (Rupees Eighty Crores Only) (for which the members accorded their consent in the Annual General Meeting held on 30th September 2005) to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only).

The Board commends the special resolution for consideration by the members.

MEMORANDUM OF INTEREST

None of the Directors of the Company is interested in this ordinary resolution.

Refer Agenda No. 7 regarding re-appointment of Mr. S. R. Deshpande - Practicing Company Secretary

Company Secretary appointed in the last Annual General Meeting for certification of compliance pursuant to the proviso to section 383A(1) of the Companies Act, 1956 retires at the conclusion of the forthcoming Annual General Meeting. The Board has decided to re-appoint him for the financial year 2012-13. Hence, the Board commends the re-appointment.

The Re-appointment of practicing company secretary for certification of compliance not being an item of ordinary business as defined in section 173 (1)(a) of the Companies Act, 1956, the same is being transacted as a special business and this explanation is offered.

MEMORANDUM OF INTEREST

None of the Directors of the Company is interested in appointment of practicing Company Secretary.

Place: Belgaum
Date: 28.05.2012

for **BEMCO HYDRAULICS LTD**

M. M. MOHTA
Chairman and Managing Director

BEMCO HYDRAULICS LIMITED

Udyambag, Belgaum – 590 008

DIRECTORS' REPORT

To
Dear Shareholders,

Your Directors have pleasure in presenting the 54th ANNUAL REPORT together with the Audited Accounts of the Company for the year-ended 31st MARCH 2012.

FINANCIAL RESULTS:

The Financial results for the year under review in comparison with the previous year are given below:

	2011-2012 Rs.	2010-2011 Rs.
1 Gross Profit for the year after meeting all operating expenses but before interest and depreciation amounts to:	35,238,568	35,142,342
2 Deduction there from: Interest	19,523,729	17,284,157
3 Profit before depreciation	15,714,839	17,858,186
4 Depreciation for the year	8,838,333	10,028,070
5 Profit before Taxation - (PBT)	6,876,506	7,830,116
6 Provision for Taxation	(4,118,400)	(4,012,000)
7 Deferred Tax	1,494,000	929,000
8 Profit after Taxation - (PAT)	4,252,106	4,747,116
9 Income tax Earlier Years	(188,402)	(554,294)
10 Net Profit	4,063,704	4,192,822
11 Surplus brought forward	11,833,325	9,314,654
12 Profit Available for Appropriation	15,897,029	13,507,476
13 Transferred to general Reserve	1,000,000	1,000,000
14 Transferred to Capital redemption Reserve	1,473,200	-
15 Provision of Dividend on Preference Shares	2,780,052	580,052
16 Provision for Income Tax on Dividend	450,994	94,099
17 Balance carried to Balance Sheet	10,192,783	11,833,325

DIVIDEND:

On Equity:

Taking in to account the huge fund requirement for the large number of orders on hand, and to conserve the resources, the Directors do not recommend any dividend

On Preference Shares:

Company proposes to pay dividend on Preference Shares @11% for the year-ending on 31st March 2012, the dividend on 3, 00,000 redeemable preference shares allotted on 05.08.2011 is on pro rate basis.

The total cash outflow because of Dividend and Tax thereon amounts to Rs. 32.31 Lakhs.

REVIEW OF OPERATION:

Since recent past few years, the Company has seen upward trend of business and the same has been maintained during year under report.

The company's status in this respect is as under:

- The net Revenue Income during year under review increased by 2.70%
- Gross profit during the year under review is **Rs. 352.39 Lakhs** as against the Gross profit of **Rs. 315.42 Lakhs** during the previous year which is 0.27 % higher than the previous year
- Profit after tax (PAT) decreased by **10.43 %** from **Rs. 47.47 Lakhs** in 2010-2011 to **Rs. 42.52 Lakhs** in 2011-2012.
- Company could discharge the liability of Dividend on Preference shares & tax thereon to the tune of **Rs. 32.31 Lakhs** for the year under report i.e. for the year ending on 31st March 2012.

- During the year under report 3,00,000 11% redeemable preference shares of Rs. 100/- each were issued on preferential basis, to a Company in promoter group.
- During the year under report 14,732 Preference shares of Rs.100/- each have been redeemed on 31st March 2012, in terms of conditions of the issue of the said preference shares. On account of this redemption the total cash outflow works out to Rs.23,57,120/-, however the dividend amounting to Rs. 1,62,052/- on these redeemed shares will be paid along with dividend on other preference shares, after approval in the forthcoming 54th AGM.

FUTURE PROSPECTS:

Your company is in continual process of changing over of product-mix by using the advanced technology & adding some critical components in the product list of the company.

At present your Company has already executed a record breaking orders worth **Rs.683.04 Lakhs** till date and the orders worth **Rs. 3829.77 Lakhs** are in hand to execute in the current year. In addition to this, orders worth **Rs. 1724. 75 Lakhs** are in pipelines. Further healthy enquiries are being received regularly, and the management feels that most of them will be converted into firm orders.

To sum up, the outlook for the next year looks bright.

ALTERATION IN CAPITAL STRUCTURE:

During the year under Report, company has increased its authorized share capital from Rs. 400/- lakhs to Rs. 800/- Lakhs comprising of 40 lakhs equity shares of Rs. 10/- each and 40,000 Preference shares of Rs. 100/- each.

Company has issued 3 lakhs of Preference shares of Rs. 100/- each on preferential basis.

Also the company has redeemed 14,372 preference shares of Rs. 100/- each, in terms of the issue.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures from the same.
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at 31st March 2012.
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) The Directors have prepared annual accounts of the Company on a 'Going Concern' basis.

SECRETARIAL REPORT:

Pursuant to Section 383A (1) of the Companies Act, 1956 secretarial compliance Certificate from a practicing Company Secretary is attached hereto.

PARTICULARS OF EMPLOYEES:

Information in accordance with the provisions 217 (2A) of the Companies Act 1956, read with the Companies (Particular of the Employees Rules) 1975 as amended, regarding particulars of employees is not applicable as none of the employees of the Company is given remuneration in the scale specified by that section

PUBLIC DEPOSITS: U/S 58A of the Companies Act, 1956:

There is no Fixed Deposit liability as on 31st March 2012, further, the Board declares that during the financial year 2011-12, the Company has not accepted any public deposits or unsecured loans falling within the purview of section 58A of the Companies Act, 1956.

RETIRING DIRECTORS BY ROTATION:

Mrs. Urmila Devi Mohta and Shri N. K. Daga retire by rotation and are eligible for re-appointment.

AUDITOR & AUDIT REPORT:

M/S A. C. Bhuteria & Co., Chartered Accountants, Kolkata statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The Company has received letters from them to the effect that their reappointment, if made, would be within the prescribed limits under section 224(1B) of the Companies Act, 1956 and they are not disqualified for such reappointment within the meaning of Section 226 of the said Act, Auditors have at clause XI in annexure to their report pointed out two defaults in repayment of dues to bank and financial institution, the board would like to stress the fact that on account of non recovery of timely dues from the company's

customers, small delay occurred in repayment of bank dues this is temporally aberration and the accounts are now regular

The Auditors Report is attached which is self explanatory.

PERSONNEL:

The industrial relations during the year remained extremely harmonious. The Directors wish to place on record their appreciation of the hard work and continuous efforts as well as valuable support rendered by the employees at all levels under review.

HEALTH AND SAFETY OF THE EMPLOYEE:

Health and safety of the employee has always been prime concern of the company and company has a medical officer to have routine checkup on the health of the employees.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

A. CONSERVATION OF ENERGY:

a.	Energy conservation measures taken	The present manufacturing process employed is not energy intensive and hence, there is limited scope for conservation of energy. However, efforts are being made to keep the consumption of power and fuel at minimum.
b.	Additional investments and proposals, if any, being implemented for reduction of consumption of energy:	NIL
c.	Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:	NIL
d.	Total energy consumption and energy consumption per unit of production as per Form A.	No statement in Form A pursuant to Companies (Disclosure of Particulars in the Report of the Board) 1988 is annexed as the company is not engaged in the activity specified in the schedule A to the said Rules.

B. Technology absorption:

e.	Efforts made in technology absorption.	As per Form B given below
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Form B

Research and development (R & D)

1.	Specific areas in which R & D carried out by the company	NIL
2.	Benefits derived as a result of the above R & D	NIL
3.	Future plan of action	NIL
4.	Expenditure on R & D	
	a. Capital	NIL
	b. Recurring	NIL
	c. Total	NIL
	d. Total R & D expenditure as per percentage of total turnover	NIL

Technology absorption, adaptation and innovation

1.	Efforts, in brief, made towards technology adsorption,, adaptation and innovation	Nil
2.	Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.	Nil.
3.	In case of imported technology (imported during the last five years reckoned from the beginning of the financial year), following information may be furnished:	Nil
	a. Technology imported.	
	b. Year of import.	
	c. Has technology been fully absorbed?	
	d. If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action	Not Applicable

C. Foreign exchange earning and outgo:

f.	Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services; and export plans;	The Company is exploring the possibilities / avenues for increasing Export earnings in foreign currency. Company has its own website www.bemcohydraulics.net for global marketing.
g.	Total foreign exchange used and earned.	As per the table below

C.I.F. VALUE OF IMPORTS, EXPENDITURE AND EARNING IN FOREIGN CURRENCY

Particulars	2011-2012 Rs.	2010-2011 Rs.
i). C.I.F. Value of Imports: Raw Materials And Components	1,02,70,897	13,57,472
ii). Expenditure in Foreign Currency: (paid/payable)		
Traveling	5,71,016	3,17,948
Exhibition Expenses	-	4,24,444
(InnoTrans Berlin Germany)	23,75,538	-
Technical Know How (incl. exchange Fluctuation)	23,03,320	2,06,436
Agency Commission		
iii). Earnings in Foreign Exchange:		
FOB value of Exports	1,68,08,693	56,02,500

CORPORATE GOVERNANCE:

Your Company is committed to maintain the highest standards of Corporate Governance. Your Directors adhere to the stipulations set out in the Listing Agreement with the Stock Exchanges. BEMCO is compliant with the provisions of Clause 49 of the Listing Agreement even when the clause was not mandatory to it

However, the Company could not comply with the following requirements of clause 49 since that clause became applicable to the Company for the first time and the Management had no clarity about the applicability of clause 49.

- Non constitution of Audit Committee during the financial year.
- Non constitution of Investors' Grievance Committee.
- Non furnishing of quarterly compliance reports on corporate governance in terms of sub clause VI (ii) of clause 49 to Stock Exchanges for the quarters ended 30th September 2011, 31st December 2011 and 31st March 2012,
- Non forming of code of conduct for senior employees in the financial year.

The Management has taken necessary steps to fully comply clause 49 during current financial year, in the letter and spirit.

APPOINTMENT OF COMMON AGENCY FOR SHARE REGISTRY WORK

The Company has appointed M/S Adroit Corporate Services Private Limited, Mumbai to handle all the work related to Share Registry in terms of both Physical and Electronic mode, w. e. f. 1st February 2003, in pursuance with the Circular No. 15 dated December 27, 2002 issued by the Securities and Exchange Board of India.

DISCLOSURE AS PER LISTING AGREEMENT

The equity share of the company is listed on **The Bombay Stock Exchange**, and the company has paid the listing fees for the year 2012-2013. During the year there was no suspension in trading of the securities of the Company.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation of the services rendered by the employees during the year.

Your Directors also place on record their sincere appreciation for the assistance and co-operation received from Financial Institutions, Bankers and other Institutions, Government Authorities, vendors, customers and members during the year under review. Your Directors wish to place on record their appreciation for the committed services of the executives, staff and workers of the Company.

For and on behalf of the Board of Directors

Place: BELGAUM
Date: 28.05.2012

M. M. MOHTA
Chairman & Managing Director

ANIRUDH MOHTA
Joint Managing Director

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

1. The Company's Philosophy on Code of Corporate Governance.

The Company's philosophy on corporate governance envisages striving towards the highest level of transparency, accountability and equity in all facets of its operation and its interactions with all stakeholders including shareholders, employees, clients, suppliers etc. The philosophy on corporate governance is driven by the agenda for the welfare of all the stakeholders. Bemco Hydraulics Limited believes that sound corporate governance is critical to enhance and retain stakeholders' trust. Bemco has always been committed to the principles of good Corporate Governance to promote the effective functioning of the Board and its Committees. The Board of Directors of the Company is committed in its responsibility for all constituents including investors, regulatory authorities and employees. The Company believes that the essence of Corporate Governance is transparency, accountability, investor protection, better compliance with statutory laws and regulations, value creation for shareholders/stakeholders. The Company further believes that all its operations and actions must serve the goal of enhancing overall shareholder's value over a sustained period of time and at the same time protect the interest of stakeholders. BEMCO is compliant with the provisions of Clause 49 of the Listing Agreement even when the clause was not mandatory to it.

The Company believes that the constant effort to improve operational performance, guided by our values, forms the basis for good Corporate Governance. Corporate Governance is strongly driven by the Company's values such as quality, commitment, customer orientation and integrity.

However, when the Paid up capital of the company was increased from Rs. 1,98,06,700/- to Rs. 4,83,33,500/- on 5th August 2011, by issuance of 11% Non-Convertible Redeemable Preference Shares of Rs. 300/- lakhs, the management was under impression that the clause 49 in its strict sense applicable to those companies, whose listed capital exceeds Rs. 300/- lakhs. Hence, certain reporting requirements and formation of committees escaped attention.

However after realizing the same, the board has taken immediate remedial action to comply with the law it its letter and spirit.

2. Board of Directors

a. Composition of the Board

As on 31st March 2012, the strength of the Board was six Directors, comprising of two Executive Directors and four Non-Executive Directors. Three out of six Directors were Independent Directors, which duly complied with the requirement of clause 49 of the Listing Agreement especially as the Chairman of the Board happens to be an executive chairman.

Name	Designation	Status	Date of Appointment
Shri Madan Mohan Mohta	Chairman & Managing Director	Executive Chairman	23.03.1991 as Managing Director (Prior to that he was President of the Company)
Shri Anirudh Mohta	Joint Managing Director	Executive Director	18.08.1994 as Technical Director (from 01.04.1999 as a Joint Managing Director)
Smt. Urmila Devi Mohta	Director	Non Executive Director	30.05.1992
Shri R. M. Shah	Director	Independent Non Executive Director	05.01.1988
Shri N. K. Daga	Director	Independent Non Executive Director	17.04.1998
Shri Dilip Chandak	Director	Independent Non Executive Director	29.01.2004

b. Number of Board Meetings

During the financial year under review, 5(Five) Board Meetings were held on 27th May 2011, 5th August 2011, 13th October 2011, 14th November 2011 and 10th February 2012.

c. Director's attendance record and directorship held.

Attendance of each Director at Board Meetings held during the financial year 2011-12 and the Annual General meeting (AGM) held on 29th July 2011, directorship and committee positions in other public companies of which Director is a member/ Chairman and the shareholding of Non-Executive Directors is as follows:

Sr. No	Name of Director	No of Shares held by Non-executive Directors	No. of Directors hips in other Companies #	No. of Committee positions held in other Companies		Attendance at the Meetings	
				Chairman	Member	Board	AGM
	Executive Director						
1.	Mr. Madan Mohan Mohta	N.A.	10	Nil	Nil	5	Present
2.	Mr. Anirudh Mohta	N.A.	6	Nil	Nil	5	Present
	Non-Executive Director						
3.	Smt. Urmila Devi Mohta	N.A.	6	Nil	Nil	5	Present
	Independent and Non-Executive Directors						
4.	Mr. R .M. Shah	5680	2	Nil	Nil	4	Present
5.	Mr. Dilip Chandak	-	5	Nil	Nil	5	Present
6.	Mr. N. K. Daga	-	1	Nil	Nil	4	Present

Notes:

including Bemco Hydraulics Ltd, private limited companies, Firms, Trust & HUFs.

1. As on 31st March 2012, Mr. Anirudh Mohta and Smt. Urmila Devi Mohta are related to Mr. Madam Mohan Mohta as Son & Wife within the meaning of Section 6 of the Companies Act, 1956.

d. Information supplied to the Board.

During the year 2011-12, information as mentioned in Annexure 1A to clause 49 of the Listing Agreement has been placed before the Board for its consideration.

The aforesaid information is generally provided as a part of the agenda of the Board Meeting or is placed at the table during the course of the Meeting. The senior management staffs are also invited to the Board Meeting to present reports on the Company's operations and internal control systems. The detailed agenda is sent to the Directors a week before the Board Meeting. In special and exceptional circumstances, additional or supplementary items(s) on the agenda are permitted to be taken up as 'any other item' with the permission of the Chairman. The Board also periodically reviews Compliance Reports in respect of laws and regulations applicable to the Company.

3. Audit Committee:**a. Composition, Meetings and Attendance of the Committee.**

As the paid up capital of the company was less than Rs. 300/- lakhs and net worth is also less than Rs. 2,500/- Lakhs, neither section 292A of the Companies Act 1956, nor Clause 49 of the listing agreement was applicable to this company for major part of the financial year, the company had not constituted audit committee.

However, Audit Committee consisting of following members is constituted on 28th May 2012

1	Shri R. M. Shah	Independent Director	- Chairman of Audit Committee
2	Shri Anirudh Mohta	Joint Managing Director	- Member of Audit Committee
3	Shri Dilip Chandak	Independent Director	- Member of Audit Committee
4	Shri R. B. Patil	General Manager - Finance	- As Ex-Officio Member of Audit Committee

b. Terms of Reference

The terms of reference of the Audit Committee of Directors are to see the effectiveness of operations of the audit function of the Company, review the systems and procedures of internal control, oversee the Company's financial reporting process, review the periodical and annual financial statements before submission to the Board with the management and ensure compliance with the regulatory guidelines. The Committee is also responsible for objectively reviewing the reports of the internal auditors and statutory auditors and ensuring adequate follow up action by the management. The committee also proposes the appointment of Statutory Auditors and fixation of their fee.

4. Remuneration of Directors**a. Terms of Reference**

The Board of Directors had formed a Remuneration Committee of Directors with a mandate for policy on HR matters including compensation, career management and succession planning. The Committee also looks after the compensation structure at the Board level. The Committee consists of 3 Non-Executive-Independent Directors. During the year, under review there was no appointment/increase in managerial remuneration no meetings were conducted.

- b. The following are the details of the remuneration paid to the managerial personnel during the financial year 2011-12.

Executive Directors

Name	Salary	Perquisites	Retirement Benefits	Total
Madan Mohan Mohta	9,90,000	1,04,516	1,62,000	12,56,516
Anirudh Mohta	6,60,000	29,738	1,08,000	7,97,738

Non-Executive Directors

The Company does not pay any remuneration to its Non-Executive Directors except sitting fee for attending the meeting of the board and Committee thereof. The Company pays sitting fees to its director's @ Rs.1,000/- per meeting

The details of sitting fee paid during the year 2011-12 are as follows :

S. No.	Name of Director	Board Meeting	Sitting fee per meeting	REM. COMM.	Total
1	Smt. Urmila Devi Mohta	5	1,000	-	5,000
2.	Shri R. M. Shah	4	1,000	-	4,000
3.	Shri N. K. Daga	4	1,000	-	4,000
4.	Shri Dilip Chandak	5	1,000	-	5,000

5. Investor's Grievance Committee.

As this is the first year of applicability of corporate governance, no such committee was formed earlier.

However, Investors Grievances Committee consisting of following members is constituted on 28th May 2012

1	Shri Dilip Chandak	Independent Director	- Chairman of Investors Grievances Committee
2	Shri M. M. Mohta	Chairman & Managing Director	- Member of Investors Grievances Committee
3	Shri R. B. Patil	General Manager Finance	- As Ex-Offico Member of Investors Grievances Committee
4	Shri V. B. Sambarekar	Manager Accounts	- As Ex-Offico Member of Investors Grievances Committee

With a mandate to oversee all Investors' Grievances suggest remedial action to the Board of Directors

Mr. R. B. Patil, General Manager- Finance is the Compliance Officer and Mr. V. B. Sambarekar can be contacted at:

BEMCO HYDRAULICS LIMITED

Khanapur Road, Udyambag

BELGAUM - 590 008

Tel. (0831) 4219000; Fax. (0831) 2441263

Email: finance@bemcohydraulics.net; isc@bemcohydraulics.net

With reference to clause 47(f) of the Listing Agreement, the Company has designated exclusive e-mail id for the investors as isc@bemcohydraulics.net to register their grievances, if any. This has been initiated by the company to resolve such investor's grievances immediately. The Company has also displayed the said e-mail id on its website for the use of investors.

The total number of complaints received and replied to the satisfaction of the shareholders during the year ended 31st March 2012, were 2 and there were no complaints outstanding as on 31st March 2012.

6. General Body Meeting.

A. Location and time of last three Annual General Meetings held:

Sl.No.	AGM Date	Location	Time
1.	29.07.2011	Registered office of the Company at Khanapur Road, Udyambag, BELGAUM – 590 008	3.30 pm
2.	27.08.2010	Registered office of the Company at Khanapur Road, Udyambag, BELGAUM – 590 008	3.30 pm
3.	28.08.2009	Registered office of the Company at Khanapur Road, Udyambag, BELGAUM – 590 008	3.30 pm