BEMCO HYDRAULICS LIMITED

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







61

ANNUAL REPORT & ACCOUNT 2018-2019

BEMCO HYDRAULICS LIMITED

*** SHRI ***

DIRECTORS

MADAN MOHAN MOHTA	- CHAIRMAN – NON EXECUTIVE
ANIRUDH MOHTA	- MANAGING DIRECTOR - EXECUTIVE
URMILA DEVI MOHTA	- DIRECTOR – NON EXECUTIVE
RAMESH SHAH	- DIRECTOR – INDEPENDENT NON- EXECUTIVE
NAWAL KISHOR DAGA	- DIRECTOR – INDEPENDENT NON- EXECUTIVE
DILIP CHANDAK	- DIRECTOR – INDEPENDENT NON- EXECUTIVE

CHIEF FINANCE OFFICER

VIJAY SAMBREKAR
EMAIL:- cfo@bemcohydraulics.net

COMPANY SECRETARY

MS. AMRUTA A. TARALE (ACS 42288)
EMAIL:- cs@bemcohydraulics.net

AUDITOR

S. JAYKISHAN.
CHARTERED ACCOUNTANTS
HO CHI MINH SARANI, SUIT-2D,
KOLKATA- 700 001

COST AUDITOR

UMESH NARASIMHA KINI, B. COM, ACMA
COST ACCOUNTANT,
SHANTI NIKETAN, BANVASI ROAD,
SIRSI - 581 401

INTERNAL AUDITOR

M/S A.C. BHUTERIA & CO.
CHARTERED ACCOUNTANTS
2, INDIA EXCHANGE PLACE,
KOLKATA- 700 001

TAX AUDITOR

ULHAS KINI & CO– CHARTERED ACCOUNTANTS
97, PUSHPANJALI, FIRST FLOOR,
MANGALWAR PETH, TILAKWADI,
BELGAUM – 590 004

SECRETARIAL AUDITOR

SDR AND ASSOCIATES
ANANDI RESIDENCY
150, BUDHWAR PETH,
TILAKWADI, BELGAUM 590006.

BANKERS

BANK OF MAHARASHTRA,
CITY BRANCH,
KIRLOSKAR ROAD,
BELGAUM 590 002
(CONSORTIUM LEADER)

YES BANK LIMITED
BELGAUM BRANCH;
CLUB ROAD,
BELGAUM 590 001
(CONSORTIUM MEMBER BANK)

BEMCO

BEMCO HYDRAULICS LIMITED

(CIN: L51101KA1957PLC012830)
REGISTERED OFFICE: UDYAMBAG, INDUSTRIES ESTATE, BELGAUM – 590 008 (KARNATAKA) INDIA
EMAIL: isc@bemcohydraulics.net / website: www.bemcohydraulics.com
PHONE NO. +91-0831-2441980, FAX NO.+91-0831-2441263

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Annual General Meeting Venue

REGISTERED OFFICE: UDYAMBAG, INDUSTRIES ESTATE, BELGAUM – 590 008 (KARNATAKA) INDIA

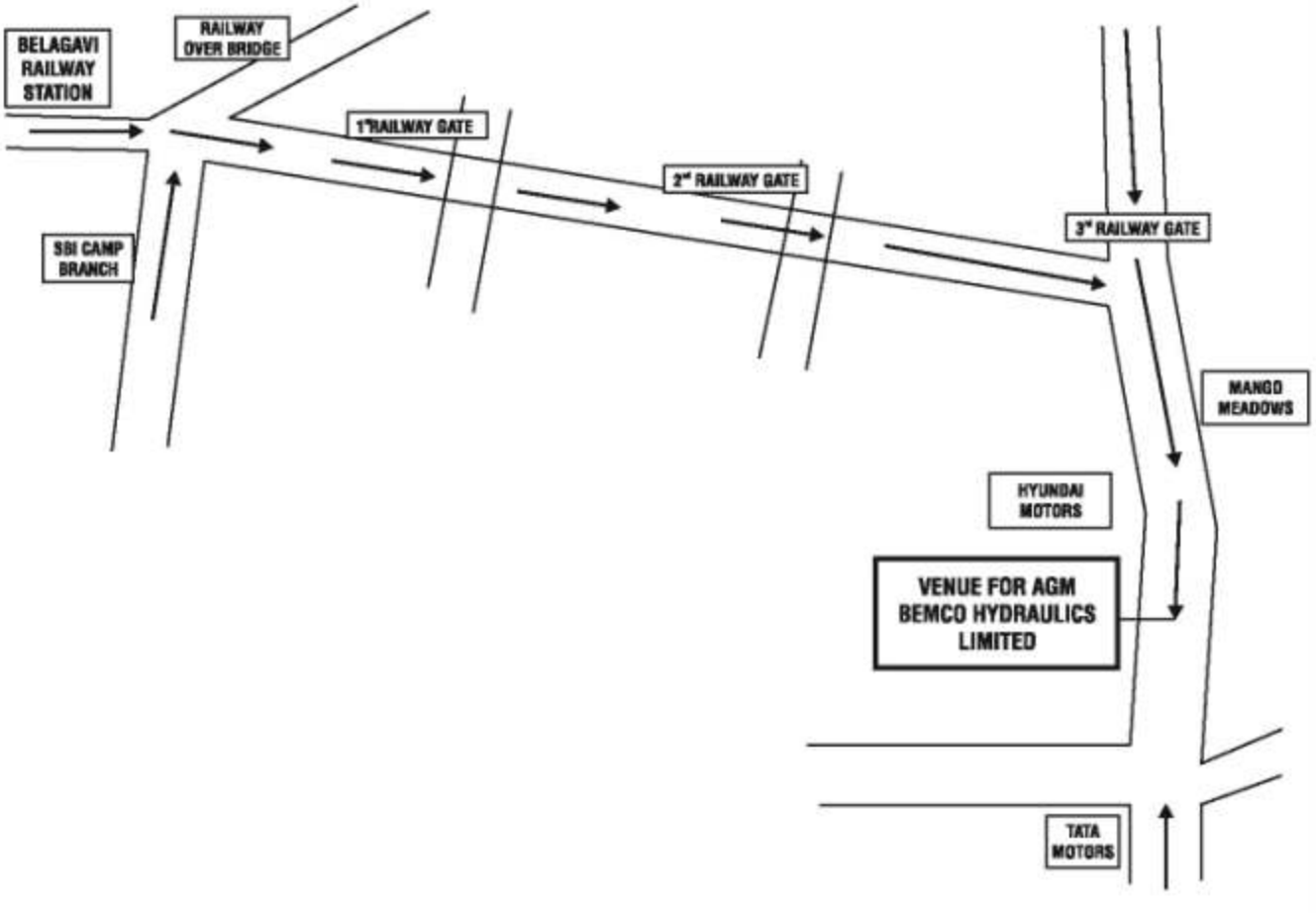
Date- 14th August 2019

Time- 3.30pm

ROUTE MAP

ROUTE MAP

LANDMARK :
HYUNDAI MOTORS
KHANAPUR ROAD, UDYAMBAG,
BELGAUM - 590 008



BEMCO HYDRAULICS LIMITED

(CIN: L51101KA1957PLC001283)
Registered Office : Udyambag, Industrial Estate, BELGAUM-590 008
Email: isc@bemcohydraulics.net **Website :** www.bemcohydraulics.net
Phone No.: 0831-2441980, Fax No.0831-2441263

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF BEMCO HYDRAULICS LIMITED WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT UDYAMBAG, INDUSTRIAL ESTATE, BELGAUM- 590008 ON WEDNESDAY THE 14TH AUGUST, 2019 AT 3.30 P M TO TRANSACT THE FOLLOWING BUSINESSES:

AS ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31st, 2019, the reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the consolidated financial statement of the Company for the financial year ended March 31st, 2019, the reports of Auditors thereon.
3. To appoint a Director in place of Mr. Madan Mohan Mohta (DIN 00068884), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-election.
4. To appoint a Director in place of Smt. Urmila Devi Mohta (DIN 00068906), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-election.

Place: Belgaum
Date: 19th June, 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 ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

   The instructions for filling, stamping, signing and or depositing Proxy:

   No instrument of Proxy shall be valid unless it is signed by the members/s or by his /her attorney duly authorised in writing or in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing, provided that an instrument of Proxy shall be sufficiently signed by any member who for any reason is unable to write his/her name, if his/her thumb impression is affixed thereto and attested by a Judge, Magistrate, Registrar or Sub-Registrar of assurances or Govt. Gazetted officers or any officer of nationalised bank.

   Person appointed as the Proxy shall prove his/her identity at the time of attending the meeting and for the purpose such person shall carry proof of his/her identity via PAN Card, Voters ID or Aadhar Card, Driving Licence or Passport

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. Pursuant to Section 91(1) of The Companies Act 2013, the Company has notified closure of Register of Members and Share Transfer Books from **Saturday 3rd August, 2019 to Wednesday 14th August, 2019 (both days inclusive)** for determining the names of members eligible for the purposes of Annual General Meeting.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.bemcohydraulics.net under the section 72 of the Companies Act, 2013.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.

13. Non-Resident Indian Members are requested to inform Registrar, immediately of:
    (a) Change in their residential status on return to India for permanent settlement.
    (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. Voting through electronic means:

    In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 60th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for shareholders voting electronically are as under:

I. The voting period begins on **Saturday 10th August, 2019 at (10.00 am)** and ends on **Tuesday 13th August, 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 **Wednesday 7th August, 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) • 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. • 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@cdslinclia.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 AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 AGM 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 AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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.

M- voting

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

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

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

Go Green initiative launched by the Ministry of Corporate affairs

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

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

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

Place: Belgaum
Date: 19th June, 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

Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting

Name of the Director	Shri Madan Mohan Mohta	Smt. Urmila Devi Mohta
Date of Birth	05.09.1939	01.10.1945
Date of Appointment	23.03.1991	30.05.1992
DIN	00068884	00068906
Nationality	Indian	Indian
Expertise in specific functional areas	Wide experience in Management, he was managing director till 31.03.2014.	Vast Management experience and a Woman Director.
Qualifications	B.com	Matriculate
List of Public/ Private Companies in which outside Directorship held as on 31st March 2019.	- Mohta Capital Pvt Ltd - Sri Ramachandra Enterprises Pvt Ltd - U.D.Finnvest Pvt Ltd - Bemco Precitech Pvt Ltd - U.D.Polyproducts Pvt Ltd	- Mohta Capital Pvt Ltd - Sri Ramachandra Enterprises Pvt Ltd - U.D.Finnvest Pvt Ltd - Bemco Precitech Pvt Ltd - U.D.Polyproducts Pvt Ltd - Bemco Fluidtechnik LLP
Chairman/member of the Committees of the Public Companies on which he is a Director as on 31st March 2019.	NIL	NIL
No of Shares held	67183	208668
Relationship with any Director of the Company.	Father of Mr. Anirudh Mohta, Managing Director & Husband of Smt. Urmila Devi Mohta, Director.	Wife of Mr. Madan Mohan Mohta & Mother of Mr. Anirudh Mohta, Managing Director.

BOARD'S REPORT

To the Members,

The Directors have pleasure in presenting their 61st Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2019 incorporating therein the consolidated financial statement covering the activities of its subsidiary BEMCO FLUIDTECHNIK LLP.

1. **FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:**
[Read with Section 134 of the Companies Act 2013 and Rule 5 (i) of Cos (Accounts) Rules, 2014]

The financial statement for the year ended 31st March, 2019 of the company and its subsidiary are prepared with comparative data, in compliance with Ind AS.

(Rs. in lakhs)

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Revenue From Operations	4722.52	4092.31	4828.47	4226.95
Other Income	72.95	44.54	71.89	43.54
Total Income	4795.47	4136.85	4900.36	4270.49
Profit /(loss) before exceptional items & tax	251.90	145.99	192.00	123.19
Exceptional Items	-	-	-	-
Profit/(loss) before tax	251.90	145.99	192.00	123.18
Tax Expense/(Credit) net	89.25	40.81	89.25	40.81
Profit / (Loss) for the period from continuing operations	162.66	105.17	102.75	82.37
Other Comprehensive Income	2.53	13.91	2.53	13.91
Total Comprehensive Income/ (loss) for the period	165.19	119.08	105.28	96.28

Standalone

The company has achieved turnover of Rs. 4795.47 Lakhs as against Rs. 4136.85 Lakhs for the previous year. The Total comprehensive income for the year works out to Rs. 165.19 Lakhs as against Rs. 119.08 Lakhs of the previous year.

Consolidated

The consolidated statement of Bemco Hydraulics Limited with Bemco Fluidtechnik LLP is reproduced in brief. The consolidated turnover was Rs.4900.36/-Lakhs as against Rs. 4270.49 Lakhs for the previous year. The consolidated Total comprehensive income for the year is of Rs. 105.28/- Lakhs as against Rs. 96.28/- lakhs for the previous year.

2. **EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:**
Subsequent to the date of Financial Statements (i.e. after 31st March 2019) no significant event has occurred.

3. **CHANGE IN THE NATURE OF BUSINESS:**
During the year under operation there was no change in the nature of business.

4. **SHARE CAPITAL**
There is no change in the capital structure of the company.

5. **DIVIDEND:**

Equity Shares:

As the company's profit amounts to Rs.162.66/- lakhs the board decided to set off accumulated losses and therefore no dividend is proposed for the financial year 2018-19.

Preference Shares:

Due to set off past accumulated losses, the Company is unable to pay dividend on preference shares for the year including arrears thereof for the year ended on 31st March, 2019 as under:

F. Y. ended on	No. of Preference Shares	Amount of Dividend in Rs.
31st March 2017	3,20,000	1,40,80,000/-
31st March 2018	3,20,000	1,67,20,000/-
31st March 2019	3,20,000	2,11,20,000/-

These preference shares are held by the promoters themselves as borne by the list of preference share holders as under:

1. MOHTA CAPITAL PRIVATE LIMITED
2. U D FINNVEST PRIVATE LIMITED
3. SRI RAMACHANDRA ENTERPRISES PRIVATE LIMITED

In view of the above, Company is carrying the above amount as Liability towards Dividend on Preference Shares

As, no Dividend is paid on preference shares for F. Y. 2015-16, 2016-17, 2017-18 and also for F Y 2018-19 , the Preference Share holders would get voting rights on par with equity share holders, in terms of the provisions of Section 47 of the Companies Act 2013 on and after the forthcoming AGM.

6. **DIRECTORS AND KEY MANANGERIAL PERSONNEL :**
A Special Resolutions were passed by the members in the Extra Ordinary General Meeting held on 19th March, 2019 for

1. Reappointment of Mr. Anirudh Mohta as a Managing Director for a further period of 5 years form 1st April, 2019 till 31st March, 2024, 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.

   Rational for re-appointment of Mr. Anirudh Mohta as Managing Director:

   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 considers that his continues association would be of immense benefit to the company and it is desirable to continue to avail services rendered by him.

2. Continuation of Directorship by Mr. Madan Mohan Mohta, Mr. Ramesh Shah and Mr. Nawal Kishore Daga, 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 is w.e.f 01st April, 2019, Pursuant to sub regulation 1(1A) of Regulation 17 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Reappointment of Mr. Ramesh Manickchand Shah, Mr. Nawal Kishore Daga and Mr. Dilip Premraj Chandak as an Independent Director for a second tenure of 5 years commencing from 1st April, 2019 till 31st March, 2024 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.

Rational for re-appointment of independent director:

Mr. Ramesh Shah, Mr. Nawal Kishore Daga and Mr. Dilip Chandak has been reappointed as Independent Director by considering their seniority, role played by them 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 their continues association would be of immense benefit to the company and it is desirable to continue to avail services by them.

DIRECTORS

1.	Mr. M. M. MOHTA	- Chairman – Non Executive
2.	Mr. ANIRUDH MOHTA	- Managing Director – Executive
3.	Mrs. URMILA DEVI MOHTA	- Director – Non Executive
4.	Mr. R. M. SHAH	- Director – Independent Non- Executive
5.	Mr. N. K. DAGA	- Director – Independent Non- Executive
6.	Mr. DILIP CHANDAK	- Director – Independent Non- Executive

KEY MANAGERIAL PERSONNEL – KMP

In the Board of Directors meeting held on 20th June, 2018, the board accepted the resignation letter of Mr. R. B. Patil from the post of Chief Financial Officer and appointed Mr. Vijay Bhujang Sambrekar as Chief Financial officer w.e.f 1st July, 2018.

1.	MR. ANIRUDH MOHTA	- Managing Director
2.	MR. VIJAY BHUJANG SAMBREKAR	- Chief Finance Officer
3.	MS. AMRUTAA. TARALE	- Company Secretary

7. **COMPOSITION OF COMMITTEES:**

a. **AUDIT COMMITTEE**

Chairman:	Mr. Dilip Chandak- Independent Director
Other Members:	Mr. R. M. Shah - Independent Director
	Mr. N. K. Daga- Independent Director
	Mr. Anirudh Mohta - Managing Director

b. **NOMINATION AND REMUNERATION COMMITTEE**

Chairman:	Mr. R. M. Shah - Independent Director
Other Members:	Mr. Dilip Chandak - Independent Director
	Mr. N K Daga - Independent Director
	Mr. Madan Mohan Mohta - Non Executive Director

c. **STAKE HOLDERS RELATIONSHIP COMMITTEE**

Chairman:	Mr. Dilip Chandak - Independent Director
Other Members:	Mr. Anirudh Mohta - Managing Director
	Mrs. Urmila Devi Mohta - Non Executive Director
	Mr. R. M. Shah - Independent Director

d. **COMMITTEE FOR PREVENTION OF SEXUAL HARRSSMENT OF WOMAN AT WORKPLACE/ INTERNAL COMPLAINTS COMMITTEE**

Chairman:	Ms. Kirti Ramchandra Devale - Company Employee
Other Members:	Mrs. Madhuri Kulkarni- Company Employee
	Ms. Amruta Tarale- Company Employee

8. **STATUTORY DISCLOSURE UNDER COMPANIES ACT, 2013 (PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES 2014)**

		ANNEXURE	PAGE NO
a.	Extract of annual return- Form MGT-9	ANNEXURE- I	8
b.	Number of meetings of the board	ANNEXURE- II	12
c.	a. Directors responsibility Statement b. details in respect of fraud reported by auditors under sub section (12) of section 143 other than those which are reportable to the central government	ANNEXURE- II	12
d.	A statement on declaration given by independent directors under sub-section (6) of section 149.	ANNEXURE- III	13
e.	Companies policy on directors appointment and remuneration including criteria for determining qualifications, positive attributes, independence of directors and other matters provided under sub-section (3) of section 178 Ratio of remuneration to each directors	ANNEXURE- III	13
f.	Qualification and remarks	ANNEXURE- IV	14
g.	Particulars of loan, guarantees or investment under section 186.	ANNEXURE- IV	14
h.	Particulars of Subsidiary Company AOC-1	ANNEXURE- V	15
I.	Particulars of contracts or arrangement with related parties referred to in Sub-section 1 of section 188- AOC-2	ANNEXURE- VI	16
j.	The conservation of energy technology absorption, foreign exchange earnings and outgo.	ANNEXURE- VII	17
k.	A statement indicating development and implementation of a risk management Policy for the company including identification therein of elements of risk, if any which in the opinion of the board may threaten the existence of the company.	ANNEXURE- VIII	18
l.	The details of the policy developed and implemented by the company on corporate social responsibilities taken during the year.	ANNEXURE- VIII	18

m.	A statement indicating the manner in which formal annual evaluation has been made by the board of its own performance and that of its committees and individual directors.	ANNEXURE- VIII	18
n.	The state of the companies affairs Material changes and commitments if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relates and the date of the Company.	MANAGEMENT DISCUSSION AND ANALYSIS REPORT	19

9. DISCLOSURE PURSUANT TO SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

At Bemco, all employees are of equal value. There is no discrimination between individuals at any point on the basis of race, colour, gender, religion, political opinion, national extraction, social origin, sexual orientation or age.

At Bemco every individual is expected to treat his/her colleagues with respect and dignity. This is enshrined in values and in the Code of Ethics & Conduct of Bemco. The Direct Touch (Whistle-Blower & Protection Policy) Policy provides a platform to all employees for reporting unethical business practices at workplace without the fear of reprisal and help in eliminating any kind of misconduct in the system. The Policy also includes misconduct with respect to discrimination or sexual harassment.

The Company also has in place 'Prevention of Sexual Harassment Policy'. This Anti-Sexual Harassment Policy of the Company is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees) are covered under this policy. An Internal Complaints Committee (ICC) is in place to redress complaints received regarding sexual harassment. There were no complaints before the ICC during the financial year 2018-19 as borne out by following table.

Sl. No.	No. of cases filed under the Act before the Internal committee	No. of disposal under the Act
	NIL	NIL

10. STATUTORY AUDITOR

The members at the 59th Annual General meeting of the company held on 28th September, 2017 had appointed M/s. S Jaykishan, a partnership firm of Chartered Accountants (Firm Registration number 309005E) as the statutory auditors of the Company to hold office for a period of five consecutive years i.e. from the conclusion of the said Annual General Meeting until the conclusion of 64th Annual General Meeting of the Company to be held in 2022.

11. AUDIT REPORTS

The audit conducted by M/s S . Jaykishan, a firm of Chartered Accountants, (Firm Registration No. 309005E) for financial year 2018-19 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report and it is self explanatory.

12. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Act and the rules made there under, the Company in the board meeting held on 30th April, 2018 had appointed M/s SDR & ASSOCIATES, a Firm of Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the year ended 31st March, 2019. The Secretarial Audit Report issued in this regard is enclosed to this Report.

13. INTERNAL AUDIT:

In the Board of Directors meeting held on 30th April, 2018, M/s A. C. Bhuteria, a firm of chartered accountants were appointed to undertake internal audit of the Company for the financial year ending 31st March, 2019, as required under section 138 read with rule 13 of companies (Accounts) Rules, 2014. The internal audit report given by the auditor does not contain any qualification remark.

14. DISCLOSURE ABOUT COST AUDIT

In pursuance of Section 148 of Companies Act 2013 read with Rule 5(1) of Companies (Cost Record and Audit) Amendment Rules 2014. Mr Umesh Kini, Cost Accountant was appointed to carry out cost compliance certification for the financial year 2018-19. The Company is not covered by Cost Audit, nonetheless, the company is maintaining Cost Records on routine basis and the Company obtains Cost Compliance report from a practicing Cost Accountant as a matter of good corporate practice and to instill cost consciousnesses at all level of operations.

15. RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into during the financial year under review were on an arm's length basis and in the ordinary course of business and are in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant Related Party Transactions made by the Company during the year that required shareholders' approval under Regulation 23 of the Listing Regulations. All Related Party Transactions are placed before the Audit Committee for prior approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature or when the need for them cannot be foreseen in advance. None of the transactions entered into with related parties falls under the scope of Section 188(1) of the Act. Details of transactions with related parties as required under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure -VI in Form AOC-2 and forms part of this Report. The Company has adopted a Policy for dealing with Related Party Transactions. The Policy as approved by the Board may be viewed on the Company's website at www.bemcohydraulics .net.

16. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

As per regulation 15 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 preparation of Corporate governance report is not applicable to our company as it does not fall under the criteria laid down in regulation 25 of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 i.e. our company's paid up share capital is not exceeding Rupees ten crore and net worth is not exceeding Rupees twenty five crores as on the last date of previous financial year, but as a good ethical practice BEMCO continues to follow corporate Governance practices and a report on corporate governance is uploaded on our website www.bemcohydraulics.net.

17. VIGIL MECHANISM:

The Vigil Mechanism acts as an additional internal element of the Company's compliance and integrity policies. All employees, directors, vendors, suppliers, dealers and consultants, including auditors and advocates who are associated with BEMCO can raise concerns regarding malpractices and events which may negatively impact the company. Vigil Mechanism has been established under the supervision of the Chief financial Officer and the Company Secretary of the Company. The Audit Committee, and the company secretary reviews the working of the Vigil Mechanism from time to time and make suggestions, if needed. The Vigil protects the whistleblower against victimization for the disclosures made by him/her and ensures complete confidentiality of the whistleblower's identity and the information provided by him/her. The investigation is conducted honestly, neutrally and in an unbiased manner. The subject or other involved persons in relation with the protected disclosure are also given an opportunity to be heard. Strict disciplinary actions are taken against anyone who conceals or destroys evidences related to protected disclosures made under this mechanism. The company has adopted a policy on whistle blower and vigil mechanism where the policy also provides for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The policy on whistle blower and vigil mechanism is also uploaded on the company's website www.bemcohydraulics.net