

BEDMUTHA INDUSTRIES LIMITED

CIN - L 31200MH1990PLC057863

MANUFACTURER & EXPORTER OF

★ ALL TYPES OF GALVANISED WIRES & BLACK WIRES

- | | | |
|---------------------------------|---------------------------------|-----------------------|
| ★ ACSR CORE WIRES | ★ SPRING STEEL WIRES | ★ BARBED WIRE |
| ★ CABLE ARMOURING WIRE & STRIPS | ★ ROLLING QUALITY WIRES | ★ CHAIN LINK FENCINGS |
| ★ STAY WIRES & EARTH WIRES | ★ P.C. WIRE & P.C. STRAND WIRES | ★ WIRE NAILS |
| ★ M.S. & H.B. WIRES | ★ ROPE WIRES | ★ BINDING WIRES |



Date: 05/09/2024

To

BSE Limited

Department of Corporate Services,
PhirojJeejibhoy Towers, Dalal Street
Mumbai – 400 001
Scrip Code: 533270

To

National Stock Exchange of India Limited

Listing Department,
C-1, G- Block, Bandra-Kurla Complex
Bandra (E), Mumbai – 400 051
Symbol: Bedmutha

Dear Sir/ Madam,

Sub: Intimation of Notice of 34th Annual General Meeting of the Company.

Dear Sir / Madam,

We would like to inform that 34th Annual General Meeting (AGM) of the Members of the Company will be held on Saturday, September 28, 2024 at 11.45 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) by using InstaMeet Platform.

In compliance with applicable provisions of the Companies Act, 2013 read with General Circular 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (“MCA”) read together with earlier circulars issued by MCA in this regard (collectively referred to as “MCA Circulars”) read with SEBI Circular dated 07th October, 2023, read together with the earlier circulars issued by SEBI in this regard (collectively referred to as “SEBI Circulars”), which permitted the holding of Annual General Meeting through VC / OAVM without the physical presence of members at common venue.

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and relevant provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members with the remote e-voting facility. Accordingly, for the purpose of determining the shareholders eligible to cast their vote electronically / physically, the Company has fixed Saturday, September 21, 2024 as the Cut-off date. The Company has engaged the services of Link Intime India Private Limited to provide the e-voting facility on instavote platform.

Regd. Office : Plot No. A-70,71,72, Sinnar-Shirdi Road, STICE, Musalgaon, Sinnar, Dist. Nashik Ph.: 02551-240420, Fax - 240482

Corporate Office : B-301/302, Sai Classic, Off. Palm Acres, Gavanpada Mulund (E) Mumbai. Ph.: (022) 21634422, 21637674/75, Fax : 022-21631667

Works : Plant -1, Plot No. A-31 to 35 & 57, Sinnar-Shirdi Road, STICE, Musalgaon, Sinnar, Dist. Nashik Ph.: 02551-240069, Fax - 240482

Plant - 2, Plot No. A-70,71,72, Sinnar-Shirdi Road, STICE, Musalgaon, Sinnar, Dist. Nashik Ph.: 02551-240420, Fax - 240482

Plant - 6, Plot No. E-1, MIDC Nardana, Phase - II, Waghadi - Khurd, Tal - Shindkheda, Dist - Dhule Ph.: 02562 - 262625

E-mail Sinnar :- bwcl.sales@bedmutha.com

Mumbai :- ajay@bedmutha.com

Web :- www.bedmutha.com

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| ★ M.S. & H.B. WIRES | ★ ROPE WIRES | ★ BINDING WIRES |



The remote e-voting period commences from September 25, 2024 at 9:00 A.M. (IST) and ends on September 27, 2024 at 05.00 P.M. (IST). The facility of voting through electronic voting system shall also be made available at the AGM and the members participating in AGM through VC/OAVM, who have already not cast their vote by remote e-voting shall be eligible to cast their vote in the meeting.

Further to inform you that pursuant to Section 91 and other applicable provisions of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, it is hereby informed that the Share Transfer Books and Register of Members will be closed from Sunday, September 22, 2024 to Saturday, September 28, 2024 (both days inclusive) for the purpose of 34th AGM of the Company.

We are enclosing herewith the Notice of 34th Annual General Meeting of the Company.

Further, the Notice of AGM is available on the website of the Company www.bedmutha.com.

We would like to inform you that in view of the above mentioned MCA circular and SEBI circular notice of the AGM alongwith the Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Depositories.

Kindly take the same on your record.

**For and on behalf of
Bedmutha Industries Limited**

**Vijay Vedmutha
Managing Director
DIN- 00716056**

Encl: AGM Notice

Regd. Office : Plot No. A-70,71,72, Sinnar-Shirdi Road, STICE, Musalgaon, Sinnar, Dist. Nashik Ph.: 02551-240420, Fax - 240482

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Plant - 6, Plot No. E-1, MIDC Nardana, Phase - II, Waghadi - Khurd, Tal - Shindkheda, Dist - Dhule Ph.: 02562 - 262625

E-mail Sinnar :- bwcl.sales@bedmutha.com

Mumbai :- ajay@bedmutha.com

Web.:- www.bedmutha.com

BEDMUTHA INDUSTRIES LIMITED

NOTICE

Notice is hereby given that the Thirty-Forth (34th) Annual General Meeting of the Members of Bedmutha Industries Limited will be held on Saturday, September 28, 2024 at 11.45 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

Ordinary Business:

ADOPTION OF AUDITED FINANCIAL STATEMENTS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the reports of the Board of Directors and Auditors thereon as circulated to the Members and laid before the meeting be and are hereby considered and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with Auditors Report thereon as circulated to the Members and in this regard, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the report of the Auditors thereon laid before the meeting be and are hereby considered and adopted."

3. **RE-APPOINTMENT OF MR. VIJAY VEDMUTHA (DIN: 00716056), AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:**

To appoint a Director in place of **Mr. Vijay Vedmutha (DIN: 00716056)**, who retires by rotation and, being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Vijay Vedmutha (DIN: 00716056), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT the re-appointment of Mr. Vijay Vedmutha as a Director, shall not in any way constitute a break in his existing office as the Managing Director of the Company"

Special Business:

4. **RENEWAL OF THE RELATED PARTY TRANSACTION (S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier resolution(s) passed by the members at the respective General Meetings of the Company, with respect to the contract(s) / arrangement(s), entered into by the Company with the Related parties and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification or re-enactment thereof) and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to renew the transactions, contracts and / or arrangements entered into / proposed to be entered into by the Company from time to time with the following related Party/(ies) viz. for a period of 5 (Five) years from September 28, 2024 to September 27, 2029 on the terms and conditions, as per the Explanatory Statement attached to this notice:

Transaction defined under Section 188 (1) of the Companies Act, 2013	
Name of the related parties (Nature of Relationship)	Sale, purchase or supply of any goods or materials, Availing or rendering any services, Appointment of any agent for purchase or sale of goods, materials services, leasing of property or machinery . etc. in aggregate for each financial year for 5 years (for value not exceeding of ₹)
Kamalasha Infrastructure and Engineering Pvt. Ltd. (Nature of Relationship – Promoter is Promoter)	₹ 300,00,00,000/-
Arian Innovations Private Limited (Nature of Relationship – Promoter’s relatives are Promoter)	₹ 200,00,00,000/-
Arian Finishings Private Limited (Nature of Relationship – Promoter’s relatives are Promoter)	₹ 50,00,00,000/-
Aakansha Elements Industries Private Limited (Nature of Relationship – Promoter’s relatives are Promoter)	₹ 200,00,00,000/-
MNE Components India Private Limited (Nature of Relationship – Promoter’s relatives are Promoter)	₹ 300,00,00,000/-
K R Bedmutha Techno Associates Pvt. Ltd. (Nature of Relationship – Promoter is Promoter)	₹ 25,00,00,000/-
Bedmutha Sons Realty Ventures Pvt. Ltd. (Nature of Relationship – Promoter is Promoter)	₹ 25,00,00,000/-
Kreepa Steel Industries (Nature of Relationship – Promoters are Partners)	₹ 50,00,00,000/-
Elme Plast Company (Nature of Relationship – Promoters are Partners)	₹ 25,00,00,000/-
Ashoka Pre-Con Private Limited (Nature of Relationship – Associate Company)	₹ 10,00,00,000/-

RESOLVED FURTHER THAT the Board of Directors (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) of the Company, be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary or desirable in this regard to give effect to this resolution.”

5. APPROVAL OF RELATED PARTY TRANSACTIONS:

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to parties the contract and/or arrangement entered into/proposed to be entered into by the Company from time to time with the following related Party/(ies) viz. for a period of 5 (Five) years from September 28, 2024 to September 27, 2029 on the terms and conditions, as per the Explanatory Statement attached to this notice.

Name of the Related Party	Relationship	Value per annum not exceeding (₹)
Rigmaster Engineering Private Limited	Ms. Lavina Vedmutha (Director and 55% Shareholder of Rigmaster Engineering Private Limited) and Mrs. Divya Munot (Director and 45% Shareholder of Rigmaster Engineering Private Limited) are the Daughters of Mr. Ajay Vedmutha and Mrs. Vinita Vedmutha.	₹ 100,00,00,000/- (Rupees Hundred Crores)

BEDMUTHA INDUSTRIES LIMITED

Gigavolt Electromech Industries Private Limited	Mr. Yash Vedmutha (Director and 81% Shareholder of Gigavolt Electromech Industries Private Limited) is the son and Mrs. Aakansha Vedmutha (Director of Gigavolt Electromech Industries Private Limited) is the Daughter in Law of Mr. Vijay Vedmutha.	₹100,00,00,000/- (Rupees Hundred Crores)
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“**RESOLVED FURTHER THAT** the Board of Directors (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) of the Company, be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary or desirable in this regard to give effect to this resolution.”

6. RE-APPOINTMENT OF MR. SHREEKRISHNA MARATHE (DIN: 08691908) AS AN INDEPENDENT DIRECTOR OF THE COMPANY, FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS, COMMENCING FROM APRIL 01, 2025 TO MARCH 31, 2030:

To consider the Re-Appointment of Mr. Shreekrishna Marathe (DIN: 08691908) as a Non-Executive & Independent Director for a Second Term of Five consecutive years and in this regard to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 149 & 152, read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby granted for the re-appointment of Mr. Shreekrishna Marathe (DIN: 08691908) for a Second Term of 5 (Five) consecutive years as an Independent Director of the Company, commencing from April 01, 2025 to March 31, 2030 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director whose office shall not be liable to retire by rotation.”

7. To sell the Undertaking of the Company at Plant-1 (Gat No. A-30 to A-35 and A-57 situated at STICE, Musalgaon MIDC, Sinnar, Nashik , Maharashtra) :

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as a **Special Resolution**:

“**RESOLVED THAT** as per the Resolution Plan(RP) between the Company and Consortium Bankers , and further to the approval accorded vide Resolution passed at the 33rd Annual General Meeting of the Company on September 25, 2023 pursuant to the provisions of Section 180(1)(a), Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, consents and clearances as may be required, consent of the Members of the Company be and is hereby granted to the Board of Directors (hereinafter referred to as ‘the Board’, which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in its behalf), for sale/transfer/ hiving off of the entire **Plant-1 Lease hold Industrial Plot No. A-31 to A-35 and A-57 situated at STICE, Musalgaon, Sinnar, Nashik, Maharashtra** (12000 sq. mtrs.) together with buildings & structures thereon, to related party viz; **MNE Components India Pvt. Ltd. (“MNE”)** at ₹ 7.50 crore (Rupees Seven crore fifty lacs only).

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to finalize and execute all necessary agreements, documents, undertakings, representations as may be necessary with power to do all such acts, deeds, matters and things including settling any questions or difficulties that may arise in implementation of this Resolution.”

8. To sell the Undertaking of the Company at Dindori, Nashik (Gat No. 232, 237 situated at Mouje Rashegaon, Tal. Dindori, Dist. Nashik And Gat No. 29, situated at Mouje Deherewadi, Tal. Dindori, Dist. Nashik) :

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as a **Special Resolution**:

“RESOLVED THAT as per the Resolution Plan(RP) between the Company and Consortium Bankers , and further to the approval accorded vide Resolution passed at the 33rd Annual General Meeting of the Company on September 25, 2023 pursuant to the provisions of Section 180(1)(a), Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, consents and clearances as may be required, consent of the Members of the Company be and is hereby granted to the Board of Directors (hereinafter referred to as ‘the Board’, which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in its behalf), for sale/transfer/ hiving off of the entire **Owned Industrial Land situated at Gat No. 232, 237 Mouje Rashegaon & at Gat No. 29, Mouje Deherwadi, Tal. Dindori, Dist. Nashik to related party viz; Kamalasha Infrastructure And Engineering Pvt Ltd. (“KIEPL”) at ₹16.70 crore (Rupees Sixteen crore , Seventy Lacs only)**

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to finalize and execute all necessary agreements, documents, undertakings, representations as may be necessary with power to do all such acts, deeds, matters and things including settling any questions or difficulties that may arise in implementation of this Resolution.”

9. RATIFICATION OF THE REMUNERATION TO BE PAID TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2024-25:

To consider ratification of remuneration payable to Cost Auditors and in this regard to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 (“the Act”) and all other applicable provisions of the Act, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, if any, for the time being in force) and recommendation of the Audit Committee, the Members of the Company do hereby ratify the remuneration of ₹ 1,75,000/- (Rupees One Lakhs Seventy Five Thousand Only) plus applicable tax and reimbursement of related business expenses, at actuals to M/s. Deodhar Joshi & Associates, Cost Accountants (Registration No. 002146), who have been appointed by the Board of Directors of the Company, as the Cost Auditors to conduct audit of the cost records maintained by the Company, for the financial year 2024-25.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**For and on behalf of Board of Directors
BEDMUTHA INDUSTRIES LIMITED**

**Kachardas Bedmutha
Chairman**

DIN: 00715619

**Registered office: A-70/71/72, STICE,
Musalgaon MIDC, Sinnar, Nashik 422 112**

Date: August 30, 2024

Place: Sinnar, Nashik

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses under Serial No. 4 to 9 to be transacted at the Meeting are annexed hereto.
2. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company at A-70/71/72, STICE, Musalgaon MIDC, Sinnar, Nashik – 422103, Maharashtra, on all working days except Saturdays and Sundays during business hours up to the date of the Meeting. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **September 22, 2024** through email on cs@bedmutha.com. The same will be replied by the Company.
3. The Register of Directors and Key Managerial Persons and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.

BEDMUTHA INDUSTRIES LIMITED

4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The notice is being sent to all the members, whose names appeared in the Register of Members as on **Friday, August 30, 2024**. This notice of the Annual General Meeting of the members of the company along with Annual Report is also displayed/ posted on the websites of the company i.e. www.bedmutha.com and that of Link Intime India Pvt Ltd i.e. <https://instavote.linkintime.co.in>.
5. The Register of Members of the Company will remain closed from Sunday, September 22, 2024 to Saturday, September 28, 2024 (both days inclusive).
6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice as per the requirement of the "Secretarial Standard-2" on General Meetings.
7. The Company has appointed Mr. Sachin Sharma and failing him, Mr. Dinesh Trivedi and failing him Mr. Vishwanath, Designated Partners of M/s Sharma and Trivedi LLP, (Firm Reg. No.AAW-6850), Company Secretaries, Mumbai as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
8. 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 Annual General Meeting, 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.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.bedmutha.com and on the website of Link Intime India Pvt Ltd 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 and National Stock Exchange of India Limited.

9. Pursuant to the General Circulars 9/2023 dated 25th September, 2023, other circulars issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI bearing reference SEBI/HO/DDHS/P/CIR/2023/0164 dated 6th October, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the circulars, the AGM of the Company is being held through VC.
10. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with.

Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to csllp104@gmail.com with a copy marked to cs@bedmutha.com

11. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by the min electronic form and with LIPL in case the shares are held by them in physical form.

In compliance with the aforesaid MCA Circulars dated January 05, 2023 and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.bedmutha.com, websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA <https://www.unisec.in>.

12. The Members can attend and participate in the Annual General Meeting through VC/OAVM facility only. The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum in accordance with Section 103 of the Act.
13. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the AGM, however facility for casting vote during the AGM through e-voting would be provided to the members who have not cast their vote through remote e-voting earlier.

In addition to the remote e-voting facility provided by the Company, the members who have not cast their vote on resolutions through remote e-voting would be given a facility to cast their vote through e-voting during the AGM by clicking the link, <https://instameet.linkintime.co.in> However, we encourage members to use e-voting facilities during e-voting time period.

14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, the Company is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Notice by electronics means and business may be transacted through the e-Voting services. For this purpose, the Company has engaged services of Link Intime India Private Limited, for providing e-Voting services. Remote e-voting facility will be available on the website <https://instavote.linkintime.co.in> from 9.00 a.m. on Wednesday, September 25, 2024 and ends at 05:00 p.m. on Friday, September 27, 2024, after which the facility will be disabled by Instavote and remote e-voting shall not be allowed beyond the said date and time. The notice is also available on the website <https://www.bedmutha.com>. During this period shareholders of the Company, holding shares in dematerialised form, as on the **cut-off** date of September 21, 2024 may cast their votes electronically.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of notice and holding shares as on cut-off date i.e. September 21, 2024, may obtain the login ID and password by sending a request at evoting@linkintime.co.in or contact M/s Link Intime India Private Limited telephone number 022-49186175 The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 21, 2024.

15. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018, has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/ statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
16. SEBI vide Circulars dated July 31, 2023, and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)
17. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Link Intime, for assistance in this regard
18. As per the provisions of Section 72 of the Act, the facility for making Nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s. Link Intime India Pvt. Ltd. in case the shares are held in physical form.
19. Information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking re-appointment is as under:

1.	Name of the Director	Mr. Vijay K Vedmutha	Mr. Shreekrishna Marathe
2.	Director Identification Number(DIN)	00716056	08691908
3.	Date of Birth/Age	August 05, 1964	March 03, 1959
4.	Date of appointment / re-appointment	November 14, 2018	April 01, 2025
5.	Qualifications & Expertise in specific functional area	Industrial & Production Engineer MBA (Finance)	B.A. (Economics) CAIIB

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1.	Name of the Director	Mr. Vijay K Vedmutha	Mr. Shreekrishna Marathe
6.	Relationship with other Directors inter-se	Mr. Vijay Vedmutha is brother of Mr. Ajay Vedmutha (Managing Director & CFO) and son of Mr. Kachardas Bedmutha.	Nil
7.	Remuneration last drawn	₹ 60 Lakhs per annum	NA – Sitting Fees only
8.	Directorships in other Public Companies as on the date of appointment	1. KRBTA – UNISON CONSULTANCY PRIVATE LIMITED	Nil
9.	Chairperson/Member of the committees of Director of the Company	Audit Committee - Member Stakerholders Relationship Committee – Member Corporate Social Responsibility Committee – Member	Audit Committee – Chairman Nomination & Remuneration Committee – Chairman Stakerholders Relationship Committee – Member
10.	Chairman/Member of the Committees of other Companies as on the date of appointment	Nil	Nil
11.	No. of Meetings of the Board attended during the year	4 (Four) Refer Corporate Governance Report annexed to the Board's Report	4 (Four) Refer Corporate Governance Report annexed to the Board's Report
12.	Shareholding, if any, in the Company as on the date of appointment as required under Regulation 36 (3) (e)	34,27,232 Equity Shares of ₹10/- each (10.62%)	Nil
13.	Declaration of non-debarment from holding the office of Director pursuant to any SEBI order or any such other authority.	Mr. Vijay Vedmutha has declared that he is not debarred from holding of office of Director pursuant to any SEBI order or any such other authority.	Mr. Shreekrishna Marathe has declared that he is not debarred from holding of office of Director pursuant to any SEBI order or any such other authority.

Mr. Vijay Vedmutha (DIN: 00716056), Managing Directors of the Company do not hold directorship in any other listed entities.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- Proceed with updating the required fields.
- Post registration, user will be provided with Login ID and password.
- After successful login, click on “Access to e-voting”.

- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:**METHOD 1 – From Easi/Easiest****Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.

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- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>

2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘**View**’ icon for ‘**Company’s Name / Event number**’. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

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Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
 - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - C. **Mobile No.:** Enter your mobile number.
 - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

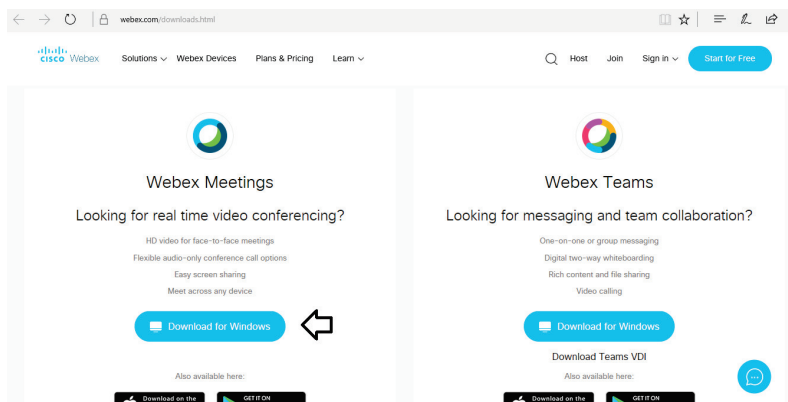
1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

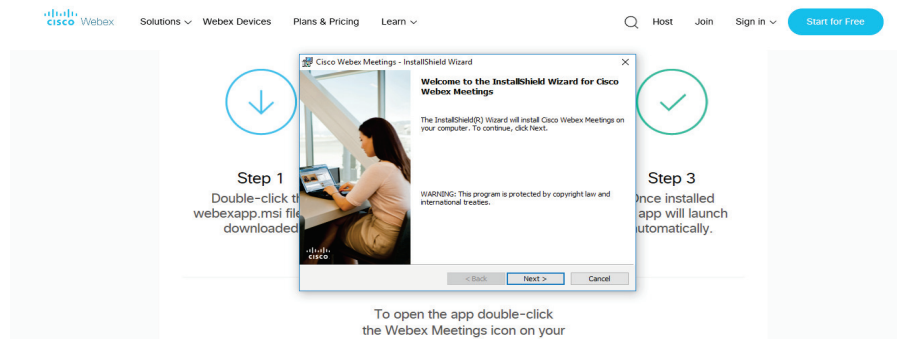
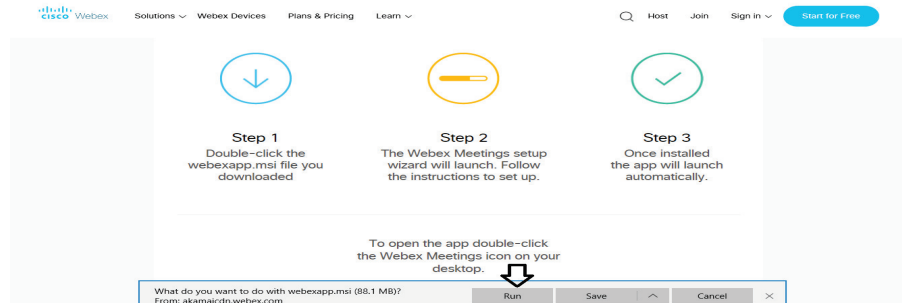
Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

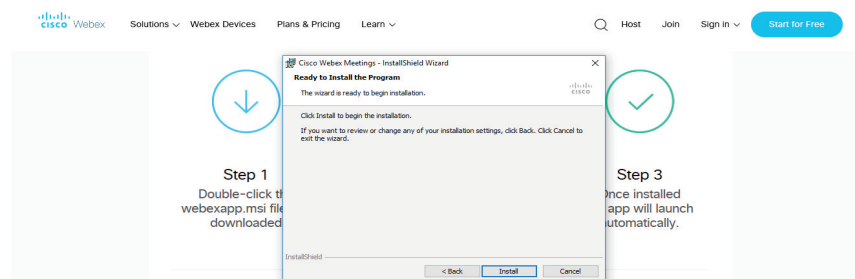
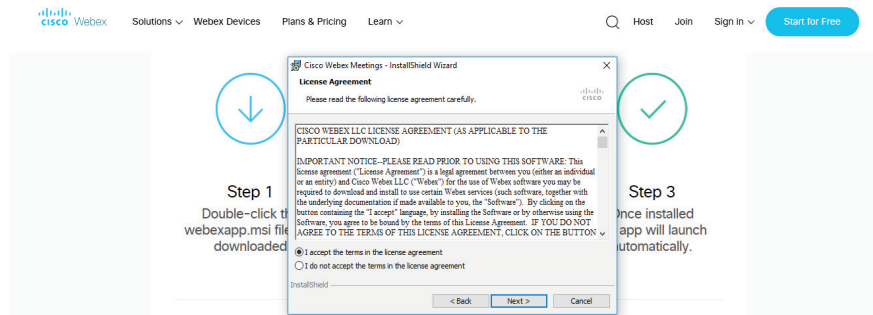
1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on “Submit”.



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3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.



6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

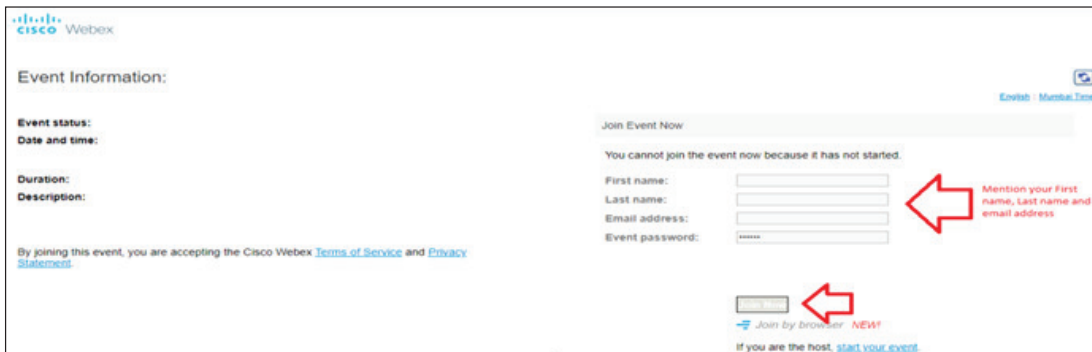
For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

or

a) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



**For and on behalf of Board of Directors
BEDMUTHA INDUSTRIES LIMITED**

**Kachardas Bedmutha
Chairman
DIN: 00715619**

**Date: August 30, 2024
Place: Sinnar, Nashik**

**Registered office: A-70/71/72, STICE,
Musalgaon MIDC, Sinnar, Nashik 422 112**

BEDMUTHA INDUSTRIES LIMITED

ANNEXURE TO NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning each item of Special Business

ITEM NO. 04 :

The members of the Company at its previous Annual General Meetings, approved the contract(s) / arrangement(s), to be entered into by the Company for a period of 5 years, with the related party(s) as per the terms and conditions, and limits which were deemed suitable at that time. Now, after taking into consideration, the balance period of such approved transactions with some of the related parties, and requirements of revised monetary limits and/or terms of contracts, Your Board & Audit committee has proposed this resolution for shareholders approval, in accordance with Section 188 of the Companies Act, 2013 read with Rules 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, prescribe the requirement for obtaining approval of the Members of the Company towards the related party transactions, and in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It is opined that the all the contract(s) / arrangement(s) needs to be renewed for 5 yrs at respective new terms of contracts/arrangements with each party, with the approval accorded by the members at this 34th Annual General Meeting. Hence, on the recommendation of the Audit Committee, and subject to approval of the shareholders at the ensuing Annual General Meeting, the Board of Directors at its meeting held on August 14, 2024, give approval for renewal of the contract(s) / arrangements(s) with the following related party as detailed below.

Now, further taking into consideration, the period of renewal of contract(s) / arrangement(s) with the above related party, it is opined that the all the contract(s) / arrangement(s) needs to 04 be renewed, accorded by the members at this 34th Annual General Meeting. Hence, on the recommendation of the Audit Committee, and subject to approval of the shareholders at the ensuing Annual General Meeting, the Board of Directors at its meeting held on August 14, 2024, give approval for renewal of the contract(s) / arrangements(s) with the following related party as detailed below.

Name of the Related Party & Nature of Relationship	Transaction Limit (Amount / financial year)	Transaction period	Nature, material terms, of the Contract or arrangement	Any other relevant/ important information for Resolution	Shareholding of related party of the company
Kamalasha Infrastructure and Engineering Pvt. Ltd. (KIEPL) (Nature of Relationship – Promoter directors and their relatives are Promoter & 100% shareholders of the said company)	₹ 300,00,00,000/- during each financial year for 5 yrs	5 years (Commencing from Sept 28, 2024 to Sept 27, 2029)	Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company which includes consultancy services. Availing or rendering of loans or advances.	The quality and durability of the materials transacted and effective and efficient services, within competitive cost & duration	Please refer table given hereunder
Arian Innovations Private Limited (AIPL) (Nature of Relationship – Mrs. Aakansha Vedmutha (Director and 50% Shareholder of AIPL) is the daughter in law of Mr. Vijay Vedmutha and Mrs. Usha Vedmutha (Director and 50% Shareholder of AIPL) is the wife of Mr. Vijay Vedmutha.	₹ 200,00,00,000/- during each financial year for 5 yrs	5 years (Commencing from Sept 28, 2024 to Sept 27, 2029)	Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company which includes consultancy services. Availing or rendering of loans or advances.	The quality and durability of the materials transacted and effective and efficient services, within competitive cost & duration	Please refer table given hereunder

Name of the Related Party & Nature of Relationship	Transaction Limit (Amount / financial year)	Transaction period	Nature, material terms, of the Contract or arrangement	Any other relevant/ important information for Resolution	Shareholding of related party of the company
Arian Finishings Private Limited (Nature of Relationship – Mr. Yash Vedmutha (Director and 95% Shareholder of AFPL) is the Son of Mr. Vijay Vedmutha and Mrs. Usha Vedmutha (Director and 5% Shareholder of AFPL) is the wife of Mr. Vijay Vedmutha.)	₹ 50,00,00,000/- during each financial year for 5 yrs	5 years (Commencing from Sept 28, 2024 to Sept 27, 2029)	Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company which includes consultancy services. Availing or rendering of loans or advances.	The quality and durability of the materials transacted and effective and efficient services, within competitive cost & duration	Please refer table given hereunder
Aakansha Elements Industries Private Limited (AEIPL) (Nature of Relationship – (Director and 50% Shareholder of AEIPL) is the daughter in law of Mr. Vijay Vedmutha and Mrs. Usha Vedmutha (Director of AEIPL) is the wife of Mr. Vijay Vedmutha.)	₹ 200,00,00,000/- during each financial year for 5 yrs	5 years (Commencing from Sept 28, 2024 to Sept 27, 2029)	Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company which includes consultancy services. Availing or rendering of loans or advances.	The quality and durability of the materials transacted and effective and efficient services, within competitive cost & duration	Please refer table given hereunder
MNE Components India Private Limited (MNE) (Nature of Relationship – Mrs. Aakansha Vedmutha (Director and 37.5% Shareholder of MNE) is the daughter in law of Mr. Vijay Vedmutha and Mrs. Usha Vedmutha , Director and 37.5% Shareholder of MNE is the wife of Mr. Vijay Vedmutha.)	₹ 300,00,00,000/- during each financial year for 5 yrs	5 years (Commencing from Sept 28, 2024 to Sept 27, 2029)	Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company which includes consultancy services. Availing or rendering of loans or advances.	The quality and durability of the materials transacted and effective and efficient services, within competitive cost & duration	Please refer table given hereunder
K R Bedmutha Techno Associates Pvt. Ltd. (KRBTA) (Nature of Relationship – Mrs. Vinita Vedmutha (Director of K R Bedmutha Tech Associates Private Limited) is wife of Mr. Ajay Vedmutha, Managing Director)	₹ 25,00,00,000/- during each financial year for 5 yrs	5 years (Commencing from Sept 28, 2024 to Sept 27, 2029)	Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company which includes expertise and consultancy services. Availing or rendering of loans or advances.	The quality and durability of the materials transacted and effective and efficient services , within competitive cost & duration	Please refer table given hereunder

BEDMUTHA INDUSTRIES LIMITED

Name of the Related Party & Nature of Relationship	Transaction Limit (Amount / financial year)	Transaction period	Nature, material terms, of the Contract or arrangement	Any other relevant/ important information for Resolution	Shareholding of related party of the company
Bedmutha Sons Realty Ventures Pvt. Ltd. (BSRVPL) (Nature of Relationship – Promoter directors and their relatives are Promoter & 100% shareholders of BSRVPL)	₹ 25,00,00,000/- during each financial year for 5 yrs	5 years (Commencing from Sept 28, 2024 to Sept 27, 2029)	Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company which includes expertise and consultancy services. Availing or rendering of loans or advances.	The quality and durability of the materials transacted and effective and efficient services, within competitive cost & duration	Please refer table given hereunder
Kreepa Steel Industries (Nature of Relationship – Promoters are Partners)	₹ 50,00,00,000/- during each financial year for 5 yrs	5 years (Commencing from Sept 28, 2024 to Sept 27, 2029)	Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company.	The quality and durability of the materials transacted and effective and efficient services, within competitive cost & duration	Please refer table given hereunder
Elme Plast Company (Nature of Relationship – Promoters are 100% Partners)	₹ 25,00,00,000/- during each financial year for 5 yrs	5 years (Commencing from Sept 28, 2024 to Sept 27, 2029)	Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company.	The quality and durability of the materials transacted and effective and efficient services, within competitive cost & duration	Please refer table given hereunder
Ashoka Pre-Con Private Limited (Nature of Relationship – Associate Company)	₹ 10,00,00,000/- during each financial year for 5 yrs	5 years (Commencing from Sept 28, 2024 to Sept 27, 2029)	Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company.	The quality and durability of the materials transacted and effective and efficient services, within competitive cost & duration	Please refer table given hereunder

Mr. Kachardas Bedmutha, Mr. Vijay Vedmutha, Mr. Ajay Vedmutha, Promoter cum Executive Directors and Mrs. Vinita Vedmutha, CEO and their relatives and their entities are connected or interested directly or indirectly in the above resolution. No other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution financially or otherwise, except to the extent of their shareholding in the Company and/or Directorships and/or Shareholding in the related party as listed above.

In terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification or re-enactment thereof), the related parties shall not participate in the voting. Accordingly, Mr. Kachardas Bedmutha, Mr. Vijay Vedmutha and Mr. Ajay Vedmutha and their relatives and their entities as listed below shall not participate in passing the proposed resolution to be passed as a Special Resolution.

BEDMUTHA INDUSTRIES LIMITED



The detail of shareholding of the promoters and the concerned related parties who shall not participate in passing of the proposed resolution as mentioned above are as follows:

S.No.	Name of the Promoters and concerned Related Parties	No. of shares held	% of total no. of shares
1	Mr. Ajay Kachardas Vedmutha	34,76,464	10.78
2	Ms. Divya Ajay Vedmutha	11,039	0.03
3	Mr. Kachardas Ratanchand Bedmutha	23,41,973	7.26
4	Mrs. Kamalabai Kachardas Bedmutha	12,77,313	3.96
5	Ms. Usha Vijay Vedmutha	16,62,475	5.15
6	Mr. Vijay Kachardas Vedmutha	34,27,232	10.62
7	Ms. Vinita Ajay Vedmutha	16,72,148	5.18
8	Mr. Yash Vijay Vedmutha	23,901	0.07
9	Bedmutha Sons Realty Ventures Private Ltd,	32,39,898	10.04
10	K R Bedmutha Techno Associates Private Ltd.	12,72,753	3.95
	TOTAL	1,84,05,196	57.05

All the documents referred in the Notice are open for inspection at the Registered Office of the Company during 11:00 a.m. to 01:00 p.m., on all working days except Saturday, Sunday and Public Holidays up to the date of ensuing Annual General Meeting of the Company.

The Board of Directors recommends passing of the Resolution at Item No. 04 as contained in the notice as a Special Resolution.

ITEM NO. 05 :

Section 188 of the Companies Act, 2013 read with Rules 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, prescribe the requirement for obtaining approval of the Members of the Company towards the related party transactions. Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification or re-enactment thereof) has also prescribed seeking of shareholders' approval for material related party transactions viz. transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds the limits viz. 10% of the Consolidated Turnover of the Company as per last audited financial Statement of the Company.

On the recommendation of the Audit Committee, and subject to approval of the shareholders at the ensuing Annual General Meeting, the Board of Directors at its meeting held on May 28, 2024, approved the contract / arrangement proposed to be entered into by the Company with the following related party for a period of 5 (Five) years from May 28, 2024 to May 27, 2029, as per following terms and conditions mentioned below viz.:

Name of the Related Party	Rigmaster Engineering Private Limited	Gigavolt Electromech Industries Private Limited
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Ajay Vedmutha, Managing Director & CFO of the Company and Mrs. Vinita Vedmutha	Mr. Vijay Vedmutha, Managing Director of the Company
Nature of Relationship	Ms. Lavina Vedmutha (Director and 55% Shareholder of Rigmaster Engineering Private Limited) and Mrs. Divya Munot (Director and 45% Shareholder of Rigmaster Engineering Private Limited) are the Daughters of Mr. Ajay Vedmutha and Mrs. Vinita Vedmutha.	Mr. Yash Vedmutha (Director and 81% Shareholder of Gigavolt Electromech Industries Private Limited) is the son and Mrs. Aakansha Vedmutha (Director of Gigavolt Electromech Industries Private Limited) is the Daughter in Law of Mr. Vijay Vedmutha.
Nature, material terms, monetary value and particulars of the Contract or arrangement	Nature – Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company. Availing or rendering of loans or advances. Duration – 5 years (May 28, 2024 to May 27, 2029) Monetary value: ₹100,00,00,000/- (Rupees One Hundred Crores) per annum Particulars– Rigmaster Engineering	Nature – Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company. Availing or rendering of loans or advances. Duration – 5 years (May 28, 2024 to May 27, 2029) Monetary value: ₹150,00,00,000/- (Rupees One Hundred and Fifty Crores) per annum Particulars– Gigavolt Electromech Industries

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	Private Limited is in the business of manufacturing, buying, selling, trading, dealing, importing, exporting, processing ferrous & nonferrous metals including but not limited to wires, wire ropes, wire rods, other aluminium products, steel wires, zinc, lead, fittings, accessories, articles, lifting equipments & tackles and other products with their components of all description and grades	Private Limited is in the business manufacture, fabricate and assemble, repair, buy, sell, import, export, distribute, and deal in electrical and mechanical components for SWITCHGEAR industries, Electric vehicles, Electric distribution, transmission and generation industries, for Railways, Defence and automobile parts of all kinds and descriptions, automotive and other gears, transmission and space Industries and other allied industries and to act as brokers and marketing agents for aforesaid items.
Any other information relevant or important for the Members to make a decision on the proposed transaction	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/transaction/arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/transaction/arrangement with the related party.
Shareholding, if any, of the related parties	Ms. Lavina Vedmutha daughter of Mr. Ajay Vedmutha, is a Director and holds 5,500 Shares (55%) Equity Shares of Face Value of ₹ 10/- each in Rigmaster Engineering Private Limited and Mrs. Divya Munot is the Daughter of Mr. Ajay Vedmutha, is a Director and holds 4,500 Shares (45%) Equity Shares of Face Value of ₹ 10/- each in Rigmaster Engineering Private Limited. Rigmaster Engineering Pvt. Ltd. Does not hold any share in the Company. However, Mr. Ajay Vedmutha, Managing Director holds 34,76,464 (10.78%) shares in the Company.	Mr. Yash Vedmutha is the son of Mr. Vijay Vedmutha, is a Director and holds 8,100 Shares (81%) Equity Shares of Face Value of ₹ 10/- each in Gigavolt Electromech Industries Private Limited and Mrs. Usha Vedmutha is the wife of Mr. Vijay Vedmutha, is a Director and holds 5,000 Shares (50%) Equity Shares of Face Value of ₹ 10/- each in Gigavolt Electromech Industries Pvt. Ltd. does not hold any share in the Company. However, Mr. Vijay Vedmutha, Managing Director holds 34,27,232 (10.62%) shares in the Company.

Mr. Kachardas Bedmutha, Mr. Vijay Vedmutha, Mr. Ajay Vedmutha, Promoter cum Executive Directors and Mrs. Vinita Vedmutha, CEO and their relatives and their entities are connected or interested directly or indirectly in the above resolution. No other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution, except to the extent of their shareholding in the Company and/or Directorships and/or Shareholding in the related party as listed above.

In terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification or re-enactment thereof), the related parties shall not participate in the voting. Accordingly, Mr. Kachardas Bedmutha, Mr. Vijay Vedmutha and Mr. Ajay Vedmutha and their relatives and their entities as listed below shall not participate in passing the proposed resolution to be passed as a Special Resolution.

The detail of shareholding of the promoters and the concerned related parties who shall not participate in passing of the proposed resolution as mentioned above are as follows:

S.No.	Name of the Promoters and concerned Related Parties	No. of shares held	% of total no. of shares
1	Mr. Ajay Kachardas Vedmutha	34,76,464	10.78
2	Ms. Divya Ajay Vedmutha	11,039	0.03
3	Mr. Kachardas Ratanchand Bedmutha	23,41,973	7.26
4	Mrs. Kamalabai Kachardas Bedmutha	12,77,313	3.96
5	Ms. Usha Vijay Vedmutha	16,62,475	5.15
6	Mr. Vijay Kachardas Vedmutha	34,27,232	10.62
7	Ms. Vinita Ajay Vedmutha	16,72,148	5.18
8	Mr. Yash Vijay Vedmutha	23,901	0.07
9	Bedmutha Sons Realty Ventures Private Ltd,	32,39,898	10.04
10	K R Bedmutha Techno Associates Private Ltd.	12,72,753	3.95
	TOTAL	1,84,05,196	57.05

All the documents referred in the Notice are open for inspection at the Registered Office of the Company during 11:00 a.m. to 01:00 p.m., on all working days except Saturday, Sunday and Public Holidays up to the date of ensuing Annual General Meeting of the Company.

The Board of Directors recommends passing of the Resolution at Item No. 05 as contained in the notice as a Special Resolution.

ITEM NO. 06 :

The Members of the Company, by passing an ordinary resolution in its 30th Annual General Meeting (AGM) held on December 14, 2020, had appointed Mr. Shreekrishna Marathe (DIN: 08691908) as an Independent Director of the Company, for a First term of 5 (Five) consecutive years commencing from April 01, 2020 till March 31, 2025.

The present tenure of Mr. Shreekrishna Marathe (DIN: 08691908) will be upto March 31, 2025 and as per the provisions of Section 149 of the Act and the Rules made thereunder and the Listing Regulations, an Independent Director can be re-appointed for a Second term by passing a Special Resolution by the Company.

Mr. Shreekrishna Marathe, aged about 65 years, is B.A. (Economics) & CAIIB by qualification. He joined Punjab National Bank in the year 1982 and worked with the Bank in different capacities for 37 years before he retired as Deputy General Manager. He is having vast experience in various facets of Management, Administration, foreign exchange business, credit expansion, business development, development of human resource, recovery of stressed accounts, control aspect of banks, investigation of fraud cases etc.

Mr. Shreekrishna Marathe is eligible and is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has consented to continue as an Independent Director of the Company. The Company has also received a declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing Regulations. Further, the Company has pursuant to Section 160 of the Act received notice, in writing, from a member proposing his candidature for re-appointment as an Independent Director.

Mr. Shreekrishna Marathe is the Chairman of the following Committees of the Board of Directors of the Company:

- 1) Audit Committee – Chairman;
- 2) Nomination and Remuneration Committee – Chairman;

In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made thereunder and also under the Listing Regulations for re-appointment as an Independent Director of the Company.

Mr. Shreekrishna Marathe is independent of the Management of the Company.

Based on the professional skill, knowledge, experience and the contributions made by Mr. Shreekrishna Marathe, during his association with the Company and also on the basis of their performance evaluation, the Board of the Directors of the Company has, on the recommendation of the Nomination and Remuneration Committee, considered it desirable that it shall be in the interest of the Company to continue to avail the services of Mr. Shreekrishna Marathe, as an Independent Director of the Company.

It is therefore proposed to re-appoint Mr. Shreekrishna Marathe as an Independent Director of the Company, to hold office for a Second term of 5 (Five) consecutive years, commencing from April 01, 2025 to March 31, 2030, with a period of office not liable to determination by retirement by rotation.

The details of Mr. Shreekrishna Marathe are provided in the Annexure to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Shreekrishna Marathe neither holds any share in the Company nor is he related to any other Director on the Board of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Shreekrishna Marathe are concerned or interested (financially or otherwise), in the proposed Special Resolution.

A copy of the draft letter of appointment of Mr. Shreekrishna Marathe as an Independent Director shall be open for inspection at the Registered Office of the Company during 11:00 a.m. to 01:00 p.m., on all working days except Saturday, Sunday and Public Holidays up to the date of ensuing Annual General Meeting of the Company.

The Board of Directors recommends passing of the Resolution at Item no. 06 as contained in the notice as a Special Resolution.

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ITEM NO. 07 & 08 :

As per the Resolution Plan(RP) between the Company and Consortium Bankers , the Company is required to bring in additional funds by sale of Non-core Assets owned by the Company to meet the additional long term/ working capital requirements of the Company.

Your company had already taken approval of shareholders in 33rd AGM of the company to sell various non-core assets and/or the factory building , fully and /or partially to any third party (ies) including any related parties of the Company, considering distressed sale possibility or synergy factor in view.

The Management of the Company tried hard for selling of such non-core assets in open market but now considering urgent requirement of working capital needs and Capex, management recommends to the audit committee and the board as well as shareholders for their approval to sale below mentioned assets out of total assets identified by the bankers, to the related party at a valuation arrived above net realisable value and the synergy factors for future transactions and/or arrangements to be executed with such parties at arm's length basis.

Hence, it is proposed to Sell :

- a) **Plant-1** Lease hold Industrial Plot No. A-31 to A-35 and A-57 situated at STICE, Musalgaon, Sinnar, Nashik, Maharashtra (12000 sq. mtrs.) together with buildings & structures thereon , to related party viz; **MNE Components India Pvt. Ltd. ("MNE")**
- b) **Owned Industrial Land** situated at Gat No. 232, 237 Mouje Rashegaon & at Gat No. 29, Mouje Deherwadi, Tal. Dindori, Dist. Nashik to related party viz; **Kamalasha Infrastructure And Engineering Pvt Ltd. ("KIEPL")**

As the Board of Directors are aware, the Company would enter into a related party transactions arrangement with the following parties

- a) **MNE Components India Pvt. Ltd. ("MNE")** for purchase and/or sale of Copper , Copper products and allied wire & wire products. Availing from and rendering services to the company, as there is a considerable potential to exploit the synergies between the Company and MNE. It was discussed with MNE that a manufacturing plant for their products shall be set up at Plant-I .
- b) **Kamalasha Infrastructure And Engineering Pvt Ltd. ("KIEPL")** Sale and purchase of wire, wire products and allied products, availing from and rendering services to the Company which includes consultancy services. Availing or rendering of loans or advances. KIEPL being a large size EPC contract services company , there is a considerable potential to exploit the synergies between the Company and KIEPL

The said Land, factory building (if any) thereon established by the Company is proposed to be transferred to such related party after obtaining all requisite approvals. The said facility is proposed to be transferred on slump sale basis together with all the identified assets, consents, permissions etc.

- **At ₹ 16.70 crore Rasegaon & Deherwadi land to Kamalasha Infrastructure And Engineering Pvt Ltd.**
- **At ₹ 7.50 crore plot no A 31 to A35 & A57 STICE to MNE Components India Pvt. Ltd.**

Section 180(1)(a) of the Companies Act, 2013 ("the Act"), inter alia, prescribes that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company subject to consent of the members by a Special Resolution. Explanation to the said Section 180 (1)(a) defines the terms "undertaking" and "substantially the whole of the undertaking".

Since the said facility will tantamount to an undertaking of the Company as contemplated under Section 180(1) of the Act, it is proposed to pass this resolution as a Special Resolution.

As the both parties promoter are technically a related party as contemplated in Section 188 read with Section 2(76) of the Act, It is therefore proposed to pass this resolution also as required by Section 188 of the Act seeking approval of the members, after the same is approved by Audit committee as well as the Board.

The said undertakings will be transferred after obtaining the requisite approvals from various authorities to facilitate this transfer. The establishment of arrangement will further benefit the Company as the Company will be able to supply Steel/ Copper products to MNE & KIEPL on arm's length basis.

The Valuation of the Undertakings for sale is derived on the basis of ;

- **Plant-1** , is one of the Non-core asset identified for sale under Restructuring Plan implemented by Consortium Banks

Description of Property:

Property	Name of the Purchasing Party	Area of Property	Full Value of Consideration(INR)
Plant - 1 -Plot no. A31-A35 & A57, STICE, Musalgaon, Sinnar, Nashik - 422112	MNE	12,000 Sq Mt.	7,50,00,000

Details of Valuation conducted by Valuer on 18/6/2024:

Sr. No.	Property	Details	Market Value in INR	Realisable Value in INR	Distress Value in INR
1	Plant - 1 -Plot No. A31-35 & 57 STICE Sinnar.	Land	5,10,00,000	6,45,76,638	5,46,31,038
		Building	2,04,42,144		
		Services/ Compound Wall	15,40,000		
		Total	7,29,82,144	6,45,76,638	5,46,31,038

- **Industrial land** at Rasegaon & Deherwadi , in Taluka-Dindori, Dist- Nashik

Description of Property:

Property	Name of the Purchasing Party	Area of Property	Consideration Finalised(INR.)
Land Under Gat No. 232, 237 Mouje Rashegaon And Gat No. 29, Mouje Deherwadi, At Nashik Peth Road, Tal. Dindori, Dist. Nashik	KIEPL	2,07,430.00 Sq Mt.	₹ 16,70,00,000

Details of Valuation Conducted by Valuer on 20/5/24 :

Sr. No.	Property	Market Value in INR	Realisable Value in INR	Distress Value in INR
1	Rasegaon & Deherwadi Land	16,59,13,000	14,93,22,000	13,27,30,600

Accordingly, the approval of the Members is sought under the provisions of Sections 180(1)(a) and Section 188 and other applicable provisions of the Act including Rules framed thereunder since, as explained above, it will be considered as a related party transaction. Approval of the Members by passing a resolution is also required under Regulation 23(h) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said Section 180 of the Act requires passing of a Special Resolution.

The other requisite disclosures as required by the corresponding Rules under Section 188 are as under:

a.	Name of the Related Party	MNE	KIEPL
b..	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Vijay Vedmutha	Mr. Ajay Vedmutha Mr. Vijay Vedmutha Mr. K R Bedmutha Mrs. Vinita Vedmutha
c.	Nature of Relationship	Mrs. Usha Vedmutha (Promoter having 37.5 % shareholding & Director of MNE) is Wife of Mr. Vijay Vedmutha Mrs. Aakansha Vedmutha (Promoter having 37.5% shareholding & Director of MNE) is Daughter in law of Mr. Vijay Vedmutha	Common promoters (Promoter and their relatives having 100% shareholding of KIEPL)

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d.	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of land & buildings of Plant-1 at STICE, Sinnar as described hereinabove at value of 750 lakhs.	Sale of Industrial land as described hereinabove at value of 1670 lakhs.
e.	Any other information relevant or important for the Members to take a decision on the proposed resolution	Related party transaction arrangement with such party already exist for purchase and/or sale of wire , wire products and allied products. Availing from and rendering services to the company. The proposed transactions are up to ₹ 100 crore per year for 5 yrs	Related party transaction arrangement with such party already exist for purchase and/or sale of wire , wire products and allied products. Availing from and rendering services to the company. The proposed transactions are up to ₹ 300 crore per year for 5 yrs

Mr. Kachardas Bedmutha, Mr. Vijay Vedmutha, Mr. Ajay Vedmutha, Promoter cum Executive Directors and Mrs. Vinita Vedmutha, CEO and their relatives and their entities are connected or interested directly or indirectly in the above resolution. No other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution, except to the extent of their shareholding in the Company and/or Directorships and/or Shareholding in the related party as listed below.

In terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification or re-enactment thereof), the related parties shall not participate in the voting. Accordingly, Mr. Kachardas Bedmutha, Mr. Vijay Vedmutha and Mr. Ajay Vedmutha and their relatives and their entities as listed below shall not participate in passing the proposed resolution.

The detail of shareholding of the promoters and the concerned related parties who shall not participate in passing of the proposed resolution as mentioned above are as follows:

S. No.	Name of the Promoters and concerned Related Parties	No. of shares held	% of total no. of shares
1	Mr. Ajay Kachardas Vedmutha	34,76,464	10.78
2	Ms. Divya Ajay Vedmutha	11,039	0.03
3	Mr. Kachardas Ratanchand Bedmutha	23,41,973	7.26
4	Mrs. Kamalabhai Kachardas Bedmutha	12,77,313	3.96
5	Ms. Usha Vijay Vedmutha	16,62,475	5.15
6	Mr. Vijay Kachardas Vedmutha	34,27,232	10.62
7	Ms. Vinita Ajay Vedmutha	16,72,148	5.18
8	Mr. Yash Vijay Vedmutha	23,901	0.07
9	Bedmutha Sons Realty Ventures Private Ltd,	32,39,898	10.04
10	K R Bedmutha Techno Associates Private Ltd.	12,72,753	3.95
	TOTAL	1,84,05,196	57.05

All the documents referred in the Notice are open for inspection at the Registered Office of the Company during 11:00 a.m. to 01:00 p.m., on all working days except Saturday, Sunday and Public Holidays up to the date of ensuing Annual General Meeting of the Company.

The Board of Directors recommends passing of the Resolution at Item No. 07 & 08 as contained in the notice as a Special Resolution.

ITEM NO. 09:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors detailed below to conduct the audit of the cost records of the Company and to submit Cost Audit Report for the Financial Year 2024-25.

Name of the Cost Auditor	Audit Fees
M/s. Deodhar Joshi & Associates (Firm Registration No. 002146),	₹ 1,75,000/- [Rupees One lakhs Seventy Five Thousands only]

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In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors requires ratification by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 09 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2024-25.

None of the Directors and Key Managerial Personnel and their relatives is in any way concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

All the documents referred in the Notice are available for inspection by the shareholders at the Registered Office of the Company on all working days except Public holidays, Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. upto the date of the ensuing Annual General Meeting and will also be available for inspection at the Meeting.

The Board of Directors recommends passing of the Resolution at Item no. 09 as contained in the notice as an Ordinary Resolution.

**For and on behalf of Board of Directors
BEDMUTHA INDUSTRIES LIMITED**

**Kachardas Bedmutha
Chairman**

DIN: 00715619

**Registered office: A-70/71/72, STICE,
Musalgaon MIDC, Sinnar, Nashik 422 112**

Date: August 30, 2024

Place: Sinnar, Nashik

BEDMUTHA INDUSTRIES LIMITED

LETTER TO SHAREHOLDERS

Dear Shareholders,

On behalf of Board of Directors and myself, It's my pleasure to present the 34th Annual Report of Bedmutha Industries Limited.

Despite of a Global challenges, Geopolitical situation, War in various parts of the world more particularly war between Russia and Ukraine, Israel and Palestine which disrupted the supply chain, sluggish demand in major economies, We have maintained pace of growth, and have been able to achieve the growth in topline by 18.23 %, growth in EBIDTA by 5.10 % and PAT growth by 60.54%

In continuation of the previous years, we have maintained the trend of regularity, in repayment of dues' to financial institutions, we are on right path to make your company debt free with respect to existing term loan.

As informed in previous year's letter to you about erection and commissioning of captive solar plant, it is on the verge of completion, and also commissioning of solar plant is expected by September 2024. This will help in saving energy cost substantially and also support green initiatives of the company.

We are moving ahead with our expansion plan in phased manner, which is a Mega project, under PSI scheme sanctioned by Government of Maharashtra. The said mega project related activities of the company is targeted to complete by March 2027.

Our aim in short term as conveyed last year is to sweat the assets fully, to maximize the capacity utilisation and adding the machinery under the expansion plan for high value added products in both steel and copper segment.

With this positive affirmation for future, I express my sincere gratitude to our team members, and all the stakeholders namely, suppliers, customers, employees, Board of Directors, Senior Management Team, Financial Institutions, all Government Departments and special mention to you all shareholders.

With Best Regards,

K. R. Bedmutha
Chairman

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