

BEDMUTHA INDUSTRIES LIMITED

CIN - L 31200MH1990PLC057863

MANUFACTURER & EXPORTER OF

★ ALL TYPES OF GALVANISED WIRES & BLACK WIRES

★ ACSR CORE WIRES

★ CABLE ARMOURING WIRE & STRIPS

★ STAY WIRES & EARTH WIRES

★ M.S. & H.B. WIRES

★ SPRING STEEL WIRES

★ ROLLING QUALITY WIRES

★ P.C. WIRE & P.C. STRAND WIRES

★ ROPE WIRES

★ BARBED WIRE

★ CHAIN LINK FENCINGS

★ WIRE NAILS

★ BINDING WIRES



Date: 05/09/2025

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

Sub: Submission of Notice of Thirty Fifth (35th) Annual General Meeting of the Company

Dear Sir / Madam,

We would like to inform that Thirty Fifth (35th) Annual General Meeting (AGM) of the Members of the Company will be held on **Monday, September 29, 2025 at 11.45 a.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

In compliance with applicable provisions of the Companies Act, 2013 read with General Circular 9/2024 dated 19th September, 2024 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 No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (‘SEBI Circulars’), 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 (as amended), the Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations 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, the Company has fixed **Monday, September 22, 2025 as the Cut-off date**. The Company has engaged the services of MUFG Intime India Private Limited (earlier known as Link Intime India Private Limited) to provide the e-voting facility on Instavote platform.

The remote e-voting period commences from **9.00 a.m. (IST) on Friday, September 26, 2025 and ends at 05:00 p.m. (IST) on Sunday, September 28, 2025**. 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.

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

BEDMUTHA INDUSTRIES LIMITED

CIN - L 31200MH1990PLC057863

MANUFACTURER & EXPORTER OF

★ ALL TYPES OF GALVANISED WIRES & BLACK WIRES

★ ACSR CORE WIRES

★ CABLE ARMOURING WIRE & STRIPS

★ STAY WIRES & EARTH WIRES

★ M.S. & H.B. WIRES

★ SPRING STEEL WIRES

★ ROLLING QUALITY WIRES

★ P.C. WIRE & P.C. STRAND WIRES

★ ROPE WIRES

★ BARBED WIRE

★ CHAIN LINK FENCINGS

★ WIRE NAILS

★ BINDING WIRES



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 Tuesday, September 23, 2025 to Monday, September 29, 2025 (both days inclusive)** for the purpose of 35th AGM of the Company.

We are enclosing herewith the Notice of 35th Annual General Meeting of the Company.

Further, the Notice of AGM is available on the website of the Company <https://bedmutha.com/investor/> and on the website of the MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>.

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 2024-25 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**

**Madhvendra Pratap Singh
Company Secretary & Compliance Officer
ICSI M. No. ACS-60444**

Encl: AGM Notice

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

NOTICE TO MEMBERS

Notice is hereby given that the **Thirty-Fifth (35th) Annual General Meeting** of the Members of **Bedmutha Industries Limited** will be held on **Monday, September 29, 2025 at 11.45 AM (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business. The venue of the Meeting shall be deemed to be the Registered Office of the Company at A-70/71/72, STICE, Musalgaon, Sinnar-Shirdi Road, Sinnar, Nashik, Maharashtra 422 112 to transact the following business: -

ORDINARY BUSINESS:**ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, 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, 2025 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.”

ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with Auditors Report thereon 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, 2025 and the report of the Auditors thereon as circulated to the Members and laid before the meeting be and are hereby considered and adopted.”

3. **RE-APPOINTMENT OF MR. KACHARDAS RATANCHAND BEDMUTHA (DIN:00715619), WHOLE-TIME DIRECTOR, DESIGNATED AS CHAIRMAN OF THE COMPANY, LIABLE TO RETIRE BY ROTATION**

To appoint a Director in place of **Mr. Kachardas Ratanchand Bedmutha (DIN: 00715619)**, who retires by rotation and, being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, **Mr. Kachardas Ratanchand Bedmutha (DIN: 00715619)**, Whole-time Director designated as Chairman of the Company, 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. Kachardas Ratanchand Bedmutha as a Director, shall not in any way constitute a break in his existing office as the Chairman of the Company.”

SPECIAL BUSINESS

4. **TO APPOINT M/S SHARMA & TRIVEDI, LLP, PRACTISING COMPANY SECRETARIES, MUMBAI, (LLPIN: AAW6850) AS SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF FIVE FINANCIAL YEAR**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ‘ (SEBI (LODR) Regulations, 2015’) read with Circulars issued thereunder from time to time and other applicable provisions as amended time to time (including any Statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Sharma & Trivedi, LLP, Practising Company Secretaries, Mumbai, (LLPIN AAW6850) and Peer Review Certificate No.:No.5560/2024), be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years, commencing from financial year 2025-2026 till financial year 2029-2030 to undertake secretarial audit as required under the Act and SEBI Listing Regulations and issue the necessary secretarial audit report for the aforesaid period at a remuneration of Rs.1,80,000/- (Rupees One Lakh Eighty Thousand only) (excluding out of pocket expenses and reimbursement of expenses, if any) for FY 2025-26 and for subsequent financial years at such remuneration as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company.”

BEDMUTHA INDUSTRIES LIMITED

RESOLVED FURTHER THAT in addition to the fees, any other fees for certification and other permissible services under Regulation 24A(1)(b) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 may be paid to the Secretarial Auditors at such rate as may be agreed between the Secretarial Auditors and Management of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. **RATIFICATION OF THE REMUNERATION TO BE PAID TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2025-26**

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 Rs.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 2025-26.”

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.”

6. **TO CONSIDER AND APPROVE THE REMUNERATION PAYABLE TO MR. KACHARDAS RATANCHAND BEDMUTHA (DIN:00715619), WHOLE-TIME DIRECTOR, DESIGNATED AS CHAIRMAN OF THE COMPANY FOR THE PERIOD OF TWO YEARS EFFECTIVE FROM AUGUST 10, 2025 TO AUGUST 09, 2027**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the relevant provision(s) of the Articles of Association of the Company, Regulation 23 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee, the consent of the members be and is hereby accorded, subject to necessary approvals, if any, to the remuneration payable to Mr. Kachardas Ratanchand Bedmutha (DIN: 00715619) as Whole-time Director designated as Chairman of the Company for the remaining period of his existing appointment viz. a period of Two years effective from August 10, 2025 to August 09, 2027 on the terms and remuneration asset out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, which in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and the Listing Regulations; and as a minimum remuneration in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the term of appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

7. TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION (S) TO BE ENTERED INTO WITH MNE COMPONENTS INDIA PRIVATE LIMITED, RELATED PARTY, FOR THE PERIOD OF ONE YEAR, UNDER SECTION 188 OF THE COMPANIES ACT, 2013 READWITH REGULATION 23(3) (e) AND 23(4) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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

“RESOLVED THAT 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 Regulation 23(3) (e) and 23(4) 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 enter into the transactions, contracts and / or arrangements entered into / proposed to be entered into by the Company from time to time with the following related parties for a period of One year i.e. upto the date of next AGM to be held for the Financial Year 2025-26, on the terms and conditions, as per the Explanatory Statement attached to this notice:

Sr. No.	Name of Related Party	Nature of Relationship	Nature of Transaction(s)	Value of Transaction (₹ in Crore)	Material Terms & Conditions	Any other relevant/ important Information
1	MNE Components India Private Limited	Company in which Promoters/Directors and their relatives are directly or indirectly interested by virtue of holding directorship or as shareholders of the Company	Purchase of goods or services i.e. Wire/Wire Products & Allied Products made of Copper/ Steel	40 Crore	<ul style="list-style-type: none"> On the similar terms and conditions in line with prevailing commercial practices with 3rd Parties in the Ordinary Course of Business and at arm’s length basis The quality and durability of the materials transacted. Effective and efficient services, with competitive cost & duration 	MNE Components India Private Limited is in the business of manufacture, fabricate and assemble, repair, buy, sell, import, export, distribute, and deal in automobile parts of all kinds and descriptions, automotive and other gears, transmission and electrical and mechanical components
		Sale of Goods or Services or services i.e. Wire/ Wire Products & Allied Products made of Copper/ Steel	100 Crore			

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.”

8. TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION(S) IN STIPULATION OF MODIFICATION/INSERTION IN THE NAME OF PROPOSED BUYERS FOR THE EXISTING APPROVAL OF THE SHAREHOLDERS OBTAINED IN THE NAME OF KAMALASHA INFRASTRUCTURE AND ENGINEERING PVT LTD (RELATED PARTY), UNDER SECTION 188 OF THE COMPANIES ACT, 2013 READWITH REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR SALE OF OWNED INDUSTRIAL LAND SITUATED AT GAT NO. 232, 237 MOUJE RASHEGAON & AT GAT NO. 29, MOUJE DEHERWADI, TAL. DINDORI, DIST. NASHIK

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

“RESOLVED THAT in partial modification to the earlier resolution passed by the members of the Company at the 33rd Annual General Meeting of the Company on September 25, 2023 & 34th Annual General Meeting of the Company on September 28, 2024, in relation to the sale/transfer/hiving off of the entire owned industrial land situated at Gat No. 232, 237, Mouje Rashegaon, and Gat No. 29, Mouje Deherwadi, Tal. Dindori, District Nashik, to Kamalasha Infrastructure and Engineering Private Limited (a Related Party), and pursuant to the Resolution Plan (RP) entered into between the Company and Consortium Bankers and 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

BEDMUTHA INDUSTRIES LIMITED

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), to **sell/transfer/ hive off the aforesaid Industrial Land to Kamalasha Infrastructure and Engineering Private Limited ("KEIPL") or Opulence Infra Developers LLP or Bedmutha Sons Realty Ventures Private Limited (each being a "Related Party") or to any other unrelated person(s)/entity(ies), either jointly or severally with any related party(ies)/ unrelated Parties**, at the same sale consideration of not less than Rs.16.70 Crore, and on the same terms and conditions approved earlier, except as mentioned hereinbelow.

RESOLVED FURTHER THAT due to delays in obtaining the No Objection Certificate (NOC) from the Consortium Bankers, approval of the members of the Company be and is hereby accorded that KEIPL shall have the right to assign or transfer its rights under the agreement to the aforementioned related party or to any other unrelated party(ies), whether jointly or severally, with KEIPL acting as a consenting party to the Sale Deed, to be executed between such party(ies) and the Company.

RESOLVED FURTHER THAT the Company shall have no obligation to refund or repay any amount to KEIPL, as the Company has received the full consideration of Rs.16.70 crore, hence the KEIPL shall have the full right to recover any additional costs or investments made in the said land from any of the aforesaid eventual buyer(s), including interest or holding costs incurred from the date of payment until the execution of the Sale Deed, if any.

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. TO CONSIDER AND APPROVE RELATED PARTY TRANSACTION(S) IN STIPULATION OF MODIFICATION/ INSERTION IN THE NAME OF PROPOSED BUYERS FOR THE EXISTING APPROVAL OF THE SHAREHOLDERS OBTAINED IN THE NAME OF MNE COMPONENTS INDIA PRIVATE LIMITED (RELATED PARTY), UNDER SECTION 188 OF THE COMPANIES ACT, 2013 READWITH REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR SALE OF 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 consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification to the earlier resolution passed by the members of the Company at the 33rd Annual General Meeting of the Company on September 25, 2023 & 34th Annual General Meeting of the Company on September 28, 2024, in relation to the sale/transfer/hiving off of the entire **Plant-1** i.e. 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 MNE Components India Private Limited (a Related Party), and pursuant to the Resolution Plan (RP) entered into between the Company and Consortium Bankers and 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), to **sell/transfer/ hive off the aforesaid Plant-1, to MNE Components India Private Limited ("MNE") or Arian Innovations Private Limited (each being a "Related Party") or to any other unrelated person(s)/entity(ies), either jointly or severally with any related party(ies)/unrelated party(ies)**, at the same sale consideration of not less than Rs.7.50 Crore, and on the same terms and conditions approved earlier.

RESOLVED FURTHER THAT due to delays in obtaining the No Objection Certificate (NOC) from the Consortium Bankers, the approval of the members of the Company be and is hereby accorded that MNE shall have the right to assign or transfer its rights under the agreement to the aforementioned related party or to any other unrelated party(ies), whether jointly or severally, with MNE acting as a consenting party to the Sale Deed, to be executed between such party(ies) and the Company.

RESOLVED FURTHER THAT the Company shall have no obligation to refund or repay any amount to MNE as the Company has received the full consideration of Rs.7.50 Crore, hence the MNE shall have the full right to recover any additional costs or investments made in the said land from any of the aforesaid eventual buyer(s), including interest or holding costs incurred from the date of payment until the execution of the Sale Deed, if any.

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.”

**By Order of the Board of Directors of
BEDMUTHA INDUSTRIES LIMITED**

Sd/-

**Madhvendra Pratap Singh
Company Secretary
ICSI M. No.: ACS-60444**

**CIN: L31200MH1990PLC057863
Registered office: A-70/71/72, STICE,
Musalgaon MIDC, Sinnar, Nashik 422 112**

**Date: August 07, 2025
Place: Sinnar-Nashik**

BEDMUTHA INDUSTRIES LIMITED

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated 13 April 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19”, General Circular Nos. 20/2020 dated 5 May 2020, 10/2022 dated 28 December 2022 and subsequent circulars issued in this regard, the latest being general Circular no. 09/ 2024 dated 19 September 2024 in relation to “Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. 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.
3. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
4. The Shareholders can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the AGM Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 shareholders on first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by MUFG.
6. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Ordinary & Special Businesses under Serial No. 3 to 9 to be transacted at the Annual General Meeting are annexed hereto.
7. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (‘Listing Regulations’) in respect of the Director seeking re-appointment(s) at the AGM is provided under Item No. 3 forming part of this Notice.
8. 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-422112, 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, 2025 through email on cs@bedmutha.com. The same will be replied by the Company and will be available for inspection in electronic mode.
9. 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.
10. 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 29, 2025**. 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. <https://bedmutha.com/investor/> and that of MUFG Intime India Pvt Ltd (earlier known as Link Intime India Pvt Ltd) i.e. <https://instavote.linkintime.co.in>.
11. The Register of Members of the Company will remain closed from **Tuesday, September 23, 2025 to Monday, September 29, 2025 (both days inclusive)**.

12. The Company has appointed Mr. Sachin Sharma and failing him, Mr. Dinesh Trivedi and failing him Mr. K. R. 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.
13. 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 noting 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 <https://bedmutha.com/investor/> and on the website of MUFG 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.

14. 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/2024/133 dated 03rd October, 2024 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.
15. 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 cslp104@gmail.com with a copy marked to cs@bedmutha.com

16. 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 them in 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 2024-25 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 2024-25 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://instavote.linkintime.co.in>. Further, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, separate letter providing a web-link of the Annual Report 2024-25 will be sent to those Members who have not registered their e-mail addresses with the Company/Depositories.

17. 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.
18. 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.in.mpms.mufig.com/>. However, we encourage members to use e-voting facilities during e-voting time period.

19. 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 MUFG Intime

BEDMUTHA INDUSTRIES LIMITED

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. (IST) on Friday, September 26, 2025 and ends at 05:00 p.m. (IST) on Sunday, September 28, 2025, 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://bedmutha.com/investor/>. During this period shareholders of the Company, holding shares in dematerialised form, as on the **cut-off** date of **Monday, September 22, 2025** 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. Monday, September 22, 2025**, may obtain the login ID and password by sending a request at enotices@in.mpms.mufig.com or contact M/s MUFG Intime India Private Limited telephone number 022 4918 6000. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Monday, September 22, 2025.

Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from **September 23, 2025 to September 29, 2025 (both days inclusive)** for the purpose of Annual General Meeting.

20. 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.
21. 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>).
22. 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 MUFG Intime, for assistance in this regard.
23. 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. MUFG Intime India Pvt. Ltd. in case the shares are held in physical form.
24. **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: (Item no 03 & 6 annexure)**

1.	Name of the Director	Mr. Kachardas R. Bedmutha
2.	Director Identification Number(DIN)	00715619
3.	Date of Birth/Age	November 05, 1937 / 88 Years
4.	Date of appointment / re-appointment	August 10, 2022
5.	Qualifications & Expertise in specific functional area	Electrical Engineer
6.	Relationship with other Directors inter-se	Mr. Kachardas Bedmutha is father of Mr. Vijay Vedmutha and Mr. Ajay Vedmutha, Managing Directors of the Company. Father-in-law of Mrs. Vinita Ajay Vedmutha, CEO

BEDMUTHA INDUSTRIES LIMITED



7.	Remuneration last drawn	Rs.60,00,720/- per annum
8.	Directorships in other Public Companies as on the date of appointment/re-appointment	Nil
9.	Chairperson/Member of the Committees of Director of the Company	Corporate Social Responsibility Committee-Member
10.	Chairman/Member of the Committees of other Companies as on the date of appointment	Nil
11.	No. of Meetings of the Board attended during the year	5 (Five). 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)	23,41,973 (7.26%)
13.	Declaration of non-debarment from holding the office of Director pursuant to any SEBI order or any such other authority.	Mr. Kachardas R. Bedmutha has declared that he is not debarred from holding of office of Director pursuant to any SEBI order or any such other authority.

Mr. Kachardas R. Bedmutha (DIN:00715619), Whole-time Executive Director designated as Chairman of the Company do not hold directorship in any other listed entities.

**By Order of the Board of Directors of
BEDMUTHA INDUSTRIES LIMITED**

Sd/-

**Madhvendra Pratap Singh
Company Secretary
ICSI M. No.: ACS-60444**

**CIN: L31200MH1990PLC057863
Registered office: A-70/71/72, STICE,
Musalgaon MIDC, Sinnar, Nashik 422 112**

**Date: August 07, 2025
Place: Sinnar-Nashik**

BEDMUTHA INDUSTRIES LIMITED

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS CONCERNING EACH ITEM OF ORDINARY/SPECIAL BUSINESS

Ordinary Business:

ITEM No.3:

Considering the vast experience and contributions to the business of the Company since its incorporation, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has recommended the proposed re-appointment of Mr. Kachardas Ratanchand Bedmutha (DIN: 00715619), 88 Years, as a Director liable to retire by rotation. At present Mr. Kachardas Ratanchand Bedmutha, is holding the office as a Whole-time Director designated as Chairman of the Company.

Except Mr. Kachardas R. Bedmutha, Executive Chairman and his sons Mr. Vijay K. Vedmutha, Mr. Ajay K. Vedmutha, Managing Directors of the Company, Daughter-in-law, Mrs. Vinita Ajay Vemutha, CEO of the Company, and the listed relatives and their entities as tabled below, none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, financially or otherwise in the said resolution except to the extent of their shareholding in the Company. The detail of shareholding of the promoters and the concerned related parties given under S.No.6 of the Explanatory Statement.

The Board recommends the passing of resolution set out at Item Number 03 for approval of the members as an **Ordinary Resolution**.

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.

Special Business:

ITEM No. 04:

TO APPOINT SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF FIVE FINANCIAL YEARS

Pursuant to Regulation 24A(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations 2024, every listed Company shall on the basis of recommendation of the Board of Directors to appoint a Secretarial Audit firm as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of its Members in its Annual General Meeting.

Based on the above changes, on the recommendation of Audit Committee, the Board of Directors at its meeting held on 23rd May 2025, proposed the appointment of M/s Sharma & Trivedi, LLP, Practising Company Secretaries, Mumbai, (LLPIN AAW6850) and Peer Review Certificate No.:No.5560/2024) as Secretarial Auditors of the Company for a first term of 5 consecutive years, to hold office from FY2025-26 to FY 2029-2030 at a remuneration of Rs.1,80,000/-(Rupees One Lakh Eighty Thousand only) (excluding out of pocket expenses and reimbursement of expenses, if any) for FY2025-26 and for subsequent financial years at such remuneration as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company.

M/s Sharma & Trivedi, LLP, Practising Company Secretaries, having Firm Registration No. LLPIN:AAW6850 have consented to their appointment as Secretarial Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force] and the relevant provisions of Listing Regulations.

While considering the appointment of M/s Sharma & Trivedi, LLP, the Audit Committee, Board of Directors, the management team had, under the guidance and supervision of the Audit Committee identified and evaluated all criteria as specified by the SEBI. The Audit Committee evaluated firms on various parameters including but not limited to independence, competence, technical capability, approach on transition, overall audit approach, sector expertise and understanding of the Company & its business. The Board of Directors based on recommendation of Audit Committee considered M/s Sharma & Trivedi, LLP, Company Secretaries suitable to handle the Secretarial Audit of the Company.

In addition to the above Secretarial Audit, the Company may also obtain certifications from M/s Sharma & Trivedi, LLP under various statutory regulations and avail other permissible non-audit services, as may be required from time to time for which their remuneration shall be approved by the Audit Committee in accordance with Regulation 24A (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations 2024.

The brief profile of the Secretarial Auditor is submitted to the stock exchanges at the time of their appointment considered by the Board of Directors in its meeting held on May 23, 2025 and same is available on the Stock Exchanges (BSE/NSE).

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

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 recommends the passing of resolution set out at Item Number 04 for approval of the members as an **Ordinary Resolution**.

ITEM NO 05:**RATIFICATION OF REMUNERATION TO BE PAID TO COST AUDITORS FOR FINANCIAL YEAR 2025-26**

The Board, on the recommendation of the Audit Committee, the Board of Directors 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 2025-26:

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

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. 05 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2025-26.

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.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

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 recommends the passing of resolution set out at Item No. 05 for approval of the members as an **Ordinary Resolution**.

ITEM NO. 06:**APPROVAL OF REMUNERATION PAYABLE TO MR. KACHARDAS RATANCHAND BEDMUTHA (DIN: 00715619), WHOLE-TIME DIRECTOR, DESIGNATED AS CHAIRMAN OF THE COMPANY FOR THE REMAINING PERIOD OF TWO YEARS OF HIS EXISTING APPOINTMENT i.e. EFFECTIVE FROM AUGUST 10, 2025 TO AUGUST 09, 2027**

Mr. Kachardas Bedmutha, aged 88 years is Engineer by qualification. He is a founder of Bedmutha Industries Limited (BIL). He has worked with leading companies such as Birla Group, Heavy Engineering Corporation and Indian Tools, etc. before venturing in the industry. Under his able leadership the Bedmutha Group has grown from single product to multi-product group. Taking into consideration his qualifications, experience and expertise, he was re-appointed as Whole-time Executive Director designated as Chairman of the Company for the period from August 10, 2022 to August 09, 2027. The existing approval of remuneration to Mr. Kachardas R. Bedmutha, Whole-time Director, designated as Chairman of the Company, would lapse on August 09, 2025 and accordingly the Board of Directors of the Company in its meeting held on August 07, 2025 discussed and considered his long term association & contribution towards the growth of the Company, on the recommendation of Nomination & Remuneration Committee & Audit Committee, and has approved and recommended the remuneration payable to Mr. Kachardas R. Bedmutha for the remaining period of two years of his existing appointment i.e., from August 10, 2025 to August 09, 2027.

Mr. Kachardas R. Bedmutha was drawing remuneration of Rs.60,00,720/- (Rupees Sixty Lakh Seven Hundred and Twenty only) per annum for the period from August 10, 2022 to August 08, 2025 (monthly breakup given herein below) and it was recommended that there will be no change in his remuneration/remuneration structure including other the

BEDMUTHA INDUSTRIES LIMITED

terms and conditions of the appointment, as agreed between the Board & Mr. Kachardas R. Bedmutha; and approved by the shareholder in its 32nd AGM held on September 27, 2022.

(Monthly Remuneration not exceeding (Amount in Rs.))

Remuneration	Basic	HRA	Medical Allowance	Books and Periodical Allowance	Special Allowance	Gross
Mr. Kachardas R. Bedmutha	2,50,000	1,00,000	75,000	10,000	65,060	5,00,060

Further, as per the provisions of **Section 198 the net profit of the Company for FY2024-25 is approx Rs.37.68 Crores and maximum ceiling limit of overall remuneration to be payable to all executive directors shall be Rs.3.76 Crores** which is well within the limit of 10% of the net profits while considering the approval for aforesaid remuneration payable to Mr. Kachardas R. Bedmutha and other Executive Directors.

Further, in case Company has no profits or its profits are inadequate, during any financial Year, the Company shall pay to Mr. Kachardas R. Bedmutha, the approved remuneration as the Minimum Remuneration in accordance with the provisions of Schedule V to the Act. The effective Capital of the Company is more than Rs.250 Crore and in terms of Schedule V to the Act, the Company can pay to an Executive Director upto Rs.120 lakhs plus 0.01% of the effective capital in excess of Rs.250 crores for a Financial Year.

Except Mr. Kachardas R. Bedmutha, Executive Chairman and his sons Mr. Vijay K. Vedmutha, Mr. Ajay K. Vedmutha, Managing Directors of the Company, Daughter-in-law, Mrs. Vinita Ajay Vedmutha, CEO of the Company, and the listed relatives and their entities as tabled below, none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, financially or otherwise in the said resolution except to the extent of their shareholding in the Company. The detail of shareholding of the promoters and the concerned related parties are as follows:

S.No.	Name of the Promoters and concerned Related Parties	No. of shares held	% of total no. of shares
1	Mr. Kachardas Ratanchand Bedmutha	23,41,973	7.26
2	Mrs. Kamalabhai Kachardas Bedmutha	12,77,313	3.96
3	Mr. Vijay Kachardas Vedmutha	34,27,232	10.62
4	Mr. Ajay Kachardas Vedmutha	34,76,464	10.78
5	Ms. Vinita Ajay Vedmutha	16,72,148	5.18
6	Ms. Usha Vijay Vedmutha	16,62,475	5.15
7	Mr. Yash Vijay Vedmutha	23,901	0.07
8	Ms. Divya Ajay Vedmutha	11,039	0.03
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 recommends the passing of resolution set out at Item No. 06 for approval of the members as a **Special Resolution**.

ITEM NO 07:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION TO BE ENTERED INTO WITH MNE COMPONENTS INDIA PRIVATE LIMITED, RELATED PARTY, FOR THE PERIOD OF ONE YEAR

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. Further, 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.

As per the clarification circular issued by the SEBI on the applicability of Regulation 23(3)(e) and 23(4) of the SEBI (LODR) Regulations, 2015 for the material related party transactions, the omnibus material related party transaction approval obtained by the shareholders of the Company shall be valid for the period of upto the date of next AGM i.e. for a period not exceeding 15 Months.

However, the related party transaction approval taken in the previous Annual General Meeting of the Company i.e. on September 28, 2024 has validity till the AGM for FY2024-25.

Accordingly, the Board of Directors in its meeting held on August 07, 2025, on the recommendation of Audit Committee has approved and recommended to the shareholders of the Company, the approval for the following Material Related Party Transactions to be entered into with MNE Components India Private Limited ("Related Party") for a transaction value of not exceeding Rs.140 Crore (in aggregate), as mentioned herein below, for the period of one year from the date of entering into following Contract(s) or Agreement(s).

S r . No.	Name of Related Party	Nature of Relationship	Nature of Transaction(s)	Value of Transaction (₹ in Crore)	Material Terms & Conditions	Any other relevant/ important Information
1	MNE Components India Private Limited	Company in which Promoters/Directors and their relatives are directly or indirectly interested by virtue of holding directorship or as shareholders of the Company i.e. Mrs. Aakansha Vedmutha (Director of MNE Components India Private Limited) is daughter in law and Mr. Usha Vedmutha (Director of MNE Components India Private Limited) is the wife of Mr. Vijay Vedmutha and Mr. Yash Vedmutha is shareholder of the MNE.	Purchase of goods or services i.e. Wire/Wire Products & Allied Products made of Copper/Steel	40 Crore	<ul style="list-style-type: none"> On the similar terms and conditions in line with prevailing commercial practices with 3rd Parties in the Ordinary Course of Business and at arm's length basis The quality and durability of the materials transacted. Effective and efficient services, with competitive cost & duration 	MNE Components India Private Limited is in the business of manufacture, fabricate and assemble, repair, buy, sell, import, export, distribute, and deal in automobile parts of all kinds and descriptions, automotive and other services, with electrical and mechanical components
		Sale of Goods or Services or services i.e. Wire/Wire Products & Allied Products made of Copper/Steel	100 Crore	As above		

The aforesaid RPT is at arm's length price and in ordinary course of business. The proposed Related Party Transaction ensure the quality and timely services / products are availed at prevailing competitive prices to ensure the timely and quality products manufactured by the Company.

Except Mr. Kachardas R. Bedmutha, Executive Chairman and his sons Mr. Vijay K. Vedmutha & Mr. Ajay K. Vedmutha, Managing Directors, Mrs. Vinita Ajay Vedmutha, CEO of the Company and the listed relatives and their entities as tabled below, none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

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. Vijay K. Vedmutha, Managing Director & Mr. Yash V. Vedmutha, Promoter and their relatives and their entities as listed below as well as the shareholders of the Company holding more than 10% of the Shareholding of the Company, if any, 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 are as follows:

S. No.	Name of the Promoters and concerned Related Parties	No. of shares held	% of total no. of shares
1	Mr. Kachardas Ratanchand Bedmutha	23,41,973	7.26
2	Mrs. Kamalabhai Kachardas Bedmutha	12,77,313	3.96
3	Mr. Vijay Kachardas Vedmutha	34,27,232	10.62
4	Mr. Ajay Kachardas Vedmutha	34,76,464	10.78
5	Ms. Vinita Ajay Vedmutha	16,72,148	5.18
6	Ms. Usha Vijay Vedmutha	16,62,475	5.15
7	Mr. Yash Vijay Vedmutha	23,901	0.07
8	Ms. Divya Ajay Vedmutha	11,039	0.03
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 recommends the passing of resolution set out at Item No. 07 for approval of the members as **Special Resolution**.

ITEM NO.08

TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION(S) IN STIPULATION OF MODIFICATION/INSERTION IN THE NAME OF PROPOSED BUYERS FOR THE EXISTING APPROVAL OF THE SHAREHOLDERS OBTAINED IN THE NAME OF KAMALASHA INFRASTRUCTURE AND ENGINEERING PVT LTD (RELATED PARTY), FOR SALE OF OWNED INDUSTRIAL LAND SITUATED AT GAT NO. 232, 237 MOUJE RASHEGAON & AT GAT NO. 29, MOUJE DEHERWADI, TAL. DINDORI, DIST. NASHIK

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.

In this regard, 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.

Further, the Board of Directors on the recommendation of the Audit Committee had shortlisted/proposed the name of **Kamalasha Infrastructure and Engineering Private Limited (Related Party)"/"KEIPL") for selling/transferring/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, and accordingly the shareholders of the Company in its 34th AGM of the Company, approved the proposal of aforesaid transaction to be entered into with **Kamalasha Infrastructure and Engineering Private Limited**.

In this regard, the KEIPL has entered into an "Agreement to Sale" with the Company and paid its entire consideration of Rs.16.70 Crore for the purchase of aforesaid Industrial Land. However, due to delay in issuance of NOC from the Consortium Bankers there is subsequent delay in the execution of Sale Deed in favour of the KEIPL. Consequently KEIPL, as per the terms of "Agreement to Sale", has requested for invocation of its rights to transfer the ownership of the Industrial Land in favour of Opulence Infra Developers LLP or Bedmutha Sons Realty Ventures Private Limited (each being a "Related Party") or to any other unrelated person(s)/entity(ies), if required, either jointly or severally with any related party (ies)/unrelated party, wherein KEIPL shall be acting as an Consenting Party to the "Sale Deed", to be executed with any of the aforesaid party(ies) and the Company, as may be deemed fit appropriate for aforesaid transactions.

BEDMUTHA INDUSTRIES LIMITED

The consideration amount paid by KEIPL for the aforesaid land shall be non-refundable and shall not be repaid by the Company. KEIPL has agreed that such consideration amount shall be recovered from the purchaser in whose favour the Sale Deed will be executed as per the direction of KEIPL, wherein KEIPL shall act as a Consenting Party to the said Sale Deed.

Further, as per the terms of “Agreement to Sale” and as requested by KEIPL, the KEIPL shall have the full right to recover any additional costs or investments made in the said land from any of the aforesaid eventual buyer(s), including interest or holding costs or any delayed payment/penalty incurred by KEIPL i.e. from the date of payment made to the Company until the execution of the Sale Deed, if any. Accordingly, the consideration mentioned in the Sale Deed may be modified to reflect such adjustments i.e. over and above the cost of sale consideration of Rs.16.70 Crore approved by the shareholders in its 34th AGM held on September 28, 2024.

The Audit Committee and Board of Directors of the Company in its meeting held on August 06, 2025 & August 07, 2025 has thoroughly reviewed the request received from KEIPL alongwith the terms and conditions of the existing proposal/ agreements and decided to extend the leverage for execution of Sale Deed either in favour of KEIPL or Opulence Infraa Developers LLP (“Opulence”) or Bedmutha Sons Realty Ventures Private Limited (“Bedmutha Sons”) (each being a “Related Party”) or to any other unrelated person(s)/entity(ies), if required, either jointly or severally with any related party (ies) or unrelated party(ies), wherein KEIPL shall be acting as an Consenting Party to the “Sale Deed”.

Accordingly, the Board of Directors in its meeting held on August 07, 2025, on the recommendation of Audit Committee has approved and recommended to the shareholders of the Company, the name of KEIPL or Opulence or Bedmutha Sons or to any other unrelated person(s)/entity(ies), if required, either jointly or severally with any related party (ies) or unrelated party(ies) in partial modification to the existing approval obtained in the name of Kamalasha Infrastructure and Engineering Private Limited.

This is to clarify to the Shareholders that except the change of name of the Purchaser and right to recover any additional costs or investments made in the aforesaid land by KEIPL from any of the aforesaid eventual buyer(s), including interest or holding costs or any delayed payment/penalty incurred by KEIPL i.e. from the date of payment made to the Company until the execution of the Sale Deed, all other terms and conditions will remain same as approved by the shareholders of the Company in its 34th AGM held on September 28, 2024.

Hence, it is proposed to sell;

- **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; **KEIPL or Opulence or Bedmutha Sons or to any other unrelated person(s)/entity(ies), if required, either jointly or severally with any related party (ies) or unrelated party (ies), as per the direction of KEIPL (Wherein KEIPL shall be acting as a Consenting Party to the Sale Deed)**

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

- **At Rs.16.70 crore - Rasegaon & Deherwadi Land (excluding KEIPL's right to recover any additional costs or investments made in the said land from any of the aforesaid eventual buyer(s), including interest or holding costs incurred from the date of payment until the execution of the Sale Deed. Accordingly, the consideration mentioned in the Sale Deed may be modified to reflect such adjustments, if any).**

Pursuant to applicable provision of Section 188 of the Companies Act, 2013 read with Rules 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the requirement for obtaining approval of the Members of the Company towards the related party transactions will be required w.r.t. selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to 10% or more of net worth of the company i.e. exceeding threshold limits of Rs.14.50 Crores on the basis of 10% of the net worth of the Company as on March 31, 2025.

Further, 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, which tentatively amounts for the threshold value of more than Rs.104 Crore (as on March 31, 2025). Hence, the Board of Directors of the Company on recommendation of Audit Committee in its meeting held on August 06, 2025 has proposed aforesaid transaction for seeking approval of the member as Material Related Party Transaction.

BEDMUTHA INDUSTRIES LIMITED

As the above party is 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 as required by Section 188 of the Act seeking approval of the members.

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

- **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.) (excluding interest and holding costs KEIPL incurred from the date of payment to the Company until the execution of the Sale Deed, if any)
Land Under Gat No. 232, 237 Mouje Rashegaon And Gat No. 29, Mouje Deherwadi, At Nashik Peth Road, Tal. Dindori, Dist. Nashik	KEIPL or Opulence or Bedmutha Sons or to any other unrelated person(s)/ entity(ies), if required, either jointly or severally with any related party (ies) or unrelated party (ies)	2,07,430.00 Sq Mt.	Rs.16,70,00,000

Details of Valuation Conducted by Valuer:

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 as a Special Resolution for the proposed partial modification to the name(s) of the Buyer entity(ies) belonging to the Promoters and other terms as mentioned herein above.

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

a.	Name of the Related Party	KEIPL or Opulence or Bedmutha Sons or Such Related Party Wherein Promoters/Directors/ Relative of Directors are directly or indirectly interested (either on individual basis or jointly) and/or belonging to Promoter Group
b..	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Ajay Vedmutha Mr. Vijay Vedmutha Mr. Kachardas R. Bedmutha Mrs. Vinita Vedmutha
c.	Nature of Relationship	Common Promoter s/Directors/Relative of Directors KEIPL: Common promoters (Promoter and their relatives having 100% shareholding of KIEPL) Opulence: Promoter i.e. Kachardas R. Bedmutha, Mr. Vijay Vedmutha and Mr. Ajay Vedmutha, are the designated partners of the LLP and together they hold 100% Profit & Loss Sharing ratio. Bedmutha Sons: Common Promoters (Promoter and their relatives having 100% shareholding of Bedmutha Sons) Other Related Party: Entities wherein Promoters/Directors/Relative of Directors are directly or indirectly interested (either on individual basis or jointly) and/or belonging to Promoter Group (list of related parties/promoter group is specified in shareholding pattern mentioned hereinbelow)

d.	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of Industrial land as described hereinabove at lump sum value of Rs.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 for their Infra and Real Estate Projects. Availing from and rendering services to the Related Party(ies) on arm's length basis.

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), 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 as well as the shareholders of the Company holding more than 10% of the Shareholding of the Company, if any, 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 ("Promoter Group")	No. of shares held	% of total no. of shares
1	Mr. Kachardas Ratanchand Bedmutha	23,41,973	7.26
2	Mrs. Kamalabhai Kachardas Bedmutha	12,77,313	3.96
3	Mr. Vijay Kachardas Vedmutha	34,27,232	10.62
4	Mr. Ajay Kachardas Vedmutha	34,76,464	10.78
5	Ms. Vinita Ajay Vedmutha	16,72,148	5.18
6	Ms. Usha Vijay Vedmutha	16,62,475	5.15
7	Mr. Yash Vijay Vedmutha	23,901	0.07
8	Ms. Divya Ajay Vedmutha	11,039	0.03
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. 08 as contained in the notice as a **Special Resolution**.

ITEM NO.09

TO CONSIDER AND APPROVE RELATED PARTY TRANSACTION(S) IN STIPULATION OF MODIFICATION/ INSERTION IN THE NAME OF PROPOSED BUYERS FOR THE EXISTING APPROVAL OF THE SHAREHOLDERS OBTAINED IN THE NAME OF MNE COMPONENTS INDIA PRIVATE LIMITED (RELATED PARTY), FOR SALE OF PLANT-1 i.e. 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

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.

BEDMUTHA INDUSTRIES LIMITED

In this regard, 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.

Further, the Board of Directors on the recommendation of the Audit Committee had shortlisted/proposed the name of **MNE Components India Private Limited (Related Party)"/"MNE") for selling/transferring/hiving off of the Plant-1** i.e. 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 and accordingly the shareholders of the Company in its 34th AGM of the Company, approved the proposal of aforesaid transaction to be entered into with **MNE**.

In this regard, the MNE has entered into an "Agreement to Sale" with the Company and paid its entire consideration of Rs.7.50 Crore for the purchase of aforesaid Plant-1 from the Company. However, due to delay in issuance of NOC from the Consortium Bankers there is subsequent delay in the execution of Sale Deed in favour of the MNE. Since, said Plant was required by the MNE for its business expansion and operational use and such delay in NOC effecting the business expansion plan of the MNE. Consequently MNE, as per the terms of "Agreement to Sale", has requested for invocation of its rights to transfer the ownership of the Plant-1 either in favour of Arian Innovations Private Limited or with other related party(ies)/entities, either jointly or severally with any related party (ies) belonging to the Promoter Group or if required, with any unrelated person(s)/entity(ies), wherein MNE shall be acting as an Consenting Party to the "Sale Deed", to be executed with any of the aforesaid party(ies) and the Company, as may be deemed fit appropriate for aforesaid transactions.

The consideration amount paid by MNE for the aforesaid Plant shall be non-refundable and shall not be repaid by the Company. MNE has agreed that such consideration amount shall be recovered from the purchaser in whose favour the Sale Deed will be executed, wherein MNE shall act as a Consenting Party to the said Sale Deed.

The Audit Committee and Board of Directors of the Company in its meeting held on August 06, 2025 & August 07, 2025 has thoroughly reviewed the request received from MNE alongwith terms and conditions of the existing proposal/ agreements and decided to extend the leverage for execution of Sale Deed either in favour of MNE or Arian Innovations Private Limited (each being a "Related Party") or with other related party(ies)/entities, either jointly or severally with any related party (ies) belonging to the Promoter Group or if required, with any unrelated person(s)/entity(ies), wherein MNE shall be acting as an Consenting Party to the "Sale Deed".

Accordingly, the Board of Directors in its meeting held on August 07, 2025, on the recommendation of Audit Committee has approved and recommended to the shareholders of the Company, the name of MNE or Arian Innovations Private Limited or with other related party(ies)/entities, either jointly or severally with any related party (ies) belonging to the Promoter Group or if required, with any unrelated person(s)/entity(ies), in partial modification to the existing approval obtained in the name of MNE Components India Private Limited.

This is to clarify to the Shareholders that except the change of name of the Purchaser all other terms and conditions will remain same as approved by the shareholders of the Company in its 34th AGM held on September 28, 2024.

Hence, it is proposed to sell;

- **Plant-1** i.e. 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 and other immovable assets thereon, to related party viz. **MNE or Arian Innovations Private Limited (each being a "Related Party") or with other related party(ies)/entities, either jointly or severally with any related party (ies) belonging to the Promoter Group or if required, with any unrelated person(s)/entity(ies).**

The said Land, factory building (if any) thereon established by the Company is proposed to be transferred to such aforesaid related/unrelated party after obtaining all requisite approvals. The said facility is proposed to be transferred on slump sale basis together with all the identified assets, liabilities, consents, permissions etc. at **Rs.7.50 crore**.

Pursuant to applicable provision of Section 188 of the Companies Act, 2013 read with Rules 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the requirement for obtaining approval of the Members of the Company towards the related party transactions will be required w.r.t. selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to 10% or more of net worth of the company i.e. exceeding threshold limits of Rs.14.50 Crores on the basis of 10% of the net worth of the Company as on March 31, 2025.

Further, 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, which tentatively amounts for the threshold value of more than Rs.104 Crore (as on March 31, 2025). Hence, the Board of Directors of the Company on recommendation of Audit Committee in its meeting held on August 06, 2025 has proposed aforesaid transaction for seeking approval of the member as Material Related Party Transaction, considering the total value of the aggregate related party transactions (Sale and Purchase of Good or Material and Sale of Fixed Assets) to be entered between the Company & MNE for the financial year exceeds aforesaid threshold value of Rs.104 Crore.

As the above party is 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 as required by Section 188 of the Act seeking approval of the members.

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 or Arian Innovations Private Limited or with other related party(ies)/entities, either jointly or severally with any related party (ies) belonging to the Promoter Group or if required, with any unrelated person(s)/entity(ies)	12,000 Sq Mt.	7,50,00,000

Details of Valuation conducted by Valuer:

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

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 as a Special Resolution for the proposed partial modification to the name(s) of the Buyer entity(ies) belonging to the Promoters.

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

a.	Name of the Related Party	MNE Components India Private Limited or Arian Innovations Private Limited or with other related party (ies)/entities, either jointly or severally with any related party (ies) belonging to the Promoter Group
b.	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Ajay Vedmutha Mr. Vijay Vedmutha Mr. Kachardas R. Bedmutha Mrs. Vinita Vedmutha

BEDMUTHA INDUSTRIES LIMITED

c.	Nature of Relationship	<p>Common Promoter s/Directors/Relative of Directors or KMP</p> <p>MNE Components:</p> <p>i. Mrs. Usha Vedmutha, Mr. Yash Vedmutha & Mrs, Aakansha Y. Vedmutha (Promoter/Relative of Directors/Promoters having aggregate direct shareholding of 55.49 % in the Company);</p> <p>ii. Mrs. Usha Vedmutha (Wife of Mr. Vijay Vedmutha) & Mrs, Aakansha Y. Vedmutha (Daughter in law of Mr. Vijay Vedmutha) are Directors of Company); and</p> <p>iii. Arian Innovations Private Limited is holding shares of 14.45% i.e. Company wherein Mrs. Usha Vedmutha & Mrs. Aakansha Y. Vedmutha are director & shareholders.</p> <p>Arian Innovations Private Limited:</p> <p>Company wherein Mrs. Usha Vedmutha & Mr. Aakansha Y. Vedmutha i.e. relative of Mr. Vijay K. Vedmutha are director & having 100% shareholdings of the Company.</p> <p>Other Related Party: Entities wherein Promoters/Directors/Relative of Directors are directly or indirectly interested (either on individual basis or jointly) and/or belonging to Promoter Group (list of related parties/promoter group is specified in shareholding pattern mentioned hereinbelow)</p>
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 lump sum value of Rs.750 lakhs (excluding interest and holding costs KEIPL incurred from the date of payment to the Company until the execution of the Sale Deed, if any).
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 Related Party on arm's length basis.

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 as well as the shareholders of the Company holding more than 10% of the Shareholding of the Company, if any, 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 ("Promoter Group")	No. of shares held	% of total no. of shares
1	Mr. Kachardas Ratanchand Bedmutha	23,41,973	7.26
2	Mrs. Kamalabhai Kachardas Bedmutha	12,77,313	3.96
3	Mr. Vijay Kachardas Vedmutha	34,27,232	10.62
4	Mr. Ajay Kachardas Vedmutha	34,76,464	10.78
5	Ms. Vinita Ajay Vedmutha	16,72,148	5.18

BEDMUTHA INDUSTRIES LIMITED



S. No.	Name of the Promoters and concerned Related Parties ("Promoter Group")	No. of shares held	% of total no. of shares
6	Ms. Usha Vijay Vedmutha	16,62,475	5.15
7	Mr. Yash Vijay Vedmutha	23,901	0.07
8	Ms. Divya Ajay Vedmutha	11,039	0.03
9	Bedmutha Sons Realty Ventures Private Limited	32,39,898	10.04
10	K R Bedmutha Techno Associates Private Limited	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. 09 as contained in the notice as a **Special Resolution**.

**By Order of the Board of Directors of
BEDMUTHA INDUSTRIES LIMITED**

Sd/-

**Madhvendra Pratap Singh
Company Secretary
ICSI M. No.: ACS-60444**

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

Date: August 07, 2025

Place: Sinnar-Nashik

BEDMUTHA INDUSTRIES LIMITED

REMOTE VOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders 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>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility**METHOD 1 - CDSL Easi/ Easiest facility:****Shareholders registered for Easi/ Easiest facility:**

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- Enter existing username, Password & click on “Login”.
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to 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.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- Enter details as under:

- User ID: Enter User ID
- Password: Enter existing Password
- Enter Image Verification (CAPTCHA) Code
- Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event.No. + Folio no., registered with the Company

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

BEDMUTHA INDUSTRIES LIMITED

Shareholders not registered for INSTAVOTE facility:

Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. 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).
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
 - o Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
5. 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).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no., registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ 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) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
- d) Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- e) Enter “16-digit Demat Account No.”.
- f) 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). 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).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) 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).

BEDMUTHA INDUSTRIES LIMITED

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

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

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ 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:
INSTAMEET VC INSTRUCTIONS:**

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- b) Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- c) Select the “Company Name” and register with your following details:
- d) Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- e) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@bedmutha.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. However, the Company reserves the right to restrict the number of questions and number of speakers depending upon availability of time as appropriate for smooth conduct of the AGM.

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

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

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

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) 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

BEDMUTHA INDUSTRIES LIMITED

- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) 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'.
- f) 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. 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 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 General Meeting will be eligible to attend/ participate in the 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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.