

NOTICE

Notice is hereby given that the Twenty-Fifth Annual General Meeting of the Members of Bedmutha Industries Limited will be held on Friday, 25th September, 2015 at 12.00 noon at Hotel Saiways, F-4, Sinnar - Shirdi Road, STICE, Sinnar, Nashik – 422 103 to transact the following business:

Ordinary Business:

1. To consider and adopt:
 - (a) the audited standalone financial statements of the Company for the Financial Year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2015.
2. To appoint a Director in place of Mr. Ajay K. Vedmutha (DIN: 01726879), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Ajay K. Vedmutha (DIN: 01726879), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director, liable to retire by rotation.

RESOLVED FURTHER THAT the above-mentioned re-appointment of Mr. Ajay K. Vedmutha, as a Director liable to retire by rotation, shall not in any way constitute a break in his existing office as the Joint Managing Director of the Company.”
3. To ratify the appointment of Statutory Auditors of the Company for the Financial Year 2015-16 and to fix their remuneration and in this regard to consider and pass the following resolution, as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of Board of Directors of the Company and pursuant to the resolution passed by the shareholders at the Annual General Meeting held on August 14, 2014, approving the appointment of M/s Patil Hiran Jajoo & Co., Chartered Accountants, Nashik, (Firm Registration No. 120117W), as the Statutory Auditors of the Company for a period of 3 Financial Years i.e. From Financial Year 2014-15 to 2016-17, the said appointment of M/s. Patil Hiran Jajoo & Co., as the Statutory Auditors be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to them for the Financial Year 2015-16 as per the recommendation of the Audit Committee in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

4. RATIFICATION OF COST AUDITOR’S REMUNERATION FOR FINANCIAL YEAR 2015-16:

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,75,000/- plus applicable service tax and reimbursement of the out of pocket expenses, if any, payable to M/s. DBK & Associates (Firm Registration No. 00325), Cost Auditor(s), to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2016, be and is hereby ratified.

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

5. APPROVAL FOR TRANSACTIONS WITH RELATED PARTIES ENTERED ON OR BEFORE 17TH APRIL, 2014:

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

“RESOLVED THAT pursuant to the provisions of

- (a) Clause 49(VII) and other applicable provisions, if any, of the Equity Listing Agreement including any amendments thereto;
- (b) other applicable provisions, if any, of the Companies Act, 2013 and Rules issued thereunder (including any statutory modification(s), amendment(s) and re-enactments thereof); and
- (c) any other requisite consents, sanctions, approvals and permissions, as may be necessary under any other applicable laws, consent of the Members of the Company be and is hereby accorded to the following material related party transactions / contracts / arrangements entered into by the Company with such related parties on or before April 17, 2014, and continuing for execution & implementation as per detail given below :

Name of the related parties (Nature of Relationship)	Sale, purchase or supply of any goods or materials. Availing or rendering any services, Appointment of any agent for purchase or sale of goods, materials services or property, Bank Guarantee, security provided etc.
K R Bedmutha Techno Associates Pvt. Ltd. (Nature of Relationship – Associate Company)	To sell, purchase or supply of any goods or materials for carrying on business of the Company. Availing from or rendering services to the Company which includes expertise and consultancy services including Project Management Consultancy for infrastructure development.
Kamalasha Infrastructure and Engineering Pvt. Ltd. (Nature of Relationship – Subsidiary Company)	To sell, purchase or supply of any goods or materials for carrying on business of the Company. Availing from or rendering services to the Company which includes expertise and consultancy services including Project Management Consultancy for infrastructure development.
Kamal Wire Products (Nature of Relationship – Promoter is Proprietor)	To sell, purchase or supply of any goods or materials for carrying on business of the Company. Availing from or rendering services to the Company which includes expertise and consultancy services including Project Management Consultancy for infrastructure development.

RESOLVED FURTHER THAT the Audit Committee and / or the Board of Directors be and is hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto”

6. TRANSACTIONS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013.

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 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to approve the contracts and/or arrangements entered into/proposed to be entered into by the Company from time to time with the related parties as defined under the Companies Act, 2013 for a period of 5 (Five) years up to the maximum amount as appended below per annum:

Transaction defined under Section 188 (1) of the Companies Act, 2013	
Name of the related parties (Nature of Relationship)	Sale, purchase or supply of any goods or materials, Availing or rendering any services, Appointment of any agent for purchase or sale of goods, materials services or property, Bank Guarantee, Security provided, etc.
K R Bedmutha Techno Associates Pvt. Ltd. (Nature of Relationship – Associate Company)	₹25,00,00,000/-
Kamalasha Infrastructure and Engineering Pvt. Ltd. (Nature of Relationship – Subsidiary Company)	₹1000,00,00,000/-
Kamal Wire Products (Nature of Relationship – Promoter is Proprietor)	₹ 300,00,00,000/-
Kreepa Steel Industries Limited. (Nature of Relationship – Promoters are Partners)	₹25,00,00,000/-
Usha Chemicals (Nature of Relationship – Promoters are Partners)	₹25,00,00,000/-
Elme Plast Company (Nature of Relationship – Promoters are Partners)	₹25,00,00,000/-
Bedmutha Sons Realty Ventures Pvt. Ltd. (Nature of Relationship – Associate Company)	₹25,00,00,000/-

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“RESOLVED FURTHER THAT the Board of Directors (hereinafter called the “Board”, which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) of the Company, be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreement, documents and writings and to make such filings, as may be necessary or desirable for the purpose for giving effect to the said resolution.”

7. INCREASE IN THE REMUNERATION OF MR. KACHARDAS R. BEDMUTHA (DIN: 01724420) – WHOLE-TIME DIRECTOR OF THE COMPANY, DESIGNATED AS CHAIRMAN:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V of the said Act and such other authorities, as may be necessary, consent of the Members of the Company be and is hereby accorded for the increase in the remuneration of Mr. Kachardas R. Bedmutha (DIN 01724420), Chairman and Whole Time Director of the Company with effect from April 1, 2015 as recommended by the Nomination and Remuneration Committee and as per the terms set out in explanatory statement;

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration as specified in the explanatory statement from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and/or as approved by the Central Government or any such other competent authority;

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby authorised jointly and/or severally to do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution.”

8. RE-APPOINTMENT OF MR. KACHARDAS R. BEDMUTHA (DIN: 01724420) – WHOLE-TIME DIRECTOR OF THE COMPANY, DESIGNATED AS CHAIRMAN:

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 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the approval of Central Government as may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Kachardas R. Bedmutha (DIN 01724420) as Chairman and Whole-Time Director of the Company, for a period of 5 (Five) years with effect from 14th November, 2015 upon such terms and conditions and at the remuneration (for a period of 3 years) as mentioned in the explanatory statement forming part of this notice.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

9. INCREASE IN THE REMUNERATION OF MR. VIJAY K. VEDMUTHA (DIN: 00716056) – AS MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, and such other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded for the increase in the remuneration of Mr. Vijay K. Vedmutha (DIN 00716056), Managing Director of the Company with effect from April 1, 2015 as recommended by the Nomination and Remuneration Committee and as per the terms set out in explanatory statement;

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration as specified in the explanatory statement from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and/or as approved by the Central Government or any such other competent authority.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby authorised jointly and/or severally to do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution.”

10. RE-APPOINTMENT OF MR. VIJAY K. VEDMUTHA (DIN: 00716056) AS MANAGING DIRECTOR OF THE COMPANY:

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 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the approval of Central Government, as may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Vijay K Vedmutha (DIN 00716056) as Managing Director of the Company, for a period of 5 (Five) years with effect from 14th November, 2015 upon such terms and conditions and at the remuneration (for a period of 3 years) as mentioned in the explanatory statement forming part of this notice.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

11. INCREASE IN THE REMUNERATION OF MR. AJAY K. VEDMUTHA (DIN: 01726879) – JOINT MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, and such other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded for the increase in the remuneration of Mr. Ajay K. Vedmutha (DIN 01726879), Joint Managing Director of the Company with effect from April 1, 2015 as recommended by the Nomination and Remuneration Committee and as per the terms set out in explanatory statement;

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration as specified in the explanatory statement from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and/or as approved by the Central Government or any such other competent authority.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby authorised jointly and/or severally to do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution.”

12. RE-APPOINTMENT OF MR. AJAY K. VEDMUTHA (DIN: 01726879) – AS JOINT MANAGING DIRECTOR OF THE COMPANY:

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 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the approval of Central Government, as may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Ajay K Vedmutha (DIN 01726879) as Joint

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Managing Director of the Company, for a period of 5 (Five) years with effect from 14th November, 2015 upon such terms and conditions and at the remuneration (for a period of 3 years) as mentioned in the explanatory statement forming part of this notice.”

“**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

13. APPROVAL OF RELATED PARTY TRANSACTION FOR THE INCREASE IN THE REMUNERATION PAYABLE TO MRS. VINITA A. VEDMUTHA, SENIOR CHIEF EXECUTIVE OFFICER OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and other provisions applicable, if any, read with Companies (Meetings of Board and its Powers) Rules, 2014 for the time being in force by or under this Act, the approval of shareholders be and is hereby accorded to the Board of Directors to consider remuneration of Mrs. Vinita A. Vedmutha, Senior Chief Executive Officer of the Company, for the payment of ₹ 50,00,000/- per annum (Rupees Fifty Lakhs) w.e.f. 1st April, 2015 as per the terms set out in explanatory statement.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration as specified in the explanatory statement from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, shall be within the overall limits specified under the provisions of Companies Act, 2013 and/ or as approved by the Central Government or any such other competent authority

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary be and is/are hereby severally/ jointly authorized to do all such acts, deeds and things as may deem necessary to give effect to this resolution.”

14. MODIFICATION OF THE PERIOD OF APPOINTMENT OF MR. BALASUBRAMANIAN A. (DIN: 00490921) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** in partial modification of the resolution passed at the 24th Annual General Meeting and pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Balasubramanian A. (DIN: 00490921), who has been appointed as an Independent Director of the Company for a period of five (5) years, to hold the office from the date of the previous Annual General Meeting held on 14th August, 2014 i.e., from 24th Annual General Meeting up to 29th Annual General Meeting, the said period of 5 years be and is hereby modified to the effect that he shall hold the office of Independent Director, not liable to retire by rotation, upto Financial Year ending 31st March, 2019 .”

15. MODIFICATION OF THE PERIOD OF APPOINTMENT OF MR. NARAYAN KADU (DIN: 02807124) AS AN INDEPENDENT DIRECTOR:

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

“**RESOLVED THAT** in partial modification of the resolution passed at the 24th Annual General Meeting and pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Narayan Kadu (DIN: 02807124), who has been appointed as an Independent Director for a period of five years, to hold the office from the date of the previous Annual General Meeting held on 14th August, 2014 i.e., from 24th Annual General Meeting up to 29th Annual General Meeting, the said period of 5 years be and is hereby modified to the effect that he shall hold the office of Independent Director, not liable to retire by rotation, upto Financial Year ending 31st March, 2019.”

16. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s)

thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchanges, where the shares of the Company are listed, the consent of the Members of the Company be and is hereby granted for increase in the Authorized Share Capital of the Company from ₹25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of ₹10/- (Rupees Ten only) each to ₹30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of ₹10/- (Rupees Ten only) each and that the existing Clause V of Memorandum of Association of the Company be replaced with the following new Clause V:

V. The Authorized Share Capital of the Company is ₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of ₹10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

17. PREFERENTIAL ISSUE OF WARRANTS:

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

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62 and all other applicable provisions of Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“ICDR Regulations”), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authorities, departments, institutions or body, whether in India or abroad (“Concerned Authorities”), the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to raise funds upto ₹ 5.43 crores (Rupees Five Crores Forty Three Lacs only) by way of offer, issue and allotment, in one or more tranches, upto **35,00,000 (Thirty Five Lakhs only)** convertible warrants of ₹ 10/- each on preferential basis at a price of ₹ 15.50 (Rupees Fifteen and Fifty Paise only) each including a premium of ₹5.50 (Rupees Five and Fifty Paise Only) each or at such higher price as may be determined in accordance with and on such terms and conditions as may be determined by the Board in accordance with SEBI ICDR Regulations 2009 or other provisions at the time, provided that the minimum price of the Warrants so issued shall not be less than the price arrived at in accordance with the provisions of SEBI ICDR Regulations, 2009 to **Mr. K R Bedmutha, Mr. Vijay K. Vedmutha, Mr. Ajay K. Vedmutha, Mrs. Kamalabai Bedmutha, Mrs. Usha Vedmutha, Mrs. Vinita Vedmutha, M/s. Bedmutha Sons Realty Venture Pvt. Ltd. and M/s. K R Bedmutha Techno Associates Pvt. Ltd.** forming part of the Promoter & Promoter group of the Company, entitling the holder of each warrant, from time to time to apply and obtain allotment of one equity share of the face value of ₹ 10/- each fully paid up against each such warrant (hereinafter referred to as warrants) in one or more tranches not exceeding a period of 18 months from the date of announcement;

RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, 2009, the “Relevant Date” for determination of price of the Equity Shares to be issued and allotted upon exercise of the right attached to the Warrants referred to above, is August 26, 2015 i.e., the date 30 days prior to the date of Annual General Meeting in order to consider the proposed preferential issue;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Warrants shall be on the following terms:

- 1 In accordance with Chapter VII of SEBI ICDR Regulations, 2009, 25% of the consideration payable for the Warrants (and equity shares into which they are converted), shall be paid by the proposed allottees to the Company upon issue and allotment of Warrants.

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- 2 The holders of each warrant will be entitled to apply for and obtain allotment of one equity share of the face value of ₹ 10/- each of the Company against each Warrant at any time after the allotment but on or before the expiry of eighteen months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Warrants being so exercised to the Company simultaneously with the allotment of equity shares by the Company pursuant to such exercise. The amount so paid will be adjusted/ set-off against the issue price of the resultant equity shares.
- 3 If the entitlement against the Warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the Warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited.
- 4 Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a committee thereof) shall allot one equity share per warrant by appropriating ₹ 10/- towards equity share capital and balance amount paid against each Warrant, towards the securities premium. The allotment shall be made only in dematerialized form.
- 5 The Warrants by itself until exercised and equity shares allotted, does not give to the holder(s) thereof any rights with respect to that of a shareholder of the Company except as specified above.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon exercise of option by Warrant holder(s) or as may be necessary in accordance with the terms of the offer.

RESOLVED FURTHER THAT the equity shares allotted on exercise of warrants in terms of this resolution shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of ₹ 10/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue or allot the aforesaid warrants and listing of the resultant equity shares with the stock exchanges(s) as appropriate and to clarify, resolve and settle all questions difficulties or doubts that may arise in relation to the proposed issue, offer and allotment of said warrants, the utilization of the proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution

For and on behalf of

BEDMUTHA INDUSTRIES LIMITED

Place: Sinnar
Date : August 11, 2015

Vijay Vedmutha
Managing Director
DIN: 00716056

CIN : L31200MH1990PLC057863

A 32, Sinnar Taluka Industrial Co-operative Estate (STICE)
Musalgaon, Sinnar, Nashik, Maharashtra 422 103
Web: www.bedmutha.com; Email : cs@bedmutha.com

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy in Form MGT-11 annexed hereto, in order to be effective, should reach at the Registered Office of the Company at least 48 hours before the time of the meeting. A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than ten percent of the total paid up share capital of the Company. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. All alterations made in the Form of Proxy should be duly initialed.
3. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting are annexed hereto.
4. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company at A-32, STICE, Sinnar, Nashik – 422103, Maharashtra, on all working days except Saturdays and Sundays during business hours up to the date of the Meeting.
5. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional.
6. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
7. In case of joint holders, attending the meeting, only such joint holder who is higher on the order of names will be entitled to vote.
8. The notice is being sent to all the members, whose names appeared in the Register of Members as on Friday, 21st August, 2015. This notice of the Annual General Meeting of the members of the company is also displayed/ posted on the websites of the company i.e. www.bedmutha.com and that of Central Depository Services (India) Limited ("CDSL") i.e. www.evotingindia.com.
9. The Register of Members of the Company will remain closed from Saturday, 19th September, 2015 to Friday, 25th September, 2015 (both days inclusive) to determine the eligible shareholders for the payment of dividend and the dividend if declared, will be paid on or before 24th October, 2015.
10. The voting through electronic means will commence on Tuesday, 22nd September, 2015 at 9.00 a.m. and will end on Thursday, 24th September, 2015 at 5:00 p.m. The members will not be able to cast their votes electronically beyond the date and time mentioned above and e-voting system shall be disabled for voting thereafter.
11. The Company has appointed Mr. S. Anantha Rama Subramanian (CP1925) of M/s. S. Anantha & Co., Company Secretary 'Scrutinizer' (the "Scrutinizer"), for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
12. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three 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.
13. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.bedmutha.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited

BEDMUTHA INDUSTRIES LIMITED

14. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
15. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Registrars and Share Transfer Agent of the Company i.e. Universal Capital Securities Pvt. Ltd in respect of their physical share folios, if any.
16. Shareholders are requested to fill-in and sign the attendance slip and hand it over at the entrance to the venue.
17. Members, who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
18. The procedure and instructions for voting through electronic means from CDSL are as follows. We request you to follow the below procedure for e-voting:

- (i) The voting period begins on Tuesday, 22nd September, 2015 at 9.00 a.m. and ends on Thursday, 24th September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 18th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The shareholders should log on to the e-voting website www.evotingindia.com.

- (iii) Click on Shareholders.

- (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr no affixed on Annual Report, in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However,

members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant BEDMUTHA INDUSTRIES LIMITED on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

For and on behalf of
BEDMUTHA INDUSTRIES LIMITED

Place: Sinner
Date : August 11, 2015

Vijay Vedmutha
Managing Director
DIN: 00716056

ANNEXURE TO NOTICE**Statement pursuant to Section 102 of Companies Act, 2013, setting out material facts concerning each item of Special Business****ITEM NO. 4:**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2016.

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 of ` 1,75,000/- (Rupees One Lakh Seventy Five Thousand only) has to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relative is, in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. All the documents referred in the Notice are available for inspection by the shareholders at the Registered Office of the Company on all working days except Public holidays, Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. upto the date of the ensuing Annual General Meeting and will also be available for inspection at the Meeting.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO. 5:

The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, had proposed the amendment of Clause 49 of Listing Agreement with effect from October 1, 2014 and vide S. No. 4 of the said Circular had advised companies to seek approval of the Members at the first General Meeting subsequent to October 1, 2014 for all existing material related party contracts or arrangements as on April 17, 2014, which are likely to continue beyond March 31, 2015.

As per the said amendment of Clause 49 of the Listing Agreement, a related party transaction is "a transfer of resources, services or obligations between a Company and a related party, regardless of whether a price is charged" and shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require approval of the Members by a Special Resolution. "Material Transaction" means any transaction (entered into either individually or taken together with previous transactions during a financial year), which exceeds 10% (ten percent) of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The related party transactions listed in the table pertaining to Resolution No. 05 are in excess of 10% of the consolidated turnover of the Company as on March 31, 2015 and therefore require approval of the Members in terms of SEBI Circular referred to herein above.

Information as required to be disclosed under Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, namely, name of the related party/Director/Key Managerial Personnel, who is related, if any, nature of relationship, nature of the contracts/arrangements, material terms and particulars with actual/estimated monetary value of contract/arrangement, is given below and forms part of the resolution.

Particulars	Information as required under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014		
Name of the Related Party	K R Bedmutha Techno Associates Pvt. Ltd.	Kamalasha Infrastructure and Engineering Pvt. Ltd.	Kamal Wire Products
Nature of Relationship	Associate Company	Subsidiary Company	Proprietor

Nature, details, Duration of the contract and particulars of the Contract or arrangement / Transfer of resources, services / obligations	Nature – Sale and purchase of wire and wire products. Availing from and rendering services to the Company which includes expertise and consultancy services. Duration – 5 years Particulars – KRB TAPL gives its expertise knowledge and provides best knowhow in accomplishing and executing the contracts entered by the Company with other entities.	Nature – Sale and purchase of wire and wire products. Availing from and rendering services to the Company which includes consultancy services. Duration – 5 years Particulars – KIEPL renders services involving electrical contracts and Project Management Consultancy for infrastructure development. KIEPL helps in accomplishing the contract entered by the Company with other entities by completing tasks such as the erection and commission of the projects and the civil infrastructures required in the project.	Nature - Sale and purchase of wire and wire products. Availing from and rendering services to the Company which includes consultancy services. Duration – 5 years Particulars - Kamal Wire Products is carrying on the business as manufacturer and supplier of Binding wire, Barbed wire, Chain-link Fencing Wire and other wire products, which are useful for running the business of the Company.
Material terms of the Contract or arrangement including the value if any	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/transaction/ arrangement with the related party.
Whether the transactions have been approved by the Audit Committee	The transaction has been approved by the Audit Committee.	The transaction has been approved by the Audit Committee.	The transaction has been approved by the Audit Committee.
Any other information relevant or important for the Members to make a decision on the proposed transaction	In the current economic scenario, the Company has adopted best channel to propagate its product through EPC Contract. The Company has decided to enter into EPC Contracts of power and other infrastructure distribution with the other companies, which will enable them to use their finish goods captively in the projects. In such EPC project, the Company will lead one of the contractors to accomplish it successfully i.e. K R Bedmutha Techno Associates Pvt. Ltd. (KRB TAPL). KRB TAPL will contribute its share of expertise knowledge and experience of project management consultancy/ tender filing consultancy.	In the current economic scenario, the Company has adopted best channel to propagate its product through EPC Contract. The Company has decided to enter into EPC Contracts of Power and other infrastructure distribution with the other companies which will enable them to use their finish goods captively in the projects. In such EPC project, the Company will lead one of the contractors to accomplish it successfully i.e. Kamalasha Infrastructure and Engineering Pvt. Ltd. (KIEPL). KIEPL will complete the erection and commission of the projects and the civil infrastructures required in the project.	Kamal Wire Products also provides job work facilities for manufacturing of wire and wire products.
Shareholding, if any, of the related parties	Yes	No	No

The Board of Directors recommends passing of the Resolution at Item No. 5 as contained in this Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution, except to the extent of their shareholding in the Company and/or Directorships and/or Shareholding in the related party as listed above. In terms of the provisions of the Clause 49 of the Listing Agreement, the related parties shall not participate in the voting. Accordingly, Mr. K R Bedmutha, Mr. Vijay Vedmutha, Mr. Ajay Vedmutha, Mrs. Vinita Vedmutha and their relatives who are interested/ concerned in the above item shall not participate in the resolution:

BEDMUTHA INDUSTRIES LIMITED

ITEM NO. 6:

Section 188 of the Companies Act, 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe the requirements for obtaining approval of the Members of the Company towards the related party transactions viz.

Sale, purchase or supply of any goods or materials directly or through Appointment of any agent	Exceeding 25% of Annual Turnover on the basis of the Audited Financial Statement of the preceding financial year OR ₹100 Crores., whichever is Lower.
Selling or otherwise disposing of, or buying, property of any kind directly or through Appointment of any agent	Exceeding 10% of Net Worth on the basis of the Audited Financial Statement of the preceding financial year OR ₹100 Crs., whichever is Lower.
Leasing of property of any kind	Exceeding 10% of Annual Turnover OR Exceeding 10% of Net worth on the basis of the Audited Financial Statement of the preceding financial year OR ₹100 Crs., whichever is Lower.
Availing or rendering of any services directly or through Appointment of agent	Exceeding 10% of Turnover of Company on the basis of the Audited Financial Statement of the preceding financial year OR ₹50 Crs., whichever is lower
Related party's Appointment to any office or place of profit in the Company, its subsidiary Company or associate Company	Monthly remuneration exceeding ₹2.5 Lacs.
Remuneration for underwriting the subscription of any securities or derivatives	Exceeding 1% of Net worth on the basis of the Audited Financial Statement of the preceding financial year.

The revised Clause 49 of the Listing Agreement which has come into effect from October 1, 2014 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. Members are requested to approve the contracts and/or arrangements entered into/proposed to be entered into by the Company from time to time with the related parties as defined under the Companies Act, 2013 for a period of 5 (Five) years with effect from April 1, 2015 upto the maximum amount as mentioned in the resolution in the Notice per annum.

The particulars of the contracts / arrangements / transactions for which the approval is requested are set out as under:

Particulars	Information as required under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014						
Name of the Related Party	K R Bedmutha Techno Associates Pvt. Ltd	Kamalasha Infrastructure and Engineering Pvt. Ltd.	Kamal Wire Products	Kreepa Steel Industries	Usha Chemicals	Elme Plast Company	Bedmutha Sons Realty Ventures Pvt. Ltd
Nature of Relationship	Associate Company	Subsidiary Company	Proprietor	Partnership Firm	Partnership Firm	Partnership Firm	Associate Company
Nature, Duration of the contract and particulars of the Contract or arrangement / Transfer of resources, services / obligations	Nature – Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company which includes expertise and consultancy services. Duration – 5 years	Nature – Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company which includes consultancy services. Duration – 5 years	Nature - Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company. Duration – 5 years	Nature - Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company. Particulars - The purchase of wire and wire products,	Nature - Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company. Duration – 5 years	Nature - Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company. Duration – 5 years	Nature – Sale and purchase of wire, wire products and allied products. For availing from and rendering services to the Company for running the business of the Company.

Particulars	Information as required under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014						
	Particulars – KRBTAPL gives its expertise knowledge and provides best knowhow in accomplishing and executing the contracts entered by the Company with other entities. It also enters into related commercial transactions.	Particulars – KIEPL renders services involving electrical contracts and Project Management Consultancy for infrastructure development. KIEPL helps in accomplishing the contract entered by the Company with other entities by completing tasks such as the erection and commission of the projects and the civil infrastructures required in the project. It also enters into related commercial transactions.	Particulars – Kamal Wire Products is carrying on the business as manufacturer and supplier of Binding wire, Barbed wire, Chain-link Fencing Wire and other wire products, which are useful for running the business of the Company. It also enters into related commercial transactions.	its wastage and scrap, energy meters, allied electronic products, inventors and other materials and also sale of wire and wire products. It also enters into related commercial transactions.	Particulars - The purchase of ferrous sulphate, chemicals, acid, wire and wire products, its wastage and scrap, effluent treatment and sale of wire and wire products. It also enters into related commercial transactions.	Particulars - The purchase of wire and wire products, plastic goods, its wastage and scrap and sale of wire and wire products. It also enters into related commercial transactions.	Duration – 5 years Particulars – For infrastructure development.
Material terms of the Contract or arrangement including the value if any	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.
Whether the transactions have been approved by the Audit Committee	The transaction has been approved by the Audit Committee.	The transaction has been approved by the Audit Committee.	The transaction has been approved by the Audit Committee.	The transaction has been approved by the Audit Committee.	The transaction has been approved by the Audit Committee.	The transaction has been approved by the Audit Committee.	The transaction has been approved by the Audit Committee.
Any other information relevant or important for the Members to make a decision on the proposed transaction	No	No	No	No	No	No	No
Shareholding, if any, of the related parties	Yes	No	No	No	No	No	Yes

BEDMUTHA INDUSTRIES LIMITED

The Board of Directors recommends passing of the Resolution at Item No. 06 as contained in this Notice as a Special Resolution.

None of the 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 parties as listed above. In terms of the provisions of the Clause 49 of the Listing Agreement, the related parties shall not participate in the voting. Accordingly, Mr. K R Bedmutha, Mr. Vijay Vedmutha, Mr. Ajay Vedmutha, Mrs. Vinita Vedmutha and their relatives who are interested/ concerned in the above item shall not participate in the resolution:

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.

ITEM NO. 7 to 12:

In order to adequately compensate the Managerial Personnel, in commensurate with the Industry and taking into account the size and operations of the business of the Company, the Board of Directors of the Company at their meeting held on 12th February, 2015, on the basis of the recommendation of the Nomination and Remuneration Committee, subject to the consent of the Members of the Company, had approved w.e.f. 1st April, 2015, to increase the remuneration of the Managerial personnel viz. Mr. K. R. Bedmutha, Chairman and Whole Time Director, Mr. Vijay Vedmutha, Managing Director and Mr. Ajay Vedmutha, Joint Managing Director and to re-appoint w.e.f. 14th November, 2015, as per detail given below:

- 1. Tenure of Re-appointment:** The Appointment of Managerial Personnel viz. Mr. K. R. Bedmutha, Chairman and Whole Time Director, Mr. Vijay Vedmutha, Managing Director and Mr. Ajay Vedmutha, Joint Managing Director shall be effective for a period of 5 years effective from 14th November, 2015. The previous appointment made in the Annual General Meeting held on 13th August, 2013 was effective from 14th November, 2012 to 13th November, 2015. The Board of Directors has decided to revise the terms of appointment and their re-appointment shall be made effective from 14th November 2015 for a further period of five years.

The re-appointment of Mr. K. R. Bedmutha, Chairman and Whole Time Director, Mr. Vijay Vedmutha, Managing Director and Mr. Ajay Vedmutha, Joint Managing Director, shall be subject to the conditions laid down in Schedule V of the Act.

Further as required under Paragraph B of Section II of Part II of Schedule V of the Act, it is confirmed that:

The remuneration payable to the Managerial Personnel viz. Mr. K. R. Bedmutha, Chairman and Whole Time Director, Mr. Vijay Vedmutha, Managing Director and Mr. Ajay Vedmutha, Joint Managing Director is approved by resolution passed by the Board and also by the Members of the Nomination and Remuneration Committee of the Board of Directors of the Company for a period of 3 years and necessary approval will be obtained subsequently.

- 2. Revision in the remuneration** (w.e.f. 1st April, 2015 to 13th November, 2015 and on the re-appointment effective from 14th November, 2015):

Option A:

In case of the Company having adequate profits, the managerial personnel will be paid such remuneration, within the limits specified from time to time under Section 197, read with Section I of Part II of Schedule V to the Act viz. The total managerial remuneration payable by a public Company to its Directors, including Managing Director and Whole-Time Director, and its Manager in respect of any financial year shall not exceed eleven per cent of the net profits of that Company for that financial year computed in the manner laid down in Section 198 except that the remuneration of the Directors shall not be deducted from the gross profits;

Provided further that, except with the approval of the shareholders in the General Meeting, the remuneration payable to Managing Director or Whole-Time Director or Manager shall not exceed five per cent of the net profits of the Company and if there is more than one such Director, remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together

OR

Option B:

Where in any financial year during the currency of the term of the Managerial Personnel, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the Chairman, within the maximum ceiling viz. ₹60 Lakhs per annum (considering the effective capital of the Company is between ₹100 Crores to ₹250 Crores) provided under Section II of Part II of Schedule V to the Act, (including the payment of double the limits,

subject to the approval of members by Special Resolution) as detailed below:

Monthly Remuneration not exceeding (Amount In ₹)

Sr. No.	Name	Basic	HRA	Medical Allowance	Books and Periodicals Allowance	Special Allowance	Gross
1	Mr. K R Bedmutha (Whole-time Director – Designated as Chairman)	2,50,000	1,00,000	75,000	10,000	65,000	5,00,000
2	Mr. Vijay K Vedmutha (Managing Director)	2,50,000	1,00,000	75,000	10,000	65,000	5,00,000
3	Mr. Ajay K Vedmutha (Joint Managing Director)	2,50,000	1,00,000	75,000	10,000	65,000	5,00,000

Further, subject to approval of the Members of the Company, vide Special Resolution as proposed, and subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company on an annual basis, payment of remuneration within the maximum ceiling of ₹1,20,00,000/- per annum to each Managerial personnel, including the following payments, during the tenure of their existing appointment viz.:

a) Annual Increment

Not exceeding 10% on the gross remuneration on annual basis, within the maximum ceilings as per Schedule V to the Act.

b) Annual Performance / Incentive Bonus

Not exceeding an amount equivalent to gross remuneration of 2 months.

OTHER PERQUISITES / BENEFITS

For the purpose of calculating the value of perquisites / benefits, the following items shall be excluded:

In addition to the above remuneration /perquisites, the following perquisites / benefits will be provided by the Company as under:

i. Provident Fund/Super-annuation Fund/Annuity:

Contribution towards the Company's Provident Fund and Super-annuation Scheme, or annuity fund or scheme of any retirement or pension fund or scheme as existing from time to time.

ii. Gratuity:

Benefit under the Company's Gratuity Scheme.

iii. Car:

Free use of car with driver for Company's business. Any personal long distance use will be charged.

iv. Telephone / Communication facilities:

Use of cell phone and provision of telephone and other communication facilities at residence. Any personal long distance call will be charged.

v. Leave:

On full pay and allowance as per Rules of the Company. Encashment of leave will be permitted as per the Rules. Leave accumulated on expiry/termination of the Agreement will be allowed to be carried forward or encashed. **(In the case of encashment of leave at the end of the tenure, the same will not be considered as perquisite)**

vi. Others

The Managerial Personnel shall be entitled to reimbursement of entertainment and all other expenses actually incurred for the business of the Company. Any other expenditure as the Board may approve.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable or at actual cost.

In case, the Company has no profits or has inadequate profits, the Managerial Personnel shall be entitled to be paid remuneration (by way of salary, perquisites and allowances) as mentioned above as the Minimum Remuneration.

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The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General Information:

1) Nature of Industry:

The Company is the leading steel wire manufacturer. The Company has a wide range of wire & wire products like Galvanized Wires, Cable Armor Wires, ACSR Wires, Wire Nails, Earth Wires, Stay Wires, Spring Steel Wires, Barbed Wires etc.

2) Date or expected date of Commencement of Commercial production:

The Company was incorporated on 23rd August, 1990 and commenced its commercial production in the same financial year.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4) Financial performance based on given indicators - as per audited financial results for the year ended 31st March 2015:

Particulars	₹ in lakhs
Income from Operations	32147.23
Other Income	417.60
Total Expenses	33763.80
Net Loss as per Profit & Loss Account (after tax)	(856.00)
Profit / Loss as computed under Section 198 of the Companies Act, 2013	Loss
Net worth	12196.19

5) Foreign Investment or collaborations, if any:

None

II. Information about the appointee

Particulars	Mr. Kachardas R Bedmutha	Mr. Vijay K Vedmutha	Mr. Ajay K. Vedmutha
Background Details	Mr. Kachardas Bedmutha, aged 78 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.	Mr. Vijay K. Vedmutha, aged 51 years is a Managing Director of the Company. He is Industrial & Production Engineer by qualification. He has done MBA with specialization in Finance	Mr. Ajay K. Vedmutha aged 48 years is a Joint Managing Director of the Company. He is a Mechanical Engineer by qualification. He is member of Institution of Engineers of India', 'Deccan Sugar Technologies & Association'. 'Member of the 'National Safety Council' and 'Institute of Energy Engineers.
Past Remuneration	₹ 17.76 Lakhs P.A	₹ 17.76 Lakhs P.A	₹ 17.76 Lakhs P.A
Recognition and Award	NIL	NIL	NIL

Job profile and his suitability	K. R. Bedmutha is Executive Chairman of the Company. 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 is best suited for the responsibilities of current assigned role	Mr. Vijay K. Vedmutha is responsible for Purchase, Production, Planning and Control operations of the Company. Taking into consideration his qualifications, experience and expertise, he is best suited for the responsibilities of current assigned role	Mr. Ajay K. Vedmutha is responsible for overseas Marketing and Finance operations of the Company. He is designated as Chief Financial Officer of the Company. Taking into consideration his qualifications, experience and expertise, he is best suited for the responsibilities of current assigned role
Remuneration proposed	In Case of Inadequacy of Profit / loss, the maximum remuneration payable is ₹60 Lakhs per Annum, as detailed in the explanatory statement. With the approval of the members vide Special Resolution, the maximum ceiling could be doubled i.e., Remuneration upto ₹1,20,00,000/- per annum.	In Case of Inadequacy of Profit / loss, the maximum remuneration payable is ₹60 Lakhs per Annum, as detailed in the explanatory statement. With the approval of the members vide Special Resolution, the maximum ceiling could be doubled i.e., Remuneration upto ₹1,20,00,000/- per annum.	In Case of Inadequacy of Profit / loss, the maximum remuneration payable is ₹60 Lakhs per Annum, as detailed in the explanatory statement. With the approval of the members vide Special Resolution, the maximum ceiling could be doubled i.e., Remuneration upto ₹1,20,00,000/- per annum.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. K.R.Bedmutha, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies	Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. VijayK.Vedmutha, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies	Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. Ajay K.Vedmutha, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:	Mr. K.R.Bedmutha is the father of Mr. Vijay K Vedmutha (Managing Director) & Mr. Ajay Vedmutha (Joint Managing Director) of the Company.	Mr. Vijay K Vedmutha is a son of Mr. K.R. Bedmutha and brother of Mr. Ajay Vedmutha (Joint Managing Director) of the Company	Mr. Ajay K Vedmutha is a son of Mr. K.R. Bedmutha and brother of Mr. Vijay K. Vedmutha (Managing Director) of the Company

III. Other Information

i) Reasons for loss or inadequate profits:

During the year, the total revenue from operations of the Company increased by 46.09% from ₹241.16 Crores to ₹ 352.31 Crores. However, the Company has incurred profit of ₹20.91 crores before interest, depreciation and taxes and losses of ₹8.56 Crores after taxes as compared to previous year due to slow growth and

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sudden drop in the commodity prices in the market and the interest rate throughout the year remained nearly unchanged causing liquidity issue in the economy and causing low demand and curtailed consumption across the sector.

ii) Steps taken or proposed to be taken for improvement:

Since the above issues have resulted in marginally inadequate profits for the Company, the Company proposes to take the following steps for improvement:

a) Improvement of operations, in particular to:

- Improve sales and marketing efforts to increase sales volume;
- focus on reducing material cost and overheads;
- bring operational efficiency in line with industry benchmarks; and

b) Special focus on improving operations at Nardana Plant

iii) Expected increase in productivity and profits in measurable terms:

After taking improvement steps as stated above, the Company shall be in a position to strengthen its capabilities as well as address the future opportunities in India and other markets of choice. The above measures undertaken are expected to yield positive results and improve the financial performance of the Company in the coming years.

Except Mr. K. R. Bedmutha, Chairman & Whole Time Director, Mr. Vijay Vedmutha, Managing Director, Mr. Ajay Vedmutha, Joint Managing Director and Mrs. Vinita Vedmutha, S-CEO of the Company and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the resolution financially or otherwise

Shareholding of the related parties, Directors and relatives of the managerial personnel, who may be deemed to be interested or concerned in the resolution, financially or otherwise.	Mr. K.R. Bedmutha (Father of Mr. Ajay Vedmutha)	Mr. Vijay Vedmutha (Brother of Mr. Ajay Vedmutha)	Mr. Ajay Vedmutha	Mrs. Vinita Vedmutha	Other Relatives of Mr. Vijay Vedmutha (Mrs. Usha Vedmutha [wife])	Other Relatives of Mr. K R Bedmutha (Mrs. Kamalabai Bedmutha [wife])
	22,89,973 (10.89)	33,77,232 (16.06)	34,26,464 (16.29%)	12,72,148 (6.05%)	12,62,475 (6.00%)	8,71,682 (4.14%)

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

The Board of Directors recommends the resolutions as setout in Item No. 7 to 12 to be passed as special resolution by the members of the Company.

ITEM NO. 13:

Related party transaction in connection with increased remuneration and revision in the terms and conditions of the appointment of Mrs. Vinita Vedmutha.

On the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors of the Company at their Meeting held on 12th February, 2015, subject to the consent of the Members of the Company and taking into account the business interest of the Company approved w.e.f. 1st April, 2015 to increase the remuneration to and revise the terms and conditions of the appointment of Mrs. Vinita Vedmutha, CEO of the Company, as per detail given below:

Monthly Remuneration not exceeding (Amount in ₹)

Basic	HRA	Medical Allowance	Books and Periodicals Allowance	Special Allowance	Gross
2,00,000	80,000	60,000	10,000	66,667	4,16,667

The Nomination and Remuneration Committee and Audit Committee have also approved the holding an office or place of profit by Mrs. Vinita Vedmutha as Senior CEO and draw remuneration upto ₹2,50,000/- per month till obtaining necessary prior approval for payment of remuneration the Board of Directors of the Company at their meeting held on 12th February, 2015,

a) Annual Increment:

Not exceeding 10% on the gross remuneration on annual basis, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company.

b) Annual Performance / Incentive Bonus:

Not exceeding an amount equivalent to gross remuneration of 2 months.

Other Perquisites / benefits:

For the purpose of calculating the value of perquisites / benefits, the following items shall be excluded:

In addition to the above remuneration / perquisites the following perquisites / benefits will be provided by the Company as under:

i) Provident Fund/Super-annuation Fund / Annuity:

Contribution towards the Company's Provident Fund and Super-annuation Scheme, or annuity fund or scheme of any retirement or pension fund or scheme as existing from time to time.

ii) Gratuity:

Benefit under the Company's Gratuity Scheme.

iii) Car:

Free use of car with driver for Company's business. Any personal long distance use will be charged.

iv) Telephone / Communication facilities:

Use of cell phone and provision of telephone and other communication facilities at residence.

v) Leave:

On full pay and allowance as per Rules of the Company. Encashment of leave will be permitted as per the Rules. Leave accumulated on expiry/termination of the Agreement will be allowed to be carried forward or encashed. **(In the case of encashment of leave at the end of the tenure, the same will not be considered as perquisite)**

vi) Others

The Managerial Personnel shall be entitled to reimbursement of entertainment and all other expenses actually incurred for the business of the Company.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable or at actual cost.

In case, the Company has no profits or has inadequate profits, the Managerial personnel shall be entitled to be paid remuneration (by way of salary, perquisites and allowances) as mentioned above as the Minimum Remuneration.

Particulars	Information as required under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014
Name of the Related Party	Mrs. Vinita Ajay Vedmutha
Nature of Relationship	Mrs. Vinita Vedmutha belongs to the Promoter group. Mrs. Vinita Vedmutha is wife of Mr. Ajay Vedmutha, the Joint Managing Director of the Company.
Nature, details, Duration of the contract and particulars of the Contract or arrangement	As the Senior Chief Executive Officer looks after the day to day operations of the plant of the Company. She is on the pay roll and all the terms and conditions of the Employee Policy is applicable to her. The remuneration of the CEO is reviewed and recommended by the Nomination and Remuneration Committee as per the Remuneration Policy of the Company and subject to approval of the members of the Company.
Material terms of the Contract or arrangement including the value if any	Subject to the consent of the Members of the Company, the Board of Directors has approved, as per the recommendation of the Nomination and Remuneration Committee to pay a monthly remuneration of not exceeding ₹4,16,667/- and other perquisites / benefits as detailed in the explanatory statement, which forms the part of the Notice convening the 25 th Annual General Meeting of the Company.
Whether the transactions have been approved by the Audit Committee	Yes. The Audit Committee and the Nomination and Remuneration Committee have approved w.e.f. 01 st April, 2015, the increased Remuneration and revision in the terms and conditions of the appointment of Mrs. Vinita Vedmutha at their meeting held on 12 th February, 2015.

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Any other information relevant or important for the Members to make a decision on the proposed transaction.	Mrs. Vinita Vedmutha is working as a CEO of the Company since more than a decade, and the Company has immensely benefitted out of her hard work and she has contributed for the continuous better performance of the Company.					
Shareholding, if any	Mrs. Vinita Vedmutha is holding 12,72,148 (6.05%) Equity Shares of the Company under Promoter group.					
Shareholding of the related parties, Directors and relatives of Mrs. Vinita Vedmutha, who may be deemed to be interested or concerned in the resolution, financially or otherwise.	Self	Mr. Ajay Vedmutha	Mr. K.R. Bedmutha (Father of Mr. Ajay Vedmutha)	Mr. Vijay Vedmutha (Brother of Mr. Ajay Vedmutha)	Other Relatives of Mrs. Vinita Vedmutha (Mrs. Kamalabai Bedmutha [Mother-in-Law])	Other Relatives of Mr. Ajay Vedmutha (Mrs. Usha Vedmutha [Sister-in-Law])
	12,72,148 (6.05%)	34,26,464 (16.29%)	22,89,973 (10.89%)	33,77,232 (16.06%)	8,71,682 (4.14%)	12,62,475 (6.00%)

The board recommends the special resolution as setout in the Item No. 13 for approval of the members of the company.

Except Mr. Ajay Vedmutha, Joint Managing Director and Mrs. Vinita Vedmutha, S-CEO of the Company and their relatives Mr. K.R. Bedmutha and Mr. Vijay Vedmutha, none of the Directors and Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested in the resolution financially or otherwise.

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.

ITEM NO. 14 MODIFICATION OF THE PERIOD OF APPOINTMENT OF MR. BALASUBRAMANIAN A. (DIN: 00490921) AS AN INDEPENDENT DIRECTOR:

The Shareholders of the Company at their 24th Annual General Meeting held on 14th August, 2014 had appointed Mr. Balasubramanian A. (DIN: 00490921) as an Independent Director of the Company for a period of 5 (Five) years i.e., from 24th Annual General Meeting to 29th Annual General Meeting, pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement. However, as per Section 149 of the Companies Act, 2013, the said period of 5 years needs to be modified and he shall be required to hold the office as an Independent Director, not liable to retire by rotation, upto 31st March, 2019.

The Board of Directors of your Company, hence recommends the resolution as set out under Item No. 14, in relation to the modification of the period of appointment of Mr. Balasubramanian A. as an Independent Director, for the approval of the shareholders of the Company, to be passed as an Ordinary Resolution.

Except Mr. Balasubramanian A, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

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.

ITEM NO. 15 MODIFICATION OF THE PERIOD OF APPOINTMENT OF MR. NARAYAN KADU (DIN: 02807124) AS AN INDEPENDENT DIRECTOR:

The Shareholders of the Company at their 24th Annual General Meeting held on 14th August, 2014 had appointed Mr. Narayan Kadu (DIN: 02807124) as an Independent Director of the Company for a period of 5 (Five) years i.e., from 24th Annual General Meeting to 29th Annual General Meeting, pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement. However, as per Section 149 of the Companies Act, 2013, the said period of 5 years need to be modified and he shall be required to hold the office as an independent director not liable to retire by rotation upto 31st March, 2019.

The Board of Directors of your Company, hence recommends the resolution as set out under Item No. 15, in relation to the modification of the period of appointment of Mr. Narayan Kadu as an Independent Director, for the approval of the shareholders of the Company, to be passed as an Ordinary Resolution.

Except Narayan Kadu, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

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.

ITEM NO. 16: INCREASE IN AUTHORISED CAPITAL OF THE COMPANY

At present, the Authorized Share Capital of the Company is ₹30,00,00,000 (Rupees Thirty crores only) divided into 30,00,000 (Thirty lakhs) Equity Shares of ₹ 10/- each. The Company has plans for further expansions/ exploring other avenues of expansion, modernization and diversification. The Company, in order to meet its growth objective and to strengthen its financial position, is required to generate medium / long term resources by issuing further Equity Shares/ convertible securities / warrants.

It is therefore deemed appropriate to increase the Authorised Share Capital to ₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 30,00,000 (Thirty Lakhs) Equity Shares of ₹10/- (Rupees Ten only) each and for that purpose, the provisions of the Memorandum of Association of the Company are proposed to be suitably altered as per Resolution set out at Item No. 16 of the accompanying Notice

The Board recommends the Ordinary Resolution set forth in Item No. 16 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

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

ITEM NO. 17: PREFERENTIAL ISSUE OF WARRANTS

The Company intends to raise long term funds by way of equity to bring in funds from Promoters and Promoter Group as advised by the financial institution and thereby augment the long term financial resources of the Company. Accordingly, the Board of Directors at their meeting held on August 11, 2015, considered, subject to the necessary approval (s) to mobilize funds upto ₹ 5.43 crores (Rupees Five Crores Forty Three Lacs only) by issue and allotment of upto **35,00,000 (Thirty Five lakhs only)** warrants of ₹ 10/- each on preferential basis to the entities forming part of the Promoter & Promoter group of our Company, each convertible into one equity share of ₹ 10/- each at a price of ₹ 15.50 (including premium of ₹5.50 per equity share) or at such higher price as may be determined in accordance with the provisions of SEBI (ICDR) Regulations, 2009. During the present year, the Company has not made any allotment on preferential basis.

The "Relevant Date" for determining the issue price of the warrants is Wednesday, August 26, 2015. The SEBI ICDR Regulation provides that the issue of shares or convertible warrants on a preferential basis can be made at a price not less than the higher of the following:

- a. The average of weekly high and low of the volume weighted average price of the related shares quoted on the stock exchange during the twenty six weeks preceding the relevant date; i.e; ₹ **15.20** or
- b. The average of weekly high and low of the volume weighted average price of the related shares quoted on a stock exchange during the two weeks preceding the relevant date; i.e; ₹ **13.52**.

In view of the above, the Company has fixed a price of ₹15.50 per warrant of ₹ 10/- each for proposed preferential allotment, which is higher than the above.

The details of the issue and other particulars as required in terms of Chapter VII of the SEBI (ICDR) Regulations, 2009 in relation to the aforesaid Special Resolution are given as under:

1. The Objects of the Preferential Issue:

The proceeds of the preferential issue are proposed to be used to meet with the long term working capital requirement, reducing debts and other general corporate purpose thereby augmenting the working capital requirement of the Company, as advised by the working capital bank.

2. The intention of the promoters / directors or key management personnel to subscribe to the offer:

The preferential issue is being made to **Mr. K R Bedmutha, Mr. Vijay K. Vedmutha, Mr. Ajay K. Vedmutha, Mrs. Kamalabai Bedmutha, Mrs. Usha Vedmutha, Mrs. Vinita Vedmutha, M/s. Bedmutha Sons Realty Ventures Pvt. Ltd. and M/s. K R Bedmutha Techno Associates Pvt. Ltd.**, entities forming part of the Promoter & Promoter

group of the Company.

Letter(s) of intent from the aforesaid proposed allottee(s) agreeing to subscribe to the offer has been received. In the event, any of the Equity Shares remaining unsubscribed by the aforesaid proposed allottee(s), for any reason whatsoever, the same will be offered and allotted by the Board at its absolute discretion to any other person / entity/ investor within the same promoter category /class, on the same terms and conditions.

The warrants entitle the holder of each warrant, from time to time to apply and obtain allotment of one equity share of the face value of ₹ 10/- each fully paid up against each such warrant (hereinafter referred to as warrants), in one or more tranches within a period of 18 months from the date of allotment. The Promoters & Promoter group will exercise their conversion in the manner and method to be in compliance with SEBI (SAST) Regulations, 2011

3. Relevant Date:

The Relevant Date as per the SEBI (ICDR) Regulations for the determination of issue price of the Warrants and the equity shares to be allotted pursuant to conversion of the warrant is August 26, 2015 i.e. the date 30 days prior to the date of Annual General Meeting to consider the preferential issue.

4. Terms of Issue of Warrants:

- a) The proposed allottees of Warrants shall, on the date of allotment, pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the Chapter VII of SEBI (ICDR) Regulations, 2009.
- b) The holders of each Warrant shall be entitled to apply for and obtain allotment of one equity share of the face value of ₹ 10/- each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of eighteen month(s) from the date of allotment, in one or more tranches. At the time of the exercise of entitlement, the Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Warrants being so exercised to the Company, simultaneously with the allotment of equity shares of the Company pursuant to such exercise. The amount so paid will be adjusted/ set-off against the issue price of the resultant shares.
- c) In the event of entitlement attached to Warrants to subscribe for Equity Shares is not exercised within the period as mentioned above, the same shall lapse and the amount paid on the Warrants shall stand forfeited.
- d) Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants as above, the Board (or a Committee thereof) shall allot one Equity Share per warrant by appropriating ₹10/- towards equity share capital and the balance amount paid against each warrant, towards the securities premium.
- e) The warrant holders shall also be entitled to any future issue of bonus / rights, if any, of Equity Shares or warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the warrant holders.
- f) The warrant by itself until exercised and equity shares allotted, does not give to the holder(s) thereof any rights with respect to that of a shareholder of the Company except as specified above.
- g) The Equity Shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company and be listed on stock exchanges where the Equity Shares of the Company are listed.

5. Lock in period:

The equity shares arising out of the exercise of the right attached to the Warrants allotted on a preferential basis to the proposed allottees shall be subject to lock-in period of three years from the date of trading approval granted for such shares, as specified under Chapter VII of the SEBI (ICDR) Regulations, 2009 relating to preferential issues.

6. Particulars of subscribers to Warrants:

The Promoter/ Promoter Group/ Person acting in concert viz. **Mr. K R Bedmutha, Mr. Vijay K. Vedmutha, Mr. Ajay K. Vedmutha, Mrs. Kamalabai Bedmutha, Mrs. Usha Vedmutha, Mrs. Vinita Vedmutha, M/s. Bedmutha Sons Realty Ventures Pvt. Ltd. and M/s. K R Bedmutha Techno Associates Pvt. Ltd.** intend to subscribe to an aggregate of upto 35,00,000 (Thirty Five Lakhs only) Warrants under the preferential issue.

7. Under-subscription if any:

Any of the Warrants to be issue as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity/ investor controlled by the Promoters and/or Promoter Group, on the same terms and conditions.

8. The Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees is as follows:

Sr. No.	Name of the Proposed Allottee	Ultimate Beneficial Owner
1.	Mr. K R Bedmutha	Same as allottee
2.	Mr. Vijay Vedmutha	Same as allottee
3.	Mr. Ajay Vedmutha	Same as allottee
4.	Mrs. Kamalabai Bedmutha	Same as allottee
5.	Mrs. Usha Vedmutha	Same as allottee
6.	Mrs. Vinita Vedmutha	Same as allottee
7.	M/s. Bedmutha Sons Realty Ventures Pvt. Ltd.	Mr. K R Bedmutha
8.	M/s. K R Bedmutha Techno Associates Pvt. Ltd.	Mrs. Usha Vedmutha and Mrs. Vinita Vedmutha

The percentage of post preferential issue capital that may be held by the proposed allottee (s) is as follows:

Sr. No.	Name of Allottees	Holding (Pre-Allotment)		Holding (Post-conversion of warrants to the fullest extent)	
		Total No. of shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
1.	Mr. K R Bedmutha	22,91,973	10.90	23,41,973	9.55
2.	Mr. Vijay Vedmutha	33,77,232	16.06	34,27,232	13.97
3.	Mr. Ajay Vedmutha	34,26,464	16.29	34,76,464	14.17
4.	Mrs. Kamalabai Bedmutha	8,77,313	4.17	12,77,313	5.21
5.	Mrs. Usha Vedmutha	12,62,475	6.00	16,62,475	6.78
6.	Mrs. Vinita Vedmutha	12,72,148	6.05	16,72,148	6.82
7.	M/s. Bedmutha Sons Realty Ventures Pvt. Ltd.	12,39,898	5.90	32,39,898	13.21
8.	M/s. K R Bedmutha Techno Associates Pvt. Ltd.	2,13,662	1.02	3,63,662	1.48
	Total	1,39,61,165	66.39	1,74,61,165	71.19

9. The Shareholding pattern pre and post Preferential Offer :

The shareholding pattern giving the present position as also considering full allotment of Warrants to Promoters/ Promoter Group/ Persons acting in concert and equity shares arising out of the conversion thereof, as per the Resolution set out in the accompanying Notice are given below:

Sr. No.	Category of shareholder	Holding (Pre-Allotment)		Holding (Post-conversion of warrants to the fullest extent)	
		Total No. of shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
(A)	Promoter and Promoter Group				
(1)	Indian				
(a)	Individuals	1,28,48,111	61.09	1,41,98,111	57.88
(b)	Body Corporate	14,53,560	6.91	36,03,560	14.69
(2)	Foreign	-	-		
	Total Shareholding of Promoter and Promoter Group (A)	1,43,01,671	68.00	1,78,01,671	72.57
(B)	Public shareholding				
1	Institutional Investor				
	FII's	-	-	-	-
2	Non-institutional investors				
	Body Corporate	18,80,108	8.94	18,80,108	7.66
	General Public	46,91,190	22.30	46,91,190	19.12

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Sr. No.	Category of shareholder	Holding (Pre-Allotment)		Holding (Post-conversion of warrants to the fullest extent)	
		Total No. of shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
	Any other – Clearing Member	71,115	0.34	71,115	0.29
	Any other – NRI	87,527	0.42	87,527	0.36
	Any other – HUF	-	-	-	-
	Total Public Shareholding (B)	67,29,940	32	67,29,940	27.43
(C)	Shares held by custodian against which Depository receipts have been issued	-	-	-	-
	Total (C)	-	-	-	-
	Grand Total	2,10,31,611	100	2,45,31,611	100.00

10. Proposed time within which the allotment shall be completed

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of Warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of Warrants would require any approval(s) from any regulatory authority including the Stock Exchanges where the shares of the Company are listed or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

11. No change in control

There shall be no change in management or control of the Company pursuant to the issue of equity shares and Warrants. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

12. Statutory Auditors Certificate

M/s. Patil Hiran Jajoo & Co., Chartered Accountants, Statutory Auditors of the Company, have certified that the proposed preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2009 which will be placed before the shareholders at the AGM. A copy of the said certificate is 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

Your Directors, therefore, recommend the resolution for your approval to be passed as special resolution.

Mr. K R Bedmutha, Chairman and Whole Time Director and Mr. Vijay Vedmutha, Managing Director, Mr. Ajay Vedmutha, Joint Managing Director, Mrs. Vinita Vedmutha, Sr. Chief Executive Officer along with their relatives being Promoters of the Company may be deemed to be concerned or interested in the proposed Resolution.

Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

For and on behalf of

BEDMUTHA INDUSTRIES LIMITED

Place: Sinnar
Date : August 11, 2015

Vijay Vedmutha
Managing Director
DIN: 00716056