

BEDMUTHA INDUSTRIES LIMITED



CIN - L 31200MH1990PLC057863

MANUFACTURER & EXPORTER OF

★ ALL TYPES OF GALVANISED WIRES & BLACK WIRES



★ ACSR CORE WIRES

★ CABLE ARMOURING WIRE & STRIPS

★ STAY WIRES & EARTH WIRES

★ M.S. & H.B. WIRES

★ SPRING STEEL WIRES

★ ROLLING QUALITY WIRES

★ P.C. WIRE & P.C. STRAND WIRES

★ ROPE WIRES

★ BARBED WIRE

★ CHAIN LINK FENCINGS

★ WIRE NAILS

★ BINDING WIRES

Date: 06/09/2021

To

BSE Limited

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

To

National Stock Exchange of India Limited

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

Dear Sir/ Madam,

Sub: Intimation of Notice of Thirty First (31st) Annual General Meeting of the Company

Dear Ma'am/Sir(s),

We would like to inform that 31st Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, September 28, 2021 at 12.00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") by using InstaMeet Platform.

In view of continuing COVID 19 pandemic, the Ministry of Corporate Affairs (MCA), has wide its Circulars numbered 14/2020, 17/2020, 20/2020, 33/2020, 39/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020, September 28, 2020, December 31, 2020 and January 13, 2021 respectively and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the SEBI Circular numbered SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, permitted the holding of Annual General Meeting through VC / OAVM without the physical presence of members at common venue.

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and relevant provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members with the remote e-voting facility. Accordingly, for the purpose of determining the shareholders eligible to cast their vote electronically / physically, the Company has fixed Tuesday, September 21, 2021 as the cut-off date. The Company has engaged the services of Link Intime India Private Limited to provide the e-voting facility on instavote platform.

Regd. Office : Plot No. A-31 to 35 & 57, Sinnar-Shirdi Road, STICE, Musalgaon, Sinnar, Dist. Nashik Ph. 02551-240320, 240481, Fax - 240482

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

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

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

Plant - 3, Plot No. B-113, Sinnar-Shirdi Road, STICE, Musalgaon, Sinnar, Dist. Nashik Ph.: 02551-240367, Fax - 240482

Plant - 4, Plot No. B-140, Sinnar-Shirdi Road, STICE, Musalgaon, Sinnar, Dist. Nashik Ph.: 02551-240068, Fax - 240482

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

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

Mumbai :- bedmuthawires@rediffmail.com

Web :- www.bedmutha.com

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★ BARBED WIRE

★ CHAIN LINK FENCINGS

★ WIRE NAILS

★ BINDING WIRES

The remote e-voting period commences from Saturday, September 25, 2021 at 9:00 A.M. (IST) and ends on Monday, September 27, 2021 at 05.00 P.M. (IST). The facility of voting through electronic voting system shall also be made available at the AGM and the members participating in AGM through VC/OAVM, who have already Not cast their vote by remote e-voting shall be eligible to cast their vote in the meeting.

Further to inform you that pursuant to Section 91 and other applicable provisions of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, it is hereby informed that the Share Transfer Books and Register of Members will be closed from Wednesday, September 22, 2021 to Tuesday, September 28, 2021 (both days inclusive) for the purpose of 31st AGM of the Company.

We are enclosing herewith the Notice of 31st Annual General Meeting of the Company.

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

We would like to inform you that in view of MCA circular and SEBI circular dated January 15, 2021, notice of the AGM alongwith the Annual Report 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Depositories.

Kindly take the same on your record.

For and on behalf of
Bedmutha Industries Limited




Ajay Topale
Company Secretary & Compliance Officer
Membership No.: A26935

Encl: AGM Notice

Regd. Office : Plot No. A-31 to 35 & 57, Sinnar-Shirdi Road, STICE, Musalgaon, Sinnar, Dist. Nashik Ph. 02551-240320, 240481, Fax - 240482

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Plant - 3, Plot No. B-113, Sinnar-Shirdi Road, STICE, Musalgaon, Sinnar, Dist. Nashik Ph.: 02551-240367, Fax - 240482

Plant - 4, Plot No. B-140, Sinnar-Shirdi Road, STICE, Musalgaon, Sinnar, Dist. Nashik Ph.: 02551-240068, Fax - 240482

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

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

Mumbai :- bedmuthawires@rediffmail.com

Web :- www.bedmutha.com

BEDMUTHA INDUSTRIES LIMITED

NOTICE

Notice is hereby given that the **Thirty-First (31st)** Annual General Meeting of the Members of Bedmutha Industries Limited will be held on Tuesday, September 28, 2021 at 12.00 Noon through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

Ordinary Business:

ADOPTION OF AUDITED FINANCIAL STATEMENTS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2021 and the reports of the Board of Directors and Auditors thereon laid before the meeting be and are hereby considered and adopted.”

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2021 and the report of the Auditors thereon laid before the meeting be and are hereby considered and adopted.”

3. **RE-APPOINTMENT OF MR. AJAY VEDMUTHA (DIN: 01726879), AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:**

To appoint a Director in place of Mr. Ajay Vedmutha (**DIN:01726879**), who retires by rotation and, being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ajay Vedmutha (DIN: 01726879), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

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

Special Business:

4. **APPROVAL OF RELATED PARTY TRANSACTIONS:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to approve the contract and/or arrangement entered into/proposed to be entered into by the Company from time to time with the following related parties viz. for a period of 5 (Five) years from 29th September, 2021 to 28th September 2026 on the terms and conditions, as per the Explanatory Statement attached to this notice.

| Name of the Related Party | Relationship | Value per annum not exceeding (₹) |
|--|---|---|
| Aakansha Elements Industries Private Limited | Mrs. Aakansha Vedmutha (Director and 50% Shareholder of Aakansha Elements Industries Private Limited) is daughter in law of Mr. Vijay Vedmutha. | ₹ 100,00,00,000/- (Rupees Hundred Crores) |
| MNE Components India Private Limited | Mrs. Aakansha Vedmutha (Director of MNE Components India Private Limited) is daughter in law of Mr. Vijay Vedmutha. | ₹ 100,00,00,000/- (Rupees Hundred Crores) |

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

5. RATIFICATION OF THE REMUNERATION TO BE PAID TO THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2022:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification/ (s) or re-enactment/(s) thereof for the time being in force M/s. Deodhar Joshi & Associates (Firm Registration No. 002146), be and are hereby appointed as the Cost Auditors for conducting the audit of the Cost Records of the Company, for the financial year ending March 31, 2022 at a remuneration not exceeding ₹ 1,75,000/- plus applicable tax and reimbursement of the out of pocket expenses, if any, incurred by M/s. Deodhar Joshi & Associates, Cost Auditors, to conduct the audit of the cost records of the Company for the Financial Year 2021-22.”

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

**Place : Sinnar
Date: August 17, 2021**

**Vijay Vedmutha
Chairman and Managing Director
DIN : 00716056**

BEDMUTHA INDUSTRIES LIMITED

Notes

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business under serial no 4 & 5 to be transacted at the Meeting are annexed hereto.
2. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company at A-70/71/72, STICE, Musalgaon MIDC, Sinnar, Nashik – 422103, Maharashtra, on all working days except Saturdays and Sundays during business hours up to the date of the Meeting. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **25th September, 2021** through email on cs@bedmutha.com. The same will be replied by the Company.
3. The Register of Directors and Key Managerial Persons and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

The notice is being sent to all the members, whose names appeared in the Register of Members as on Friday, August 27, 2021. This notice of the Annual General Meeting of the members of the company along with Annual Report is also displayed/ posted on the websites of the company i.e. www.bedmutha.com and that of Link Intime India Pvt Ltd i.e. <https://instavote.linkintime.co.in>.

5. The Register of Members of the Company will remain closed from Wednesday, September 22, 2021 to Tuesday, September 28, 2021 (both days inclusive).
6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice as per the requirement of the “Secretarial Standard-2” on General Meetings.
7. The Company has appointed severally Mr. Sachin Sharma & Mr. Dinesh Trivedi Designated Partners of M/s S. Anantha & Ved LLP, (Firm Reg. No.AAH-8229), Company Secretaries, Mumbai as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
8. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.bedmutha.com and on the website of Link Intime India Pvt Ltd immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

9. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 and Circular No. 33 dated September 28, 2020 and Circular No. 39 dated December 31, 2020 and Circular No. 2 dated January 13, 2021 (here inafter collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.
10. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to gains108@yahoo.com with a copy marked to cs@bedmutha.com

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

In compliance with the aforesaid MCA Circulars dated May 12, 2020 and SEBI Circular, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.bedmutha.com, websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA <https://www.unisec.in>

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

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

14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, the Company is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Notice by electronics means and business may be transacted through the e-Voting services. For this purpose, the Company has engaged services of Link Intime India Private Limited, for providing e-Votingservices.

Remote e-voting facility will be available on the website <https://instavote.linkintime.co.in> from 9.00 a.m. on Saturday, September 25, 2021 and ends at 05:00 p.m. on Monday, September 27, 2021, after which the facility will be disabled by Instavote and remote e-voting shall not be allowed beyond the said date and time. The notice is also available on the website <https://www.bedmutha.com>. During this period shareholders of the Company, holding shares in dematerialised form, as on the cut off date of September 21, 2021 may cast their votes electronically.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of notice and holding shares as on cut-off date i.e. September 21, 2021, may obtain the login ID and password by sending a request at evoting@linkintime.co.in or contact M/s Link Intime India Private Limited telephone number 022-49186175 The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 21, 2021.

15. Information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking re-appointment is as under:

| | | |
|----|--|---|
| 1. | Name of the Director | Mr. Ajay K Vedmutha |
| 2. | Director Identification Number(DIN) | 01726879 |
| 3. | Date of Birth/Age | February 10, 1967 |
| 4. | Date of appointment / re-appointment | November 14, 2018 |
| 5. | Qualifications & Expertise in specific functional area | Mechanical Engineer |
| 6. | Relationship with other Directors inter-se | Mr. Ajay Vedmutha is brother of Mr. Vijay Vedmutha (Chairman & Managing Director) |
| 7. | Remuneration last drawn | ₹ 60 Lakhs per annum |

BEDMUTHA INDUSTRIES LIMITED

| | | |
|-----|--|--|
| 8. | Directorships in other Public Companies as on the date of appointment | 1. Kamalasha Infrastructure And Engineering Private Limited [CIN: U45200MH2007PTC167532] 2. Ashoka Pre-Con Private Limited [CIN: U26940MH2008PTC187764] |
| 9. | Chairperson/Member of the committees of Director of the Company | Stakeholders Relationship Committee - Member |
| 10. | Chairman/Member of the Committees of other Companies as on the date of appointment | Nil |
| 11. | No. of Meetings of the Board attended during the year | 4 Board Meetings held and attended |
| 12. | Shareholding, if any, in the Company as on the date of appointment as required under Regulation 36 (3) (e) | 34,76,464 (10.78%) |

Mr. Ajay Vedmutha does not hold directorship in any other listed entities.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

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

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

| <u>Type of shareholders</u> | <u>Login Method</u> |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL | <p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.</p> <ul style="list-style-type: none"> After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

| <u>Type of shareholders</u> | <u>Login Method</u> |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <ul style="list-style-type: none"> After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p> |
| <p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p> | <ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| <p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p> | <ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%^), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. |

BEDMUTHA INDUSTRIES LIMITED

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43. |

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

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

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

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

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

1. Shareholders who would like to speak during the meeting must register their request mentioning their name demat account no/folio no, email id, mobile no at cs@bedmutha.com from 10.00 a.m. on September 25, 2021 to 5.00 p.m. September 27, 2021.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

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4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

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

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

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

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

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

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

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

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

or

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

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

- 1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
- 1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

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

**Vijay Vedmutha
Chairman and Managing Director
DIN : 00716056**

**Place: Sinnar
Date: August 17, 2021**

ANNEXURE TO NOTICE

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

ITEM NO.: 04

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

On the recommendation of the Audit Committee, and subject to approval of the shareholders at the ensuing Annual General Meeting, the Board of Directors at its meeting held on August 13, 2021, approved the contract / arrangement proposed to be entered into by the Company with the following related parties for a period of 5 (Five) years from 29th September, 2021 to 28th September, 2026, as per following terms and conditions mentioned below viz.:

| | | |
|---|---|---|
| Name of the Related Party | Aakansha Elements Industries Private Limited | MNE Components India Private Limited |
| Name of the Director or Key Managerial Personnel who is related, if any | Mr. Vijay Vedmutha, Chairman and Managing Director of the Company | Mr. Vijay Vedmutha, Chairman and Managing Director of the Company |
| Nature of Relationship | Mrs. Aakansha Vedmutha (Director of Aakansha Elements Industries Private Limited) is daughter in law of Mr. Vijay Vedmutha. | Mrs. Aakansha Vedmutha (Director of MNE Components India Private Limited) is daughter in law of Mr. Vijay Vedmutha. |
| Nature, material terms, monetary value and particulars of the Contract or arrangement | Nature – Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company. Duration – 5 years (29 th September, 2021 to 28 th September, 2026) Monetary value: Not exceeding ₹ 100,00,00,000/- (Rupees Hundred Crores) per annum Particulars– Aakansha Elements Industries Private Limited is in the business of recycling of copper, copper cable, druid, relay cables, copper catalyst which are useful for running the business of the Company. It also enters into related commercial transactions. | Nature – Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company. Duration – 5 years (29 th September, 2021 to 28 th September, 2026) Monetary value: Not exceeding ₹ 100,00,00,000/- (Rupees Hundred Crores) per annum Particulars– MNE Components India Private Limited is in the business of manufacture, fabricate and assemble, repair, buy, sell, import, export, distribute, and deal in automobile parts of all kinds and descriptions, automotive and other gears, transmission and electrical and mechanical components. |
| Any other information relevant or important for the Members to make a decision on the proposed transaction | The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/transaction/ arrangement with the related party. | The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/transaction/ arrangement with the related party. |
| Shareholding, if any ,of the related parties | Mrs. Aakansha Yash Vedmutha daughter in law of Mr. Vijay Vedmutha, is a Director and holds 5,000 Shares (50%) Equity Shares of Face Value of ₹ 10/- each in Aakansha Elements Industries Private Limited. Aakansha Elements Industries Pvt. Ltd. does not hold any share in the Company. However, Mr. Vijay Vedmutha, Chairman & Managing Director holds 34,27,232 (10.62%) shares in the Company. | Mrs. Aakansha Yash Vedmutha daughter in law of Mr. Vijay Vedmutha, is a Director and does not hold any Equity Share in MNE Components India Private Limited. MNE Components India Pvt. Ltd. does not hold any share in the Company. However, Mr. Vijay Vedmutha, Chairman & Managing Director holds 34,27,232 (10.62%) shares in the Company. |

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

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

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

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

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

The Board of Directors recommends passing of the Resolution at Item no. 03 as contained in the notice as a Special Resolution.

ITEM NO.: 05

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors detailed below to conduct the audit of the cost records of the Company and to submit Cost Audit Report for the Financial Year ending March 31, 2022.

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

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

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 04 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2022.

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

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

The Board of Directors recommends passing of the Resolution at Item no. 04 as contained in the notice as an Ordinary Resolution.

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

**Vijay Vedmutha
Chairman and Managing Director
DIN : 00716056**

**Place: Sinnar
Date: August 17, 2021**