

BEDMUTHA INDUSTRIES LIMITED

CIN - L 31200MH1990PLC057863

MANUFACTURER & EXPORTER OF

★ ALL TYPES OF GALVANISED WIRES & BLACK WIRES



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

Date: 02/09/2023

To

BSE Limited

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

To

National Stock Exchange of India Limited

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

Dear Sir/ Madam,

Sub: Intimation of Notice of Thirty Third (33rd) Annual General Meeting of the Company.

Dear Sir / Madam,

We would like to inform that 33rd Annual General Meeting (AGM) of the Members of the Company will be held on Monday, September 25, 2023 at 12.00 Noon through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) by using InstaMeet Platform.

In view of continuing circulars, the Ministry of Corporate Affairs (MCA), has wide 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 and Circular No. 2 dated May 05, 2022 and Circular No. 10 dated December 28, 2022 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with the SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, 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 Monday, September 18, 2023 as the Cut-off date. The Company has engaged the services of Link Intime India Private Limited to provide the e-voting facility on instavote platform.

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

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

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

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

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

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

Mumbai :- ajay@bedmutha.com

Web :- www.bedmutha.com

BEDMUTHA INDUSTRIES LIMITED

CIN - L 31200MH1990PLC057863

MANUFACTURER & EXPORTER OF

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



The remote e-voting period commences from Friday, September 22, 2023 at 9:00 A.M. (IST) and ends on Sunday, September 24, 2023 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 Tuesday, September 19, 2023 to Monday, September 25, 2023 (both days inclusive) for the purpose of 33rd AGM of the Company.

We are enclosing herewith the Notice of 33rd Annual General Meeting of the Company.

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

We would like to inform you that in view of the above mentioned MCA circular and SEBI circular notice of the AGM alongwith the Annual Report 2022-23 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-70,71,72, Sinnar-Shirdi Road, STICE, Musalgaon, Sinnar, Dist. Nashik Ph.: 02551-240420, Fax - 240482

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

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

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

Mumbai :- ajay@bedmutha.com

Web :- www.bedmutha.com

BEDMUTHA INDUSTRIES LIMITED

NOTICE

Notice is hereby given that the Thirty-Third (33rd) Annual General Meeting of the Members of Bedmutha Industries Limited will be held on Monday, September 25, 2023 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, 2023, 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, 2023 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, 2023, together with Auditors Report thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2023 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. **RENEWAL OF THE RELATED PARTY TRANSACTION (S) 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** further to the approval accorded vide Resolution passed at the 28th Annual General Meeting of the Shareholders of the Company held on September 25, 2018, with respect to the contract(s) / arrangement(s), entered into by the Company with the Related parties and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification or re-enactment thereof) and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to renew the transactions, contracts and / or arrangements entered into / proposed to be entered into by the Company from time to time with the following related party viz. for a period of 5 (Five) years from September 25, 2023 to September 24, 2028 on the terms and conditions, as per the Explanatory Statement attached to this notice:

Transaction defined under Section 188 (1) of the Companies Act, 2013	
Name of the related parties	Arian Finishings Private Limited
Nature of Relationship	Mr. Yash Vedmutha (Director of Arian Finishings Private Limited) is the son of Mr. Vijay Vedmutha and Mrs. Usha Vedmutha (Director of Arian Finishings Private Limited) is the wife of Mr. Vijay Vedmutha, managing Director of the Company and daughter in law of Mr. Kachardas Bedmutha, Chairman of the Company.

Nature of Contract	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. Availing or rendering of loans / advances.
Amount (₹)	₹ 110,00,00,000/- (Rupees One Hundred and Ten 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. MODIFICATION OF THE RELATED PARTY TRANSACTION (S) 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** further to the approval accorded vide Resolution passed at the 29th Annual General Meeting of the Shareholders of the Company held on December 24, 2019, with respect to the contract(s) / arrangement(s), entered by the Company with the Related party and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification or re-enactment thereof), and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to add / modify the nature of contract with the following related party as detailed below for the remaining tenure of the existing contract(s) / arrangement(s) commencing from September 25, 2023 to March 31, 2025.

Name of the Related Party	Nature of contract(s)	Revised addition / modification in the nature of contract(s)	Approved transaction limit By the Shareholders at the 31st Annual General Meeting held on September 28, 2021	Duration of Contract
K R Bedmutha Techno Associates Private Limited	Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company.	Availing or rendering of loans or advances.	₹ 25,00,00,000/- (Rupees Twenty Five Crores)	April 01, 2020 to March 31, 2025

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

6. RE-APPOINTMENT OF MR. 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, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, if any, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded subject to necessary approvals, if any, to the re-appointment of Mr. Vijay K. Vedmutha (DIN: 00716056) as the Managing Director of the Company, for a period of 4 (Four) years with effect from November 14, 2023 to November 13, 2027,

BEDMUTHA INDUSTRIES LIMITED

at such remuneration and on the terms and conditions, as per the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Vijay K Vedmutha.

RESOLVED FURTHER THAT pursuant to Regulation 17(6) (e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent be and is hereby accorded for the payment of remuneration (the remuneration will be paid for maximum period first three (3) years, in case of loss or inadequacy of profit during the tenure), as set out in the Explanatory Statement annexed to the Notice convening this meeting, to Mr. Vijay Vedmutha, Managing Director.

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."

7. RE-APPOINTMENT OF MR. AJAY K. VEDMUTHA (DIN: 01726879) 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, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) , applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, if any, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, 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 Managing Director of the Company, for a period of 5 (Five) years with effect from November 14, 2023 to November 13, 2028, at such remuneration and on the terms and conditions, as per the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Ajay K Vedmutha.

RESOLVED FURTHER THAT pursuant to Regulation 17(6) (e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent be and is hereby accorded for the payment of remuneration (the remuneration will be paid for maximum period first three (3) years, in case of loss or inadequacy of profit during the tenure), as set out in the Explanatory Statement annexed to the Notice convening this meeting, to Mr. Ajay Vedmutha, Managing Director.

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."

8. AUTHORITY FOR SALE OF BARREN LAND(S) [NON CORE ASSETS] OF THE COMPANY:

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

"**RESOLVED THAT** further to the approval accorded vide Special Resolution passed of the 29th Annual General Meeting of the Shareholders of the Company held on December 24, 2019 and pursuant to Sections 180(1)(a), 188 and other applicable provisions if any, of the Companies Act, 2013, ('the Act') and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other law for time being in force and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary to be obtained from appropriate Government Authority(ies), Department(s), Office(s), Institution(s), Body(ies) and Agency(ies) and subject to terms, conditions, alternations and /or modifications, if any, as may be stipulated by any Authority while granting, such approvals, consents, permissions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in its behalf), consent of the members of the company be and is hereby accorded to the Board of Directors to sell any or all of the following land(s) fully and /or partially, at the prevailing market price as

may be arrived on the basis of valuation done by the approved valuer, to any proposed buyer which may be any third party(ies) or any related parties of the Company viz. promoter(s), Directors, Key Managerial Personnel(s) and/or their relatives, and such other entities as defined under Section 2(76) of the Act, from time to time viz.,:

Sr. No.	Description of land	Admeasuring area
1	Gat No. A - 30 to A - 35 and A - 57 situated at STICE, Musalgaon MIDC, Sinnar, Nashik (Maharashtra)	1200 sq. mtrs.
2	Gat No. B - 113 situated at STICE, Musalgaon MIDC, Sinnar, Nashik (Maharashtra)	1000 sq. mtrs.
3	Gat no. 931/1 situated at STICE, Musalgaon MIDC, Sinnar, Nashik (Maharashtra)	2.13 hectares
4	Gat No 270/8/1 situated at Sinnar, Nashik (Maharashtra)	1.21 hectares
5	Gat No 270/8/2 situated at Sinnar, Nashik (Maharashtra)	3.61 hectares
6	Gat No. 232 situated at Rashegaon, Taluka : Dindori, District : Nashik (Maharashtra)	12.38 hectares
7	Gat No. 237 situated at Rashegaon, Taluka : Dindori, District : Nashik (Maharashtra)	7.16 hectares
8	Gat No. 29 situated at Deherewadi, Taluka : Dindori, District : Nashik (Maharashtra)	0.40hectares

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and such matters and things, as may be necessary, including, finalising, varying and settling the terms and conditions to sell the land and to finalise, execute, deliver and perform, such agreements (including not limited to the agreement to sell business), contracts, deeds, undertaking and other documents, file applications and make representations, in respect thereof and seek requisite approval from the relevant authorities and Secured Creditors, including Government Authorities, Bank and Financial Institutions, suitably inform and apply on the concerned Authorities, including in respect of its requirements of the Central and/ or State Government(s) and/or local authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolutions to any Director(s) or any Committee of Directors or any other Officer(s)/Authorised representative(s) of the Company, to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

9. RATIFICATION OF THE REMUNERATION TO BE PAID TO THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2024:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Members of the Company do hereby ratify the remuneration of ₹ 1,75,000/- (Rupees One Lakhs Seventy Five Thousand Only) plus applicable tax and reimbursement of related business expenses, at actuals, to M/s. Deodhar Joshi & Associates, Cost Accountants (Registration No. 002146), who were appointed by the Board of Directors of the Company, as Cost Auditors, to conduct audit of the cost records maintained by the Company, for the financial year 2023-24.”

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

Kachardas Bedmutha
Chairman
DIN: 00715619

Date: August 10, 2023

Place: Sinnar

BEDMUTHA INDUSTRIES LIMITED

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses under Serial No. 4 to 9 to be transacted at the Meeting are annexed hereto.
2. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company at A-70/71/72, STICE, Musalgaon MIDC, Sinnar, Nashik – 422103, Maharashtra, on all working days except Saturdays and Sundays during business hours up to the date of the Meeting. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **September 22, 2023** 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 25, 2023. 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 Tuesday, September 19, 2023 to Monday, September 25, 2023 (both days inclusive).
6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice as per the requirement of the “Secretarial Standard-2” on General Meetings.
7. The Company has appointed Mr. Sachin Sharma and failing him, Mr. Vishwanath Designated Partners of M/s Sharma and Trivedi LLP, (Firm Reg. No.AAW-6850), Company Secretaries, Mumbai as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
8. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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

9. The Ministry of Corporate Affairs, Government of India (“MCA”) has vide its circular dated 28 December 2022, read with circulars dated 13 January 2021, 5 May 2020, 13 April 2020 and 8 April 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through Video Conferencing facility/ Other Audio Visual Means (“VC/OAVM”), on or before 30 September 2023, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 33rd AGM 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 csllp104@gmail.com with a copy marked to cs@bedmutha.com

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

In compliance with the aforesaid MCA Circulars dated January 05, 2023 and SEBI Circular, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the Company's website www.bedmutha.com, websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA <https://www.unisec.in>.

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

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

14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, the Company is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Notice by electronics means and business may be transacted through the e-Voting services. For this purpose, the Company has engaged services of Link Intime India Private Limited, for providing e-Voting services. Remote e-voting facility will be available on the website <https://instavote.linkintime.co.in> from 9.00 a.m. on Friday, September 22, 2023 and ends at 05:00 p.m. on Sunday, September 24, 2023, 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 18, 2023 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 18, 2023, 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 18, 2023.

15. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018, has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/ statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
16. 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:

BEDMUTHA INDUSTRIES LIMITED

1.	Name of the Director	Mr. Ajay K Vedmutha	Mr. Vijay K Vedmutha
2.	Director Identification Number(DIN)	01726879	00716056
3.	Date of Birth/Age	February 10, 1967	August 05, 1964
4.	Date of appointment / re-appointment	November 14, 2018	November 14, 2018
5.	Qualifications & Expertise in specific functional area	Mechanical Engineer	Industrial & Production Engineer MBA (Finance)
6.	Relationship with other Directors inter-se	Mr. Ajay Vedmutha is brother of Mr. Vijay Vedmutha (Managing Director) and son of Mr. K. R. Bedmutha (Chairman & Executive Director)	Mr. Vijay Vedmutha is brother of Mr. Ajay Vedmutha (Managing Director & CFO) and son of Mr. Kachardas Bedmutha.
7.	Remuneration last drawn	₹ 60 Lakhs per annum	₹ 60 Lakhs per annum
8.	Directorships in other Public Companies as on the date of appointment	1. Kamalasha Infrastructure And Enginnering Private Limited 2. Ashoka Pre-Con Private Limited	1. KRBT A – UNISON CONSULTANCY PRIVATE LIMITED
9.	Chairperson/Member of the committees of Director of the Company	Stakerholders Relationship Committee – Member Corporate Social Responsibility Committee – Member	Audit Committee - Member Stakerholders Relationship Committee – Member Corporate Social Responsibility Committee – Member
10.	Chairman/Member of the Committees of other Companies as on the date of appointment	Nil	Nil
11.	No. of Meetings of the Board attended during the year	Refer Corporate Governance Report annexed to the Board's Report	Refer Corporate Governance Report annexed to the Board's Report
12.	Shareholding, if any, in the Company as on the date of appointment as required under Regulation 36 (3) (e)	34,76,464 (10.78%)	34,27,232 (10.62%)
13.	Declaration of non-debarment from holding the office of Director pursuant to any SEBI order or any such other authority.	Mr. Ajay Vedmutha has declared that he is not debarred from holding of office of Director pursuant to any SEBI order or any such other authority.	Mr. Vijay Vedmutha has declared that he is not debarred from holding of office of Director pursuant to any SEBI order or any such other authority.

Mr. Ajay Vedmutha (DIN: 01726879) and Mr. Vijay Vedmutha (DIN: 00716056), Managing Directors of the Company do not hold directorship in any other Public and listed entities.

Remote e-Voting Instructions for shareholders:

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

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

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
 2. If you are 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>
 3. Visit the e-Voting 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-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 held 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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
1. Existing users who have opted for Easi / Easiest, 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.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. 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 i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

BEDMUTHA INDUSTRIES LIMITED

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

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

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

n 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).

n Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.

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

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.

2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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.

Individual Shareholders holding securities in Physical mode has forgotten the password:

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

n Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

n Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

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

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

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

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

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

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

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

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

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

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

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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.
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.

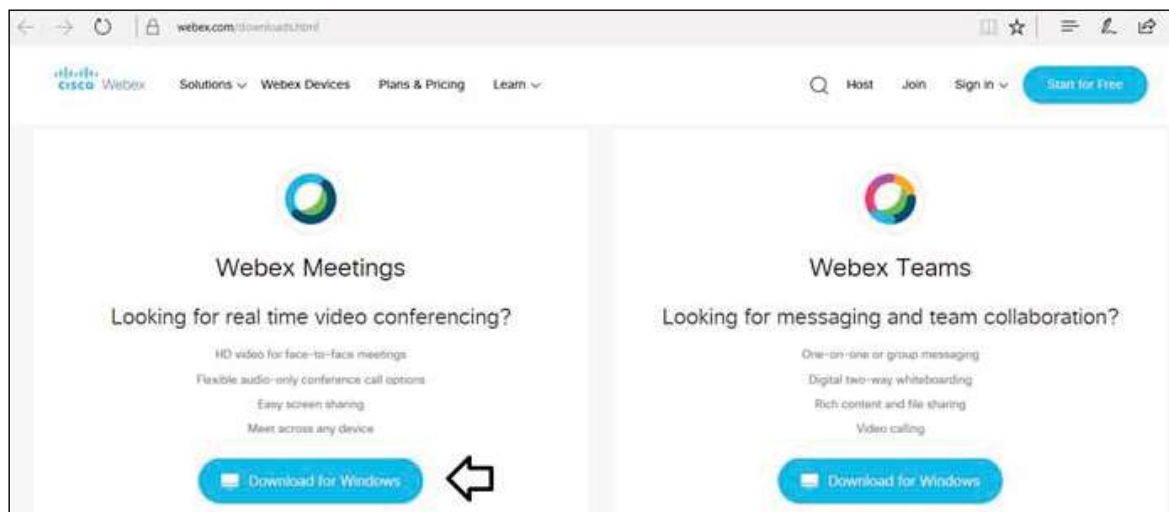
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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:

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

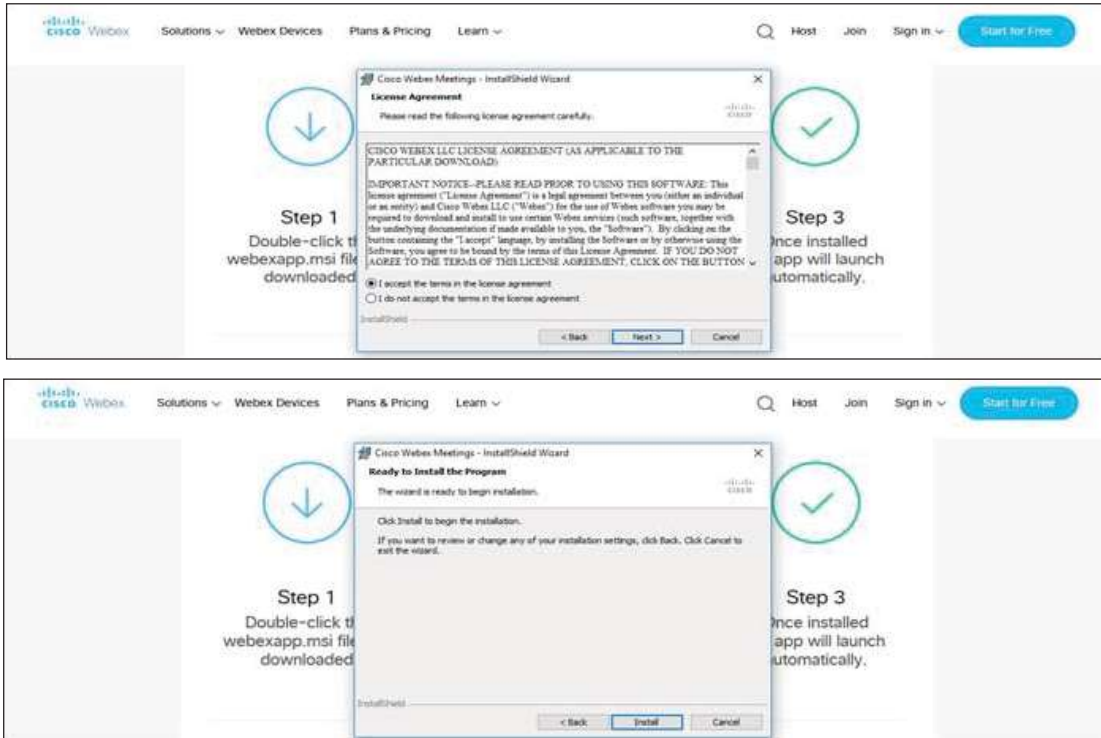


or

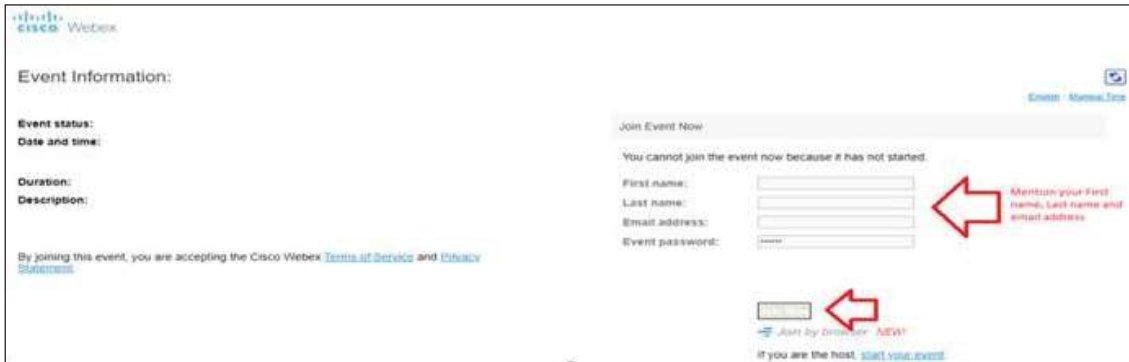
Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

BEDMUTHA INDUSTRIES LIMITED

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



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



For and on behalf of Board of Directors
BEDMUTHA INDUSTRIES LIMITED

Kachardas Bedmutha
Chairman
DIN: 00715619

Date: August 10, 2023
Place: Sinnar

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. : 4

The members of the Company at its Annual General Meeting held on September 28, 2018, vide passing the Ordinary Resolution, approved the contract(s) / arrangement(s), to be entered into by the Company for a period of 5 years commencing from August 14, 2018 to August 13, 2023, with the following related party as per the terms and conditions mentioned below viz.:

Name of the Related Party	Arian Finishings Private Limited
Name of the Director or Key Managerial Personnel who is related, if any	Mr. K.R. Bedmutha, Chairman of the Company & Mr. Vijay K. Vedmutha, Managing Director of the Company.
Nature of Relationship	Mr. Yash Vedmutha (Director of Arian Finishings Private Limited) is the son of Mr. Vijay Vedmutha and Mrs. Usha Vedmutha (Director of Arian Finishings Private Limited) is the wife of Mr. Vijay Vedmutha, managing Director of the Company and daughter in law of Mr. Kachardas Bedmutha, Chairman of the Company.
Nature, material terms, monetary value and particulars of the Contract or arrangement	<p>Nature –Sale and purchase of wire, wire products and allied products of steel and copper. Availing from and rendering services to the Company.</p> <p>Availing and rendering of loans / advances.</p> <p>Duration – 5 years (Commencing from September 25, 2023 to September 24, 2028)</p> <p>Monetary Value: ₹ 110,00,00,000/- (Rupees One Hundred and Ten Crores) per annum.</p> <p>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</p>
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
Shareholding, if any ,of the related parties	Mr. Yash Vedmutha (Director of Arian Finishings Private Limited) is the son of Mr. Vijay Vedmutha and Mrs. Usha Vedmutha (Director of Arian Finishings Private Limited) is the wife of Mr. Vijay Vedmutha, managing Director of the Company and daughter in law of Mr. Kachardas Bedmutha, Chairman of the Company. However, Mr. Vijay Vedmutha, Managing Director holds 34,27,232 (10.62%) shares in the Company.

Now, further taking into consideration, the period of renewal of contract(s) / arrangement(s) with the above related party, it is opined that the all the contract(s) / arrangement(s) will be renewed, accorded by the members at this 33rd Annual General Meeting held on September 25, 2023. Hence, on the recommendation of the Audit Committee, and subject to approval of the shareholders at the ensuing Annual General Meeting, the Board of Directors at its meeting held on August 10, 2023, give approval for renewal of the contract(s) / arrangements(s) with the following related party as detailed below.

Name of the Related Party	Transaction Limit	Duration of Contract
Arian Finishings Private Limited	₹ 110,00,00,000/- (Rupees One Hundred and Ten Crores)	5 years (Commencing from September 25, 2023 to September 24, 2028)

BEDMUTHA INDUSTRIES LIMITED

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

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

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

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

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

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

ITEM NO. 5:

The members of the Company at its 29th Annual General Meeting held on December 24, 2019, vide passing the Resolution, approved the contract(s) / arrangement(s), to be entered into by the Company for a period of 5 years commencing from April 01, 2020 to March 31, 2025, with the following related party as per the terms and conditions mentioned below viz.:

Name of the Related Party	K R Bedmutha Tech Associates Private Limited
Name of the Director or Key Managerial Personnel who is related, if any	Mrs. Vinita Vedmutha, S-CEO of the Company
Nature of Relationship	Mrs. Vinita Vedmutha (Director of K R Bedmutha Tech Associates Private Limited) is wife of Mr. Ajay Vedmutha, Managing Director and Daughter in law of Mr. K R Bedmutha, Chairman of the Company.
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 which includes expertise and consultancy services. Duration—5 years (April 01, 2020 to March 31, 2025) Monetary Value: ₹ 25,00,00,000/- (Rupees Twenty Five Crores) per annum Particulars: KRB TAPL gives its expertise knowledge and provides best know how in accomplishing and executing the contracts entered by the Company with other entities.

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 in to the contract/ transaction/ arrangement with the related party.
Shareholding, if any ,of the related Parties	Mrs. Vinita Vedmutha and Mrs. Usha Vedmutha holding 50% each of the shareholding of K R Bedmutha Tech Associates Private Limited

Taking into consideration, the volume of transaction(s) with the above related party, it is opined that it is necessary to add / modify the nature of contract by adding availing or rendering of loans / advances, accorded by the members at its 33rd Annual General Meeting held on September 25, 2023. Hence, on the recommendation of the Audit Committee, and subject to approval of the shareholders at the ensuing Annual General Meeting, the Board of Directors at its meeting held on August 10, 2023, add / modify the nature of contract of the following related party as detailed below for the remaining tenure of their contract(s) / arrangement(s) upto March 31, 2025 viz.:

Name of the Related Party / Nature of Relationship	Nature of contract(s)	Revised addition / modification in the nature of contract(s)	Approved transaction limit By the Shareholders at the 29th Annual General Meeting held on December 24, 2019	Duration of Contract
K R Bedmutha Techno Associates Private Limited	Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company which includes ex	Availing or rendering of loans or advances.	₹ 25,00,00,000/- (Rupees Twenty Five Crores)	April 01, 2020 to March 31, 2025

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

In terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification or re-enactment thereof), the related parties shall not participate in the voting. Accordingly, Mr. Kachardas Bedmutha, Mr. Vijay Vedmutha, Mr. Ajay Vedmutha and Mrs. Vinita 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 Associates Private Ltd.	12,72,753	3.95
	TOT AL	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.

BEDMUTHA INDUSTRIES LIMITED

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

ITEM NO. 6 & 7:

On the basis of the recommendation of the Audit Committee & Nomination and Remuneration Committee and subject to the approval of Shareholders at the ensuing Annual General Meeting, the Board of Directors at its meeting held on August 10, 2023, has approved the re-appointment of Mr. Vijay K. Vedmutha (DIN: 00716056) as the Managing Director of the Company, for a period of 4 (four) years with effect from November 14, 2023 to November 13, 2027 and Mr. Ajay K Vedmutha (DIN: 01726879) as Managing Director of the Company, for a period of 5 (Five) years with effect from November 14, 2023 to November 13, 2028.

Mr. Vijay K. Vedmutha, aged 58 years is a Managing Director of the Company. He is Industrial & Production Engineer by qualification. He has done MBA with specialization in Finance.

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 aged 56 years is a Managing Director of the Company. He is a Mechanical Engineer. He is member of Institution of Engineers of India', 'Deccan Sugar Technologies & Association'. He is also a Member of the 'National Safety Council' and 'Institute of Energy Engineers'.

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.

Mr. Vijay K. Vedmutha and Mr. Ajay K. Vedmutha are not disqualified from being appointed as a Director of the Company. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Managing Director(s) of the Company, therefore, the Board recommends the resolution as set out in the Item no. 6 & 7 of the accompanying notice for the approval of members of the Company as Special Resolutions.

The terms and conditions of the re-appointment of the Managerial Personnel viz. Mr. Vijay K. Vedmutha, and Mr. Ajay K. Vedmutha are as follows:

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.

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 managerial person, within the maximum ceiling viz. ₹ 120 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. Vijay K Vedmutha (Managing Director)	2,50,000	1,00,000	75,000	10,000	65,000	5,00,000
2	Mr. Ajay K Vedmutha (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 ₹ 240 Lakhs 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:

One 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.

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 August 23, 1990 and commenced its commercial production in the same financial year.

BEDMUTHA INDUSTRIES LIMITED

- 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 March 31, 2023:

Particulars	₹ in lakhs
Income from Operations	68,677.93
Other Income	6,136.81
Total Expenses	73,552.45
Net Loss as per Profit & Loss Account (after tax)	1,262.29
Net worth	10,035.00

- 5) Foreign Investment or collaborations, if any:

None

II. Information about the appointee

Particulars	Mr. Vijay K Vedmutha (DIN: 00716056)	Mr. Ajay K. Vedmutha (DIN: 01726879)
Background Details	Mr. Vijay K. Vedmutha, aged 58 years is the 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 56 years is the 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	₹ 60.00 Lakhs P.A	₹ 60.00Lakhs P.A
Recognition and Award	NIL	NIL
Job profile and his suitability	Mr. Vijay K. Vedmutha is responsible for Purchase, Production, Planning and Controls 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 ₹ 120 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 ₹ 240 Lakhs per annum.	In Case of Inadequacy of Profit / loss, the maximum remuneration payable is ₹ 120 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 ₹ 240 Lakhs 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. Vijay 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	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. Vijay K Vedmutha is a brother of Mr. Ajay Vedmutha (Managing Director) of the company. and son of Mr. K. R. Bedmutha, Chairman of the Company.	Mr. Ajay K Vedmutha is a brother of Mr. Vijay K. Vedmutha (Managing Director) of the Company. and son of Mr. K. R. Bedmutha, Chairman of the Company.

III. Other Information
i) Reasons for loss or inadequate profits:

During the financial year 2022-23, the Standalone, Income from operations of your Company increased by 4.03%, from ₹ 660.16 Crores to ₹ 686.78 Crores. The company has earned profit of ₹ 78.10 crores before interest, depreciation and taxes and earned Profit of ₹ 12.62 Crores after taxes as compared to previous year. Considering the market condition, the Company has earned inadequate profits during the year.

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 appropriate steps for improvement 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 & Executive Director, Mr. Vijay Vedmutha, Managing Director, Mr. Ajay Vedmutha, 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.

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

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

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

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

BEDMUTHA INDUSTRIES LIMITED

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. 6 & 7 as contained in the notice as a Special Resolution.

ITEM NO. 8:

Keeping in view of the advice by the Company's Banker(s) viz. to bring in additional funds by sale of barren land(s) owned by the Company as detailed below towards the cost of the Company's projects and other capital expenditure programmes, and to meet the additional long term working capital requirements of the Company, it is proposed to sell any or all of the following land(s) fully and /or partially to any third party(ies) including any related parties of the Company viz. promoter(s), Directors, Key Managerial Personnel(s) and/ or their relatives, and such other entities as defined under Section 2(76) of the Act, from time to time. During the earlier recent years, the Management of the Company tried hard for selling of such non-core assets and had taken efforts for the same but due to some uncertainties like Covid pandemic, it was unable to sell of those assets. Following are the non-core assets:

Sr. No.	Description of land	Admeasuring area
1	Gat No. A - 30 to A - 35 and A - 57 situated at STICE, Musalgaon MIDC, Sinnar, Nashik (Maharashtra)	1200 sq. mtrs.
2	Gat No. B - 113 situated at situated at STICE, Musalgaon MIDC, Sinnar, Nashik (Maharashtra)	1000 sq. mtrs.
3	Gat no. 931/1 situated at STICE, Musalgaon MIDC, Sinnar, Nashik (Maharashtra)	2.13 hectares
4	Gat No 270/8/1 situated at Sinnar, Nashik (Maharashtra)	1.21 hectares
5	Gat No 270/8/2 situated at Sinnar, Nashik (Maharashtra)	3.61 hectares
6	Gat No. 232 situated at Rashegaon, Taluka : Dindori, District : Nashik (Maharashtra)	12. 38 hectares
7	Gat No. 237 situated at Rashegaon, Taluka : Dindori, District : Nashik (Maharashtra)	7 .16 hectares
8	Gat No. 29 situated at Deherewadi, Taluka : Dindori, District : Nashik (Maharashtra)	0.40hectares

In terms of Section 180(1)(a) of the Companies Act, 2013, a Company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company without the consent of the shareholders by way of a special resolution at the general meeting of the Company. Hence, the Board recommends the resolution set out at Item No. 08 of the notice for approval by the shareholders, to be passed as a Special Resolution.

It is also being brought to the attention of the shareholders of the Company that there would be possibilities of selling all or any of the above land(s) to any or all of the related parties viz. promoter(s), Directors, Key Managerial Personnel(s) and/ or their relatives, and such other entities as defined under Section 2(76) of the Act. Hence, the resolution is also proposed to be passed in accordance with provisions of Section 188 of the Act Read with Rule 15 of the Companies (Meetings of the Board and its powers) Rules, 2014. Considering, the real estate market during the current period, the Company may or may not be successful in disposing of all or any of the above mentioned land(s) to any other third party(ies), the Company may get into a situation of selling all or any of the above mentioned land(s) to any / all of the related parties. The Board of Directors and the Audit Committee will consider and approve the selling to any / all of the related parties only at the prevailing market price as may be arrived at the time of sale on the basis of valuation done by the approved valuer(s) and as per the fund requirement of the Company. None of the promoters or any of the concerned related parties shall participate in passing of the proposed resolution.

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

BEDMUTHA INDUSTRIES LIMITED



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

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

The Board of Directors recommends passing of the Resolution at Item No. 8 as contained in the notice as a Special Resolution.

ITEM NO. 9:

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, 2024.

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. 09 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2024.

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

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

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

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

**Kachardas Bedmutha
Chairman
DIN: 00715619**

**Date: August 10, 2023
Place: Sinnar**