



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: 02/12/2019

To

BSE Limited

Department of Corporate Services,
Phirojjeebhoy 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: Notice of 29th Annual General Meeting of the Company

Dear Ma'am/Sir(s),

We would like to inform that 29th Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, December 24, 2019 at 12.00 Noon at Hotel Saiways, F-4, Sinnar - Shirdi Road, STICE, Sinnar, Nashik – 422 103.

We are enclosing herewith the Notice of 29th Annual General Meeting of the Company.

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

The Physical copies of Annual Report has been Dispatched on November 29, 2019 to all the members whose names appeared in the Register of Members as on Friday, November 22, 2019. Further, the Annual Report has been sent through e- mail on November 29, 2019, to the shareholders whose e- mail id's were also registered with RTA as on Friday, November 22, 2019.

The Company is providing Remote e-voting facility to the members through electronic voting platform of Central Depository Services (India) Limited on all resolutions as set out in the notice of AGM to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. Tuesday, December 17, 2019. The remote e-voting will commence on Saturday, December 21, 2019 at 9.00 a.m. and will conclude on Monday, December 23, 2019 at 5.00 p.m.

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

BEDMUTHA INDUSTRIES LIMITED



CIN - L 31200MH1990PLC057863

MANUFACTURER & EXPORTER OF



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- | | | |
|---------------------------------|---------------------------------|-----------------------|
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| ★ 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 |

Kindly take the same on your record and display the same on the website of your Stock Exchange.

For and on behalf of
Bedmutha Industries Limited

Aj Topale

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 -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 **Twenty-Ninth (29th)** Annual General Meeting of the Members of Bedmutha Industries Limited will be held on Tuesday, December 24, 2019 at 12.00 Noon at Hotel Saiways, F-4, Sinnar - Shirdi Road, STICE, Sinnar, Nashik – 422 103, to transact the following business:

Ordinary Business:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019, 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**:

- a. **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before the meeting be and are hereby considered and adopted.
- b. **RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2019 and the report of the Auditors thereon laid before the meeting be and are hereby considered and adopted."

2. 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."

3. SPECIAL BUSINESS:

CONTINUATION OF MR. VASANT BALAWANTRAO JOSHI (DIN: 07348931) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider continuation of Mr. Vasant Balawantrao Joshi (DIN: 07348931) aged 80 years, as a Non-Executive Independent Director of the Company and in this regard if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) and/or re-enactment thereof for the time being in force, and in partial modification of the ordinary resolution of the shareholders of the Company passed through postal ballot held on April 15, 2016, approval of the Members of the Company be and is hereby accorded to Mr. Vasant Balawantrao Joshi (DIN: 07348931), who has attained the age of eighty (80) years, to continue to hold the office of the Non-Executive Independent Director of the Company up to November 25, 2020, being the last date of his current term of office.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

4. RE-APPOINTMENT OF MR. NARAYAN MAROTRAO KADU (DIN: 02807124) AS AN INDEPENDENT DIRECTOR OF THE COMPANY, FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS, COMMENCING FROM APRIL 01, 2019 TO MARCH 31, 2024:

To consider the Re-Appointment of Mr. Narayan Marotrao Kadu (DIN: 02807124) as a Non-Executive & Independent Director for a second term of five consecutive years and in this regard to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 & 152, read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby granted for the re-appointment of Mr. Narayan Marotrao Kadu (DIN: 02807124) for a second term of 5 (Five) consecutive years, commencing from April 01, 2019 to March 31, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, as an Independent Director of the Company and whose office shall not be liable to retire by rotation."

5. RE-CLASSIFICATION OF THE SHAREHOLDING PATTERN OF THE COMPANY :

To consider re-classification of the shareholders from "Promoter" to "Promoter Group Category and, in this regard if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 31A and other relevant regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the consent of the members of the Company be and is hereby accorded to re-classify the following shareholders from "Promoter Category" to "Promoter Group Category, with effect from the date of passing of this resolution or such other date as may be approved by the concerned authorities:

S.No.	Name of the Individuals	No. of Shares Held	% of total E quity Share Capital
1.	Mrs. Usha Vijay Vedmutha	16,62,475	6.78%
2.	Bedmutha Sons Reality Ventures Private Limited	32,39,898	13.21
	Total	49,02,373	19.99%

RESOLVED FURTHER THAT the Company takes on record the following facts with respect to the shareholding in the Company by the aforesaid Persons / members of the Promoter group viz.

The aforesaid persons seeking re-classification shall not:

- (i) exercise control over the affairs of the listed entity directly or indirectly;
 - (ii) have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
 - (iii) be represented on the Board of Directors (including not having a nominee director) of the listed entity;
 - (iv) act as a key managerial person in the listed entity;
 - (v) be a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
 - (vi) be a fugitive economic offender.
- the Company and its Promoters hereby undertake that all the necessary requirements for reclassification as required under Regulation 31A and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Laws be fulfilled to give effect to this resolution and also takes on record that increase in the level of Public Shareholding pursuant to re-classification of promoter shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of these regulations;
 - The event of re-classification shall be disclosed to the Stock Exchanges as a material event in accordance with the provisions of these regulations; and
 - Necessary application be made to the Securities and Exchange Board of India (SEBI) and/or such other authorities seeking their consent for reclassifying the above persons/ members from promoter Category to public category.

BEDMUTHA INDUSTRIES LIMITED

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director or Company Secretary of the Company or any other officer(s) or Employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms/ returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned."

6. **DISINVESTMENT IN SUBSIDIARY COMPANY, KAMALASHA INFRASTRUCTURE AND ENGINEERING PRIVATE LIMITED :**

To consider sell / transfer of the investments in the subsidiaries of the Company namely Kamalasha Infrastructure and Engineering Private Limited to related parties and in this regard to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the relevant provisions of section 180, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time in force), the Memorandum and Articles of Association of the Company and other applicable provisions, if any, of the Act, and such other approvals, sanctions, consents and permissions as may be deemed necessary by the Board of Directors, consent be and is hereby accorded to the Board of Directors of the Company or any Committee thereof, for sell or transfer or otherwise dispose of its entire investment of 542000 Equity Shares (54.75%) in its subsidiary, Kamalasha Infrastructure and Engineering Private Limited to K R Bedmutha Techno Associates Pvt. Limited (related parties of the Company).

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof will have absolute discretion in deciding whether this resolution is required to be made effective or not and, in the event if it is decided by the Board of Directors of the Company or such Committee thereof that such resolution is to be made effective, to determine the date on which such resolution shall become effective.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof, be and are hereby authorized to execute the documents, deeds or writings required to be executed in relation to the sellor transfer of investment and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the Company and to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard to give effect to this resolution."

7. **APPROVAL OF RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013:**

To consider the contract and/or arrangement entered into/proposed to be entered into by the Company from time to time with **Aakansha Elements Private Limited** for a period of 5 (Five) consecutive years and in this regard to pass the following resolution as an **Ordinary 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 proposed to be entered into by the Company from time to time with **Aakansha Elements Private Limited**, for an aggregate amount not exceeding ₹ 270,00,00,000/- (Rupees Two Seventy Crores) per annum for a period of 5 (Five) consecutive years on the terms and conditions, as per the Explanatory Statement attached to this notice.

"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 for giving effect to the said resolution."

8. APPROVAL OF RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013:

To consider approval of the contract and/or arrangement entered into/proposed to be entered into by the Company from time to time with **Ashoka Pre-con Private Limited** for a period of 5 (Five) consecutive years and in this regard to pass the following resolution as an **Ordinary 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 proposed to be entered into by the Company from time to time with **Ashoka Pre-con Private Limited**, for an aggregate amount not exceeding ₹ 10,00,00,000/- (Rupees Ten Crores) per annum for a period of 5 (Five) consecutive years on the terms and conditions, as per the Explanatory Statement attached to this notice.

"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."

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

To consider renewal of the transactions, contracts and / or arrangements entered into / proposed to be entered into by the Company from time to time with the following related parties as detailed below for a period of 5(five) years and in this regard , to pass the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT further to the approval accorded vide Special Resolution passed at the 25th Annual General Meeting of the Shareholders of the Company held on 25th September, 2015, with respect to the contract(s) / arrangement(s), entered in to 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), 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 parties as detailed below for a period of 5(five) years upto the maximum amount as appended below per annum:

Transaction defined under Section 188 (1) of the Companies Act, 2013	
Name of the related parties (Nature of Relationship)	Sale, purchase or supply of any goods or materials, Availing or rendering any services, Appointment of any agent for purchase or sale of goods, materials services or property ,Bank Guarantee, Security provided, etc.
K R Bedmutha Techno Associates Pvt. Ltd. (Nature of Relationship –Associate Company)	₹ 25,00,00,000/-
Kamalasha Infrastructure and Engineering Pvt. Ltd. (Nature of Relationship – Subsidiary Company)	₹ 1000,00,00,000/-
Kamal Wire Products (Nature of Relationship – Promoter is Proprietor)	₹ 500,00,00,000/-
Kreepa Steel Industries Limited. (Nature of Relationship – Promoters are Partners)	₹ 300,00,00,000/-
Usha Chemicals (Nature of Relationship – Promoters are Partners)	₹ 25,00,00,000/-

BEDMUTHA INDUSTRIES LIMITED

Transaction defined under Section 188 (1) of the Companies Act, 2013	
Name of the related parties (Nature of Relationship)	Sale, purchase or supply of any goods or materials, Availing or rendering any services, Appointment of any agent for purchase or sale of goods, materials services or property ,Bank Guarantee, Security provided, etc.
Elme Plast Company (Nature of Relationship – Promoters are Partners)	₹ 25,00,00,000/-
Bedmutha Sons Realty Ventures Pvt. Ltd.(Nature of Relationship –Associate Company)	₹ 25,00,00,000/-

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 authorized to do all such acts, deeds, matters and things as may be necessary or desirable in this regard to give effect to this resolution."

10. RE-APPOINTMENT OF MRS. VANDANA PRASHANT SONWANEY (DIN: 06955363) AS AN INDEPENDENT DIRECTOR OF THE COMPANY, FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS, COMMENCING FROM DECEMBER 30, 2019 TO DECEMBER 29, 2024:

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

"RESOLVED THAT pursuant to the provisions of Sections 149 ,152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the rules made thereunder, (including any statutory modification(s) or reenactment thereof for the time being in force) read with schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination, and Remuneration Committee of the Company, and approval of the Board of Directors in their respective meetings held on November 12, 2019, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Vandana Prashant Sonwaney (DIN: 06955363) for a second term of 5 (Five) consecutive years, commencing from December 30, 2019 to December 29, 2024, who is currently holding the office as an Independent Director upto December 29, 2019 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, as an Independent Director of the Company, and Mrs. Vandana Sonwaney shall not be liable to retire by rotation."

11. 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 **Special Resolution**:

"RESOLVED THAT 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. A 70/71/72 situated at STICE, Musalgaon MIDC, Sinnar, Nashik (Maharashtra)	6000 sq. mtrs.
3	Gat No. B - 113 situated at situated at STICE, Musalgaon MIDC, Sinnar, Nashik (Maharashtra)	1000 sq. mtrs.
4	Gat No. B – 140 situated at situated at STICE, Musalgaon MIDC, Sinnar, Nashik (Maharashtra)	1000 sq. mtrs.
5	Gat no. 931/1 situated at situated at STICE, Musalgaon MIDC, Sinnar, Nashik (Maharashtra)	2.13 hectares
6	Gat No 270/8/1 situated at Sinnar, Nashik (Maharashtra)	1.21 hectares
7	Gat No 270/8/2 situated at Sinnar, Nashik (Maharashtra)	3.61 hectares
8	Gat No. 232 situated at Rashegaon, Taluka : Dindori, District : Nashik (Maharashtra)	12. 38 hectares
9	Gat No. 237 situated at Rashegaon, Taluka : Dindori, District : Nashik (Maharashtra)	7 .16 hectares
10	Gat No. 29 situated at Deherewadi, Taluka : Dindori, District : Nashik (Maharashtra)	0.40 hectares
11	Gat no. 156/3 situated at Sinnar, Nashik (Maharashtra)	3.36 hectares

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 what 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.”

12. RATIFICATION OF THE REMUNERATION TO BE PAID TO THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2020:

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, 2020 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 2019-20.”

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

**Place : Sinnar
Date: November 12, 2019**

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

BEDMUTHA INDUSTRIES LIMITED

Notes

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

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

2. All alterations made in the Form of Proxy should be duly initialed.
3. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting are annexed hereto.
4. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company at A-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.
5. 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.
6. 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.
7. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional.
8. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
9. In case of joint holders, attending the meeting, only such joint holder who is higher on the order of names will be entitled to vote.

The notice is being sent to all the members, whose names appeared in the Register of Members as on Friday, 22nd November, 2019. 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 CDSL i.e. www.evotingindia.com.

10. The Register of Members of the Company will remain closed from Wednesday, December 18, 2019 to Tuesday, December 24, 2019 (both days inclusive).
11. A route map showing directions to reach the venue of the 29th Annual General Meeting of the Company is enclosed to the Notice as per the requirement of the "Secretarial Standard-2" on General Meetings.
12. The Company has appointed Mr. Dilip Maharana, (ACS:23014; CP:22057) and failing him Mr. Sachin Sharma, (ACS:46900; CP:20423) Designated Partners of M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
13. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses 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 CDSL immediately after the declaration of result by the Chairman or

a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

14. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
15. 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. A jay K Vedmutha	Mr. Narayan K adu	Mrs. Vandana Sonwane
2.	Director Identification Number(DIN)	01726879	02807124	06955363
3.	Date of Birth/Age	February 10, 1967	April 20, 1949	September 01, 1964
4.	Date of appointment / re-appointment	November 14, 2018	August 14, 2014	December 30, 2014
5.	Qualifications & Expertise in specific functional area	Mechanical Engineer	M.Sc. – Agri CAIIB	Graduate. MBA - Marketing P.hd. - Management
6.	Relationship with other Directors inter-se	Mr. Ajay Vedmutha is brother of Mr. Vijay Vedmutha (Chairman & Managing Director)	NIL	NIL
7.	Remuneration last drawn	₹ 60 Lakhs per annum	NA – Sitting Fees	NA – Sitting Fees
8.	Directorships in other listed / Public Companies as on the date of appointment	1. KAMALASHA INFRASTRUCTURE AND ENGINNERING PRIVATE LIMITED 2. ASHOKA PRE-CON PRIVATE LIMITED	NIL	1. SBES COLLEGE OF ARTS & COMMERCE ALUMNI FOUNDATION
9.	Chairperson/Member of the committees of Director of the Company	Stakerholders Relationship Committee - Member	1. Audit Committee – Chairman 2. Nomination & Remuneration Committee – Chairman 3. Stakerholders Relationship Committee - Chairman	1. Audit Committee – Member 2. Nomination & Remuneration Committee – Member
10.	Chairman/Member of the Committees of other Companies as on the date of appointment	Nil	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	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 (14.17%)	NIL	NIL

16. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Registrars and Share Transfer Agent of the Company i.e. Universal Capital Securities Pvt. Ltd in respect of their physical share folios, if any.
17. Shareholders are requested to fill-in and sign the attendance slip and hand it over at the entrance to the venue.

BEDMUTHA INDUSTRIES LIMITED

18. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
19. The procedure and instructions for voting through electronic means from CDSL are as follows. We request you to follow the below procedure for e-voting:

(i) The voting period begins on **Saturday, December 21, 2019** at **9.00 a.m.** and ends on **Monday, December 23, 2019** at **5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Tuesday, December 17, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr no affixed on Annual Report, in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in Your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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

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

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant BEDMUTHA INDUSTRIES LIMITED on which you choose to vote.

- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

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

**Place: Sinnar
Date: November 12, 2019**

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

BEDMUTHA INDUSTRIES LIMITED

ANNEXURE TO NOTICE

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

ITEM NO.: 3

Further to the Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 09, 2018, notified the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“the Amendment Regulations”), which brought amendment in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (“the Listing Regulations”), to be made effective from April 01, 2019, save as otherwise specifically provided for in the Amendment Regulations, all the listed entities are required to obtain the approval of the Members of the Company by way of Special Resolution to appoint or continue the directorship of Non-Executive Directors who have attained the age of seventy-five years or more. This amendment will be effective from April 01, 2019.

In view of the above, for continuance of office of Mr. Vasant Balawantrao Joshi (DIN: 07348931), designated as an Independent Director of the Company for his remaining term upto November 25, 2020, it is necessary to obtain members’ approval by way of Special Resolution.

The Board of Directors in its meeting held on 26th November, 2015 had approved the appointment of Mr. Vasant Balawantrao Joshi (DIN: 07348931) as an Independent Director of the Company, for a period of Five years w.e.f. November 26, 2015, subject to the approval of the shareholders of the Company. The said appointment was approved by the Members of the Company through postal Ballot on April 15, 2016.

Mr. Vasant Balawantrao Joshi, aged about 80 years holds diploma in Electrical Engineering and having more than 30 years of experience in Electrical Engineering. He was also associated with Maharashtra State Electricity Board for more than three decades.

Further, he is independent to the management of the Company and in the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made thereunder and also under the Listing Regulations for continuing his tenure as an Independent Director of the Company.

On the basis of the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on February 12, 2019, approved the continuance of office of Mr. Vasant Balawantrao Joshi, as an Independent Director of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. V. B. Joshi are concerned or interested (financially or otherwise), in the proposed Special Resolution. The details of Mr. Vasant Balawantrao Joshi are provided in the Annexure to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends passing of the Resolution at Item No. 3 as contained in the notice as a Special Resolution.

ITEM NO.: 4

The Members of the Company, by passing an ordinary resolution in its 24th Annual General Meeting (AGM) held on August 14, 2014, had appointed Mr. Narayan Marotrao Kadu (DIN: 02807124) as an Independent Director of the Company, for a first term of 5 (five) consecutive years commencing from the date of the 24th AGM of the Company held on August 14, 2014 till the date of 29th AGM. However, in the 25th AGM of the Company held on September 25, 2015, his tenure of 5 years was modified to the effect that he shall hold the office of Independent Director, not liable to retire by rotation upto Financial Year ending March 31, 2019.

The present tenure of Mr. Narayan Marotrao Kadu (DIN: 02807124) had lapsed on March 31, 2019 and as per the provisions of Section 149 of the Act and the Rules made thereunder and the Listing Regulations, an Independent Director can be re-appointed for a second term by passing a Special Resolution by the Company.

Mr. Narayan Marotrao Kadu, aged about 69 years is M.Sc. (Agri) & CAIIB. He worked as an Asstt. Professor in Veterinary College for four years. Later, he joined Punjab National Bank as Officer (Technical) in the year 1977 and worked with the Bank in different capacities for 32 years before he retired as an Assistant General Manager. He is having vast experience in various facets of banking, especially Credit Management and HRD.

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

Mr. Narayan Marottrao Kadu is the Chairman of the following Committees of the Board of Directors of the Company:

- 1) Audit Committee – Chairman;
- 2) Nomination and Remuneration Committee – Chairman;
- 3) Shareholders' Relationship Committee – Chairman.

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

Mr. Narayan Marottrao Kadu is independent of the Management of the Company.

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

It is therefore proposed to re-appoint Mr. Narayan Marottrao Kadu as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years, commencing from April 01, 2019 to March 31, 2024, with a period of office not liable to determination by retirement by rotation.

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

Mr. Narayan Marottrao Kadu neither holds any share in the Company nor is he related to any other Director on the Board of the Company.

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

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

The Board of Directors recommends passing of the Resolution at Item no. 4 as contained in the notice as a Special Resolution.

ITEM NO.: 5

The Company has received the letters from Mrs. Usha Vijay Vedmutha and Bedmutha Sons Realty Ventures Private Limited ('promoter category') on August 13, 2019, requesting the Management of the Company to remove their name from the list of the Promoter Category and include the same in the Promoter Group Category under the shareholding pattern filed by the Company with the Stock Exchanges, as they do not have any connection whatsoever in the affairs of the Company.

The Management is also of the same view that clubbing the shareholdings of the aforesaid persons / individuals in the Promoters Category is not reflecting the correctness in the shareholding pattern filed by the Company with the Stock Exchanges. Also with respect to Mrs. Usha Vedmutha who does not have involvements in day to day affairs or management of the Company and has resigned as Director of the Company since November 14, 2009, hence, the consent of the members of the Company is sought for reclassification to reflect the correctness in the shareholding pattern of the Company between Promoters and Promoters Group.

All the aforesaid persons / individuals / entity mentioned above has complied with all the following conditions mentioned under Regulation 31A and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing

BEDMUTHA INDUSTRIES LIMITED

Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR 2015") viz.:

- They do not have any special rights through formal or informal agreements;
- They do not hold, individually or in aggregate, more than 10% of the Paid-Up Equity Capital of the Company; and
- Above mentioned aforesaid persons/ individuals, does not act and shall not act as Key Managerial Personnel of the Company.

Directors & Shareholders of Bedmutha Sons Realty Ventures Private Limited are as under:

LIST OF SHAREHOLDERS

Sr No	Name of Shareholder	No of Shares	Percentage
1	Mr. Kachardas Ratanchand Bedmutha	1,700	9.88
2	Mr. Vijay Kachardas Vedmutha	1,650	9.59
3	Mr. Ajay Kachardas Vedmutha	1,650	9.59
4	Mrs. Kamalbai Kachardas Bedmutha	1,700	9.88
5	Mrs. Usha Vijay Vedmutha	1,650	9.59
6	Mrs. Vinita Ajay Vedmutha	1,650	9.59
7	Mr. Yash Vijay Vedmutha	1,550	9.01
8	Ms. Divya Ajay Vedmutha	1,550	9.01
9	Ms. Sneha Vijay Vedmutha	1,550	9.01
10	Ms. Lavina Ajay Vedmutha	1,550	9.01
11	K R Bedmutha HUF	1,000	5.81
	TOTAL	17,200	100.00

LIST OF DIRECTOR

Sr No	Name of Director	Designation
1	Mr. Yash Vijay Vedmutha	Director
2	Ms. Lavina Ajay Vedmutha	Director

In accordance with Regulation 31A of the SEBI Listing Regulations, the said reclassification requires the approval of the stock exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company shall obtain the consent of the shareholders of the Company, for the reclassification. In keeping with the requirement of the stock exchanges, the Board recommends the resolution set out at Item No. 6 for the approval of the shareholders of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel except Mr. Vijay Vedmutha, Mr. Ajay Vedmutha and Mrs. Vinita Vedmutha and their relatives are concerned or interested in the resolution (financially or otherwise), except to the extent of their shareholding 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.

The Board of Directors recommends passing of the Resolution at Item no. 5 as contained in the notice as a Special Resolution.

ITEM NO.: 6

The Board of Directors of the Company is of the view that presently the Company is undergoing liquidity crunch and there is mismatch in cash inflow and outflow. Hence, in order to improve the liquidity board members discussed about the chances of money coming out from the investments done in any other associate concern or in any other form.

The Board informed that the Company has major investments in Kamalasha Infrastructure and Engineering Private Limited (KIEPL), a Subsidiary Company of our Company. Currently, our subsidiary company, KIEPL is profit making company and it is better to sell the investment in the shares of this company which can give inflow to Our Company.

The Board of Directors of the Company at their meeting held on August 14, 2017 accorded their approval for sale or transfer of investment in the form of shares in KIEPL.

It is being brought to the attention of the shareholders of the Company that the Company proposes to sell, subject to necessary approval of the authorities and valuation by a approved valuer, its shareholding of 5,42,000 (54.75%) in Kamalasha Infrastructure and Engineering Pvt.Ltd. (Subsidiary Company) to Bedmutha Industries Limited to K R Bedmutha Tech Associates Private Limited i.e. to a related entity 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.

On the recommendation of the Audit Committee, and subject to approval of the shareholders at the ensuing Annual General Meeting, the Board of Directors approved the contract / arrangement proposed to be entered into by the Company with K R Bedmutha Tech Associates Private Limited, as per following 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.
Nature, material terms, monetary value and particulars of the Contract or arrangement	Nature – sale or transfer of the shares of the Company. Duration – One Time transaction. Monetary value: as per valuation report
Any other information relevant or important for the Members to make a decision on the proposed transaction	Mrs. Vinita Vedmutha & Mrs. Usha Vedmutha Directors of the Company and also holding 5000 Equity Shares each in the shareholding of KRB TAPL.
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

None of the 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. Vijay Vedmutha and their relatives who are interested/ concerned in the above item shall not participate in the 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	14.17
2	Ms. Divya Ajay Vedmutha	11,039	0.04
3	Mr. Kachardas Ratanchand Bedmutha	23,41,973	9.55
4	Mrs. Kamalabhai Kachardas Bedmutha	12,77,313	5.21
5	Ms. Usha Vijay Vedmutha	16,62,475	6.78
6	Mr. Vijay Kachardas Vedmutha	34,27,232	13.97
7	Ms. Vinita Ajay Vedmutha	16,72,148	6.82
8	Mr. Yash Vijay Vedmutha	23,901	0.10
9	Bedmutha Sons Realty Ventures Private Ltd,	32,39,898	13.21
10	K R Bedmutha Techno Associates Private Ltd.	3,63,662	1.48
	TOTAL	1,74,96,105	71.33

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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.

The Board of Directors recommends on the basis of recommendation of the Audit Committee passing of the Resolution at Item no. 6 as contained in the notice as a Special Resolution.

ITEM NO.: 7

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 12th February, 2019, approved the contract / arrangement proposed to be entered into by the Company with '**Aakansha Elements Private Limited**' for a period of 5 (Five) consecutive years commencing from approval of Shareholders in the ensuing AGM till the AGM to be held in 2024, as per following terms and conditions mentioned below viz.:

Name of the Related Party	Aakansha Elements 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
Nature of Relationship	Mrs. Aakansha Vedmutha (Director of Aakansha Elements 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. Monetary value:270,00,00,000/- (Rupees Two Seventy Crores) per annum Particulars– Aakansha Elements 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.
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	Bedmutha Sons Realty Ventures Private Limited (Promoter Group) holds 5,000 Shares (50%) Equity Shares of Face Value of ₹ 10/- each in Aakansha Elements Private Limited.

None of the 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. Vijay Vedmutha and their relatives who are interested/ concerned in the above item shall not participate in the 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	14.17
2	Ms. Divya Ajay Vedmutha	11,039	0.04
3	Mr. Kachardas Ratanchand Bedmutha	23,41,973	9.55
4	Mrs. Kamalabai Kachardas Bedmutha	12,77,313	5.21
5	Ms. Usha Vijay Vedmutha	16,62,475	6.78
6	Mr. Vijay Kachardas Vedmutha	34,27,232	13.97
7	Ms. Vinita Ajay Vedmutha	16,72,148	6.82
8	Mr. Yash Vijay Vedmutha	23,901	0.10
9	Bedmutha Sons Realty Ventures Private Ltd,	32,39,898	13.21
10	K R Bedmutha Techno Associates Private Ltd.	3,63,662	1.48
	TOTAL	1,74,96,105	71.33

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 on the basis of recommendation of the Audit Committee passing of the Resolution at Item no. 7 as contained in the notice as an Ordinary Resolution.

ITEM NO.: 8

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, 2019, approved the contract / arrangement proposed to be entered into by the Company with '**Ashoka Pre-con Private Limited**' for a period of 5 (Five) consecutive years commencing from approval of Shareholders in the ensuing AGM till the AGM to be held in 2024, as per following terms and conditions mentioned below viz.:

Name of the Related Party	Ashoka Pre-con Private Limited
Name of the Director or Key Managerial Personnel who is related, if any	N.A.
Nature of Relationship	Associate 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. Duration – 5 years. Monetary value:10,00,00,000/- (Rupees Ten Crores) per annum Particulars– Ashoka Pre-con Private Limited is in the business of manufacture, process, assemble, fabricate, produce, design, buy, sell, or otherwise deal in pre-fabricated cement, concrete products, pre-cast cement, concrete sheets and other Engineering Products mechanical, electrical

BEDMUTHA INDUSTRIES LIMITED

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	N.A.

None of the 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. Vijay Vedmutha and their relatives who are interested/ concerned in the above item shall not participate in the 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	14.17
2	Ms. Divya Ajay Vedmutha	11,039	0.04
3	Mr. Kachardas Ratanchand Bedmutha	23,41,973	9.55
4	Mrs. Kamalabai Kachardas Bedmutha	12,77,313	5.21
5	Ms. Usha Vijay Vedmutha	16,62,475	6.78
6	Mr. Vijay Kachardas Vedmutha	34,27,232	13.97
7	Ms. Vinita Ajay Vedmutha	16,72,148	6.82
8	Mr. Yash Vijay Vedmutha	23,901	0.10
9	Bedmutha Sons Realty Ventures Private Ltd,	32,39,898	13.21
10	K R Bedmutha Techno Associates Private Ltd.	3,63,662	1.48
	TOTAL	1,74,96,105	71.33

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 on the basis of recommendation of the Audit Committee passing of the Resolution at Item no. 8 as contained in the notice as an Ordinary Resolution.

ITEM NO.: 9

The members of the Company at its Annual General Meeting held on 25th September, 2015, vide passing the Special Resolution, approved the contract(s) / arrangement(s), to be entered into by the Company for a period of 5 years commencing from 1ST April 2015 to 31st March 2020, with the following related parties as per the terms and conditions mentioned below viz.:

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Name of the Related Party	K R Bedmutha Techno Associates Pvt. Ltd	K amal Wire Products	K reepa Steel Industries	Usha Chemicals	E lme Plast Company	Bedmutha Sons Realty Ventures Pvt. Ltd
Nature of Relationship	Associate Company	Proprietor	Partnership Firm	Partnership Firm	Partnership Firm	Associate Company
Nature, Duration and particulars of the contract arrangement / Transfer of resources, services/ obligations	Nature -Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company which includes expertise and consultancy services. Duration -5 years 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.	Nature - Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company. Duration -5 years Monetary Value: ₹ 300,00,00,000/- (Rupees Three Hundred Crores) per annum Particulars: Kamal Wire Products is carrying on the business as manufacturer and supplier of Binding wire, Barbed wire, Chain-link, Fencing Wire and other wire products, which are useful for running the business of the Company. It also enters into related commercial transactions.	Nature -Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company. Duration - 5 years Particulars: - The purchase of ferrous sulphate, chemicals, acid, wire and wire products, its wastage and scrap, effluent treatment and sale of wire and wire products. It also enters in to 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 Monetary Value: ₹ 25,00,00,000/- (Rupees Twenty Five Crores) per annum Particulars: purchase of ferrous sulphate, chemicals, acid, wire and wire products, its wastage and scrap, effluent treatment and sale of wire and wire products. It also enters into related commercial transactions.	Nature - Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company. Duration - 5 years Monetary Value: ₹ 25,00,00,000/- (Rupees Twenty Five Crores) per annum Particulars: The purchase of wire and wire products, plastic goods, its wastage and scrap and sale of wire and wire products. It also enters into related commercial transactions.	Nature - Sale and purchase of wire, wire products and allied products. For availing from and rendering services to the Company for running the business of the Company. Monetary Value: ₹ 25,00,00,000/- (Rupees Twenty Five Crores) per annum Particulars: For infrastructure development.
Material terms of the Contract or arrangement including the value if any	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.
Whether the transactions have been approved by the Audit Committee	The transaction has been approved by the Audit Committee.	The transaction has been approved by the Audit Committee.	The transaction has been approved by the Audit Committee.	The transaction has been approved by the Audit Committee.	The transaction has been approved by the Audit Committee.	The transaction has been approved by the Audit Committee.
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.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/ transaction/ arrangement with the related party.
Shareholding, if any, of the related parties	Refer Item no. 8 of the Explanatory Statement	Refer Item no. 8 of the Explanatory Statement	Refer Item no. 8 of the Explanatory Statement	Refer Item no. 8 of the Explanatory Statement	Refer Item no. 8 of the Explanatory Statement	Refer Item no. 8 of the Explanatory Statement

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Taking into consideration, the volume of transaction(s) with the above related parties, it is opined that the monetary limits may exceed the previous approved limit, accorded by the members at its Annual General Meeting held on September 25, 2015. Hence, on the recommendation of the Audit Committee, and subject to approval of the shareholders at the ensuing Annual General Meeting, the Board of Directors at its meeting held on August 14, 2018, increased the transaction limit(s) of the following related parties as detailed below for the remaining tenure of their contract(s) / arrangement(s) commencing from August 14, 2018 to March 31, 2020 viz.:

Name of the Related Party / Nature of Relationship	Nature of contract(s)	Approved transaction limit by the Shareholders at the 25 th Annual General Meeting held on 25 th September, 2015	Revised Transaction Limit (to be approved at the 28 th AGM)	Duration of Contract
Kamal Wire Products (Nature of Relationship – Promoter is Proprietor)	Sale and purchase of wire, wire products and allied products. Availing and rendering services to the Company	₹ 300,00,00,000/- (Rupees Three Hundred Crores) per annum	₹ 5,00,00,00,000/- (Rupees Five Hundred Crores) per annum	01 st April, 2015 to 31 st March, 2020
Kreepa Steel Industries (Nature of Relationship - Promoters are Partners)	Sale and purchase of wire, wire products and allied products. Availing and rendering services to the Company	₹ 25,00,00,000/- (Rupees Twenty Five Crores) per annum	₹ 3,00,00,00,000/- (Rupees Three Hundred Crores) per annum	01 st April, 2015 to 31 st March, 2020
The other terms and conditions will remain unchanged				

Now, further taking into consideration, the period of renewal of contract(s) / arrangement(s) with the above related parties, it is opined that the all the contract(s) / arrangement(s) will be renewed, accorded by the members at its Annual General Meeting held on September 25, 2015. 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 13, 2019, give approval for renewal of the contract(s) / arrangements(s) with the following related parties as detailed below from April 01, 2020 to March 31, 2025.

Name of the Related Party / Nature of Relationship	Transaction Limit	Duration of Contract
K R Bedmutha Techno Associates Pvt. Ltd.	₹ 25,00,00,000/- (Rupees Twenty Five Crores) per annum	April 01, 2020 to March 31, 2025
Kamalasha Infrastructure and Engineering Pvt. Ltd.	₹ 1000,00,00,000/- (Rupees One Thousand Crores) per annum	April 01, 2020 to March 31, 2025
Kamal Wire Products	₹ 5,00,00,00,000/- (Rupees Five Hundred Crores) per annum	April 01, 2020 to March 31, 2025
Kreepa Steel Industries	₹ 3,00,00,00,000/- (Rupees Three Hundred Crores) per annum	April 01, 2020 to March 31, 2025
Usha Chemicals	₹ 25,00,00,000/- (Rupees Twenty Five Crores) per annum	April 01, 2020 to March 31, 2025
ElmePlast Company	₹ 25,00,00,000/- (Rupees Twenty Five Crores) per annum	April 01, 2020 to March 31, 2025
Bedmutha Sons Realty Ventures Pvt. Ltd	₹ 25,00,00,000/- (Rupees Twenty Five Crores) per annum	April 01, 2020 to March 31, 2025

None of the 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.

Further, 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, Mr. Ajay Vedmutha, Mrs. Vinita Vedmutha and their relatives who are interested/concerned in the above item shall not participate in the resolution.

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

The Board of Directors recommends on the basis of the recommendation of the Audit Committee passing of the Resolution at Item No. 9 as contained in this Notice as an Ordinary Resolution.

ITEM NO. 10:

The Members of the Company, by passing a special resolution through Postal Ballot on December 30, 2014, had appointed Mrs. Vandana Prashant Sonwaney (DIN: 06955363) as an Independent Director of the Company, for a first term of 5 (five) consecutive years commencing from the date of passing of Postal Ballot Resolution on December 30, 2014 till the date of December 29, 2019.

The present tenure of Vandana Prashant Sonwaney (DIN: 06955363) would complete on December 29, 2019 and as per the provisions of Section 149 of the Companies Act, 2013 (the "Act") and the Rules made thereunder and the SEBI (LODR) Regulations, 2015 (Listing Regulations) an Independent Director can be re-appointed for a second term by passing a Special Resolution by the Company.

Mrs. Vandana Prashant Sonwaney, aged about 55 years is commerce graduate with a degree in MBA (Marketing) and Doctorate in Management. She has extensive experience in the FMCG sector especially in areas like Brand Management & Marketing Operations. She is Director at Symbiosis Institute of Operations Management (SIOM). She is also Member Association of Indian Management and several other institutions. She also has a vast experience of 21 years in teaching, research and curriculum development. She has contributed research papers on various topics at national & international conferences.

Based on the recommendation of the Nomination & Remuneration Committee, the Board, subject to approval of the members of the Company at the ensuing Annual General Meeting, has appointed her as an Independent Director, not liable to retire by rotation, for a second term of 5 (Five) consecutive years, to hold office upto December 29, 2019. Mrs. Vandana Prashant Sonwaney (DIN: 06955363), has given declaration to the Board that she meets the criteria of an independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section(2) of Section 164 of the Companies Act, 2013.

Further, the Company has pursuant to Section 160 of the Act received notice, in writing, from a member proposing his candidature for re-appointment as an Independent Director.

Mrs. Vandana Prashant Sonwaney is the Member of the following Committees of the Board of Directors of the Company:

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

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

Mrs. Vandana Prashant Sonwaney is independent of the Management of the Company.

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

It is therefore proposed to re-appoint Mrs. Vandana Prashant Sonwaney as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years, commencing from December 30, 2019 to December 29, 2024, with a period of office not liable to determination by retirement by rotation.

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

BEDMUTHA INDUSTRIES LIMITED

Mrs. Vandana Prashant Sonwaney neither holds any share in the Company nor she is related to any other Director on the Board of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mrs. Vandana Prashant Sonwaney are concerned or interested (financially or otherwise), in the proposed **Special Resolution**.

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

The Board of Directors recommends passing of the Resolution at Item no. 10 as contained in the notice as an Special Resolution.

ITEM NO. 11:

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 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. A 70/71/72 situated at STICE, Musalgaon MIDC, Sinnar, Nashik (Maharashtra)	6000 sq. mtrs.
3	Gat No. B - 113 situated at situated at STICE, Musalgaon MIDC, Sinnar, Nashik (Maharashtra)	1000 sq. mtrs.
4	Gat No. B – 140 situated at situated at STICE, Musalgaon MIDC, Sinnar, Nashik (Maharashtra)	1000 sq. mtrs.
5	Gat no. 931/1 situated at situated at STICE, Musalgaon MIDC, Sinnar, Nashik (Maharashtra)	2.13 hectares
6	Gat No 270/8/1 situated at Sinnar, Nashik (Maharashtra)	1.21 hectares
7	Gat No 270/8/2 situated at Sinnar, Nashik (Maharashtra)	3.61 hectares
8	Gat No. 232 situated at Rashegaon, Taluka : Dindori, District : Nashik (Maharashtra)	12. 38 hectares
9	Gat No. 237 situated at Rashegaon, Taluka : Dindori, District : Nashik (Maharashtra)	7 .16 hectares
10	Gat No. 29 situated at Deherewadi, Taluka : Dindori, District : Nashik (Maharashtra)	0.40 hectares
11	Gat no. 156/3 situated at Sinnar, Nashik (Maharashtra)	3.36 hectares

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. 11 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 value of the proposed sale of land(s) will be within the limit viz. not exceeding ten percent of net worth of the company or rupees one hundred crore, whichever is lower, the approval of the members to be obtained under Section 188 read with rules are not applicable. However, the resolution is proposed for the members to consider and to give their assent or dissent as an abundant precaution and as a good corporate governance measure. Considering, the real estate market in a slack 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.

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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.

The Board recommends the passing of the resolution at item no. 11 as a on the basis of recommendation of the Audit Committee.

None of the 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.

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	14.17
2	Ms. Divya Ajay Vedmutha	11,039	0.04
3	Mr. Kachardas Ratanchand Bedmutha	23,41,973	9.55
4	Mrs. Kamalabai Kachardas Bedmutha	12,77,313	5.21
5	Ms. Usha Vijay Vedmutha	16,62,475	6.78
6	Mr. Vijay Kachardas Vedmutha	34,27,232	13.97
7	Ms. Vinita Ajay Vedmutha	16,72,148	6.82
8	Mr. Yash Vijay Vedmutha	23,901	0.10
9	Bedmutha Sons Realty Ventures Private Ltd,	32,39,898	13.21
10	K R Bedmutha Techno Associates Private Ltd.	3,63,662	1.48
	TOTAL	1,74,96,105	71.33

ITEM NO. 12:

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, 2019.

Name of the Cost Auditor	Audit Fees
M/s. Deodhar Joshi & Associates (Firm Registration No. 002146),	₹ 1,75,000/-

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. 12 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2019.

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. 12 as contained in the notice as a Ordinary Resolution.

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

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

**Place : Sinnar
Date: November 12, 2019**