



BEDMUTHA INDUSTRIES LIMITED

CIN#L31200MH1990PLC057863 GST NO.: 27AABCB3313M1ZT

Our Organisation's Plant 6 is Certified According to IATF 16949, ISO 9001, ISO 14001 & ISO 45001 By TUV SUD.

Date: February 18, 2025

To
Department of Corporate Services,
BSE Limited
Phiroj Jeejibhoy Towers, Dalal Street,
Mumbai – 400 001

To
Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex
Bandra, (E), Mumbai – 400 0051

Scrip Code: 533270

Symbol: BEDMUTHA

Dear Sir/ Madam,

Sub: Submission of Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Postal Ballot Notice for seeking approval of the members of the Company for the following resolutions.

Sr. No.	Particular	Resolution
1	Appointment of Mrs. Tilottama Rajaram Deshpande (DIN:10885203) as an Independent Director (Category: Non-Executive & Independent, Sub-Category: Woman Director) on the Board of Directors of the Company, for the first term of 5 consecutive years with effect from December 27, 2024 to December 26, 2029 (both days inclusive).	Special

In compliance with applicable General Circulars issued by the Ministry of Corporate Affairs, Government of India and SEBI, the postal ballot notice has been sent only through electronic mode to those members whose e-mail addresses were registered with the Company / Depositories and whose names were recorded in the Register of Members / Register of Beneficial Owners as on the **Cut-off date i.e. Friday, February 14, 2025.**

The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) to provide e-voting facility to the members of the Company to cast their votes electronically. The remote e-voting period shall commence from **Thursday, February 20, 2025 at 9.00 A.M. (IST)** and end on **Friday, March 21, 2025 at 05.00 P.M. (IST)**. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. The shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Postal Ballot notice is also available on the Company's website at www.bedmutha.com .

Kindly take the same on your record.

Thanking You,

**For and on behalf of
Bedmutha Industries Limited**

**Madhvendra Pratap Singh
Company Secretary & Compliance Officer
Membership No.: A60444**

**BEDMUTHA INDUSTRIES LIMITED**

CIN: L31200MH1990PLC057863

Registered Address: A-70/71/72 STICE, Sinnar, Nashik-422 112

Contact no.: 02551 – 240320

Website: www.bedmutha.com e-mail: cs@bedmutha.com**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given to the Members of Bedmutha Industries Limited (**'the Company'**), pursuant to Section 108, 110 of the Companies Act, 2013 (**'the Act'**) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time, read with General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 03/2022 dated May 5, 2022; 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CFD-PoD-2/P/CIR/ 2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India (SEBI), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'Listing Regulations'**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**) and other applicable provisions of the Act, for the time being in force to transact the items of special business as set out in the Postal Ballot Notice proposed to be passed by the members of Bedmutha Industries Limited (**"the Company"**) through remote e-voting i.e. voting through electronics means.

Sr. No.	Particular	Resolution
1	Appointment of Mrs. Tilottama Rajaram Deshpande (DIN: 10885203) as an Independent Director (Category: Non-Executive & Independent, Sub-Category: Woman Director) on the Board of Directors of the Company, for the first term of 5 consecutive years with effect from December 27, 2024 to December 26, 2029 (both days inclusive).	Special

Pursuant to Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Listing Regulations as amended from time to time, the Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) to provide e-voting facility to the members of the Company.

Accordingly, the Company is providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder for e-voting. The e-voting will commence on Thursday, February 20, 2025 at 9.00 A.M. (IST) and end on Friday, March 21, 2025 at 05.00 P.M. (IST).

The explanatory statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts concerning the appointment of Mrs. Tilottama Rajaram Deshpande (DIN:10885203) as Director

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(Category: Non-Executive & Independent, Sub-Category: Woman Director) of the Company is annexed hereto for your consideration.

The Board of Directors of the Company, vide Board Resolution dated February 12, 2025, appointed Mr. Sachin Sharma (C.P.No.20423), or failing him Mr. Dinesh Trivedi (C. P. No. 22407) or failing him Mr. Vishwanath (C.P. No.25099), Designated Partners of M/s Sharma and Trivedi LLP, Company Secretaries, (LLP IN – AAW 6850), Mumbai, as Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner. In accordance with the provisions of the MCA Circulars and other applicable laws and regulations, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this postal ballot notice (“**Postal Ballot Notice**”) to cast their vote electronically.

Members are requested to cast their vote through the e-voting process not later than 5.00 P.M. IST on Friday, March 21, 2025, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the member.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared within two working days of conclusion of e-voting process i.e. on or before Monday, March 24, 2025, and communicated to BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (together the “**Stock Exchanges**”) and MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (“**Link**”/”**MUFG**” or “Registrar and Share Transfer Agent” or “**RTA**”). The results will also be displayed at the Company's Registered Office and on its Website www.bedmutha.com.

SPECIAL BUSINESS**APPOINTMENT OF MRS. TILOTTAMA RAJARAM DESHPANDE (DIN: 10885203) AS DIRECTOR (CATEGORY: NON-EXECUTIVE & INDEPENDENT, SUB-CATEGORY: WOMAN DIRECTOR) OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Tilottama Rajaram

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Deshpande (DIN: 10885203), who was appointed as an Additional Director (Category: Non-Executive & Independent, Sub-Category: Woman Director) in the capacity of Independent Director with effect from December 27, 2024 who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for the first term of 5 consecutive years with effect from December 27, 2024 to December 26, 2029 (both days inclusive) not liable to retire by rotation, upon such remuneration as mentioned in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the provisions of the Act.

RESOLVED FURTHER THAT anyone of the Executive Directors and/or the Company Secretary of the Company be and is hereby severally authorised to do all acts, deeds, and things and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

**For and on behalf of Board of Directors
Bedmutha Industries Limited**

Sd/-

**K. R. Bedmutha
Chairman**

(DIN: 00715619)

Add: A 70/71/72, STICE, Musalgaon,
Sinnar - Shirdi Road, Sinnar,
Nashik - 422 112

Date: February 12, 2025

Place: Sinnar, Nashik



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Notes:

1. The Postal Ballot Notice is being sent to all the members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories as at the close of business hours on Friday, February 14, 2025 (“**Cut-off date**”). However, please note that those members, who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolution as set out in this Notice.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.bedmutha.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA.
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083.
4. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot notice.
5. In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
6. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. The voting rights of the members shall be in the proportion to their share of the paid-up equity share capital as on cut- off date i.e. Friday, February 14, 2025. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, March 21, 2025 i.e., the last date specified for receipt of votes through the e-voting process.



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9. The e-voting period will commence from Thursday, February 20, 2025 at 9.00 A.M. (IST) and end on Friday, March 21, 2025 at 05.00 P.M. (IST). The e-voting module shall be disabled by RTA for voting thereafter.

10. All the material documents referred to in the explanatory statement shall be available for inspection through electronic mode, basis the request being sent on cs@bedmutha.com

11. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Members holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.

12. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may mail at cs@bedmutha.com for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Share Transfer Agent.

13. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the business specified above is annexed hereto.



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REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

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

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

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

1. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) 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.
- d) Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.



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METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

2. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> /
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.



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- e) Click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

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

LOGIN METHOD FOR SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE /NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

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

- a) Visit URL: <https://instavote.linkintime.co.in>



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Shareholders who have not registered for INSTAVOTE facility:

b) Click on “**Sign Up**” under ‘SHAREHOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is 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.

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 holding shares in **NSDL form, shall provide ‘D’ above*

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

❖ Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

❖ Enter Image Verification (CAPTCHA) Code

❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”



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d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon.
- C. E-voting page will appear.
- D. 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).
- E. 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 (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

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



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**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

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

STEP 3 – Voting through remote e-voting

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

METHOD 1 - VOTES ENTRY

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

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

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

Individual Shareholders holding securities in demat mode:

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

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

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

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

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

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



BEDMUTHA INDUSTRIES LIMITED

CIN: L31200MH1990PLC057863

Registered Address: A-70/71/72 STICE, Sinnar, Nashik-422 112

Contact no.: 02551 – 240320

Website: www.bedmutha.com e-mail: cs@bedmutha.com

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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

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

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

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

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

- ❖ 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”.

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

- User ID for Members holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
- User ID for Members holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID
- User ID for Members holding shares in CDSL demat account is 16 Digit Beneficiary ID.



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Institutional Members (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Members holding securities in demat 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>

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

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

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

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget

Password option available at abovementioned Depository/ Depository Participants’ website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members/ 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, Members/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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Website: www.bedmutha.com e-mail: cs@bedmutha.com**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013
SETTING OUT MATERIAL FACTS OF THE RESOLUTION**

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors (“the Board”) of the Company vide Circular Resolution on December 27, 2024, based on the recommendation of the Nomination and Remuneration Committee (“the Committee”) and subject to the approval of shareholders, appointed Mrs. Tilottama Rajaram Deshpande (DIN: 10885203) as an Additional Director (Category: Non-Executive & Independent, Sub-Category: Woman Director) of the Company, for the First (1st) term of 5 (Five) consecutive years with effect from December 27, 2024 to December 26, 2029 (both days inclusive), not liable to retire by rotation.

As per Regulation 17(1C) (a) and 25(2A) of Listing Regulations, the approval of the members of the Company is required to be obtained for the appointment of Mrs. Tilottama Rajaram Deshpande (DIN: 10885203) at the ensuing Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mrs. Tilottama Rajaram Deshpande is eligible to be appointed as Director (Category: Non-Executive & Independent, Sub-Category: Woman Director) for a first term of up to five consecutive years. The Company has received notice under Section 160 of the Act, proposing her candidature as an Independent Director of the Company. The Company has also received a declaration of independence from her, in terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority. She has also submitted the disclosure of interest to the Company.

The Nomination and Remuneration Committee considers candidates having experience and expertise across industries for appointment on the Board. It also deliberates on various factors including current tenure of Directors, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions. For appointment of Mrs. Tilottama Rajaram Deshpande (DIN: 10885203) on the Board, the Nomination and Remuneration Committee took into consideration her rich and varied experience in Financial Services domain, including Banking.

She comes with leadership experience and expertise across Finance, Strategy, Corporate Governance, Risk Management, among others. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Mrs. Tilottama Rajaram Deshpande were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

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Mrs. Deshpande is well poised to add significant value and strength to the Board and her prior experience enables her to provide the Board with valuable insights.

She has further confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

Mrs. Tilottama Rajaram Deshpande (DIN: 10885203) has also confirmed that she is not debarred from holding the office of a Director by virtue of order passed by SEBI or any other such authority. Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Tilottama Rajaram Deshpande (DIN: 10885203) has enrolled her name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

BRIEF PROFILE OF MRS. TILOTTAMA RAJARAM DESHPANDE (DIN: 10885203) IS AS FOLLOWS:

Mrs. Tilottama Rajaram Deshpande, aged 66 years, is MBA in Finance from YCMOU and also holds degree in Master of Commerce from Pune University. Mrs. Deshpande is qualified member of Certified Associate of the Indian Institute of Bankers (CAIIB) and completed Diploma in Banking from NIIT. Further, Mrs. Deshpande has more than 40 years of experience in different verticals and functions with prime focus hold on Credit Management Work and during her tenure of service she handled credit portfolio with a value of upto Rs.6,000 Crore. She also has good expertise in the field of internal check and controls for establishing the system of Internal Audit controls in the organization. She possesses extensive experience of working in several areas like pre-sanction appraisal, post sanction follow-up, recovery, handling NCLT cases, compromises, one-time settlement, Regulatory Compliance, Leadership Development, Corporate Banking etc.

She has retired as the Chief Manager from Punjab National Bank in 2018 and joined Cosmos Co-operative bank as DGM to look after credit monitoring system. Further, she worked as CEO of “The Seva Vikas Co-Operative Bank Limited” (Pune based Small Co-Operative Bank), governed under the rules and regulations of RBI. At present, she is an entrepreneur and providing financial consultancy services to the corporates/banks/individuals.

In the opinion of the Board of Directors, Mrs. Tilottama Rajaram Deshpande is eligible to be appointed as Director (Category: Non-Executive & Independent, Sub-Category: Woman Director) for the first term of 5 consecutive years and fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for her appointment as an Independent Director (Non-Executive Woman Director) of the Company and is independent of the Management.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and SS-2, as on the date of Notice, are provided as an Annexure - A to this Notice.



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The letter of appointment of Mrs. Tilottama Rajaram Deshpande (DIN: 10885203) setting out the terms and conditions of appointment shall be available for inspection by the Members electronically at the Registered Office of the Company between 10.00 a.m. and 01.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays if any) from the date of dispatch of this Postal Ballot Notice till the last date of remote e-voting i.e., Friday, March 21, 2025, provided the Members seeking to inspect the same send an email to cs@bedmutha.com in advance.

In line with the Company's remuneration policy for Independent Directors, Mrs. Tilottama Rajaram Deshpande will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board/Committee(s) meetings.

Except Mrs. Tilottama Rajaram Deshpande (DIN: 10885203), being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the proposed resolution to be passed as a Special Resolution.,

The Board of Directors of your Company recommends the appointment of Mrs. Tilottama Rajaram Deshpande (DIN: 10885203) as set out in the notice, for approval of the members of the Company as a Special resolution through Postal Ballot.

**For and on behalf of Board of Directors
Bedmutha Industries Limited**

Sd/-

K. R. Bedmutha

Chairman

(DIN: 00715619)

Add: A 70/71/72, STICE, Musalgaon,

Sinnar - Shirdi Road, Sinnar,

Nashik - 422 112

Date: February 12, 2025

Place: Sinnar

**BEDMUTHA INDUSTRIES LIMITED**

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Website: www.bedmutha.com e-mail: cs@bedmutha.com**(ANNEXURE – A)****DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT****Details of Directors seeking appointment and re-appointment****[In pursuance of Regulations 26(4) and 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings]**

Name of the Director	Mrs. Tilottama Rajaram Deshpande
Director Identification Number(DIN)	10885203
Date of Birth/Age	66
Date of appointment / re-appointment	December 27, 2024
Qualifications & Expertise in specific functional area	Mentioned in Explanatory Statement
Terms and Conditions of appointment and reappointment	Mrs. Tilottama Rajaram Deshpande (DIN: 10885203) appointed as an Additional Director (Category: Non-Executive Independent Director, Sub- Category: Woman Director) on the Board for the First (01 st) term of Five (5) consecutive years, not liable to retire by rotation, subject to approval of the shareholders by Postal Ballot.
Remuneration last drawn	N.A.
Details of Remuneration sought to be paid	Sitting fees for attending Board and Committee Meetings, where she is a member.
Directorships in other Public Companies as on the date of appointment	Nil
Chairperson/Member of the committees of Director of the Company	Chairperson - Nil Member of following Committees; 1. Nomination and Remuneration Committee 2. Audit Committee 3. Project Monitoring Steering Committee
Chairman/Member of the Committees of other Companies as on the date of appointment	Nil
No. of Meetings of the Board attended during the year	N.A.
Shareholding, if any, in the Company as on the date of appointment as required under Regulation 36 (3) (e)	Nil

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Declaration of non-debarment from holding the office of Director pursuant to any SEBI order or any such other authority.	Mrs. Tilottama Rajaram Deshpande has declared that she is not debarred from holding of office of Director pursuant to any SEBI order or any such other authority.
Relationship with other Directors inter-se	Mrs. Tilottama Rajaram Deshpande does not have any relation with any member of the Board of Directors or Promoters, Key Managerial Personnel of the Company