

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: 05/09/2022

To

BSE Limited

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

To

National Stock Exchange of India Limited

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

Dear Sir/ Madam,

Sub: Intimation of Notice of Thirty First (32nd) Annual General Meeting of the Company.

Dear Ma'am/Sir(s),

We would like to inform that 32nd Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, September 27, 2022 at 12.00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") by using InstaMeet Platform.

In view of continuing COVID 19 pandemic, the Ministry of Corporate Affairs (MCA), has wide its Circulars Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 and Circular No. 33 dated September 28, 2020 and Circular No. 39 dated December 31, 2020 and Circular No. 2 dated January 13, 2021 and Circular No. 2 dated May 05, 2022 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, permitted the holding of Annual General Meeting through VC / OAVM without the physical presence of members at common venue.

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and relevant provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members with the remote e-voting facility. Accordingly, for the purpose of determining the shareholders eligible to cast their vote electronically / physically, the Company has fixed Tuesday, September 20, 2022 as the Cut-off date. The Company has engaged the services of Link Intime India Private Limited to provide the e-voting facility on instavote platform.

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

Corporate Office : B-301/302, Sai Classic, Off. 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 - 6, Plot No. E-1, MIDC Nardana, Phase - II, Waghadi - Khurd, Tal - Shindkheda, Dist - Dhule Ph.: 02562 - 262625

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

Mumbai :- ajay@bedmutha.com

Web :- www.bedmutha.com

BEDMUTHA INDUSTRIES LIMITED

CIN - L 31200MH1990PLC057863

MANUFACTURER & EXPORTER OF

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- ★ ROPE WIRES

- ★ BARBED WIRE
- ★ CHAIN LINK FENCINGS
- ★ WIRE NAILS
- ★ BINDING WIRES

The remote e-voting period commences from Saturday, September 24, 2022 at 9:00 A.M. (IST) and ends on Monday, September 26, 2022 at 05.00 P.M. (IST). The facility of voting through electronic voting system shall also be made available at the AGM and the members participating in AGM through VC/OAVM, who have already not cast their vote by remote e-voting shall be eligible to cast their vote in the meeting.

Further to inform you that pursuant to Section 91 and other applicable provisions of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, it is hereby informed that the Share Transfer Books and Register of Members will be closed from Wednesday, September 21, 2022 to Tuesday, September 27, 2021 (both days inclusive) for the purpose of 32nd AGM of the Company.

We are enclosing herewith the Notice of 32nd Annual General Meeting of the Company.

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

We would like to inform you that in view of MCA circular and SEBI circular dated May 13, 2022, notice of the AGM alongwith the Annual Report 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Depositories.

Kindly take the same on your record.

For and on behalf of
Bedmutha Industries Limited



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

Encl: AGM Notice

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

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

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

Mumbai :- ajay@bedmutha.com

Web :- www.bedmutha.com

BEDMUTHA INDUSTRIES LIMITED

NOTICE

Notice is hereby given that the Thirty-Second (32nd) Annual General Meeting of the Members of Bedmutha Industries Limited will be held on Tuesday, September 27, 2022 at 12.00 Noon through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

Ordinary Business:

ADOPTION OF AUDITED FINANCIAL STATEMENTS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before the meeting be and are hereby considered and adopted.”

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2022 and the report of the Auditors thereon laid before the meeting be and are hereby considered and adopted.”

3. **RE-APPOINTMENT OF MR. VIJAY VEDMUTHA (DIN: 00716056), AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:**

To appoint a Director in place of Mr. Vijay Vedmutha (**DIN: 00716056**), 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. Vijay Vedmutha (DIN: 00716056), 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. Vijay Vedmutha as a Director, shall not in any way constitute a break in his existing office as the Managing Director of the Company.”

4. **APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:**

To appoint M/s. SIGMAC & Co. (Firm Registration No. 116351W), Chartered Accountants, Mumbai, as the Statutory Auditors of the Company in place of the outgoing Statutory Auditors viz., M/s. A. D. Kulkarni & Co., Chartered Accountants (Firm Registration No. 115959) for the first term of 5 (five) consecutive years from financial year 2022-23 to financial year 2026-27 and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Section 139, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. SIGMAC & Co., Chartered Accountants, Mumbai, (Firm Registration No. 116351W), be and are hereby appointed as the statutory Auditors of the Company in place of the outgoing Statutory Auditors, M/s. A. D. Kulkarni & Co., Chartered Accountants (Firm Registration 115959), for the first term of 5 consecutive financial years, Financial year 2022-23 to Financial year 2026-27, commencing from the conclusion of this Annual General Meeting, till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2027, at such remuneration and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

Special Business:**5A. APPOINTMENT OF MR. KACHARDAS BEDMUTHA (DIN: 00715619) AS A DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 of the Companies Act, 2013 and other applicable provisions, if any, the relevant provision(s) of the Articles of Association of the Company, Regulation 23 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee, Mr. Kachardas Ratanchand Bedmutha (DIN - 00715619) who has been appointed as an Additional Director with effect from August 10, 2022, on the Board of the Company and who holds office until passing of this resolution and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

5B. APPOINTMENT OF MR. KACHARDAS BEDMUTHA (DIN: 00715619) AS a WHOLE - TIME DIRECTOR EXECUTIVE DIRECTOR – CHARIMAN OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the relevant provision(s) of the Articles of Association of the Company, Regulation 23 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee, the consent of the members be and is hereby accorded, subject to necessary approvals, if any, to the appointment of Mr. Kachardas Ratanchand Bedmutha (DIN - 00715619) (having completed the age of 70 years) as Executive Director – Chairman of the Company, liable to retire by rotation, for a period 5 (Five) years with effect from August 10, 2022 to August 09, 2027 on the terms and remuneration as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, which in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and the Listing Regulations; and as a minimum remuneration in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the term of appointment.

RESOLVED FURTHER THAT the discontinuity of the holding an office or place of profit as an Advisor to the Company of Mr. Kachardas Bedmutha be and is hereby noted & ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

6. PAYMENT OF REMUNERATION TO MR. VIJAY VEDMUTHA (DIN: 00716056), MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT in furtherance to the Special Resolution passed by the shareholders of the Company at their 28th Annual General Meeting held on September 25, 2018 for re-appointment (including remuneration) of

BEDMUTHA INDUSTRIES LIMITED

Mr. Vijay Vedmutha (DIN: 00716056), as Managing Director of the Company for a period of 5 (Five) years with effect from November 14, 2018 to November 13, 2023 and in accordance with the provisions of Section 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications or re-enactment thereof, for the time being in force, and other applicable provisions, if any, of the Companies Act, 2013, the remuneration paid / payable to Mr. Vijay Vedmutha, Managing Director of the Company during his remaining period as mentioned in the explanatory statement annexed to this notice, be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

7. PAYMENT OF REMUNERATION TO MR. AJAY VEDMUTHA (DIN: 01726879), MANAGING DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** in furtherance to the Special Resolution passed by the shareholders of the Company at their 28th Annual General Meeting held on September 25, 2018 for re-appointment (including remuneration) of Mr. Ajay Vedmutha (DIN: 01726879), as Managing Director of the Company for a period of 5 (Five) years with effect from November 14, 2018 to November 13, 2023 and in accordance with the provisions of Section 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications or re-enactment thereof, for the time being in force, and other applicable provisions, if any, of the Companies Act, 2013, the remuneration paid / payable to Mr. Ajay Vedmutha, Managing Director of the Company during his remaining period as mentioned in the explanatory statement annexed to this notice, be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company and to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

8. APPROVAL OF RELATED PARTY TRANSACTIONS:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to party the contract and/or arrangement entered into/proposed to be entered into by the Company from time to time with the following related party viz. for a period of 5 (Five) years from September 27, 2022 to September 26, 2027 on the terms and conditions, as per the Explanatory Statement attached to this notice.

Name of the Related Party	Relationship	Value per annum not exceeding (Rs.)
Arian Innovations Private Limited	Mrs. Aakansha Vedmutha (Director and 50% Shareholder of Arian Innovations Private Limited) is the daughter in law of Mr. Vijay Vedmutha and Mrs. Usha Vedmutha (Director and 50% Shareholder of Arian Innovations Private Limited) is the wife of Mr. Vijay Vedmutha.	Rs.100,00,00,000/- (Rupees Hundred Crores)

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

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

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

“**RESOLVED THAT** further to the approval accorded vide Special Resolution passed at the 31st Annual General Meeting of the Shareholders of the Company held on September 28, 2021, with respect to the contract(s) / arrangement(s), entered by the Company with the Related party and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to increase the transaction limit(s) of the following related parties as detailed below for the remaining tenure of the existing contract(s) / arrangement(s) commencing from September 27, 2022 to September 28, 2026.

viz.:

Name of the Related Party / Nature of Relationship	Nature of contract(s)	Approved transaction limit By the Shareholders at the 31 st Annual General Meeting held on September 28, 2021	Revised Transaction Limit (to be approved at the 32 nd AGM)	Duration of Contract
MNE Components India Private Limited Mrs. Aakansha Vedmutha (Director and Shareholder of MNE Components India Private Limited) is daughter in law of Mr. Vijay Vedmutha and Mrs. Usha Vedmutha (Director and Shareholder of MNE Components India Private Limited) is wife of Mr. Vijay Vedmutha.	Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company.	₹ 100,00,00,000/- (Rupees Hundred Crores)	₹ 200,00,00,000/- (Rupees Two Hundred Crores)	September 27, 2022 to September 28, 2026

10. RATIFICATION OF THE REMUNERATION TO BE PAID TO THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2023:

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, 2023 at a remuneration not exceeding Rs. 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 2022-23.”

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

**Kachardas Bedmutha
Chairman
DIN: 00715619**

**Date: August 10, 2022
Place: Sinnar**

BEDMUTHA INDUSTRIES LIMITED

Notes

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses under Serial No. 4 to 10 to be transacted at the Meeting are annexed hereto.
2. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company at A-70/71/72, STICE, Musalgaon MIDC, Sinnar, Nashik – 422103, Maharashtra, on all working days except Saturdays and Sundays during business hours up to the date of the Meeting. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **September 24, 2022** through email on cs@bedmutha.com. The same will be replied by the Company.
3. The Register of Directors and Key Managerial Persons and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The notice is being sent to all the members, whose names appeared in the Register of Members as on Friday, August 26, 2022. This notice of the Annual General Meeting of the members of the company along with Annual Report is also displayed/ posted on the websites of the company i.e. www.bedmutha.com and that of Link Intime India Pvt Ltd i.e. <https://instavote.linkintime.co.in>.
5. The Register of Members of the Company will remain closed from Wednesday, September 21, 2022 to Tuesday, September 27, 2022 (both days inclusive).
6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice as per the requirement of the “Secretarial Standard-2” on General Meetings.
7. The Company has appointed severally Mr. Sachin Sharma & Mr. Dinesh Trivedi Designated Partners of M/s Sharma and Trivedi LLP, (Firm Reg. No.AAW-6850), Company Secretaries, Mumbai as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
8. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.bedmutha.com and on the website of Link Intime India Pvt Ltd immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
9. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 and Circular No. 33 dated September 28, 2020 and Circular No. 39 dated December 31, 2020 and Circular No. 2 dated January 13, 2021 and Circular No. 2 dated May 05, 2022 (here in after collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.
10. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/

Authorization shall be sent to the Scrutinizer by email through its registered email address to csslp104@gmail.com with a copy marked to cs@bedmutha.com

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

In compliance with the aforesaid MCA Circulars dated May 05, 2022 and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.bedmutha.com, websites of the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA <https://www.unisec.in>

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

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

14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, the Company is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Notice by electronics means and business may be transacted through the e-Voting services. For this purpose, the Company has engaged services of Link Intime India Private Limited, for providing e-Voting services. Remote e-voting facility will be available on the website <https://instavote.linkintime.co.in> from 9.00 a.m. on Saturday, September 24, 2022 and ends at 05:00 p.m. on Monday, September 26, 2022, after which the facility will be disabled by Instavote and remote e-voting shall not be allowed beyond the said date and time. The notice is also available on the website <https://www.bedmutha.com>. During this period shareholders of the Company, holding shares in dematerialised form, as on the **cut-off** date of September 20, 2022 may cast their votes electronically.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of notice and holding shares as on cut-off date i.e. September 20, 2022, may obtain the login ID and password by sending a request at evoting@linkintime.co.in or contact M/s Link Intime India Private Limited telephone number 022-49186175 The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 20, 2022.

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

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

1.	Name of the Director	Mr. Vijay K Vedmutha	Mr. Kachardas R. Bedmutha
2.	Director Identification Number(DIN)	00716056	00715619
3.	Date of Birth/Age	August 05, 1964	November 05, 1937
4.	Date of appointment / re-appointment	November 14, 2018	August 10, 2022
5.	Qualifications & Expertise in specific functional area	Industrial & Production Engineer MBA (Finance)	Electrical Engineer
6.	Relationship with other Directors inter-se	Mr. Vijay Vedmutha is brother of Mr. Ajay Vedmutha (Managing Director & CFO) and son of Mr. Kachardas Bedmutha.	Mr. Kachardas Bedmutha is father of Mr. Vijay Vedmutha and Mr. Ajay Vedmutha, Managing Directors of the Company.
7.	Remuneration last drawn	Rs. 60 Lakhs per annum	Rs. 60 Lakhs per annum
8.	Directorships in other Public Companies as on the date of appointment	1. KRBTA – UNISON CONSULTANCY PRIVATE LIMITED	1. K M K FOODS PRIVATE LIMITED
9.	Chairperson/Member of the committees of Director of the Company	Audit Committee - Member Stakeholders Relationship Committee – Member Corporate Social Responsibility	Corporate Social Responsibility Committee * Committee – Member
10.	Chairman/Member of the Committees of other Companies as on the date of appointment	Nil	Nil
11.	No. of Meetings of the Board attended during the year	4 (Four)	Not Applicable
12.	Shareholding, if any, in the Company as on the date of appointment as required under Regulation 36 (3) (e)	34,27,232 (10.62%)	23,41,973 (7.26%)

Mr. Vijay Vedmutha and Mr. Kachardas Bedmutha do not hold directorship in any other listed entities.

* Note: The Board of Directors of the Company has formed the Corporate Social Responsibility Committee on May 26, 2022.

Remote e-Voting Instructions for shareholders:

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

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

- Individual Shareholders holding securities in demat mode with NSDL
 - Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 - If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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

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

Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

1. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

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

 - ◆ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ◆ Click "confirm" (Your password is now generated).

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3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

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

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

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

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

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

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

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

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

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

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

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

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

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

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

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

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

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

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1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

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

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

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

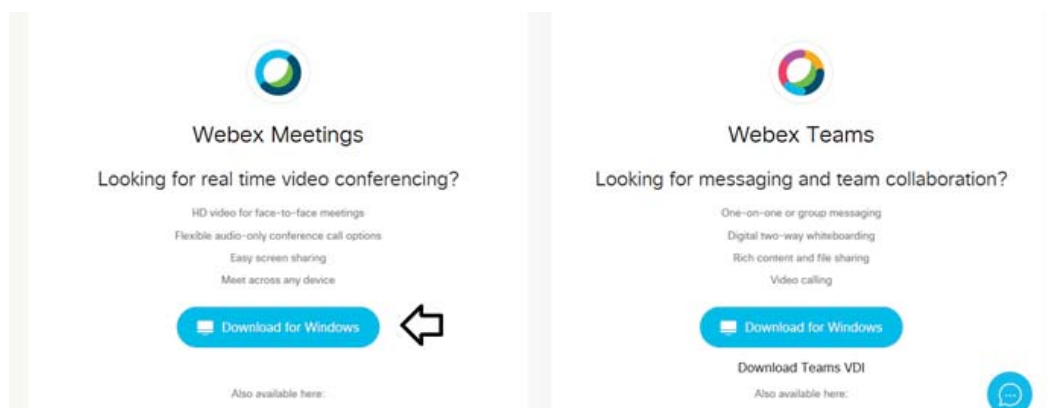
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

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

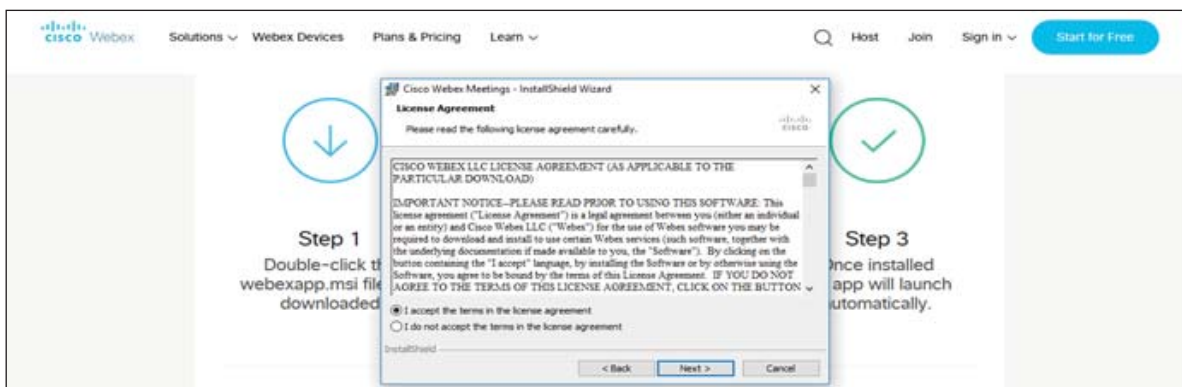
For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

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

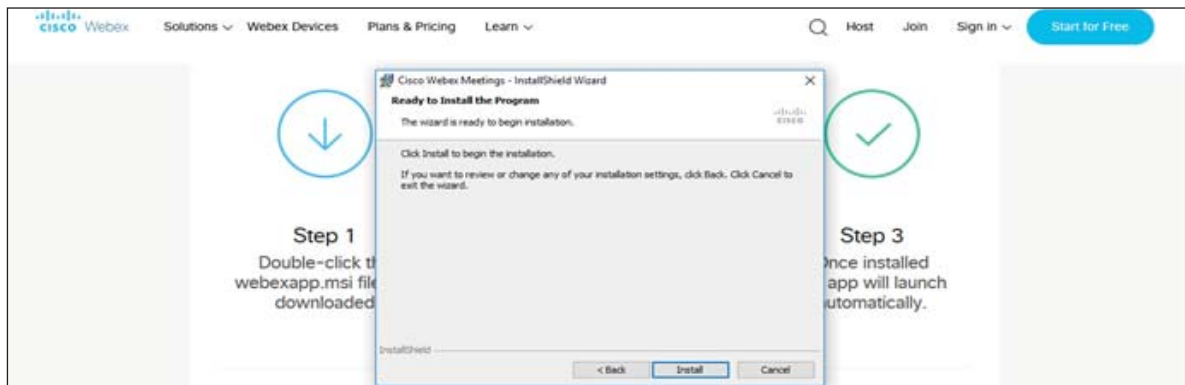




Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

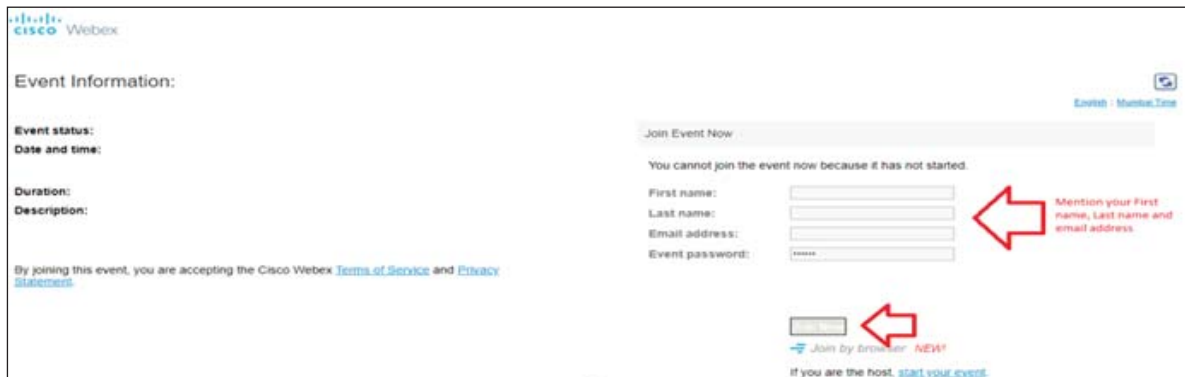


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or

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



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

**Kachardas Bedmutha
Chairman
DIN: 00715619**

Date: August 10, 2022

Place: Sinnar

ANNEXURE TO NOTICE**Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning each item of Special Business****ITEM NO.: 04**

M/s. A. D. Kulkarni & Co., Chartered Accountants (Firm Registration No. 115959), were appointed as the Auditors of the Company at the 27th Annual General Meeting (AGM) of the Company held on September 25, 2017 for a term of Five years to hold office till the conclusion of this AGM.

M/s. A. D. Kulkarni & Co. have been the Auditors of the Company since financial year 2017-18. In view of the above and being Proprietary Firm, M/s. A. D. Kulkarni & Co. allowed to complete only single term as a Statutory Auditors of the Company as per the provisions of Section 139 of the Act and can not continue for the second term.

As per the provisions of Section 139 of the Act, no listed Company can re-appoint an Proprietary firm as auditors for more than One term of five consecutive years. The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on August 10, 2022, proposed the appointment of M/s. SIGMAC & Co., Chartered Accountants, Mumbai, (Firm Registration No. 116351W), as the Statutory Auditors of the Company for a first term of period of 5 consecutive years, to hold office from the conclusion of this AGM till the conclusion of the thirty-Seventh AGM to be held in the year 2027.

M/s. SIGMAC & Co., Chartered Accountants, Mumbai, (Firm Registration No. 116351W) have consented to their appointment as the Statutory Auditors and have confirmed their eligibility and that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

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

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

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

ITEM NO. 05 To 07:

Mr. Kachardas Bedmutha, aged 84 years is Engineer by qualification. He is a founder of Bedmutha Industries Limited (BIL). He has worked with leading companies such as Birla Group, Heavy Engineering Corporation and Indian Tools, etc. before venturing in the industry. Under his able leadership the Bedmutha Group has grown from single product to multi-product group. Taking into consideration his qualifications, experience and expertise, it is proposed to appoint him as an Executive Director – Chairman of the Company. Taking into consideration his contribution towards the growth of the Company his longer association with the Company is much needed.

Mr. Kachardas Bedmutha, was holding the position of Chairman & Whole Time Director till August 14, 2018. Mr. Kachardas Bedmutha resigned from the position of Chairman & Whole Time Director consequent to the provisions of disqualification under section 164 of the Companies Act, 2013. Now, the period of disqualification has been over, it is felt necessary to reinstate Mr. Kachardas Bedmutha as Chairman and Executive Director on the Board of the Company. Accordingly, the Board of Directors at their meeting held on 10th August, 2022 has appointed Mr. Kachardas Bedmutha, on the basis of the recommendation of the Nomination and Remuneration Committee as an Additional Director and also as a Whole-time Director designated as Chairman of the Board of Directors of the Company.

The existing approval to Mr. Kachardas Bedmutha, to hold an office or place of profit as an Advisor to the Company is discontinued with effect from August 10, 2022.

Mr. Kachardas Bedmutha, is the relative viz. Father of Mr. Vijay K Vedmutha, Mr. Ajay K Vedmutha, Managing Directors and Father-in-Law of Mrs. Vinita A. Vedmutha, CEO of the Company. Hence, the approval of the members by way of Ordinary and Special resolution is required for the aforesaid appointment, as mentioned under S. No. 5 (A) and 5 (B) of the Notice convening the Annual General Meeting of the Company.

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Further, his appointment is duly recommended by the Nomination and Remuneration Committee and Audit Committee and approved by the Board of Directors at its Meeting held on August 10, 2022 on the following terms and conditions which have been placed before the members of the Company for their consideration and approval.

The members at their 28th Annual General Meeting held on September 25, 2018 had approved by way of Special Resolution the appointment and remuneration of Mr. Vijay Vedmutha and Mr. Ajay Vedmutha as Managing Directors of the Company for the period of 5 (Five) years with effect from November 14, 2018 to November 13, 2023.

The remuneration details of Mr. Vijay Vedmutha and Mr. Ajay Vedmutha are as under:

Hence, approval of members of the Company is sought by way of Special Resolution seeking approval / ratification of remuneration paid / payable to Mr. Vijay Vedmutha and Mr. Ajay Vedmutha, Managing Directors of the Company for the remaining period of his tenure and the remuneration payable to Mr. Kachardas Bedmutha, as a Director in Whole-Time employment designated as the chairman of the Board of Directors of the Company.

The terms and conditions of the appointment of Mr. Kachardas Bedmutha, Mr. Vijay Vedmutha and Mr. Ajay Vedmutha are as follows:

Option A:

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

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

Option B:

Where in any financial year during the currency of the term of the Managerial Personnel, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the managerial person, within the maximum ceiling viz. Rs.120 Lakhs per annum(considering the effective capital of the Company is betweenRs.100Croresto Rs. 250Crores) provided under Section II of Part II of Schedule V to the Act, (including the payment of double the limits, subject to the approval of members by Special Resolution) as detailed below:

(Monthly Remuneration not exceeding (Amount In Rs.)

Sr. No.	Name	Basic	HRA	Medical Allowance	Books and Periodicals Allowance	Special Allowance	Gross
1	Mr. Kachardas Bedmutha	2,50,000	1,00,000	75,000	10,000	65,060	5,00,060
2	Mr. Vijay K Vedmutha	2,50,000	1,00,000	75,000	10,000	65,000	5,00,000
3	Mr. Ajay K Vedmutha	2,50,000	1,00,000	75,000	10,000	65,000	5,00,000

Further, subject to approval of the Members of the Company, vide Special Resolution as proposed, and subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company on an annual basis, payment of remuneration within the maximum ceiling of Rs. 240 Lakhs per annum to each Managerial personnel, including the following payments, during the tenure of their existing appointment viz.:

- Annual Increment:** Not exceeding 10% on the gross remuneration on annual basis, within the maximum ceilings as per Schedule V to the Act.
- Annual Performance / Incentive Bonus:** Not exceeding an amount equivalent to gross remuneration of 2 months.

OTHER PERQUISITES / BENEFITS

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

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

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

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

ii. Gratuity:

Benefit under the Company's Gratuity Scheme.

iii. Car:

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

iv. Telephone / Communication facilities:

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

v. Leave:

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

vi. Others

The Managerial Personnel shall be entitled to reimbursement of entertainment and all other expenses actually incurred for the business of the Company. Any other expenditure as the Board may approve. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable or at actual cost. In case, the Company has no profits or has inadequate profits, the Managerial Personnel shall be entitled to be paid remuneration (by way of salary, perquisites and allowances) as mentioned above as the Minimum Remuneration.

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

I. General Information:

1) Nature of Industry:

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

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

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

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

Not Applicable

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- 4) **Financial performance based on given indicators - as per audited financial results for the year ended March 31, 2022:**

Particulars	Rs. in Lakhs
Income from Operations	66,016.35
Other Income	5,835.52
Total Expenses	70,926.32
Net Loss/Profit as per Profit & Loss Account (after tax)	925.54
Net worth	8,772.71

- 5) **Foreign Investment or collaborations, if any:**

None

II. Information about the appointee

Particulars	Mr. Kachardas Bedmutha (DIN:00715619)	Mr. Vijay Vedmutha (DIN:00716056)	Mr. Ajay Vedmutha (DIN:01726879)
Background Details	Mr. Kachardas Bedmutha, aged 85 years is Engineer by qualification. He is a founder of Bedmutha Industries Limited (BIL). He has worked with leading companies such as Birla Group, Heavy Engineering Corporation and Indian Tools, etc. before venturing in the industry.	Mr. Vijay K. Vedmutha, aged 58 years is a Managing Director of the Company. He is Industrial & Production Engineer by qualification. He has done MBA with specialization in Finance	Mr. Ajay K. Vedmutha aged 55 years is a Managing Director of the Company. He is a Mechanical Engineer by qualification. He is member of Institution of Engineers of India, 'Deccan Sugar Technologies & Association'. 'Member of the 'National Safety Council' and 'Institute of Energy Engineers.
Past Remuneration	Rs.60.00 Lakhs P.A	Rs.60.00 Lakhs P.A	Rs.60.00 Lakhs P.A
Recognition and Award	NIL	NIL	NIL
Job profile and his suitability	K. R. Bedmutha is Executive Chairman of the Company. Under his able leadership the Bedmutha Group has grown from single product to multi-product group. Taking into consideration his qualifications, experience and expertise, he is best suited for the responsibilities of current assigned role.	Mr. Vijay K. Vedmutha is responsible for Purchase, Production, Planning and Controls operations of the Company. Taking into consideration his qualifications, experience and expertise, he is best suited for the responsibilities of current assigned role	Mr. Ajay K. Vedmutha is responsible for overseas Marketing and Finance operations of the Company. He is designated as Chief Financial Officer of the Company. Taking into consideration his qualifications, experience and expertise, he is best suited for the responsibilities of current assigned role
Remuneration proposed	In Case of Inadequacy of Profit / loss, the maximum remuneration payable is Rs. 60 Lakhs per Annum, as detailed in the explanatory statement. With the approval of the members vide Special Resolution, the maximum ceiling could be doubled i.e., Remuneration upto Rs. 120 Lakhs per annum.	In Case of Inadequacy of Profit / loss, the maximum remuneration payable is ` 120 Lakhs per Annum, as detailed in the explanatory statement. With the approval of the members vide Special Resolution, the maximum ceiling could be doubled i.e., Remuneration upto ` 240 Lakhs per annum.	In Case of Inadequacy of Profit / loss, the maximum remuneration payable is ` 120 Lakhs per Annum, as detailed in the explanatory statement. With the approval of the members vide Special Resolution, the maximum ceiling could be doubled i.e., Remuneration upto ` 240 Lakhs per annum.

Particulars	Mr. Kachardas Bedmutha (DIN:00715619)	Mr. Vijay Vedmutha (DIN:00716056)	Mr. Ajay Vedmutha (DIN:01726879)
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin	Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. Kachardas Bdmutha, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies	Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. Vijay K. Vedmutha, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies	Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. Ajay K. Vedmutha, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:	Mr. Kachardas Bedmutha is the father of Mr. Vijay K Vedmutha & Mr. Ajay Vedmutha, Managing Directors of the Company.	Mr. Vijay Vedmutha is a son of Mr. Kachardas Bedmutha and brother of Mr. Ajay Vedmutha (Managing Director) of the company	Mr. Ajay K Vedmutha is a son of Mr. Kachardas Bedmutha and brother of Mr. Vijay Vedmutha (Managing Director) of the Company

III. Other Information

i) Reasons for loss or inadequate profits:

During the financial year 2021-22, the Standalone, Income from operations of your Company increased by 70.11%, from Rs. 388.08 Crores to Rs. 660.16 Crores. The company has eared profit of Rs. 74.65 crores before interest, depreciation and taxes and earned Profit of Rs. 9.26 Crores after taxes as compared to previous year. Post implementation of restructuring plan with Consortium Bankers, the Company continuously striving hard for improving its top line and bottom line.

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

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

a) Improvement of operations, in particular to:

- Improve sales and marketing efforts to increase sales volume;
- focus on reducing material cost and overheads;
- bring operational efficiency in line with industry benchmarks; and
- trying to make improvement in capacity utilisation of the plant.

b) Special focus on improving operations at Nardana Plant

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

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

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

BEDMUTHA INDUSTRIES LIMITED

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

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

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

The Board of Directors recommends passing of the Resolution at Item No. 5A and 5B to 7 as contained in the Notice as Ordinary and Special Resolutions respectively.

ITEM NO.: 08

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 10, 2022, approved the contract / arrangement proposed to be entered into by the Company with the following related party for a period of 5 (Five) years from September 27, 2022 to September 26, 2027, as per following terms and conditions mentioned below viz.:

Name of the Related Party	Arian Innovations Private Limited
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Vijay Vedmutha, Managing Director of the Company and daughter in law of Mr. Kachardas Bedmutha
Nature of Relationship	Mrs. Aakansha Vedmutha (Director of Arian Innovations Private Limited) is daughter in law of Mr. Vijay Vedmutha and Mrs. Usha Vedmutha (Director of Arian Innovations Private Limited) is the wife of Mr. Vijay Vedmutha, managing Director of the Company and daughter in law of Mr. Kachardas Bedmutha, Chairman of the Company.
Nature, material terms, monetary value and particulars of the Contract or arrangement	Nature – Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company. Duration – 5 years (September 27, 2022 to September 26, 2027) Monetary value: Rs.100,00,00,000/- (Rupees Hundred Crores) per annum Particulars– Arian Innovations Private Limited is in the business of manufacturers, traders, dealers, importers, exporters, buyers, sellers, jobbers, welders, fabricators, moulders, recyclers, melters, smelters, galvanizers, engineering job of surface finishing with silver, tin, gold, lead, nickel plating on Copper, Aluminium Switchgear Components and various copper raw materials like strip, foil, bus bar.

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	Mrs. Aakansha Yash Vedmutha daughter in law of Mr. Vijay Vedmutha, is a Director and holds 5,000 Shares (50%) Equity Shares of Face Value of Rs. 10/- each in Arian Innovations Private Limited and Mrs. Usha Vedmutha is the wife of Mr. Vijay Vedmutha, is a Director and holds 5,000 Shares (50%) Equity Shares of Face Value of Rs. 10/- each in Arian Innovations Private Limited. Arian Innovations Pvt. Ltd. Does not hold any share in the Company. However, Mr. Vijay Vedmutha, Managing Director holds 34,27,232 (10.62%) shares in the Company.

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

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

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

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

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

The Board of Directors recommends passing of the Resolution at Item No. 08 as contained in the notice as a Special Resolution.

ITEM NO.: 09

The members of the Company at its 31st Annual General Meeting held on September 28, 2021, 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 September 29, 2021 to September 28, 2026, with the following related parties as per the terms and conditions mentioned below viz.:

Name of the Related Party	MNE Components India Private Limited
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Vijay Vedmutha, Managing Director of the Company

BEDMUTHA INDUSTRIES LIMITED

Nature of Relationship	Mrs. Aakansha Vedmutha (Director of MNE Components India Private Limited) is daughter in law and Mr. Usha Vedmutha (Director of MNE Components India Private Limited) is the wife of Mr. Vijay Vedmutha.
Nature, material terms, monetary value and particulars of the Contract or arrangement	Nature – Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company. Duration – 5 years (29 th September, 2021 to 28 th September, 2026) Monetary value: Rs.100,00,00,000/- (Rupees Hundred Crores) per annum Particulars– MNE Components India Private Limited is in the business of manufacture, fabricate and assemble, repair, buy, sell, import, export, distribute, and deal in automobile parts of all kinds and descriptions, automotive and other gears, transmission and electrical and mechanical components.
Any other information relevant or important for the Members to make a decision on the proposed transaction	The quality and durability of the materials transacted and effective and efficient services prompted the Company to enter into the contract/transaction/ arrangement with the related party.
Shareholding, if any ,of the related parties	Mrs. Aakansha Yash Vedmutha daughter in law of Mr. Vijay Vedmutha, is a Director and does not hold any Equity Share in MNE Components India Private Limited. MNE Components India Pvt. Ltd. does not hold any share in the Company. However, Mr. Vijay Vedmutha, Managing Director holds 34,27,232 (10.62%) shares in the Company.

Taking into consideration, the volume of transaction(s) with the above related party, it is opined that the monetary limits may exceed the previous approved limit, accorded by the members at its 31st Annual General Meeting held on September 28, 2021. Hence, on the recommendation of the Audit Committee, and subject to approval of the shareholders at the ensuing Annual General Meeting, the Board of Directors at its meeting held on August 10, 2021, increased the transaction limit(s) of the following related party as detailed below for the remaining tenure of their contract(s) / arrangement(s) commencing from September 27, 2021 to September 28, 2026 viz.:

Name of the Related Party / Nature of Relationship	Nature of contract(s)	Approved transaction limit By the Shareholders at the 31st Annual General Meeting held on September 28, 2021	Revised Transaction Limit (to be approved at the 32nd AGM)	Duration of Contract
MNE Components India Private Limited Mrs. Aakansha Vedmutha (Director of MNE Components India Private Limited) is daughter in law of Mr. Vijay Vedmutha and Mrs. Usha Vedmutha (Director of MNE Components India Private Limited) is wife of Mr. Vijay Vedmutha.	Sale and purchase of wire, wire products and allied products. Availing from and rendering services to the Company.	Rs. 100,00,00,000/- (Rupees Hundred Crores)	Rs. 200,00,00,000/- (Rupees Two Hundred Crores)	September 27, 2022 to September 28, 2026

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

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

BEDMUTHA INDUSTRIES LIMITED



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

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

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

The Board of Directors recommends passing of the Resolution at Item No. 09 as contained in the notice as a Special Resolution.

ITEM NO.: 10

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, 2023.

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

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

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2023.

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. 10 as contained in the notice as an Ordinary Resolution.

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

**Kachardas Bedmutha
Chairman
DIN: 00715619**

**Date: August 10, 2022
Place: Sinnar**