

**BEDMUTHA INDUSTRIES LIMITED**

CIN - L31200MH1990PLC057863

Registered Office: A-32, STICE, MUSALGAON MIDC, SINNAR, DIST. NASHIK – 422 103.

Telephone No. : +91-2551-240481, 240631

E-mail: [cs@bedmutha.com](mailto:cs@bedmutha.com) | website: <http://www.bedmutha.com>

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**NOTICE OF POSTAL BALLOT**

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

To  
The Members of Bedmutha Industries Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the 'Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Companies Rules") including any statutory modification(s) or re-enactment thereof for the time being in force, that the Company is seeking consent of the Members of the Company by means of Postal Ballot, in connection with the following businesses as per the proposed resolutions set out below viz.:

1. To alter the Main Object clause of the Memorandum of Association of the Company;
2. To approve the appointment of Mrs. Vinita Vedmutha (DIN: 01729366) as a Whole Time Director of the Company;
3. To approve the appointment of Mr. Vasant Balwantrao Joshi (DIN: 07348931) as an Independent Director of the Company;
4. To approve the appointment of Mr. Pradeep Vasudev Ghare (DIN: 07421895) as an Independent Director of the Company; and
5. To obtain authority for Sale of barren Land(s) of the Company.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form, for your consideration.

The Company has, in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014 appointed Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS: 4443; CP No.:1925), Mumbai, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR") and Agreement entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on which the equity shares of the Company are listed and pursuant to the provisions of Section 110 of the Act read with the Companies Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-voting only shall be considered by the Scrutinizer.

The e-voting facility is available at the link: <https://www.evotingindia.com/> from 9:00 a.m. onwards on 15<sup>th</sup> March, 2016 upto 13<sup>th</sup> April, 2016, 05:00 p.m. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through physical mode i.e., sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self-addressed prepaid postage envelope, so as to reach the Registered Office of the Company on or before the closing of the working hours i.e., 05:00 p.m. on 13<sup>th</sup> April, 2016 (**end date of voting period**).

Please note that any Postal ballot form(s) received after the said date will be treated as invalid. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballot form. The results will be announced by the Chairman of the Company on or before 15<sup>th</sup> April, 2016 at the Registered Office of the Company at A-32, STICE, Musalgaon MIDC, Sinnar, Dist. Nashik – 422 103 at 05.00 p.m.

The results of the postal ballot will also be displayed at the Registered Office and on our website [www.bedmutha.com](http://www.bedmutha.com) besides being communicated to the Stock Exchanges, where the Company's Equity Shares are listed. The date of declaration of the result of the Postal Ballot shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.

**Item No.1**

**TO ALTER MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 accordance with the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the "Act") and as per the guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") any other statutory or regulatory authorities and subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed in such approvals, consents, permissions or sanctions agreed to by the Board of Directors of the Company,

the consent of the Company be and is hereby accorded for the alteration of the 'Main Object' in the Object Clause of the Memorandum of Association of the Company by inserting the following new sub-clauses 2 to 8 after the existing sub-clause No.1 under Clause III (A) of the Memorandum of Association of the Company:

2. To carry on in India or elsewhere the business of prospecting, exploring, operating and working on quarrying of minerals, stone, sand and clay, operation of sand or gravel pits, basalt / porphyry, clay (ordinary), crushing and breaking of stone for use as a flux or raw material in lime or cement, manufacture or as building material, road metal or ballast and other materials for construction, mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy, sell, import, export, supply and to act as agent, broker, stockiest, distributors, consultants, importers, exporters, contractors, manager, manufacturer, operator, mine owner or otherwise to deal in all sorts of minerals, their concentrates, products, by-products, substances, derivatives including sands, stones, clay, china clay, marbles, stones, granites, iron ore, fine ores, dolomites, coal, lime, bauxite ore, copper ore, rare earth ore, manganese ore, lead, zinc, tin, limestone, brass, precious and other stones, and to do all incidental acts and things necessary for the attainment of the foregoing objects;
3. To carry on the business of construction and maintenance of industrial facilities, construction and development for industrial parks, commercial, with own or leased property, buying, selling, renting and operating of self-owned or leased real estate, providing of industrial buildings, commercial complex, subdividing real estate into lots with land improvement, engineering contractors undertaking and executing contract works of construction of building - residential, commercial, or industrial or roads, bridges and other super structures and installation of all types of structures, foundations including piling on behalf of various organisations, contractors, engineers, architects, surveyors, designers, decorators and of government (state and central) government undertakings, local bodies in any part of India or of the world or otherwise assist or take part in construction, maintenance, development, working, control and management thereof and to carry real estate activities, providing of residential homes and furnished or unfurnished flats or apartments for more permanent use, typically on a monthly or annual basis, development of building projects for own operation, i.e. for renting of space in these buildings, subdividing real estate into lots, without land improvement, operation of residential mobile home sites;
4. To carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining in any manner including Engineering and Procurement Contractors (EPC), build, own and transfer (BOT), and/or build, own and operate (BOO) and/or build, own, lease and transfer (BOLT) and/or build, own, operate and transfer (BOOT) basis, to undertake turnkey projects of every description and to undertake the supervision of any plant or factory and to invest in or acquire interest in companies carrying on the above business and to undertake contracts and sub contracts in any manner as general engineers, mechanical engineers, Process engineers, civil engineers, general mechanical and civil contractors or otherwise relating to construction, modification, repair, alteration, construction, removal, redecoration, redesigning, enlarging, improving and designing of civil work, building for whatever use, roads, approach roads, streets, circles, squares, parks, gardens, statues, parking places, bridges, dams, water courses, railways, port, smart cities, defence, power and reservoirs, tunnels, earth works, sewers, tanks, drains, sewage, light houses, towers, transmission towers, pipe lines, underground cables, railway tracks, railway sidings, run ways, ship yards, stock yards, culverts, channels, for implementation of distribution, generation of transmission projects and to plan, develop, establish, erect, construct, acquire, operate, run, manage, hire, lease, buy, sell, maintain, enlarge, alter, renovate, modernize, work and use power system networks of all types including ultra high voltage (UHV), extra-high voltage (EHV), high voltage (HV), high voltage direct current (HVDC), medium voltage (MV) and low voltage (LV) lines and associated stations, substations, transmission and distribution centers, systems and networks and to lay cables, wires, accumulators, plants, motors, meters, apparatus, computers, telecommunication and telemetering equipments and other materials connected with generation, transmission, distribution, supply and other ancillary activities relating to the electrical power and to undertake for and on behalf of others, all these activities in any manner as per Central / State government regulations, guidelines and maintenance of power transmission / distribution lines and transmission towers, power plant, sinter plant, wet and dry cooling systems specialists and to enter into contracts and joint ventures in relation to and to erect, construct, supervise, maintain, alter, repair, pull down and restore, either alone or jointly with other private / semiprivate / multinational companies, state or central government or persons, works of all descriptions, including plants of all descriptions, factories, mills, refineries, pipelines, gas works, electrical works, power plants, water works, water treatment plants and whether on turnkey basis or on labour contracts or otherwise;
5. To carry on in India or elsewhere the business to manufacture, produce, process, excavate, quarry, melt, mould, roll, commercialize, cold, clean, cure, treat, mix, manipulate, prepare and to act as broker, importer, exporter, buyer, seller, stockists, distributor, contractor, supplier, metallurgists, engineer, collaborator, job worker, or otherwise to deal in copper and other non ferrous metal, copper alloys and other non ferrous alloys, copper metal and other non ferrous metal, unwrought copper and other non ferrous metals, copper and other non-ferrous waste, copper and other non ferrous foils, copper and other non ferrous powders, copper and other non ferrous flakes, copper and other non ferrous strips, copper and other non ferrous sheets, copper and other non ferrous wires whether coated, uncoated, clad, perforated, printed, embossed, insulated and all types of sections, varieties, strengths, specifications, descriptions, dimensions, and shapes of copper and other non-ferrous products, including bars, angles, tubes, pipes and blanks thereof, hollow bars, containers, stranded wires, cables, cordage, ropes, plaited bands, insulated electric wires & cables, electrodes, gauge, clothes, grills, netting, fencing, reinforcing fabrics, chains, nails, tacks, staples, hooks, nails, spiked cramps, shields, spikes and drawing pins, rivets, buckles, bolts, nuts, screws, cotters, cotter pins, washers, spring washers, springs, sanitary wares, hardware, utensils, electronic goods and other allied items, their parts, fittings, accessories & components, and to do all incidental acts and things necessary for the attainment of the above objects;

6. Manufacture of Jewellery and other articles having different shapes of gold, silver and other precious or base metal, metal clad with precious metals or precious or semi-precious stones, or of combinations of precious metal and precious or semi-precious stones or of other materials, working of diamonds and other precious and semi-precious stones including the working of industrial quality stones and synthetic or reconstructed precious or semi-precious stones, Production of worked pearls, manufacture of coins, including coins for use as legal tender, whether or not of precious metal, manufacture of other articles of gold, silver and other precious and semi precious metal and stone;
7. To carry on in India or elsewhere, the business of generating, producing, refining, receiving, improving, buying, selling, reselling, acquiring, using, transmitting, accumulating, employing, distributing, developing, handling, supplying and to act as producer/grower, agent, broker, representative, consultant, collaborator, or otherwise to deal in, undertake, assist, encourage, promote, developmental, scientific, technical, engineering, research activities associated with the generation, transmission and distribution of power which is derived from conventional/non conventional methods including hydel, thermal, turbine, hydrogen, fuel cell technology, solar energy, wind energy, tidal energy, energy from bio mass and for establishing, commissioning, setting up, operating and maintaining electric power transmission systems/networks, power systems, generating stations based on conventional/non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner and to acquire in any manner power transmission systems/networks, power systems, generation stations, tie-lines, sub-stations and transmission or distribution systems from State Electricity Boards, Vidyut Boards, Power Utilities, Generating Companies, Transmission Companies, Distribution Companies, Central or State Government Undertakings, Licensees, other local authorities or statutory bodies, other captive or independent power producers and distributors and to do all the ancillary, related or connected activities as may be considered necessary or beneficial or desirable for or along with any or all of the aforesaid purposes which can be conveniently carried on in these systems, networks or platforms;
8. To carry on any other business(es) from time to time in India and/or abroad either alone and/or jointly with any other companies, persons, Governments, firms, associations, authorities, bodies, trusts, agencies, societies as may be permitted by the applicable laws;

#### Item No.2

#### **TO APPROVE THE APPOINTMENT OF MRS. VINITA VEDMUTHA (DIN: 01729366), AS A WHOLE-TIME 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 applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Article No. 63 of Articles of Association of the Company, Mrs. Vinita Ajay Vedmutha (DIN: 01729366), who was appointed as an Additional Director by the Board of Directors of the Company with effect from November 26, 2015, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 along with the required deposit, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the applicable Rules made thereunder and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the approval of the Members of the Company be and is hereby accorded for the appointment of Mrs. Vinita Ajay Vedmutha (DIN: 01729366) as a Whole-Time Director designated as S- CEO, for a period of five years, with effect from November 26, 2015, on the terms and conditions including remuneration as mentioned in the Explanatory Statement attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mrs. Vinita Ajay Vedmutha.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable to give effect to the above resolution.”

#### Item No.3

#### **TO APPROVE THE APPOINTMENT OF MR.VASANT BALWANTRAO JOSHI (DIN: 07348931) AS AN INDEPENDENT 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 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') including any modification or re-enactment thereof and the Rules framed there under, read with Schedule IV to the Act and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Vasant Balwantrao Joshi (DIN: 07348931), who was appointed as an Additional Director under Section 161 of the Act and Article No.63 of Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, alongwith the required deposit, proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years, effective from November 26, 2015 upto November 25, 2020, with the period of office not liable to determination of retirement by rotation.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary be and is hereby authorised to do all necessary acts, deeds and things which may be usual, expedient or proper to give effect to the aforesaid resolution.”

**Item No.4**

**TO APPROVE THE APPOINTMENT OF MR. PRADEEP VASUDEV GHARE (DIN: 07421895) AS AN INDEPENDENT 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 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) including any modification or re-enactment thereof and the Rules framed there under, read with Schedule IV to the Act and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Pradeep Vasudev Ghare (DIN: 07421895), who was appointed as an Additional Director under Section 161 of the Act and Article No.63 of Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, alongwith the required deposit, proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years, effective from February 10, 2016 upto February 09, 2021, with the period of office not liable to determination of retirement by rotation.”

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary be and is hereby authorised to do all necessary acts, deeds and things which may be usual, expedient or proper to give effect to the aforesaid resolution.”

**Item No. 5**

**TO OBTAIN AUTHORITY FOR SALE OF BARREN LAND(S) 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 Sections 180(1)(a), 188 and other applicable provisions if any, of the Companies Act, 2013, (‘the Act’) and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other law for time being in force and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary to be obtained from appropriate Government Authority(ies), Department(s), Office(s), Institution(s), Body(ies) and Agency(ies) and subject to terms, conditions, alternations and /or modifications, if any, as may be stipulated by any Authority while granting, such approvals, consents, permissions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in its behalf), consent of the members of the company be and is hereby accorded to the Board of Directors to sell any or all of

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

S.No	Description of land	Admeasuring area (In hectares)
1	Gat No 270/8/1 situated at Sinnar, Nashik ( Maharashtra)	1.21
2	Gat No 270/8/2 situated at Sinnar, Nashik ( Maharashtra)	3.61
3	Gat No 156/3 situated at Sinnar, Nashik ( Maharashtra)	3.36
4	Gat No. 232 situated at Rashegaon, Taluka : Dindori, District : Nashik ( Maharashtra)	12. 38
5	Gat No. 237 situated at Rashegaon, Taluka : Dindori, District : Nashik ( Maharashtra)	7 .16
6	Gat No. 29 situated at Deherewadi, Taluka : Dindori, District : Nashik ( Maharashtra)	0.40

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

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

**For and On behalf of Board of Bedmutha Industries Limited**

**Sd/-  
Vijay Vedmutha  
Managing Director  
DIN: 00716056**

**Place: Nashik  
Date: 10<sup>th</sup> February, 2016**

**Registered office:  
Bedmutha Industries Limited  
A-32, STICE, Sinnar,  
Nashik – 422 103**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. All documents referred to in the Notice and the Explanatory Statement are open for inspection by the shareholders at the Registered Office of the Company on any working day except Public Holidays, Saturday & Sunday, upto 13<sup>th</sup> April, 2016 (end of voting period), the last date for the receipt of postal ballot forms.
3. The voting by Postal ballot is only for shareholders entitled to vote, who are required to duly fill in the postal ballot form and send it to the Registered Office of the Company. Any other recipient of this Notice, who does not have voting rights, should treat the Notice as intimation only.
4. The Company has appointed Mr. S. Anantha Rama Subramanian, (FCS: 4443; C. P. No. 1925) Proprietor of M/s. S. Anantha & Co., Practising Company Secretaries, Mumbai, as Scrutinizer for conducting the Postal ballot process in a fair and transparent manner.
5. In compliance with the provisions of Section 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s. Universal Capital Securities Pvt. Ltd. and Central Depository Services (India) Ltd. for giving e-voting facility to enable the shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. .
6. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on Friday, 04<sup>th</sup> March, 2016 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date.
7. Shareholders, who have registered e-mail IDs for receipt of documents in electronic mode, are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form. Shareholders, who have received Postal ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal ballot Form from our website, [www.bedmutha.com](http://www.bedmutha.com).
8. The details of dispatch of Notice and Postal Ballot Paper to the members will be published in at least one English and one Vernacular language newspaper circulating in Maharashtra.
9. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the Chairman of the Company shall announce the results of the Postal Ballot on or before April 15, 2016 at the Registered Office of the Company at A-32, Stice, Sinnar, Nashik – 422 103 and will be placed on the Website of the Company [www.bedmutha.com](http://www.bedmutha.com) and website of CDSL.
10. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed prepaid Business reply envelope. An unsigned Postal Ballot Form will be rejected. The Postal Ballot

Form(s) shall also be deposited at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on 13<sup>th</sup> April, 2016 to be eligible for being considered; failing which, it will be strictly treated as if no reply has been received from the Member.

11. Any query/grievance may please be addressed to **Mr. Alok Singh, Company Secretary & Compliance Officer** with respect to the voting by Postal Ballot including voting by electronic means at: Email id: [cs@bedmutha.com](mailto:cs@bedmutha.com) or Tel.: +91 2551 240320; Fax: +91 2551 240482

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins at 9:00A.M. on Tuesday, March 15, 2016 and ends at 5:00 P.M. on Wednesday, April 13, 2016 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. March 04, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website <https://www.evotingindia.com/>.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to <https://www.evotingindia.com/> and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr no affixed on Postal Ballot Envelope, in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>

Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Bedmutha Industries Limited on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com/> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) .
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at <https://www.evotingindia.com/> , under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) .

**In case of members receiving the physical copy of Postal Ballot Form by Post and desiring to cast e-vote:**

- (A) Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above to cast vote.
- (B) The voting period begins on 15th March, 2016 at 09:00 AM and ends on 13th April, 2016 at 05:00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 4th March, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may enter the Frequently Asked Questions (‘FAQ’) and e-voting manual available at <https://www.evotingindia.com/> under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) .
- (D) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- (E) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 1**

Your Company is presently the manufacturer & exporter of wire rope, tyre bead wire, galvanized wires, galvanized patented wire, phosphate patented wire, HC wire for ropes, spring wire, ACSR core wire, cable armouring wire, earth wire, stay wire, barbed wire etc.

Your Company is one of India's leading manufacturers and exporters of G.I. Wire, ACSR Wire, Stay Wire, Guy Wire, Earth Wire, Wire Strands, Spring steel wire, tyre bead wire, Wire for ropes etc and various types of wire and wire products.

Further, with the commencement of the Company's new plant at Nardana, Dhule, Maharashtra, India, it has a huge capacity of production with FIB patenting galvanizing line with nitrogen/pad wiping technology from FIB Belgium. Take up and payoff are designed/supplied by M+E Italy and also equipped with ultra modern PLC Operated ITALIAN Pickling plant.

To diversify and to expand the business, the Company has proposed the following business activities, as mentioned below which can be advantageously combined with the existing business of the Company viz.:

<b>S. No</b>	<b>Proposed Objects to be inserted under the Main Object Clause of Memorandum of Association of the Company</b>
1	Mining of stone, sands, minerals and allied activity.
2	Development of Industrial, commercial and residential real estates and allied activities
3	Engineering and Procurement Contractors (EPC) & Built, Operate & Transfer (BOT) for infrastructure projects.
4	Copper, copper products and other non ferrous metals and their products.
5	Manufacturing of jewellery and other articles of gold, silver and other metals.
6	For conventional / non conventional power generation and allied activities.
7	To carry on any other Business(es), which are legally approved.

In order to rationalize and enlarge the main objects and in view of the opening up of various opportunities in other sectors, your company intends to equip itself to enter into such other sectors on the possibilities of viable opportunities from time to time.

Your Directors propose to amend the main object clause by inserting the new clauses, subject to the approval of the members of the Company and Statutory Authorities, if any.

A copy of altered Memorandum of Association of the Company is open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 11.00 a.m. and 1.00 p.m. upto the date of declaration of the Postal Ballot Results.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in passing the resolution as set out at

Item No.1 except to the extent of shareholding in the Company, if any.

The Board recommends the resolution as set out at Item No. 1 of the Notice for approval by the shareholders to be passed as a Special Resolution.

**Item No. 2**

Mrs. Vinita Vedmutha, the S-CEO of the Company, was inducted on the Board as an Additional Director and designated as Whole-Time Director on 26<sup>th</sup> November, 2015.

Mrs. Vinita Vedmutha is BE (Computers) and having 20 years of experience. She is also a Senior Chief Executive Officer of the Company. Taking into consideration her contributions towards the growth of the Company, her longer association with the Company is much needed and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on November 26, 2015, approved her appointment, subject to the approval of the members of the Company as a Whole-Time Director for a period of 5 (Five) years with effect from 26<sup>th</sup> November, 2015.

Further, Mrs. Vinita Vedmutha, the Whole-Time Director, designated as S-CEO, will receive the remuneration not exceeding Rs.50 Lakh per annum as approved by the shareholders at the Annual General Meeting held on 25<sup>th</sup> September, 2015.

Mrs. Vinita Vedmutha satisfies the conditions specified under Section 196 (3) and Part I of Schedule V of the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act.

The brief profile of Mrs. Vinita Vedmutha and the detail of shareholding as per requirements of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and the rules made there under and the Secretarial Standards (SS-2) are given in Annexure A and Annexure B which forms part of the notice.

A copy of the appointment letter and other documents are open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 11.00 a.m. and 1.00 p.m. upto the date of declaration of the Postal Ballot Results.

None of the Directors / Key Managerial Personnel of the Company and their relatives except Mrs. Vinita Vedmutha, Mr. K. R. Bedmutha, Chairman & Whole-Time Director and Mr. Ajay Vedmutha, Joint Managing Director of the Company and her relatives are deemed to be concerned or interested, financially or otherwise, in the resolution to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution set out at Item No.2 of the notice for approval by the shareholders through postal ballot, to be passed as an Ordinary Resolution.

### Item No. 3

Mr. Vasant Balwantrao Joshi was appointed as an Additional Director by the Board of Directors at its meeting held on 26<sup>th</sup> November, 2015, to hold the office upto the conclusion of the ensuing Annual General Meeting of the Company.

Mr. Vasant Balwant Rao Joshi holds Diploma in Electrical Engineering and having 30 years of experience in Electrical Engineering. He was also associated with Maharashtra State Electricity Board for more than three decades. Further, he is independent to the Management of the Company and in the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made there under for his appointment as an Independent Director.

Mr. Vasant Balwant Rao Joshi does not hold any share in the Company.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Vasant Balwantrao Joshi as an Independent Director of the Company.

Mr. Vasant Balwantrao Joshi has submitted the declaration as required pursuant to Section 149(7) of the Companies Act, 2013, stating that he meets the criteria of independence as provided in sub-section(6). Further, he is not disqualified from being appointed as a Director in terms of section 164 of the Act.

A copy of appointment letter, declaration of eligibility under Section 149(7) received from him and other documents are open for inspection at the Registered Office of the Company on all working days except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. upto the date of declaration of the Postal Ballot Results.

The brief profile of Mr. Vasant Balwantrao Joshi as per requirements of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and the rules made there under and the Secretarial Standards (SS-2) are given in Annexure A which forms part of the notice.

None of the Directors / Key Managerial Personnel of the Company and their relatives except Mr. Vasant Balwantrao Joshi and his relatives, are in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution set out at Item No.3 of the notice for approval by the shareholders through postal ballot, to be passed as an Ordinary Resolution.

### Item No. 4

Mr. Pradeep Vasudev Ghare was appointed as an Additional Director by the Board of Directors on 10<sup>th</sup> February 2016, to hold the office upto the conclusion of the ensuing Annual General Meeting of the Company.

Mr. Pradeep Vasudev Ghare is a commerce graduate with a degree in MBA and ICWAI (Executive). He has worked with different manufacturing Companies viz.; Caprihans India, VIP, Lear Corporation, ABB, Rishabh Instruments Pvt Ltd at various

levels and handled different portfolios. He is having 18 years of experience in Business finance, management, accounting, banking, MIS, Budgeting, HR and Admin, IT. During the course of employment, he was responsible for driving strategic steps including acquisition of Company in Poland, ERP selection, Board Restructuring, Funding, PE etc. Further, he is independent to the Management of the Company and in the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made there under for his appointment as an Independent Director.

Mr. Pradeep Vasudev Ghare does not hold any share in the Company.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Pradeep Vasudev Ghare as an Independent Director of the Company.

Mr. Pradeep Vasudev Ghare has submitted the declaration as required pursuant to Section 149(7) of the Companies Act, 2013, stating that he meets the criteria of independence as provided in sub-section (6) further, he is not disqualified from being appointed as a Director in terms of section 164 of the Act.

A copy of appointment letter, declaration of eligibility under Section 149(7) received from him and other documents are open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 11.00 a.m. and 1.00 p.m. upto the date of declaration of the Postal Ballot Results.

The brief profile of Mr. Pradeep Vasudev Ghare as per requirements of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and the rules made there under and the Secretarial Standards (SS-2) are given in Annexure A which forms part of the notice.

None of the Directors / Key Managerial Personnel of the Company and their relatives except Mr. Pradeep Vasudev Ghare and his relatives, are in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution set out at Item No.4 of the notice for approval by the shareholders through postal ballot, to be passed as an Ordinary Resolution.

### Item No. 5

Keeping in view of the advice by the Company's Banker(s) viz. to bring in additional funds by sale of barren land(s) owned by the Company as detailed below towards the cost of the Company's projects and other capital expenditure programmes, and to meet the additional long term working capital requirements of the Company, it is proposed to sell any or all of the following land(s) fully and /or partially to any third party(ies) including any related parties of the Company viz. promoter(s), Directors, Key Managerial Personnel(s) and/ or their relatives, and such other entities as defined under Section 2(76) of the Act, from time to time viz.: -



S. No	Description of land	Admeasuring area (In Hectares)	Valuation (In Rs.)
1	Gat No 270/8/1 situated at Sinnar, Nashik ( Maharashtra)	1.21	77,76,000/-
2	Gat No 270/8/2 situated at Sinnar, Nashik ( Maharashtra)	3.61	1,92,86,000/-
3	Gat No 156/3 situated at Sinnar, Nashik ( Maharashtra)	3.36	25,99,200/-
4	Gat No. 232 situated at Rashegaon, Taluka : Dindori, District : Nashik ( Maharashtra)	12.38	7,49,21,470 /-
5	Gat No. 237 situated at Rashegaon, Taluka : Dindori, District : Nashik ( Maharashtra)	7.16	4,33,30,995 /-
6	Gat No. 29 situated at Deherewadi, Taluka : Dindori, District : Nashik ( Maharashtra)	0.40	24,49,040/-

In terms of Section 180(1)(a) of the Companies Act, 2013, a Company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company without the consent of the shareholders by way of a special resolution at the general meeting of the Company. Hence, the Board recommends the resolution set out at Item No.5 of the notice for approval by the shareholders through postal ballot, to be passed as a Special Resolution.

It is also being brought to the attention of the shareholders of the Company that there would be possibilities of selling all or any of the above land(s) to any or all of the related parties viz. promoter(s), Directors, Key Managerial Personnel(s) and/ or their relatives, and such other entities as defined under Section 2(76) of the Act. Hence, the resolution is also proposed to be passed in accordance with provisions of Section 188 of the Act Read with Rule 15 of the Companies (Meeting of the Board and its powers) Rules, 2014. Considering, the value of the proposed sale of land(s) will be within the limit viz. not exceeding ten percent of net worth of the company or rupees one hundred crore, whichever is lower, the approval of the members to be obtained under Section 188 read with rules are not applicable. However, the resolution is proposed for the members to consider and to give their assent or dissent as an abundant precaution and as a good corporate governance measure. Considering, the real estate market in a slack period, the Company may or may not be successful in disposing of all or any of the above mentioned land(s) to any other third party(ies), the Company may get into a situation of selling all or any of the above mentioned land(s) to any / all of the related parties. The Board of Directors and the Audit Committee will consider and approve the selling to any / all of the related parties only at the prevailing market price as may be arrived at the time of sale on the basis of valuation done by the approved valuer(s) and as per

the fund requirement of the Company. None of the promoters or any of the concerned related parties shall participate in passing of the proposed resolution.

All the material documents referred to in the accompanying Notice shall be open for inspection by the Members at the Registered Office of the Company except Saturday and, Sunday between 11.00 a.m. and 1.00 p.m. upto the date of declaration of the Postal Ballot Results.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Promoter Directors and their relatives as tabled below are concerned or interested, financially or otherwise, in passing the resolution as set out at Item No.5 except to the extent of shareholding in the Company, if any.

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	3426464	16.31
2	Ms. Asha Rasik Shetiya	177150	0.84
3	Ms. Divya Ajay Vedmutha	11039	0.05
4	Mr. Kachardas Ratanchand Bedmutha	2291973	10.91
5	Mrs. Kamalabhai Kachardas Bedmutha	877313	4.17
6	Mr. Nayansukh Ratanchand Bedmutha	26130	0.12
7	Mr. Rasik Motilal Shetiya	128217	0.61
8	Mr. Sudhir Nayansukh Bedmutha	1500	0.01
9	Ms. Usha Vijay Vedmutha	1262475	6.01
10	Mr. Vijay Kachardas Vedmutha	3377232	16.07
11	Mr. Vimal Nayansukh Bedmutha	7509	0.04
12	Ms. Vinita Ajay Vedmutha	1272148	6.05
13	Mr. Yash Vijay Vedmutha	23901	0.11
14	Bedmutha Sons Realty Ventures Private Ltd,	1239898	5.90
15	K R Bedmutha Techno Associates Private Ltd.	213662	1.02
	<b>TOTAL</b>	<b>14336611</b>	<b>68.17</b>

**Annexure A**

Details of Director seeking appointment/re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) are as follows:

<b>Name</b>	Mrs. Vinita Vedmutha	Mr. Vasant B. Joshi	Mr. Pradeep V. Ghare
Date of Birth	29/05/1968	16/02/1939	20.04.1971
DIN	01729366	07348931	07421895
Date of appointment/reappointment	26 <sup>th</sup> November 2015	26 <sup>th</sup> November 2015	10 <sup>th</sup> February 2016
Relationship with other Directors inter-se	Wife of Mr. Ajay Vedmutha (Joint Managing Director) and Daughter-In-Law of Mr. K.R. Bedmutha, Chairman & Whole-Time-Director.	Not Applicable	Not Applicable
Qualification & Experience in specific functional area	B. E ( Computers)	D.E (Electrical)	B.Com, MBA, ICWAI (Executive)
Directorships held in other companies	K R Bedmutha Techno Associates Private Limited	NIL	NIL
Memberships/ Chairmanships of Committee in other public limited companies (includes only Audit & Shareholders' / Investors' Grievance Committee)	NIL	NIL	NIL
Shareholding, if any, in the Company	12,72,148	NIL	NIL
Terms and conditions of appointment along with details of remuneration sought to be paid	As stated in Explanatory Statement	As stated in Explanatory Statement	As stated in Explanatory Statement
Remuneration last drawn	Rs. 4,16,666/ - per month	NIL	NIL

**Annexure -B**

The Details of shareholding held by Mrs. Vinita Vedmutha, S-CEO, her relatives and the promoter group Company in Bedmutha Industries Limited are as follows:

<b>S.No.</b>	<b>Name of the KMP &amp; their relatives</b>	<b>No. of shares held</b>	<b>% of total no. of shares</b>
1.	Mrs. Vinita Vedmutha	12,72,148	6.05
2.	Mr. Kachardas Ratanchand Bedmutha	22,91,973	10.90
3.	Ms. Divya Vedmutha	11,039	0.05
4.	Mr. Ajay Vedmutha	34,26,464	16.29
5.	K R Bedmutha Techno Assoiates Private Ltd.	2,13,662	1.02
6.	Bedmutha Sons Realty Ventures Private Ltd	12,39,898	5.90
	<b>Total</b>	<b>84,55,184</b>	<b>40.20</b>