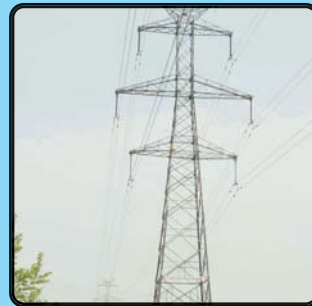
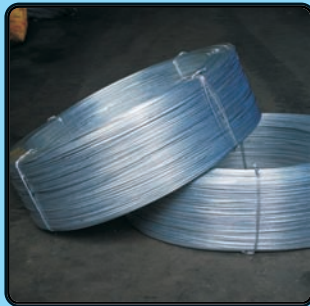
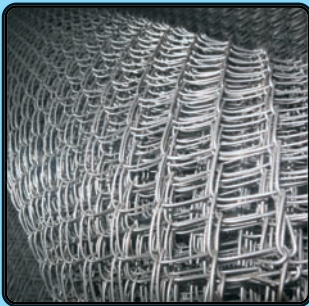


*"Powering Infrastructure"*

## BEDMUTHA INDUSTRIES LIMITED



ANNUAL REPORT  
2012 - 2013

## IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless Compliances by Companies and has issued circular stating that service of notice/documents including annual report can be sent by e-mail to its members. We fully support the Ministry's green initiative.

Accordingly, the members, who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, **in respect of shareholdings in electronic form with the Depository through their concerned Depository Participant.**

Members, who hold shares in physical form, are requested to register their e-mail addresses by sending E-mail to [bedmutha@unisec.com](mailto:bedmutha@unisec.com) or [cs@bedmutha.com](mailto:cs@bedmutha.com) of the Company so as to reach the Company at the earliest.

## BEDMUTHA INDUSTRIES LIMITED

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### BOARD OF DIRECTORS

Mr. Kachardas Ratanchand Bedmutha	Chairman
Mr. Vijay Kachardas Vedmutha	Managing Director
Mr. Ajay Kachardas Vedmutha	Joint Managing Director
Mr. Balasubramanian Achutharaman	Independent Director
Mr. Narayan Kadu	Independent Director
Mr. Shital Nahar	Independent Director

### Company Secretary

Mr. Chandan Kshirsagar

### Registered Office

A 32, Sinnar Taluka Industrial Co-operative Estate (STICE)  
Musalgaon, Sinnar, Nashik, Maharashtra 422 103

### Registrar and Transfer Agent

Universal Capital Securities Private Limited  
(Formerly known as Mondkar Computers Pvt. Ltd.)  
21, Shakil Niwas, Opp Satya Saibaba Temple,  
Mahakali Caves Road, Mumbai - 400 093.

### Bankers

Punjab National Bank  
Bank Of India  
Andhra Bank  
Bank Of Baroda  
Export Import Bank Of India

### Auditors

M/s Patil Hiran Jajoo & Co.  
Chartered Accountants

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## NOTICE

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of Bedmutha Industries Limited will be held on Tuesday 13<sup>th</sup> August 2013 at 1.00 P.M. at the Hotel Saiways, F-4, Sinnar-Shirdi Road, STICE, Sinnar, Nashik-422 103 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as on 31<sup>st</sup> March 2013 and the Profit and Loss Accounts for the year ended on that date together with the reports of Board of Directors and the Auditors Report thereon.
2. To appoint a director in place of Mr. Narayan Kadu who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Shital Nahar who retires by rotation and being eligible offers himself for reappointment.
4. To appoint statutory auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass following resolution as an ordinary resolution.

**“RESOLVED THAT** M/s. Patil Hiran Jajoo & Co. Chartered Accountants, (Firm Registration No 120117W) be and are hereby appointed as a Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors of the Company.”

### SPECIAL BUSINESS:

5. **To consider and if thought fit, to pass with or without modification the following resolution as a special resolution.**

**“RESOLVED THAT** pursuant to the provisions of Section 314 (1)(b) of the Companies Act 1956, and other provisions applicable if any, approval of the shareholders be and is accorded to Mrs. Vinita Vedmutha for holding or continuing to hold office or place of profit under the Company as a Senior Chief Executive Officer (S-CEO) of the Company w.e.f. 1<sup>st</sup> April 2013 for a period of five years on the following remuneration:

1. Salary: Starting Salary ₹ 27,000/- (Basic Salary + Dearness allowance) per month in a pay scale of 27,000 - 10,000 - 37,000 - 10,000 - 47,000 p.m.
2. Perquisites as under:
  - a. House Rent Allowance: ₹ 36,000 p.m.
  - b. Conveyance Allowance: ₹ 10,000 p.m.
  - c. Medical Allowance: ₹ 4,000 p.m.
  - d. Education Allowance: ₹ 10,000 p.m.
  - e. Books and Periodicals: ₹ 3,000 p.m.

Provided that the total monthly remuneration including perquisites payable to Mrs. Vinita Vedmutha shall not exceed ₹ 2,50,000 p.m.”

**“FURTHER RESOLVED THAT** subject to the above proviso, the Board of Directors of the Company be and is hereby authorized to determine the components of remuneration payable to the Mrs. Vinita Vedmutha, including increments, reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time in connection with the Company's business and any other allowances, benefits and perquisites as the Board may decide from time to time.”

**“FURTHER RESOLVED THAT** the Board of Directors and the Company Secretary be and are hereby authorized jointly and/or severally to do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution.”

6. **To consider and if thought fit, to pass with or without modification the following resolution as a special resolution.**

**“RESOLVED THAT** pursuant to the provisions of article no. 206 of the Articles of Association of the Company and Section 198, 269, 309, 310 and Schedule XIII of the Companies Act, 1956 (the Act) and other applicable provisions, if any of the Companies Act 1956 and subject to such other approvals as may be necessary, the consent of the members

## BEDMUTHA INDUSTRIES LIMITED

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be and is hereby accorded to the reappointment of Mr. Vijay K. Vedmutha as a Managing Director of the Company for a further period of 3 years effective from 14<sup>th</sup> November 2012 ending with 13<sup>th</sup> November 2015 on the following terms and conditions and remuneration as set out below:

### **PRINCIPAL TERMS AND CONDITIONS:**

- 1 Tenure of Appointment:** The Appointment of Managing Director is for a Period of 3 years effective from 14<sup>th</sup> November 2012.
- 2.** The following remuneration will be effective from 14<sup>th</sup> November 2012 to the Managing director for a period of three years.

#### **A REMUNERATION:**

- i. Basic Salary ₹ 55,500/- per month with the increments as may be decided by the Board from time to time.

#### **B ALLOWANCES AND PERQUISITES:**

1. House Rent Allowance: ₹ 37,000 p.m.
2. Conveyance Allowance: ₹ 10,000 p.m.
3. Medical Allowance: ₹ 19,000 p.m.
4. Books and Periodicals: ₹ 16,500 p.m.
5. Education Allowance: ₹ 10,000 p.m.
6. Furnished Rent Free Accommodation
7. Company's car with driver for official and personal use.
8. Telephone, internet facility and mobile phone for use on Company's business.
9. Leave Travel Concession For self & family once in a year in accordance with the Rules of the Company.
10. Contribution to Provident Fund.
11. Gratuity at the rate not exceeding half month's salary for each completed year of service.
12. The appointee will be entitled to one month's leave with full pay and allowance for every eleven month of service. Such leave may be accumulated in accordance with the Company's rules and practice force from time to time.
13. Leave encashment at the end of the tenure.

#### **Notes:**

- "Family" for the above purpose shall means wife, dependent children and dependent parents of the Managing Director.
- Perquisites shall be valued as per the provisions of Income Tax Act, 1961.

#### **C INCENTIVE BONUS/COMMISSION:**

The appointee may be paid such amount by way of incentive bonus and/or commission, in addition to the salary and perquisites payable, calculated with reference to the net profits of the Company in a particular financial year as may be determined by the Board of Directors of the Company at the end of financial year subject to the overall ceilings stipulated in Sections 198, 309 and Schedule XIII of the Act as may be applicable from time to time. The specific amount payable to the appointee will be based on certain performance criteria to be laid down by the Board and Remuneration Committee and will be payable annually in one or more tranches.

Any Incentive Bonus/Commission over and above the maximum ceiling will be payable subject to prior approval of the members and the Central Government.

#### **D MINIMUM REMUNERATION:**

In the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, the appointee shall be paid the above remuneration as minimum remuneration subject however to the overall limits and conditions as per the provisions contained in Schedule XIII to the Companies Act, 1956 or any amendments made hereafter as may be agreed to between the Directors and the appointee.

- E** The Managing Director shall not be paid any sitting fees for attending the meetings of the Board or committees thereof.

**“FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution.”

**“FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to vary the terms of remuneration from time to time within the limits prescribed and permitted under Section 198,309 and Schedule XIII of the Companies Act, 1956, as amended from time to time or under any statutory enactment substituting Companies Act, 1956, during the tenure of the appointment without being required to seek fresh approval of the members of the Company, but with such other approvals, sanctions or permissions in the remuneration and that the decision of the Board of Directors shall be final and conclusive in this regard.”

**“FURTHER RESOLVED THAT** any Director and Company Secretary of the Company be and are hereby authorized jointly and/or severally to file relevant E-forms and documents with the Registrar of Companies and to do all necessary acts, deeds and things including executing necessary documents, agreements to effect the above resolution.”

**7. To consider and if thought fit, to pass with or without modification the following resolution as a special resolution.**

**“RESOLVED THAT** pursuant to the provisions of article no. 206 of the Articles of Association of the Company and Section 198, 269, 309, 310 and Schedule XIII of the Companies Act, 1956 (the Act) and other applicable provisions, if any of the Companies Act 1956 and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded to the reappointment of Mr. Ajay K. Vedmutha as the Joint Managing Director of the Company for a further period of 3 years effective from 14<sup>th</sup> November 2012 ending with 13<sup>th</sup> November 2015 on the following terms and conditions and remuneration as set out below:

**PRINCIPAL TERMS AND CONDITIONS:**

**1 Tenure of Appointment:** The Appointment of Joint Managing Director is for a Period of 3 years effective from 14<sup>th</sup> November 2012.

**2.** The following remuneration will be effective from 14<sup>th</sup> November 2012 to the Joint Managing director for a period of three years.

**A REMUNERATION:**

Basic Salary ₹ 55,500/- p.m. with the increments as may be decided by the Board from time to time.

**B ALLOWANCES AND PERQUISITES:**

1. House Rent Allowance: ₹ 37,000 p.m.
2. Conveyance Allowance: ₹ 10,000 p.m.
3. Medical Allowance: ₹ 19,000 p.m.
4. Books and Periodicals: ₹ 16,500 p.m.
5. Education Allowance: ₹ 10,000 p.m.
6. Furnished Rent Free Accommodation
7. Company's car with driver for official and personal use.
8. Telephone, internet facility and mobile phone for use on Company's business.
9. Leave Travel Concession For self & family once in a year in accordance with the Rules of the Company.
10. Contribution to Provident Fund.
11. Gratuity at the rate not exceeding half month's salary for each completed year of service.
12. The appointee will be entitled to one month's leave with full pay and allowance for every eleven month of service. Such leave may be accumulated in accordance with the Company's rules and practice force from time to time.
13. Leave encashment at the end of the tenure.

**Notes:**

- “Family” for the above purpose shall means wife, dependent children and dependent parents of the Joint Managing Director.
- Perquisites shall be valued as per the provisions of Income Tax Act, 1961.



## BEDMUTHA INDUSTRIES LIMITED

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### **C INCENTIVE BONUS/COMMISSION:**

The appointee may be paid such amount by way of incentive bonus and/or commission, in addition to the salary and perquisites payable, calculated with reference to the net profits of the Company in a particular financial year as may be determined by the Board of Directors of the Company at the end of financial year subject to the overall ceilings stipulated in Sections 198, 309 and Schedule XIII of the Act as may be applicable from time to time. The specific amount payable to the appointee will be based on certain performance criteria to be laid down by the Board and Remuneration Committee and will be payable annually in one or more tranches.

Any Incentive Bonus/Commission over and above the maximum ceiling will be payable subject to prior approval of the members and the Central Government.

### **D MINIMUM REMUNERATION:**

In the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, the appointee shall be paid the above remuneration as minimum remuneration subject however to the overall limits and conditions as per the provisions contained in Schedule XIII to the Companies Act, 1956 or any amendments made hereafter as may be agreed to between the Directors and the appointee.

### **E The Joint Managing Director shall not be paid any sitting fees for attending the meetings of the Board or committees thereof.**

**“FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution.”

**“FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to vary the terms of remuneration from time to time within the limits prescribed and permitted under Section 198,309 and Schedule XIII of the Companies Act, 1956, as amended from time to time or under any statutory enactment substituting Companies Act, 1956, during the tenure of the appointment without being required to seek fresh approval of the members of the Company, but with such other approvals, sanctions or permissions in the remuneration and that the decision of the Board of Directors shall be final and conclusive in this regard.”

**“FURTHER RESOLVED THAT** any Director and Company Secretary of the Company be and are hereby authorized jointly and/or severally to file relevant E-forms and documents with the Registrar of Companies and to do all necessary acts, deeds and things including executing necessary documents, agreements to effect the above resolution.”

### **8. To consider and if thought fit, to pass with or without modification the following resolution as a special resolution.**

**“RESOLVED THAT** pursuant to the provisions of article no. 206 of the Article of Association of the Company and Section 198, 269, 309, Schedule XIII of the Companies Act, 1956 (the Act) and other applicable provisions, if any of the Companies Act 1956 and subject to such sanctions as may be necessary Mr. K. R. Bedmutha be and is hereby reappointed as the whole time Director, to be designated as an Executive Chairman for a period of 3 years to take effect from 14<sup>th</sup> November 2012 ending with 13<sup>th</sup> November 2015 on the following terms and conditions and remuneration as set out below:

#### **PRINCIPAL TERMS AND CONDITIONS:**

- 1 Tenure of Appointment:** The Appointment of whole time director is for a Period 3 years effective from 14<sup>th</sup> November 2012.
- 2.** The following remuneration will be effective from 14<sup>th</sup> November 2012 to the whole time director for a period of three years.

#### **A REMUNERATION:**

- iii. Basic Salary ₹ 55,500/- p.m. with the increments as may be decided by the Board from time to time.

#### **B ALLOWANCES AND PERQUISITES:**

1. House Rent Allowance: ₹ 37,000 p.m.
2. Conveyance Allowance: ₹ 10,000 p.m.
3. Medical Allowance: ₹ 19,000 p.m.
4. Books and Periodicals: ₹ 16,500 p.m.
5. Education Allowance: ₹ 10,000 p.m.
6. Company's car with driver for official and personal use.

7. Telephone, internet facility and mobile phone for use on Company's business
8. Leave Travel Concession For self & family once in a year in accordance with the Rules of the Company.
9. Contribution to Provident Fund.
10. Gratuity at the rate not exceeding half month's salary for each completed year of service.
11. The appointee will be entitled to one month's leave with full pay and allowance for every eleven month of service. Such leave may be accumulated in accordance with the Company's rules and practice force from time to time.
12. Leave encashment at the end of the tenure.

**Notes:**

- "Family" for the above purpose shall means wife, dependent children and dependent parents of the Whole Time Director.
- Perquisites shall be valued as per the provisions of Income Tax Act, 1961.

**C INCENTIVE BONUS/COMMISSION:**

The appointee may be paid such amount by way of incentive bonus and/or commission, in addition to the salary and perquisites payable, calculated with reference to the net profits of the Company in a particular financial year as may be determined by the Board of Directors of the Company at the end of financial year subject to the overall ceilings stipulated in Sections 198, 309 and Schedule XIII of the Act as may be applicable from time to time. The specific amount payable to the appointee will be based on certain performance criteria to be laid down by the Board and Remuneration Committee and will be payable annually in one or more tranches.

Any Incentive Bonus/Commission over and above the maximum ceiling will be payable subject to prior approval of the members and the Central Government.

**D MINIMUM REMUNERATION:**

In the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, the appointee shall be paid the above remuneration as minimum remuneration subject however to the overall limits and conditions as per the provisions contained in Schedule XIII to the Companies Act, 1956 or any amendments made hereafter as may be agreed to between the Directors and the appointee.

- E** The whole time Director shall not be paid any sitting fees for attending the meetings of the Board or committees thereof.

**"FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

**"FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to vary the terms of remuneration from time to time within the limits prescribed and permitted under Section 198,309 and Schedule XIII of the Companies Act, 1956, as amended from time to time or under any statutory enactment substituting Companies Act, 1956, during the tenure of the appointment without being required to seek fresh approval of the members of the Company, but with such other approvals, sanctions or permissions in the remuneration and that the decision of the Board of Directors shall be final and conclusive in this regard."

**"FURTHER RESOLVED THAT** any Director and Company Secretary of the Company be and are hereby authorized jointly and/or severally to file relevant E-forms and documents with the Registrar of Companies and to do all necessary acts, deeds and things including executing necessary documents, agreements to effect the above resolution."

For **BEDMUTHA INDUSTRIES LIMITED**

**Chandan Kshirsagar**  
Company Secretary

**Date:**16<sup>th</sup> May 2013

**Place:** Sinnar



## BEDMUTHA INDUSTRIES LIMITED

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### Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies in order to be effective must be received at the Company's Registered Office not later than 48 hours before the meeting. A Proxy form is annexed.
3. Members/proxies should bring duly filled Attendance Slip to attend the meeting.
4. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, for item no. 5 to 8 is attached and forms part of this notice.
5. Brief resume of Directors proposed to be re-appointed, nature of their expertise in specific functional areas, numbers of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding as stipulated under clause 49 of the listing agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance which is circulated along with the Annual Accounts for the year ended on 31<sup>st</sup> March, 2013..
6. The Register of Director's shareholding, maintained under Section 307 of the Companies Act 1956 will be available during the meeting for inspection by the members.
7. In case the joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and Transfer Books of the Company will remain closed from 9/08/2013 to 13/08/2013 (Both days inclusive) in order to comply with the requirements of clause 16 of the listing agreement.
9. Members are requested to send to the Company their queries, if any on accounts and operations of the Company at least 10 days before the meeting to enable the Company to provide the required information.
10. As per the provisions of the Companies Act, 1956, facility for making nominations is available to the shareholders in respect of the shares held by them. Nominations forms can be obtain from the Registrar and Transfer Agent of the company, Universal Capital Securities Private Limited.
11. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday, between 10.00 a.m. to 1.00 p.m. up to the date of the Meeting.

For **BEDMUTHA INDUSTRIES LIMITED**

**Chandan Kshirsagar**  
Company Secretary

**Date: 16<sup>th</sup> May 2013**

**Place: Sinner**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956  
FOR SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING:****Item No. 5**

As per section 314 (1) (b) of the Companies Act 1956, a relative of director cannot be appointed to the office and place of profit under the Company drawing the remuneration of ₹ 50,000 /- (Rs Fifty Thousand) or more unless such appointment is approved by the shareholders by special resolution.

Mrs. Vinita Vedmutha, is an Engineer by qualification. She has very rich experience in management of IT initiatives, financial, accounting, legal functions and overall administration of the business. Recently the company has successfully implemented the ERP system under the able leadership of Mrs. Vinita Vedmutha.

The Board is of the view that the management skills, the experience and expertise possessed and developed by Mrs. Vinita Vedmutha will supplement the efforts of the Board to develop best working system and culture in the organization.

Mrs. Vinita A. Vedmutha is wife of Mr. Ajay Vedmutha, Jt. Managing Director of the Company and also relative of Mr. K. R. Bedmutha and Mr. Vijay Vedmutha, Directors of the company.

None of the Directors of the Company except Mr. Ajay Vedmutha, joint Managing Director Mr. K. R. Bedmutha, whole time director and Chairman and Mr. Vijay Vedmutha, Managing Director of the Company is concerned or interested in the resolution.

The Directors recommend to appoint Mrs. Vinita Vedmutha as a Senior Chief Executive Officer (S-CEO) of the Company on a remuneration specified in the resolution no.5.

**Item No. 6**

Mr. Vijay Vedmutha was appointed as a Managing Director of the Company for a period of 3 (Three) years with effect from 14<sup>th</sup> November 2009 to function subject to the superintendence, control and directions of the Board of Directors ("the Board") of the Company. His appointment and remuneration as Managing Director was approved at the Extra Ordinary General meeting of the Company held on 19<sup>th</sup> November 2009. His earlier terms as a Managing Director expired on 14<sup>th</sup> November 2012.

In the light of contribution made by Mr. Vijay Vedmutha in deployments of the Company, on the recommendation of the Remuneration Committee of the Board of Directors of the Company, the Board of Directors at their meeting held on 6<sup>th</sup> November 2012 have reappointed Mr. Vijay Vedmutha, as a Managing Director of the Company for a further period of 3 (three) years, with effect from 14<sup>th</sup> November 2012, subject to the approval of the members of the Company in its ensuing Annual General Meeting. The terms and conditions of his employment have been detailed in the resolution at serial number 6. The reappointment and remuneration of Mr. Vijay Vedmutha as a Managing Director requires the approval of the members of the Company in General Meeting by passing a special resolution in terms of Section 198, 269, 309 and Schedule XIII of the Companies Act, 1956 .

The reappointment of Mr. Vijay Vedmutha satisfies the conditions laid down in part I and II of schedule XIII to the Act. Further as required under sub-paragraph (A) of paragraph 1 of section II of Part II of schedule XIII of the Companies Act 1956, it is confirm that:

- i) The remuneration payable to Mr. Vijay Vedmutha has been approved by a Resolution passed at a meeting held on 6<sup>th</sup> November 2012 by Remuneration Committee of the Board of Directors of the Company.
- ii) The Company has not defaulted in repayment of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year before the date of reappointment of Mr. Vijay Vedmutha.

The Board considers that having regard to his background, past performance and long experience, the reappointment and remuneration of Mr. Vijay Vedmutha as Managing Director of the Company is in the best interest of the Company.

No Directors of the Company except Mr. Vijay Vedmutha, Mr. K. R. Bedmutha (father of Mr. Vijay Vedmutha) and Mr. Ajay Vedmutha, (brother of Mr. Vijay Vedmutha) are concerned or interested in the resolution.

The Board recommends passing of the said resolution.

**Item No. 7**

Mr. Ajay Vedmutha was appointed as a Joint Managing Director of the Company for a period of 3 (Three) years with effect from 14<sup>th</sup> November 2009 to function subject to the superintendence, control and directions of the Board of Directors ("the Board") of the Company. His appointment and remuneration as Joint Managing Director was approved at the Extra Ordinary General meeting of the Company held on 19<sup>th</sup> November 2009. His earlier terms as a Joint Managing Director expired on 14<sup>th</sup> November 2012.