

ANNUAL REPORT 2016-17



**BEDMUTHA
GROUP**

Wires &
Wire Products

Copper

Infrastructure



sus 
— wire ropes —

✓ ASSURANCE ✓ ENSURANCE ✓ ENDURANCE

COMMANDO

Wires & Wire Products

तार जो कभी ना माने हार!

www.bedmutha.com



BEDMUTHA INDUSTRIES LIMITED

BOARD OF DIRECTORS

| | |
|-----------------------------------|--------------------------------|
| Mr. Kachardas Ratanchand Bedmutha | Chairman & Whole Time Director |
| Mr. Vijay Kachardas Vedmutha | Managing Director |
| Mr. Ajay Kachardas Vedmutha | Joint Managing Director & CFO |
| Mrs. Vinita Vedmutha | Whole Time Director & S- CEO |
| Mr. Narayan Kadu | Independent Director |
| Mrs. Vandana Sonwaney | Independent Director |
| Mr. Vasant B. Joshi | Independent Director |
| Mr. Pradeep Ghare | Independent Director |

Company Secretary

Mr. Prashant Paradkar

Registered Office

BEDMUTHA INDUSTRIES LIMITED

CIN : L31200MH1990PLC057863

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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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 the 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 shareholding 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@uniseq.in or cs@bedmutha.com of the Company so as to reach the Company at the earliest.

BEDMUTHA INDUSTRIES LIMITED

NOTICE

Notice is hereby given that the **Twenty-Seventh (27th)** Annual General Meeting of the Members of Bedmutha Industries Limited will be held on Monday, 25th September, 2017 at 12.00 Noon at Hotel Saiways, F-4, Sinnar - Shirdi Road, STICE, Sinnar, Nashik – 422 103, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ajay Vedmutha (**DIN:01726879**), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Ajay Vedmutha (**DIN: 01726879**), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director, liable to retire by rotation.

RESOLVED FURTHER THAT the above-mentioned re-appointment of Mr. Ajay Vedmutha as a Director, shall not in any way constitute a break in his existing office as the Joint Managing Director of the Company.”

3. To appoint M/s. A. D. Kulkarni & Co. (Firm Registration No. 115959), Chartered Accountants, Jalgaon, as the Statutory Auditors of the Company in place of the outgoing Statutory Auditors viz., M/s. Patil Hiran Jajoo & Co., Chartered Accountants (Firm Registration No. 120117W) for the first term of 5 (five) years from financial year 2017-18 to financial year 2021-22 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. A. D. Kulkarni & Co., Chartered Accountants, Jalgaon, (Firm Registration No. 115959), be and are hereby appointed as the statutory Auditors of the Company in place of the outgoing Statutory Auditors, M/s. Patil Hiran Jajoo & Co., Chartered Accountants (Firm Registration No. 120117W), for the first term of 5 consecutive financial years commencing from the conclusion of this Annual General Meeting, till the conclusion of the 32nd Annual General Meeting of the Company to be held in the year 2022, subject to ratification by the members at every Annual General Meeting, required as per the applicable provisions, if any, of the law from time to time, 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:

4. **APPOINTMENT AND TO FIX THE REMUNERATION TO BE PAID TO THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2018:**

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions of 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. Ravindra Keshav Deodhar (Firm Registration No. 102138), be and are hereby appointed as Cost Auditors for conducting audit of the Cost Records of the Company, for the financial year ending March 31, 2018 be paid remuneration not exceeding ₹ 1,75,000/- plus applicable tax and reimbursement of the out of pocket expenses, if any, incurred by M/s. Ravindra Keshav Deodhar, Cost Auditors, to conduct the audit of the cost records of the Company for the Financial Year 2017-18.”

5. **INCREASE IN BORROWING POWERS OF THE COMPANY**

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

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company and subject to approval, if any, of the Central Government, the Reserve Bank of India, or any other regulatory bodies or authorities or quasi-judicial bodies, the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized to borrow monies from time to time, for the purpose of the business of the Company, from any one or more banks, Indian and foreign financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed

together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and issue of short term loans of seasonal character, temporary loans obtained from the Company's bankers/ financial institutions / bodies corporate / persons / firms etc., in the ordinary course of business) and remaining outstanding at any point of time may exceed the Paid-up Capital of the Company and its free reserves provided that the aggregate amount up to which the monies so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed ₹ 2,300 crores (Rupees Two Thousand Three Hundred Crore only)."

"RESOLVED FURTHER THAT the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers to settle all questions, difficulties, or doubts that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any Director(s) and / or officer(s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable."

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

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

"RESOLVED THAT pursuant to Regulation 31A and other relevant Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the consent of the members of the Company be and are hereby accorded to reclassify the following individuals from "Promoter Category" to "Public Category, with effect from the date of passing of this resolution or such other date as may be approved by the concerned authorities.

| S.No. | Name of the Individuals | No. of Shares Held | % of total Equity Share Capital |
|-------|-----------------------------------|--------------------|---------------------------------|
| 1. | Mrs. Asha Rasik Shetiya | 41,129 | 0.17 |
| 2. | Mr. Nayansukh Ratanchand Bedmutha | 20,449 | 0.08 |
| 3. | Mr. Rasik Motilal Shetiya | 77,217 | 0.31 |
| 4. | Mr. Sudhir Nayansukh Bedmutha | 1,500 | 0.01 |
| 5. | Mr. Vimal Nayansukh Bedmutha | 7,483 | 0.03 |

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

- that the aforesaid persons / members of the Promoter Group and/or their relatives does/do not have any special rights through formal or informal agreements;
- that the aforesaid persons / members of the Promoter Group and/or their relatives does/do not hold, individually or in aggregate, hold more than 10% of the paidup equity share capital of the Company;
- the members of the Promoter Group and/or their relatives does/do not, directly or indirectly, exercise control, over the affairs of the Company; and
- the Company and its Promoters hereby undertake that all the necessary requirements for reclassification as required under Regulation 31A and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Laws be fulfilled to give effect to this resolution and also takes on record that increase in the level of Public Shareholding pursuant to re-classification of promoter shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of these regulations;
- The event of re-classification shall be disclosed to the Stock Exchanges as a material event in accordance with the provisions of these regulations; and

BEDMUTHA INDUSTRIES LIMITED

- Necessary application be made to the Securities and Exchange Board of India (SEBI) and/or such other authorities seeking their consent for reclassifying the above persons/ members from promoter Category to public category.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

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

7. **To approve Service of Documents under Section 20 of the Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules prescribed thereunder, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the shareholder for delivery of such document to him through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

For and on behalf of
BEDMUTHA INDUSTRIES LIMITED

Place : Sinner
Date: 14th August 2017.

sd/-
K. R. Bedmutha
Chairman & Whole-Time Director
DIN : 01724420

Notes

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

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

2. All alterations made in the Form of Proxy should be duly initialed.
3. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting are annexed hereto.
4. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company at A-32, STICE, Sinnar, Nashik – 422103, Maharashtra, on all working days except Saturdays and Sundays during business hours up to the date of the Meeting.
5. The Register of Directors and Key Managerial Persons and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional.
8. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
9. In case of joint holders, attending the meeting, only such joint holder who is higher on the order of names will be entitled to vote.

The notice is being sent to all the members, whose names appeared in the Register of Members as on Friday, 18th August, 2017. This notice of the Annual General Meeting of the members of the company along with Annual Report is also displayed/ posted on the websites of the company i.e. www.bedmutha.com and that of CDSL i.e. www.evotingindia.com.

10. The Register of Members of the Company will remain closed from Tuesday, 19th September, 2017 To Monday, 25th September, 2017 (both days inclusive).
11. A route map showing directions to reach the venue of the 27th Annual General Meeting of the Company is enclosed to the Notice as per the requirement of the "Secretarial Standard-2" on General Meetings.
12. The Company has appointed Mr. Ved Prakash, Practising Company Secretary (ACS: 36837; CP: 16986) and Designated Partner of M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
13. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

BEDMUTHA INDUSTRIES LIMITED

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.bedmutha.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

14. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
15. In terms of provisions of the Companies Act, 2013 read with the Rules made thereunder and Regulation 36(3) of the SEBI (LODR) 2015 and "SS-2", Mr. Ajay Vedmutha retires by rotation and being eligible offer himself for re-appointment. A brief resume of Mr. Ajay Vedmutha.

| | | |
|-----|--|--|
| 1. | Name of the Director | Mr. Ajay K. Vedmutha |
| 2. | Director Identification Number(DIN) | 01726879 |
| 3. | Date of Birth/Age | 10th February, 1967 |
| 4. | Date of appointment | 23rd August 1990 |
| 5. | Qualifications& Expertise in specific functional area | Mechanical Engineer |
| 6. | Relationship with other Directors inter-se | Mr. Ajay Vedmutha is brother of Mr. Vijay Vedmutha (Managing Director) and younger son of Mr. K. R. Bedmutha (chairman & Whole Time Director). |
| 7. | Remuneration last drawn | ₹ 60 Lakhs per annum |
| 8. | Directorships in other Public Companies as on the date of appointment | 1. KAMALASHA INFRASTRUCTURE AND ENGINEERING PRIVATE LIMITED 2. BEDMUTHA SONS REALTY VENTURES PRIVATE LIMITED 3. ASHOKA PRE-CON PRIVATE LIMITED |
| 9. | Chairperson/Member of the committees of Director of the Company | Refer Corporate Governance Report annexed to the Board's Report |
| 10. | Chairman/Member of the Committees of other Companies as on the date of appointment | Nil |
| 11. | No. of Meetings of the Board attended during the year | Refer Corporate Governance Report annexed to the Board's Report |
| 12. | Shareholding, if any, in the Company as on the date of appointment as required under Regulation 36 (3) (e) | 34,76,464 (14.17%) |

16. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Registrars and Share Transfer Agent of the Company i.e. Universal Capital Securities Pvt. Ltd in respect of their physical share folios, if any.
17. Shareholders are requested to fill-in and sign the attendance slip and hand it over at the entrance to the venue.
18. Members, who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
19. The procedure and instructions for voting through electronic means from CDSL are as follows. We request you to follow the below procedure for e-voting:
 - (i) The voting period begins on Friday, 22nd September, 2017at **9.00 a.m.** and ends on Sunday, 24th September, 2017at **5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, **18th September, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:
- | | For Members holding shares in Demat Form and Physical Form |
|---|---|
| PAN | <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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr no affixed on Annual Report, in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |
- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant BEDMUTHA INDUSTRIES LIMITED on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.