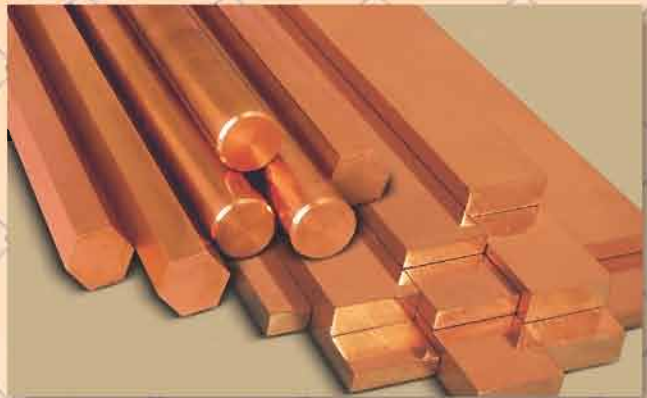




## BEDMUTHA INDUSTRIES LIMITED

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***"Powering Infrastructure"***

**ANNUAL REPORT 2013-14**





## 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

Ms. Aditi Gajanan Bhavsar

### 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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### **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@unisec.in](mailto:bedmutha@unisec.in) or [cs@bedmutha.com](mailto:cs@bedmutha.com) of the Company so as to reach the Company at the earliest.

### NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of Bedmutha Industries Limited will be held on Thursday, 14<sup>th</sup> August, 2014 at 3.00 p.m. at Hotel Saiways, F-4, Sinnar-Shirdi Road, STICE, Sinnar, Nashik – 422 103 to transact the following business:

#### Ordinary Business:

**1. To consider and adopt:**

- (a) the audited standalone financial statement of the Company for the Financial Year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statement of the Company for the Financial Year ended March 31, 2014.

**2. To appoint a Director in place of Mr. K. R. Bedmutha (DIN: 01724420), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.**

**3. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT M/s. Patil Hiran Jajoo & Co., Chartered Accountants (Registration No. 120117W), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting i.e. Financial Year ending 2016-17, subject to ratification of members at every Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors in consultation with the Statutory Auditors of the Company.”

#### SPECIAL BUSINESS:

**4. To appoint Mr. Balasubramanian A. (DIN: 00490921) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Balasubramanian A. (DIN: 00490921), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.”

**5. To appoint Mr. Narayan Kadu (DIN: 02807124) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Narayan Kadu (DIN: 02807124), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.”

**6. To appoint Mrs. Vandana P. Sonwaney as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Vandana P. Sonwaney, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.”

7. **To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors M/s. DBK & Associates appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

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

8. **To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 5 and Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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

9. **To appoint Ms. Divya A. Vedmutha as Deputy Manager, Marketing Department in the Company, with regards to the related party transactions and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 and other provisions applicable, if any, read with Companies (Meeting of Board and its Powers) Rules, 2014 for the time being in force by or under this Act, the approval of shareholders be and is hereby accorded to the Board of Directors to appoint Ms. Divya A. Vedmutha, daughter of Mr. Ajay K. Vedmutha, Joint Managing Director of the Company, for holding office or place of profit under the Company as Deputy Manager, Marketing Department of the Company w.e.f. 1<sup>st</sup> September, 2014 as per terms set out in explanatory statement.

**RESOLVED FURTHER THAT** Mr. Ajay Vedmutha, Joint Managing Director of the Company and/or Company Secretary be and is/are hereby severally/ jointly authorized to do all such acts, deeds and things as may deem necessary to give effect to this resolution.”

10. **To appoint Mr. Yash V. Vedmutha as Deputy Manager, Marketing Department in the Company, with regards to related party transactions and in this regard 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 188(1)(f) of the Companies Act, 2013 and other provisions applicable read with Companies (Meeting of Board and its Powers) Rules, 2014 for the time being in force by or under this Act, if any, the approval of shareholders be and is hereby accorded to the Board of Directors to appoint Mr. Yash V. Vedmutha, son of Mr. Vijay K. Vedmutha, Managing Director of the Company, for holding office or place of profit under the Company as Deputy Manager, Marketing Department of the Company w.e.f. 1<sup>st</sup> September, 2014 as per the terms set out in explanatory statement.

**RESOLVED FURTHER THAT** Mr. Ajay Vedmutha, Joint Managing Director of the Company and/or Company Secretary be and is/are hereby severally/ jointly authorized to do all such acts, deeds and things as may deem necessary to give effect to this resolution.”

11. **To approve the limits with regards to the related party transactions and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 188 (1) (a) of the Companies Act, 2013, if any, and as per the Companies (Meeting of Board and its Powers) Rules, 2014, or any other law for the time being in force including any statutory modification or amendment thereto, re-enactment thereof for the time being in force, the consent of



## BEDMUTHA INDUSTRIES LIMITED

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the Company be and is hereby accorded to the Board of Directors or any Committee thereof for the time being, for entering into contracts and increasing the limits of transaction of sale, purchase or supply of goods and materials or for providing or receiving the services from M/s. Kamal Wire Products amounting to a sum not more than ₹ 300 crores on such terms and conditions as may deem necessary for the purpose of the contract or the agreement in the best interest of the Company.

**RESOLVED FURTHER THAT** to give effect to this Resolution, the Managing Director or Joint Managing Director and Company Secretary of the Company thereof be and are hereby authorized to settle any question or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds and things as may be necessary, proper and desirable and to finalize any document related thereto.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 21 of the Companies Act, 2013, any one of the Directors of the Company or the Company Secretary be and is hereby authorized to furnish a Certified True Copy of the aforesaid resolution."

**12. To consider and note the creation of mortgage / charge on the assets of the Company against the borrowings of the Company as per Section 180(1)(a) and in this regard to consider and, if thought fit, to pass the following resolutions with or without modification the following resolution as a *Special Resolution*:**

**"RESOLVED THAT** in supersession of the ordinary resolution passed in the Annual General Meeting of the Company held on 25<sup>th</sup> September, 2010 under Section 293(1)(a) of the Companies Act, 1956, the consent of the Company be and is hereby granted in terms of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) to 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) to consider and note the creation of mortgage and/or charge in such form and manner, at such time and on such terms as the Board may determine through special resolution, which was previously approved by the members through an ordinary resolution on all or any of the moveable and/or immovable properties of the Company, both present and/or future and/or whole or any part of the undertaking(s) of the Company in certain events of default, for securing the borrowings availed/to be availed by the Company, by way of loan(s) issued /to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, payable by the Company as per terms of the Loan Agreement(s) or any other document, entered into/to be entered into by the Company in respect of the said loans as may be stipulated in that behalf and agreed to by the Board of Directors.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and settle any difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 21 of the Companies Act, 2013, any one of the Directors of the Company or the Company Secretary be and are hereby authorized to furnish a Certified True Copy of the aforesaid resolutions."

**13. To consider and note the borrowing limits of the Company and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as a *Special Resolution*:**

**"RESOLVED** that in supersession of the ordinary resolution passed under Section 293(1)(d) of Companies Act, 1956 at the Annual General Meeting of the Company held on 25<sup>th</sup> September, 2010 and pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and Articles of Association of the Company, on the matter, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof for the time being in force exercising the powers conferred on the Board by this Resolution) to consider and note the borrowing limit, which was previously approved by the members through an ordinary resolution any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers, financial institutions and other entities in the ordinary course of business), may at any time exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed by the Board and outstanding at any time, shall not at any time exceed the limit of sum of ₹ 500 crores (Rupees Five Hundred Crores)."

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to the interest, repayment, security or otherwise, howsoever, as it may think fit, and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 21 of the Companies Act, 2013, any one of the Directors of the Company or the Company Secretary be and are hereby authorized to furnish a Certified True Copy of the aforesaid resolution.”

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

**Aditi G. Bhavsar**  
Company Secretary

**Date : 05.07.2014**

**Place : Sinnar**



## BEDMUTHA INDUSTRIES LIMITED

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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. In accordance with 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.
6. 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.
7. 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.
8. The notice is being sent to all the members, whose names appeared in the Register of Members as on record date i.e. 11<sup>th</sup> July, 2014. This notice of the Annual General Meeting of the members of the company is also displayed/ posted on the websites of the company i.e. [www.bedmutha.com](http://www.bedmutha.com) and that of Central Depository Services (India) Limited (“CDSL”) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. The voting through electronic means will commence on Thursday, 7<sup>th</sup> August, 2014 at 10.00 a.m and will end on Saturday, 9<sup>th</sup> August, 2014 at 6:00 p.m. The members will not be able to cast their votes electronically beyond the date and time mentioned above and e-voting system shall be disabled for voting thereafter.
10. The Company has appointed Mrs. Ragini Chokshi (Partner, Ragini Chokshi & Co.) Company Secretary in Practice as ‘Scrutinizer’ (the “Scrutinizer”), for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
11. 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 authorising their representatives to attend and vote on their behalf at the Meeting.
12. 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. Unival Capital Securities Pvt. Ltd in respect of their physical share folios, if any.
13. Shareholders are requested to fill-in and sign the attendance slip and hand it over at the entrance to the venue.
14. 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.
15. 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:
  - a. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) and Click on “Shareholders” tab.
  - b. Select the Electronic Voting Sequence Number - along with “Bedmutha Industries Limited” from the drop down menu and click on “SUBMIT”

- c. Now Enter your User ID. Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Code as displayed and Click on Login.
- d. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing password is to be used. 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 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>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- e. After entering these details appropriately, click on “SUBMIT” tab.
- f. Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & \*). 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 the 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. Kindly note that this changed password is to be also used by Demat holders for voting for resolutions for the company or any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- g. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- h. Click on the relevant EVSN alongwith Bedmutha Industries Limited on which you choose to vote.
- i. 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.
- j. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- k. 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.
- l. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- m. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- n. If Demat account holder has forgotten the changed password then enter the User ID and the Code, click on Forgot Password & enter the details as prompted by the system.
- o. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the

## BEDMUTHA INDUSTRIES LIMITED

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Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- p. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- q. Please follow all steps from sl. no. 15(a) to 15(p) above to cast vote.
20. The voting period begins on Thursday, 7<sup>th</sup> August, 2014 at 10.00 a.m. and will end on Saturday, 9<sup>th</sup> August, 2014 at 6:00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 11<sup>th</sup> July, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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 [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). or call the Registrar & Transfer Agent, Universal Capital Securities Pvt. Ltd. at + 91 22 28207203 or write an email to [info@unisec.in](mailto:info@unisec.in)

22. The Results shall be declared on or after the General Meeting of the Company. The results declared alongwith the scrutinizer's report shall be placed on the Company's website **[www.bedmutha.com](http://www.bedmutha.com)** and on the website of CDSL within two days of passing of the resolutions at the general meeting of the Company and communicated to stock exchange.
23. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

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

**Aditi G. Bhavsar**  
Company Secretary

**Date : 05.07.2014**

**Place : Sinnar**

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FOR SPECIAL BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING**
**Item No. 4 to 6:**

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Balasubramanian A., Mr. Narayan Kadu, and Mrs. Vandana P Sonwaney as Independent Directors of the Company up to 5 (five) consecutive years i.e. upto 29<sup>th</sup> Annual General Meeting. The Company has also received Notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors.

A brief profile along with other details of the Independent Directors are as follows:

Name of the Director	Mr. Balasubramanian A.
Date of joining the Board as an Independent Director	14.11.2009
Profile of the Director	He is Chartered Accountant by qualification, with a wide and varied experience of more than 30 years in industry and commercial banking. He had worked with Punjab National Bank for about 27 years, holding different positions in various areas of banking before retiring in 2008 as Chief General Manager. Before joining bank, he had worked with a Tata Group for about 4 years.
No. of shares held in the Company	Nil
Name of the Director	Mr. Narayan Kadu
Date of joining the Board as an Independent Director	14.11.2009
Profile of the Director	He is M.Sc. (Agri) & CAIIB by qualification. He worked as Asstt. Professor in Veterinary College for four years. Later, he joined Punjab National Bank as Officer (Technical) in the year 1977 and worked with the Bank in different capacities for 32 years before he retired as an Assistant General Manager. He is having vast experience in various facets of banking, especially Credit Management and HRD.
No. of shares held in the Company	300
Name of the Director	Dr. Vandana P. Sonwaney
Date of joining the Board as an Independent Director	05.07.2014
Profile of the Director	She is commerce graduate with a degree in MBA (Marketing) and Doctorate in Management. She has extensive experience in the FMCG sector especially in areas like Brand Management & Marketing Operations. She is Director at Symbiosis Institute of Operations Management (SIOM). She is also Member Association of Indian Management and several other institutions. She also has a vast experience of 21 years in teaching, research and curriculum development. She has contributed research papers on various topics at national & international conferences.
No. of shares held in the Company	Nil

**ITEM NO. 7.**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors M/s DBK & Associates to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2015.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors for ₹ 1,75,000/- has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Director / Key Managerial Personnel of the Company / their relative is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.



## BEDMUTHA INDUSTRIES LIMITED

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The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

### ITEM NO. 8.

The Articles of Association ("AoA") of the Company as presently in force are from what they were when the Company was incorporated in 1990 and amended from time to time. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (hereinafter called as "the Act"). The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, *inter alia*, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA with a new set of Articles.

The new AoA to be substituted in place of the existing AoA is based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

None of the Director / Key Managerial Personnel of the Company / their relative are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

### ITEM NO. 9:

As per Section 188(1)(f) and any other provisions applicable, if any, of Companies Act, 2013 including Companies (Meeting of Board and its Powers) Rules, 2014 made thereunder for the time being in force, a relative of Director cannot be appointed to the office and place of profit under the Company unless it is ratified by the Board and thereafter approved by the shareholders of the Company by **Special Resolution**.

Ms. Divya A. Vedmutha is an Engineer by qualification and pursuing a degree in MBA from an esteemed institute. She possesses good knowledge in the area of marketing. She had actively participated in various projects of advanced technology of industrial level which also proves her knowledge in the field of engineering.

The Board is of the view that the technical skills, skillful know-how and ability to learn industrial culture possessed by Ms. Divya Vedmutha will enhance marketing structure of the Company and would take it to new height.

Ms. Divya Vedmutha is the daughter of Mr. Ajay K. Vedmutha, Joint Managing Director and Mrs. Vinita Vedmutha, Sr. Chief Executive Officer and is also a relative of Mr. K. R. Bedmutha, Chairman and Whole Time Director and Mr. Vijay K. Vedmutha, Managing Director of the Company.

The Directors recommend to appoint Ms. Divya Vedmutha as Deputy Manager, Marketing Department of the Company on a remuneration of ₹ 3,00,000/- p.a. including terms and conditions of the employment.

None of the Director & Key Managerial Personnel of the Company except Mr. K. R. Bedmutha, Chairman and Whole Time Director, Mr. Vijay Vedmutha, Managing Director and Mr. Ajay K. Vedmutha, Joint Managing Director of the Company is concerned or interested in the resolution.

No member of the Company shall vote on such resolution to approve the contract or arrangement, which may be entered into by the Company, if such member is a related party.

### ITEM NO. 10 :

As per Section 188(1)(f) and any other provisions applicable, if any, of Companies Act, 2013 including Companies (Meeting of Board and its Powers) Rules, 2014 made thereunder for the time being in force, a relative of Director cannot be appointed to the office and place of profit under the Company unless it is ratified by the Board and thereafter approved by the shareholders of the Company by **Special Resolution**.

Mr. Yash Vedmutha holds a degree of B.Tech in Industrial Engineering and has an excellent academic record. The Company would be benefitted by appointment of Mr. Yash V. Vedmutha, as at the time of pursuing B.Tech, he had made several industrial visits and on these industrial visits, Mr Yash Vedmutha had studied the culture prevailing in such industries.

Mr. Yash Vedmutha is the son of Mr. Vijay K. Vedmutha, Managing Director and Mrs. Usha Vedmutha and is also a relative of Mr. K. R. Bedmutha, Chairman and Whole Time Director, Mr. Ajay K. Vedmutha, Joint Managing Director and Mrs. Vinita A. Vedmutha, Sr. Chief Executive Officer of the Company.

The Directors recommend to appoint Mr. Yash Vedmutha as Deputy Manager, Marketing Department of the Company on a remuneration of ₹ 3,00,000/- p.a. including terms and conditions of the employment.

None of the Director & Key Managerial Personnel of the Company except Mr. K. R. Bedmutha, Chairman and Whole Time Director, Mr. Vijay Vedmutha, Managing Director and Mr. Ajay K. Vedmutha, Joint Managing Director of the Company is concerned or interested in the resolution.

No member of the Company shall vote on such resolution to approve the contract or arrangement, which may be entered into by the Company, if such member is a related party.

**ITEM NO. 11.**

The Companies Act, 2013 ("the Act") brings major changes in disclosures required by the Company and approval of shareholders on certain matters. Under Section 188(1)(a) of the Act, Companies (Meeting of Board and its Power) Rules, 2014 and proviso to the Section, the Company having paid-up share capital of Rupees Ten Crores or more shall not enter into a contract or arrangement with any related party without an approval from its shareholders in General Meeting.

The Proprietor of M/s. Kamal Wire Products, Mrs. Vinita Vedmutha, is a related party under Section 2(76) of the Act, where Mr. Ajay Vedmutha, Joint Managing Director, Mr. Vijay Vedmutha, Managing Director and Mr. K.R. Bedmutha, Chairman and Whole Time Director are relatives and holding a position as Key Managerial Personnel in the Company.

The Board of Directors of the Company had passed a resolution under Section 297 of the Companies Act, 1956 at the meeting of the Board of Directors held on 7th February, 2013 and accorded to enter into a contract with M/s. Kamal Wire Products. The Company had also received the Central Government permission for the contract entered with M/s. Kamal Wire Products.

The Board of Directors is of the view that the amount of the said contract previously approved by the Central Government needs to be increased upto ₹ 300 crores, after considering the current market rate of the goods and/or material so transacted and the economic condition of the industry. The Board considers the contract entered between the Company and M/s. Kamal Wire Products and there by concludes to enhance the transaction limit in the said agreement upto ₹ 300 crores from the existing approved limit.

Bedmutha Industries Limited, Nardana Plant has begun with its production process. The turnover of both the plants Sinnar and Nardana units will fetch combined turnover of ₹ 1200 crores per annum within a span of 2-3 years. Hence, turnover with its existing business partners will increase simultaneously. Your Company are planning to enter into sale transactions with M/s. Kamal Wire Products GI Wire and MS Wire from both the plants and also shall purchase materials in value. Both the plants have a strong customer base in retail sector in India and overseas. Due to these changes in the production capacity of the plants, there is an urge to increase the transaction limit to ₹ 300 crores with M/s. Kamal Wire Products for the expected increase of turnover.

None of the Director & Key Managerial Personnel of the Company except Mr. K. R. Bedmutha, Chairman and Whole Time Director, Mr. Vijay Vedmutha, Managing Director and Mr. Ajay K. Vedmutha, Joint Managing Director of the Company is concerned or interested in the resolution.

No member of the Company shall vote on such resolution to approve the contract or arrangement, which may be entered into by the Company, if such member is a related party.

**ITEM NO. 12.**

In terms of provisions of Section 180(1)(a) of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions of the Companies Act, 1956, if any, the Company can dispose off its undertaking/ assets through sale or lease or provide security of its assets for repayment of loan or otherwise only with the approval of shareholders accorded by way of a special resolution.

The Company had previously passed an ordinary resolution in the Annual General Meeting on 25<sup>th</sup> September, 2010 to create charge and/ or mortgage on all or any immoveable and moveable property of the Company present and/ or future and the whole undertaking of the Company in favor of the banks/financial institutions to secure the repayment of the fund based credit facilities availed or to be availed by the Company for a sum of money not exceeding ₹ 500 crores. In order to consider and note this ordinary resolution, the Company shall pass Special Resolution of such approval under Section 180 (1)(a) of Companies Act, 2013 which was previously passed under Section 293(1)(a) of Companies Act, 1956.

None of the Directors and Key Managerial Personnel of the Company is concerned or interested in the said resolution except to the extent of their shareholding, if any.

## **BEDMUTHA INDUSTRIES LIMITED**

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### **ITEM NO. 13.**

In terms of provisions of Section 180(1)(c) of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors of the Company cannot, except with the consent of the Members in the General Meeting, borrow monies, apart from temporary loans, obtained from the Company's bankers, financial institutions or other entities in the ordinary course of business, in excess of aggregate of the paid-up capital and its free reserves (reserves not set apart for any specific purpose). At the Annual General Meeting of the Company held on 25<sup>th</sup> September, 2010, the shareholders had accorded their consent to the Board of Directors for borrowing any sum or sums of money outstanding at any point of time, not exceeding the sum of ₹ 500 crores (Rupees Five Hundred Crores). For the purpose Ordinary resolution was passed with the consent of the Shareholders.

However, as per Companies Act, 2013, the Board is required to pass Special Resolution in order to obtain approval from shareholders at the Annual General Meeting. The Company has no intention to increase its borrowing limits from the existing ₹ 500 crores. Despite that, in order to comply with the provision of Section 180, the Company shall pass Special Resolution to consider and note the borrowing limits of the Company

Accordingly, consent of the Members is sought by passing a Special Resolution as set out at Item No. 13 of the Notice.

None of the Directors and Key Managerial Personnel of the Company is concerned or interested in the said resolution except to the extent of their shareholding, if any.

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

**Aditi G. Bhavsar**  
Company Secretary

**Date : 05.07.2014**

**Place : Sinnar**

## LETTER TO SHAREHOLDERS

Dear Shareholders,

The beginning of the current Financial Year 2014-15 is on a healthy note, with stable government at the centre and forward-looking indications. These factors have boosted the sentiments of one and all. We look forward to make the best of this environment.

During the Financial Year 2013-14, in all sectors of market to which your Company caters namely; Infrastructure, Auto segment, Electrical transmission and Distribution and Capital development witnessed unprecedented low demand and weak segments, due to which, our top line remained flat; and at the same time bottom line got affected due to price pressure. This was evident in declining GDP growth to 4.5%

The high inflation, high interest rate, the volatile rupee and stagnant industrial production continued to be a drag on the economy during the period.

We, as a Company, tried to sail the hard times by concentrating on increasing velocity of cash flow, controlling the cost and pursuing the completion of new project at Nardana. The first phase was completed on 23<sup>rd</sup> November 2013 for trial production, which continued till March 2014 since many new value added products were under trial under the supervision of equipment supplier.

The new project at Nardana is on the way to full completion. The copper plant is about to be commissioned for trial production. The rope plant machinery is expected to be delivered by August 2014. The full project will be in operation by the end of 3<sup>rd</sup> Quarter of Financial Year 2014-15 and shall get ready to support the infrastructure needs of our economy.

We foresee a strong growth in the Indian economy, and your Company is fully prepared to support it. The products from new plant are accepted by the market. We have started exporting our products to new international market on pilot basis and the orders are emerging. To meet the increasing volumes of business, a strong new team is being built at Nardana.

With this positive note, I would like to thank all the company's stakeholders for their unflinching support, the astute guidance from the Board of Directors and the tireless support of all the employees to navigate the last year's hardships. As we strengthen our core, we look at the future eagerly, to continue to generate more value in the Company. I would like to express my deep gratitude to all the stakeholders for the continued faith reposed in Bedmutha Industries Limited.

With Best Regards,

**K. R. Bedmutha**  
**Chairman**



## BEDMUTHA INDUSTRIES LIMITED

### DIRECTORS' REPORT TO THE MEMBERS

To the Members

of **Bedmutha Industries Limited**,

The Board of Directors take pleasure in presenting their Report of your Company on the business and the operation along with the standalone and consolidated financial statement for the year ended 31<sup>st</sup> March 2014.

#### Financial Highlights:

The financial performance of the Company for the year ended on 31<sup>st</sup> March, 2014 is summarized as under:

(Amount in ₹ Lakhs)

Particulars	Standalone		Consolidated	
	2013-2014	2012-2013	2013-2014	2012-2013
Income from Operations	22189.61	21484.43	22629.42	22028.86
Add : Other Income	728.21	255.00	761.50	262.88
Profit before Interest, Depreciation and Taxes	2401.13	1953.40	2439.27	2024.63
Less : Finance Cost	1473.28	972.91	1490.72	988.90
Profit before Depreciation and Taxes	927.86	980.49	948.55	1035.73
Less : Depreciation	739.10	632.55	743.48	635.98
Profit Before Taxes	188.75	347.93	205.07	399.75
Less : Provision for Current Taxation	38.00	8.00	48.80	23.00
Less: Provision for Deferred Taxation	77.59	96.50	75.97	100.92
Less: Taxes in respect of earlier years	(57.14)	15.04	(58.41)	15.04
Profit/ Loss after Taxes	130.31	228.39	138.71	260.79

#### Performance Review

##### Dividend:

Your Directors does not recommend any dividend for the financial year 2013-14.

##### Project Implementation

The green field project at Nardana is on the verge of completion. During the course of implementation, we divided the project into 3 phases. PHASE 1 - Pickling, Wire drawing and Galvanizing; PHASE 2 - Tyre bead plant and copper plant. PHASE 3 - wire rope plant. This division of project into phases was made consciously so as to spread the investment evenly, as the pace of the economy was quite slow and there were minor setbacks from the financial institution to release the term loans.

As per the plan, PHASE 1 has become operational. Product trial run (PTR) started in November 2013 which continued till March 2014; PHASE 2 which constitutes 'Tyre bead line' is under commissioning and PTR of copper project is expected by July end.

PHASE 3 - the machinery is under dispatch by the equipment supplier and is expected at site by 1<sup>st</sup> week of August 2014 and we plan to start PTR by October 2014.

We have declared the partial Commercial Operational Date (COD) as on 30<sup>th</sup> June, 2014 i.e. 1<sup>st</sup> Quarter of 2014-15 for PHASE 1 and full COD in 4<sup>th</sup> Quarter.

The products from PHASE 1 have been well accepted by the market. We expect to utilize full capacity from September 2014. The project has got delayed on account of both unforeseen situation and our planned strategy in certain cases due to bad economy during the financial year 2013-14.

Your Company faced unforeseen circumstances. There was heavy rainfall in September 2013 and cyclone in February 2014, due to which the whole erection and commissioning activity got delayed by 60 days at site, since the dedicated electrical line became haywire and therefore got disrupted. At the same time, your Company also faced hindrances from financial institution in way of disbursement. However, on a positive note, the entire PHASE 2 and PHASE 3 will be completed shortly and the project will thus, get completed soon. The volatility in dollar during the period has caused increase in the cost of imported equipment by 20 percent. In spite of all these odds and fluctuating dollar rate, we plan to meet the volatility of dollar by increasing the export of our products from this plant.

##### Subsidiary Company:

In accordance with the directions issued under Section 212(8) of the Companies Act, 1956 by the Ministry of Corporate Affairs, Government of India, the balance sheet as on March 31, 2014 and Profit And Loss Account for the year ended on

that date of Subsidiary Company, M/s. Kamalasha Infrastructure and Engineering Private Limited have not been attached to this report. However, the financial information of subsidiary company is disclosed in the Annual Report in compliance with the said circular. The consolidated financial statements presented by the Company include the financial result of its subsidiary company.

#### Utilization of Funds from IPO

Your Company had the following objects of IPO as stated in the Prospectus

Particulars	Amount (In Lacs).
Setting up of new plant at Sinnar, Nashik for manufacturing of new product LRPC Wire and Spring Steel Wire	8494.40
General Corporate Purpose	175.00
Issue Expenses	542.00
Total	<b>9211.00</b>

Note: The Shareholder have approved deferment of the manufacture of LRPC wire in the future, in view of the changes in market conditions due to recent developments in the economy and industry.

During the year under review, your company utilized the proceeds of IPO as under:

(₹ in lakhs)

Particulars of fund utilization	Utilisation as per Prospectus	Actual Utilisation up to the 31 <sup>st</sup> March 2014
Expansion Project	8494.00	6973.53
General Corporate Purpose	175.00	-
Share Issue Expenses	542.00	394.90
Total	9211.40	7371.43

As on 31<sup>st</sup> March 2014, unutilized amount in the Company amount to ₹ 1839.97 lakhs.

#### Particulars of Employees:

Particulars of employees as required under the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended to date are not applicable to the Company as there are no employees in receipt of the prescribed remuneration.

#### Corporate Governance:

Report on Corporate Governance forms part of this Annual Report. The Auditors' Certificate certifying compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement is also annexed to this Report.

#### Directors:

Mr. K. R. Bedmutha, Whole Time Director, shall retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Your Directors recommend his re-appointment.

Appropriate resolutions seeking your approval for the re-appointment of Mr. K. R. Bedmutha, as the Director of the Company, have already been included in the notice of the Annual General Meeting.

Pursuant to provisions of Section 149, 152 & Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification) Rules, 2014; Mr. Balasubramanian, Mr. Narayan Kadu and Mrs. Vandana Sonwaney are being appointed as Independent Directors for period of Five years from the date of ensuing Annual General Meeting up to 29<sup>th</sup> Annual General Meeting.

The Company has received notices in writing pursuant to Section 160 of the Companies Act, 2013 from members along with deposits of ₹1,00,000 signifying their intention to propose the candidature of Shri Balasubramaniam A, Shri Narayan Kadu & Mrs Vandana P Sonwaney, as Independent Directors not liable to retire by rotation for period of 5 years

Appropriate resolutions for the appointment of Directors are being placed before you for your approval at the ensuing Annual General Meeting. Particulars and brief Resume of Directors to be appointed / re-appointed are included in the Corporate Governance Report forming part of this Annual Report.

#### Management Discussion and Analysis

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

## BEDMUTHA INDUSTRIES LIMITED

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### **Conservation of Energy, Technology absorption and Foreign exchange earnings and outgo:**

The information required under section 217(1)(e) of the Companies Act 195, read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988 is annexed to this report.

### **Directors' Responsibility Statement:**

Pursuant to Section 217 (2AA) of the Companies Act 1956, the Board of Directors hereby state that:

- i) In the preparation of the Annual accounts for the year ended 31<sup>st</sup> March 2014, the applicable accounting standards have been followed.
- ii) The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2014 and of the profit of the company for the year ended on that date.
- iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) The Directors had prepared the annual accounts on a going concern basis.

### **Fixed Deposit:**

The Company has not accepted any fixed deposit during the year under review falling within the purview of Section 58A of the Companies Act 1956.

### **Human Resources**

Your Company enjoys cordial relations with its employees. The key focus of your Company is to attract, retain and develop talent. The Board wishes to place on the record its appreciation of the contributions made by all employees ensuring high levels of performance and growth during the year.

### **Auditors:**

M/s. Patil Hiran Jajoo & Co., Chartered Accountants, the Statutory Auditors (Firm Registration No. 120117W) of the Company, hold office until the conclusion of 27th Annual General Meeting i.e. Financial Year ending 2016-17 subject to ratification of Shareholders at every Annual General Meeting and are eligible for re-appointment. The Company has received a letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013, and they are not disqualified for re-appointment within the meaning of Section 141 of the said Act. Your Directors recommend their appointment.

### **Cost Auditor:**

During the year Board appointed M/s DBK & Associates, Cost Accountants to conduct the cost audit of the Company. The Company has received the approval from the Central Government for the appointment of M/s DBK & Associates as a Cost Accountant for the financial year 2013-2014.

### **Acknowledgement:**

Your Directors wish to thank and acknowledge the Financial Institutions, Banks, Government Authorities, dealers, suppliers, business associates, auditors, consultants and the Company's valued customers for their assistance and co-operation and the esteemed shareholders for their continued trust and support. The Directors also wish to acknowledge team of Bedmutha Group at all levels for their spirit of commitment, dedication and support extended in challenging times.

**Date: 5<sup>th</sup> July, 2014**

**Place: Sinnar**

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

**K. R. Bedmutha**  
Chairman

## **ANNEXURE TO DIRECTORS REPORT: MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **INDUSTRY STRUCTURE AND DEVELOPMENT**

India's economic growth is contingent upon the growth of the various manufacturing sectors, especially the Indian iron and steel industry. Consumption of steel is taken to be an indicator of economic development. Your Company is a leading manufacturer and exporter of G I Wire, ACSR Wire, Stay/Guy/Earth Wire 7,19,37 Wire Strands, Spring steel wire, Tyre bead wire, Wire for ropes etc and various types of wire and wire products. It manufactures galvanized and ungalvanized iron and steel wires.

While iron and steel continues to have a stronghold in traditional sectors such as construction, housing and ground transportation, it is increasingly used in auto sector, power sector and infrastructure industries. India occupies a central position on the global steel map, with the establishment of global scale capacities by players, continuous modernization and upgradation of older plants, improving energy efficiency and backward integration into global raw material sources. Iron & Steel are manufactured as globally tradable products with no major trade barriers across national boundaries to be seen currently. There are also no inherent resource related constraints, which may significantly affect the production of the same or their capacity creation to respond to such demand increases in the global market. Even the government policy restrictions have been negligible worldwide and even if there are any, the same are related to specific conditions in the market and have always been temporary. Therefore, the industry in general and at a global level is unlikely to throw up substantive competition issues in any national policy framework.

### **BUSINESS OVERVIEW**

The financial Year ended 31<sup>st</sup> March, 2014, proved to be a challenging year, with Indian economy witnessing sustained slowdown across sections marginally better than 2012-13 but still far away from above 8% growth between 2004 to 2011. The recovery of the economy during the Financial Year 2013-14 was mostly from agriculture sector on account of good rainfall, whereas in all other sectors, it was negative or stagnant.

The last financial year also saw the rupee in free fall due to worsening current account deficit. The continuation of elevated levels of inflation was a cause of concern for the economy. This stickiness in inflation did not provide much room for RBI to reduce the interest and help the economy to boost.

This overall sluggish environment has also affected our sales and the bottom line, though we could maintain the same top line as last financial year. There was huge pressure on margins, due to raw material prices on higher side on account of volatile rupee and slackness in demand caused the pressure on the margins. The factors affecting the Company's growth are rise in fuel cost; zinc, one of the important raw materials is linked to LME and there was a rising trend in the prices of goods, the volatile USD and the depreciating value of Rupee. With this background, the performance of your company during the Financial Year 2013-14 is detailed as below.

### **FINANCIAL PERFORMANCE**

This report, Management's Discussion and Analysis, provides an overview of the financial position and results of activities of Bedmutha Industries Limited (the "Company") for the year ended 31<sup>st</sup> March, 2014. It has been prepared by management and is required supplemental information to the financial statements and the footnotes that follow this section.

The income from operations for the year has increased to Rs 22,629.42 lakhs as compared to ₹ 22,028.86 in the previous year reflecting a growth of 2.73 %. The Earning per Share (EPS) works out to be ₹ 0.52 per share.

### **RISK, OPPORTUNITIES AND THREATS:**

#### **OPPORTUNITIES:**

Considering the global scenario, there will be heavy demand in the long term from the power, auto and infrastructure sector. The Company is trying to expand the business abroad and started developing the market in the international scenario. The Company aims to address the opportunities offered and threats posed by its business environment strategically by maintaining sustainable and robust business models & further improving on them.

The Indian iron and steel industry have entered into a new development stage from 2007-08, riding high on the resurgent economy and rising demand for both. India, a developing nation, requires huge contribution from this industry, to expedite its run to reach new heights in the world economy. India has large reserves of mineral resources, such as coal, iron ore etc. and is in a strong position to mobilize these resources into productive use. Vast market potential with increasing industries provide assured market to the industry. The demand for iron and steel are increasing and the prices have also firmed up during the year under report. The increase in iron and steel making capacity by the Company will be absorbed by the increasing demand for steel products.



## BEDMUTHA INDUSTRIES LIMITED

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Bedmutha Industries Limited aims to address the opportunities offered and threats posed by its business environment strategically by maintaining sustainable and robust business models & further improving on them.

### **RISKS AND THREATS:**

The risks which the Company may face are discussed as follows.

**i) Health, Safety and Environment Risk:**

The manufacture of steel wire involves processes that are potentially hazardous if not executed with due care. The business of the Company are subject to numerous laws, regulations and contractual commitments relating to health, safety of the staffs and labourers and the environment in the country and these rules and regulations are becoming more stringent. A better safety performance, not only enhances life and effectiveness of human and capital assets, but also improves their availability and reduces losses due to safety incidents.

Regarding the health and safety, the philosophy of management is that the injuries can be prevented. The aim of the management is to reduce the risk of health and safety and considering this aim, extra efforts are being taken to ensure safety measures at the work place.

**ii) Technology Risk:**

A key challenge before the Company is to ensure that its plants are equipped with updated technologies in order to serve clients better and secure cost competitiveness. To that effect, the management of the Company has continued to gear up the improving existing process so as to advance the groups' cost competitive position.

**iii) Foreign Exchange Risk:**

Volatility in the currency markets can adversely affect the outcome of commercial transaction and cause trading uncertainties. Company have some foreign exchange hedging policies in place to protect its trading and manufacturing margins against rapid and significant foreign exchange movement.

Our Company has part of our operations in the markets which are priced in directly or indirectly in US dollars. As a result the functional currency for this portion of the businesses is dollar with a reporting currency in INR. Consequently our Company is exposed to varying levels of foreign exchange risk when it enters into transactions which are not denominated in INR, when foreign currency monetary assets and liabilities are translated at the reporting date and as a result of holding net investment in operations which are non-INR.

**iv) Financing Risk:**

The expansion of Bedmutha Industries Limited at the Nardana, Dhule District sufficiently depends upon the fund raised through initial public offer and term loan availed from the various banks. So, financial planning of the Company is affected by fluctuation in the interest due to volatile conditions of the market which is evident from the RBI's move since the Financial Year 2012-2013 by increasing the rate of interest quarter on quarter.

**v) Regulatory and Compliance Risk:**

There are number of complex laws and regulations and multiple compliance to be complied with by the Company. Further, unstable political system and frequent changes in investment and economic policies are common and any unforeseen change can expose the Company's business. The Management of the Company is keen to avoid such kind of risk and taking various steps to save the company from adverse effect of such risk.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

Our Company has introduced several improvements such as Integrated Enterprise Risk Management, Internal Control Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and internal audit activities. Risk management and Internal Control frameworks are designed and implemented to manage rather than completely eliminate the risk of failure to achieve business objectives

The Company has appointed M/s. Swati Ware & Co., Chartered Accountant as an Internal Auditor to have check on the adequacy of controls in the overall operations and functioning of various departments. The monthly reports of the Internal Auditor are placed before the Audit committee. It is a key component which assists the management in discovering control, weaknesses, regulatory violations, policy violations and operational inefficiencies. This self-discovery of issues provides the management the ability to take corrective action in order to maintain the safety, soundness, profitability and integrity.

Further your Company has initiated ERP implementation since last year. The purpose for ERP implementation is to make system more transparent and efficient data with accountability and real time availability of information to the management. These measures will benefit the organization in optimum utilization of its resources and building stronger and more automated internal control mechanism.

**RESEARCH & DEVELOPMENT**

Your Company's Technology function continues to support the Company's growth strategy with focus on new capabilities/ technology development, development for substantially new products, feature enhancement of existing products and productivity improvement.

**INFORMATION TECHNOLOGY**

Your Company continues to be in forefront of leveraging relevant Information Technology trends to better facilitate the business and enhance the value proposition to its customers.

**MATERIAL DEVELOPMENT IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.**

Bedmutha Industries Limited recognizes people as its key strength. It firmly believes that growth of core and fringe stakeholders' will foster its growth opportunities. It aims to develop the potential of every individual associated with the Company as a part of its business goal. The Company is on a growth path and the Human Resource team has been continually focusing on the means to achieve the company's goal of meeting such growth targets through external recruitment and training in a right manner by improving the capabilities of existing people through employee development programmes.

With the expansion of Bedmutha Industries Limited at Nardana, the company has employed highly skilled and qualified employee to achieve the vision. The Company has successfully recruited and still in process of recruitment to build a strong team for the better efficiency of the Company. Your Company is geared up to meet the challenges of growth with the support of technically qualified persons and with maximum utilization of the existing employees by upgrading skills in them through appropriate training programs. Leadership development will be the core part of our training programs.

The Company took active participation in the Uttarkhand Relief Fund. The HR has also organized several activities such as tree plantation, maintain clean environment around the Company's premises. This activity counts on Corporate Social Responsibility and will also improve the environment around the organization thereby contributing to the responsibility towards nature.

The Vigil Mechanism/Whistle Blower mechanism of your Company has been adopted by the Company as per Companies Act 2013. The upgraded mechanism enables a complainant to register an issue with a professional with the option of maintaining complete anonymity.

**OUTLOOK**

The macro-economic environment has shown offshoots of recovery, specifically in the second half of 2013-14. Most of the indicators in the developed markets point to the growth stability, which in turn should support the developing and emerging markets. Even in India, there are signs that the growth has bottomed out with the marginal improvement recorded in the later half of 2013-14. Going forward, the key to a sustainable recovery would be reviving the investments especially in the private sector through continued efforts to clear the stalled projects. It would be interesting to watch out for the key policy actions from the new Central Government as this would be crucial for reviving the critical growth drivers in the economy.

A matter of concern on the horizon is the latest set of reports on possibility of increased chances of weak economic conditions in India. In the international markets, political stability would be crucial for recovery in some of the key markets where your Company operates.

As always, your Company looks forward to do well in the year ahead and is optimistic of its abilities to address the set of opportunities and challenges that the coming year will present.

**A. CONSERVATION OF ENERGY**

- 1] In Plant-2 Wire Rope Section we have installed 300 watt LED light Fixtures [Only 4 qty] instead of Energy efficient light fixture 576 watt [8 nos ].Thus direct saving 276 watt lighting load,in terms of units 6.6 /day & Money Rs 46 /day or in **Month Rs 1391.**
- 2] In wire rod yard we have installed 360 watt LED Flood light fixture instead of 720 watt of conventional Halogen lighting fixtures.Thus direct saving of 360 watt lighting load ,in terms of units 8.64 /day & Money Rs 60.48 /day or in **Month Rs. 1811.**
- 3] In Plant-1 Galvanised section we have replace 20 Asbestos sheet by Transparent roof sheet which results in light saving in GP-3,GP-4 & GP5 3456 WATT Lighting load in day,in terms of units 34.56 units/day & interms of money Rs 241/day & **Rs. 7257 per month.**

## BEDMUTHA INDUSTRIES LIMITED

### FORM A

<b>A</b>		<b>Power and fuel consumption</b>	<b>2013-2014</b>	<b>2012-2013</b>
<b>1</b>		<b>Electricity</b>		
	<b>a)</b>	<b>Purchased</b>		
		Unit (Thousand KWH)	6771123	9122412
		Total amount (₹ in Lacs)	477.73	683.05
		Rate/unit	7.055471596	7.49
	<b>B)</b>	<b>Own Generation</b>		
	<i>i)</i>	<i>Through diesel generator</i>		
		Unit (Thousand KWH)	15388	43072
		Units per Liter of diesel oil (KWH)	3.2	3.2
		Cost/unit	19.37	16.85
	<i>ii)</i>	<i>Through steam turbine/generator</i>	NIL	NIL
		Units	-	-
		Units per Liter of fuel oil/gas	-	-
		Cost /Unit	-	-
<b>2</b>		<b>Coal</b>	NIL	NIL
		Quantity	-	-
		Total cost	-	-
		Average rate	-	-
<b>3</b>		<b>Furnace oil</b>		
		Quantity (MT)	1367.35	1769.9
		Total amount (₹ in Lakhs)	593.12	698.63
		Average Rate	43377.52	39473.01
<b>4</b>		<b>Others/ Internal generation</b>		
		<i>Fuel Oil/LDO</i>	-	-
		Quantity (Ltr.)	164768	223013
		Total Cost (₹ in Lakhs)	101.84	104.81
		Rate/unit	61.81	47
<b>B</b>	Consumption per unit of production			
<i>I</i>		<i>Wire Drawing (Unit : MT)</i>	27684.884	42977.33
	<i>I</i>	Electricity	1374.47	1237.54
	<i>li</i>	Furnace Oil	N.A.	N.A.
	<i>iii</i>	Others	367.84	243.87
<i>II</i>		<i>Galvanising (Unit : MT)</i>	17770.984	29993.59
	<i>I</i>	Electricity	518.67	456.98
	<i>li</i>	Furnace Oil	3337.58	2329.27
	<i>iii</i>	Others	N.A.	N.A.

**FORM B**

**B) TECHNOLOGY ABSORPTION**

Research and Development (R &D)

1. **Specific areas in which R & D carried out by the company.**
  - i. Nil
2. **Benefit derived as a result of the above R & D.**
  - i. Nil
3. **Future Plan of action: Continuous process**
4. **Expenditure on Research & Development : Nil**
5. **Technology Absorption, Adoption and Innovation, Efforts made, Benefit derived, Import of Technology : Nil**

**C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

1. **Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services, and export plans:**

Marketing team is visiting the customer overseas to consider the rate, quality and other requirement of the market and developing the market for export.

2. **Total foreign exchange used and earned :**

- a) Foreign Exchange Earnings : Rs 111.67 lakhs

(₹ in lakhs)

Particulars	For the period ending	
	31.03.2014	31.03.2013
Export Sales	111.67	-
<b>Total</b>	<b>111.67</b>	<b>-</b>

- b) Total of Raw Materials & Plant machinery

(₹ in lakhs)

Particulars	For the period ending	
	31.03.2014	31.03.2013
Raw material	3869.92	3731.69
Plant & Machinery	710.10	3909.32
<b>Total</b>	<b>4580.02</b>	<b>7641.01</b>

- c). Exchange incurred in Foreign Currency on Tour & Travelling: ₹ 8.02 lakhs.

(₹ in lakhs)

Particulars	For the period ending	
	31.03.2014	31.03.2013
Foreign Tour & Travelling	8.02	2.59



**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2014****I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

Bedmutha's philosophy on Corporate Governance is aimed at attainment of high level of transparency, accountability and equity in all facets of its operations, to enhance the stakeholders' value; viz. customers, shareholders, employees, lenders, vendors including the society of which the Company is a part. Your Company practices sound corporate governance in line with standard practices and believe that good corporate governance is an ongoing and evolving process.

**II. BOARD OF DIRECTORS:****A. Composition of Board**

The composition of Board of Directors is in compliance with provisions of Listing Agreement with Stock Exchanges and the Companies Act, 1956. The present strength of the Board is of Six Directors comprising of optimum combination of Executive and Non-Executive Directors.

Category	No. of Directors	% of Total No. Directors
Executive Directors	3	50%
Independent Directors	3	50%
<b>Total</b>	<b>6</b>	<b>100%</b>

None of the Directors on the Board is a Member on more than ten Committees and Chairman of more than five committees across all the Companies in which he is a Director. All the Directors have made necessary disclosures regarding Committee positions occupied by them.

A Composition and categories and brief resume of all the Directors on the Board, Number of Board Meeting along with their attendance thereat, as also the number of Directorships and Committee Memberships held by them in other companies are given below:

**i) Directors Profile:**

**Mr. Kachardas Ratanchand Bedmutha** (aged 77 years) is an Engineer by Qualification. He is a founder of Bedmutha Industries Limited (BIL). Under his leadership, the Bedmutha Industries Limited has grown from single product to multi-product group. Mr. K.R. Bedmutha has worked with leading companies such as Birla Group, Heavy Engineering Corporation and Indian Tools, etc. before venturing in the industry. He is the member of Institute of Engineers (India), Indian Institute of Industrial Engineers, and Institute of Works Managers (London), Board of National Safety Council and Industrial Safety and Health Association. Mr. Bedmutha, along with his sons, established Bedmutha Industries Limited in 1990. K. R. Bedmutha is Chairman and Whole-Time Director of the Company and represents the Promoter Group.

**Mr. Vijay K. Vedmutha** (aged 50 years) is an elder son of Mr. K.R. Bedmutha is qualified Industrial & Production Engineer. He has done MBA with specialization in Finance. He is a member of Institution of Engineers of India, Associate Member of Institute of Valuers (India), Institute of Surveyors & Loss Assessors, Associate Member of the Society of Non-Destructive Tester Institute and Indian Institute of Plant Engineer. Mr. Vijay Vedmutha is a Managing Director of the Company and represents the Promoter Group. He has been actively involved in the business operations of the Company since its inception and the Company has grown many folds under his stewardship. He looks after Purchase, Finance and Operations of the company.

**Mr. Ajay K. Vedmutha** (aged 47 years) is a younger son of Mr. K.R. Bedmutha is a qualified Mechanical Engineer. He is a Member of Institution of Engineers of India, Deccan Sugar Technologies & Association, Member of the 'National Safety Council and Institute of Energy Engineers. Mr. Ajay Vedmutha is Joint Managing Director of the Company and represents the Promoter Group. He joined the Company since inception and has been on the board since then. He is responsible for Production, Planning, Control of operations and overall domestic as well as overseas Marketing of the Company.

**Mr. Balasubramanian A.** (aged 65 years) is Chartered Accountant by qualification, with a wide and varied experience of more than 30 years in industry and commercial banking. He had worked with Punjab National Bank for about 27 years, holding different positions in various areas of banking before retiring in 2008 as Chief General Manager. Before joining bank, he had worked with a Tata Group for about 4 years.

**Mr. Narayan Kadu** (aged 65 years) is M.Sc. (Agri) & CAIIB by qualification. He worked as Asstt. Professor in Veterinary College for four years. Later, he joined Punjab National Bank as Officer (Technical) in the year 1977 and worked with the Bank in different capacities for 32 years before he retired as an Assistant General Manager. He is having vast experience in various facets of banking, especially Credit Management and HRD.

**Mr. Shital Nahar** (aged 43 years), is B.E. (Computer) by qualification. He is Director of Nahar Integrated System Private Limited (NISPL) and looking after entire business of NISPL from the year of 1995, till today. He is also active member of Computer Media Dealer Association.

**ii) Details of meeting attended by Directors and their Directorship and membership in other Companies:**

Name of Director	Categories	Attendance of meeting during the year		No. of Directorships	No. of Membership(s)/ Chairmanship(S) of Board Committees in other Companies.
		Board Meeting	Last AGM		
Mr. Kachardas R. Bedmutha	Executive Director	5	Yes	Nil	Nil
Mr. Vijay K. Vedmutha	Executive Director	5	Yes	Nil	Nil
Mr. Ajay K. Vedmutha	Executive Director	2	Yes	Nil	Nil
Mr. Balasubramanian A.	Independent Director	5	Yes	2	2
Mr. Narayan Kadu	Independent Director	5	Yes	Nil	Nil
Mr. Shital Nahar	Independent Director	Nil	No	Nil	Nil

**Note:**

The directorship held by Directors as mentioned above, do not include Alternate Directorships and Directorships in Foreign Companies, Companies Registered under Section 25 of the Companies Act, 1956 and Private Limited Companies.

In accordance with Clause 49 of the Listing Agreement, Membership/Chairmanship of Audit Committee and Shareholders/Investors' Grievance Committee in all public limited companies (Excluding Bedmutha Industries Limited) is considered.

**iii) Details of Board Meeting Held:**

Five Board Meetings were held during the year ended 31<sup>st</sup> March 2014. The Board meets at least once in a quarter to review the quarterly financial results and operations of the Company. The time gap between the two Board Meetings was not more than four months as required under the provisions of Clause 49 (I)(C)(i) of the Listing Agreement. The details of such Board Meetings are as follows:

Sr. No	Date of the Board Meeting	Board Strength	No. of Directors present
1	16 <sup>th</sup> May, 2013	6	4
2	12 <sup>th</sup> August, 2013	6	5
3	24 <sup>th</sup> September, 2013	6	4
4	14 <sup>th</sup> November, 2013	6	5
5	13 <sup>th</sup> February, 2014	6	4

**III. BOARD COMMITTEES:**

**The Company has following five committees:**

- A) Audit Committee (Mandatory)
- B) Shareholders' /Investors' Grievance Committee (Mandatory)
- C) Remuneration Committee. (Non Mandatory)

## BEDMUTHA INDUSTRIES LIMITED

- D) Management Committee. (Non Mandatory)  
E) Project Management Steering Committee (Non Mandatory)

### A) AUDIT COMMITTEE (MANDATORY)

#### i) Brief Description of Terms of reference:

The terms of reference stipulated by the Board to the Audit Committee are as follows:

1. Review of Company's financial reporting process and the disclosure to ensure that the financial statement is correct, sufficient and credible.
2. Recommending Appointment/Removal of External Auditors, Fixation of audit fee and payment for other services.
3. Reviewing Annual Financial statement before submission to the Board with focus on changes in accounting policies and practice, major accounting entries, qualifications in draft report, significant adjustments arising out of audit Accounting standards.
4. Statutory compliance and legal requirements.
5. Any related party transactions of material nature with promoters, managements, subsidiaries or relatives etc. that may have potential conflict with interest of the Company at large.
6. Reviewing with the management, external and internal auditors, the adequacy of internal control systems and internal audit function.
7. Discussion with internal Auditors, any significant findings and follow-up thereon. Reviewing any suspected fraud, irregularity or failure of internal control system of material nature and reporting the matter to Board.
8. Discussion with Statutory Auditor in respect of pre and post audit matters.
9. Reviewing Company's financial and risk management policies.
10. Look into reason for substantial defaults in payments to depositors, debenture holders and creditors.

#### ii) Composition, names of members & chairman:

Name of Member	Designation	Category
Mr. Balasubramanian A.	Chairman	Independent Director
Mr. Narayan Kadu	Member	Independent Director
Mr. Vijay Vedmutha	Member	Executive Director (Managing Director)

#### iii) Meetings and Attendance during the year:

Name of Members	Dates of the Audit Committee Meetings held and Attendance				
	15 <sup>th</sup> May 2013	12 <sup>th</sup> Aug 2013	24 <sup>th</sup> Sept. 2013	14 <sup>th</sup> Nov. 2013	12 <sup>th</sup> Feb 2014
Mr. Balasubramanian A	✓	✓	✓	✓	✓
Mr. Narayan Kadu	✓	✓	✓	✓	✓
Mr. Vijay Vedmutha	✓	✓	✓	✓	✓

✓ = Present X = Absent

The Joint Managing Director, Chief Executive Officer, Senior Account personnel, General Managers and the representative of Statutory Auditors, Internal Auditor/Consultants were also invited for the meetings of Audit Committee. The Company Secretary acts as Secretary of the Committee. Apart from various responsibilities, Committee focused on the area of Internal Control System to improve overall efficiency of organization.

### B) SHAREHOLDERS'/INVESTORS' GRIEVANCES COMMITTEE (MANDATORY):

#### i) Brief Description of Terms of reference:

The Company has constituted a Shareholders'/Investors' Grievances Committee of Directors to redress the complaints of investors such as non-receipt of refund orders, shares sent for registration of transfer, non-receipt of notices and audited annual report, dividend etc.

**ii) Composition of Shareholders'/ Investors' Grievances Committee:**

Name of the Member	Designation	Category
Mr. Narayan Kadu	Chairman	Independent Director
Mr. Shital Nahar	Member	Independent Director
Mr. Vijay Vedmutha	Member	Managing Director

Since the Company has not received any complaint or investor grievance from the shareholders of the Company, therefore, no meeting was conducted during the financial year 2013-14. The Investor complaint as on 31<sup>st</sup> march, 2014 is nil.

**iii) Share Transfer Agent**

The Company has appointed Universal Capital Securities Pvt. Ltd. as common Share Transfer Agent, to look after the shareholders correspondence, share transfer, transmissions, transpositions, to prepare shareholding pattern, issue of duplicate, split and consolidated share certificates, which are approved by the Committee. The Company has connectivity with NSDL & CDSL for dematerialization of shares.

- iv) The Compliance Officer in terms of the requirements of the stock exchange, who liaises with and monitors the activities of the Share Transfer Agent.
- v) During the year the Company has not received any complaint from any shareholder and there was no outstanding Complaint as on 31<sup>st</sup> March 2014.

**C) REMUNERATION COMMITTEE (NON MANDATORY) :**
**i) Brief Description of Terms of reference:**

The Company has a Remuneration Committee, which determines and recommends the remuneration payable to the Managing Director, Joint Managing Director and Whole Time Director on the basis of their performances as well as Company's performance, subject to the consents as may be required. The remuneration to the Executive Directors consists of a fixed salary and other perquisites, wherever applicable. The perquisites are considered as a part of remuneration.

The Non-Executive Directors are not paid any remuneration except sitting fees for attending the Board Meetings or Committee Meetings.

**ii) Composition of Remuneration Committee:**

Name of Member	Designation	Category
Mr. Balasubramanian A	Chairman	Independent Director
Mr. Narayan Kadu	Member	Independent Director
Mr. Shital Nahar	Member	Independent Director

During the Financial Year 2013-14, the Remuneration Committee did not meet since there was no consideration of remuneration of the Directors of the Company.

**iii) Details of Remuneration for the year ended on 31<sup>st</sup> March, 2014**
**a) Executive Directors:**

(Amount in lacs)

Name of the Director	Basic Salary	Perquisites and allowance	Retire benefits	Commission payable	Performance linked insensitive	Total	Stock option granted
Mr. K. R. Bedmutha	6.66	11.39	-	-	-	18.05	-
Mr. V. K Vedmutha	6.66	11.39	-	-	-	18.05	-
Mr. A. K. Vedmutha	6.66	11.50	-	-	-	18.16	-

## BEDMUTHA INDUSTRIES LIMITED

### b) Independent Directors:

(In ₹)

Name of the Directors	Sitting Fees	Commission	Total
Mr. Balasubramanian A.	1,80,000	-	1,80,000
Mr. Narayan Kadu	1,80,000	-	1,80,000
Mr. Shital Nahar	-	-	-

### D) MANAGEMENT COMMITTEE (NON-MANDATORY):

Board of Directors has formed the Management Committee to look after the day-to-day-administrative work of the Company and the matters related to Banking and legal.

#### i) Composition:

Name of the Director	Designation	Category
Mr. K.R. Bedmutha	Member	Executive Chairman
Mr. Vijay Vedmutha	Member	Managing Director
Mr. Ajay Vedmutha	Member	Jt. Managing Director
Mr. Shital Nahar	Member	Independent Director

### E) PROJECT MANAGEMENT STEERING COMMITTEE (NON- MANDATORY):

The Board of Directors has constituted the Project Management Steering Committee to look in the implementation of mega project of the Company at Nardana, Dist. Dhule. The Committee reviews the implementation of the project from various aspects which include financial, technical, personnel activity and statutory requirements/compliances etc. The review and suggestions of the Project Management Steering Committee has upgraded the implementation.

#### 1) Composition:

Name of Director	Designation	Category
Mr. Balasubramanian A.	Chairman	Independent Director
Mr. Narayan Kadu	Member	Independent Director
Mr. K.R. Bedmutha	Member	Executive Director
Mr. Vijay K. Vedmutha	Member	Managing Director
Mr. Ajay K. Vedmutha	Member	Jt. Managing Director

The Project Committee met periodically during the year and monitored and reviewed the progress in the implementation of the project. The members of the Committee gave suitable guidance to the top management, wherever required.

### GENERAL BODY MEETINGS:

#### i) Annual General Meetings:

The Annual General Meetings of the Company during the preceding three years were held within the limits of the city where the Registered Office of the Company is situated.

The date and time of the Annual General Meetings held during the preceding three years and the special resolutions passed thereat are as follows.



Year	Date	Time	Particulars of Special resolution passed
2012-13	13 <sup>th</sup> August, 2013	1.00 p.m.	<p>Pursuant to the provisions of Section 314(1)(b) of the Companies Act, 1956 and other provisions applicable, if any approval of shareholders be and is accorded to Mrs. Vinita Vedmutha for holding or continuing to hold office or place of profit in the Company as a Senior Chief Executive Officer of the Company with effect from 1<sup>st</sup> April, 2013 for a period of 5 years.</p> <p>Pursuant to the provisions of Article 206 of the Articles of Association of the Company and Sections 198, 269, 309, 310 and Schedule XIII of the Companies Act, 1956 and other provisions applicable, if any, and subject to such other approvals as may be necessary, the consent of the Members be and is hereby accorded to Mr. Vijay K. Vedmutha as the 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 terms and conditions of remuneration as set out.</p> <p>Pursuant to the provisions of Article 206 of the Articles of Association of the Company and Sections 198, 269, 309, 310 and Schedule XIII of the Companies Act, 1956 and other provisions applicable, if any, and subject to such other approvals as may be necessary, the consent of the Members be and is hereby accorded to the re-appointment 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 terms and conditions and remuneration as set out.</p> <p>Pursuant to the provisions of Article 206 of the Articles of Association of the Company and Sections 198, 269, 309 and Schedule XIII of the Companies Act, 1956 and other provisions applicable, if any, and subject to such sanctions as may be necessary, Mr. K. R. Bedmutha be and is hereby re-appointed as 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 terms and conditions of remuneration as set out.</p>
2011-12	21 <sup>st</sup> September 2012	3.00 pm	<p>Pursuant to the provisions of Section 163(1) of the Companies Act 1956 and all the applicable laws, rules, regulations then in force the Members of the Company in the 22<sup>nd</sup> Annual General Meeting have accorded their consent to keep the Register and Index of Members and copies of all annual Returns, certificates and documents required to be annexed to the annual return and all other statutory registers at the Corporate office of the Company at A-70/71/72 STICE, Sinnar, Dist. Nashik- 422103 instead of at the registered office of the Company.</p>
2010-11	12 <sup>th</sup> August 2011	4.00 pm	<p>Pursuant to the provisions of Section 61 of the Companies Act, 1956 and other applicable rules, regulations, guidelines and other statutory provisions which were then in force, the members of the Company, in the 21<sup>st</sup> Annual General Meeting held on 12<sup>th</sup> August 2012, have accorded their consent to vary the terms referred to in the Prospectus of the Company dated 05<sup>th</sup> October, 2010, filed with the Registrar of Companies, Maharashtra, Mumbai.</p>

**ii) Special resolution passed through Postal Ballot:**

During the year, the Company has not passed any special resolution by circulation or by Postal Ballot.

## BEDMUTHA INDUSTRIES LIMITED

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### DISCLOSURES:

- a) There were no transactions of material nature undertaken by your Company with its promoters, Directors or the management, their subsidiaries or relatives that may have a potential conflict with the interest of the Company.
- b) The Company has fulfilled all the statutory compliances and there was no penalty imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to Clause 49 of Listing Agreement during the last three years.
- c) The Company has complied with the requirements regarding the Board of Directors, Audit Committee and other Board Committees and other disclosures as required under the provisions of the revised Clause 49 of the listing agreement.

### MEANS OF COMMUNICATION:

- i) **Quarterly Results and Annual Financial Results:** Quarterly and Annual Financial results of the Company are generally published in National newspaper i.e. *Free Press Journal* in English and *NavShakti* in vernacular language.
- ii) **Website:** The Securities and Exchange Board of India (SEBI) has made it mandatory for companies to maintain an updated website to post yearly and quarterly financial statements, shareholding pattern, details for shareholders, code of conduct, presentation made to institutional investors/analysts/press release etc, on the site. Accordingly company has provided all such disclosures under Investor relation section of the Company's website: [www.bedmutha.com](http://www.bedmutha.com) apart from filing the same to NSE and BSE for publishing the same on their website.

### GENERAL INFORMATION:

i) **Forthcoming Annual General Meeting**

**Date:** 14<sup>th</sup> August, 2014

**Time:** 3.00 p.m.

**Venue:** Hotel Saiways, F-4, Sinnar-Shirdi Road, STICE, Dist. Nasik, Sinnar, 422 103.

ii) **Financial year:** 1<sup>st</sup> April 2013 to 31<sup>st</sup> March 2014.

iii) **Date of Book Closure:** 11<sup>th</sup> July, 2014 (both days inclusive).

iv) **Dividend Payment:** Board of Directors has not recommended any dividend for the financial year ended on 31<sup>st</sup> March, 2014.

v) **Listing on Stock Exchanges:**

**Bombay Stock Exchange Limited (BSE)**

Phiroj Jeejibhoy Towers, Dalal street  
Mumbai – 400 001.

**National Stock Exchange of India Limited (NSE)**

“Exchange Plaza”, Bandra –Kurla Complex.  
Bandra (E). Mumbai – 400 051.

The Annual Listing Fee to both the Stock Exchanges are paid for the Financial year 2014-15.

vi) **Stock Code:**

1) BSE : 533270

2) NSE : BEDMUTHA

**vii) Market Price Data:**

Monthly high and low of shares prices at the stock exchanges:

Month	BSE		NSE	
	Monthly High Price	Monthly Low price	Monthly High Price	Monthly low price
April 2013	11.85	9.46	11.80	9.15
May 2013	10.90	9.56	11.50	9.20
June 2013	10.95	9.60	10.85	9.00
July 2013	11.50	9.05	11.60	9.00
August 2013	10.40	7.10	10.90	7.05
September 2013	8.55	6.80	8.35	6.65
October 2013	9.65	7.24	9.50	7.40
November 2013	10.60	8.65	11.95	9.00
December 2013	11.20	9.42	10.90	9.75
January 2014	11.40	8.45	11.75	8.30
February 2014	10.35	7.96	9.65	7.75
March 2014	9.95	7.70	9.80	7.55

**viii) Performance of the Company's share prices:**

Monthly closing share prices vis-à-vis monthly closing of BSE Sensex and monthly closing of Nifty:

Month	Share price at BSE	% increase (+)/ decrease(-) change	Sensex	%change from previous Month	Share price at NSE	% increase (+)/ decrease(-) change	Nifty	%change from previous Month
April 2013	9.75	-7.41	19504.18	3.55	9.85	3.28	5930.20	4.23
May 2013	9.90	1.54	19760.3	1.31	10.05	0.94	5985.95	2.03
June 2013	10.25	3.54	19395.81	-1.84	10.10	-2.40	5842.20	0.50
July 2013	9.75	-4.88	19345.7	-0.26	9.10	-1.72	5742.00	-9.90
Aug 2013	7.80	-20	18619.72	-3.75	8.50	-4.71	5471.80	-6.59
Sept 2013	7.39	-5.26	19379.77	4.08	7.80	4.82	5735.30	-8.24
Oct 2013	9.40	27.20	21164.52	9.21	9.00	9.83	6299.15	15.38
Nov 2013	10.00	6.38	20791.93	-1.76	9.80	-1.95	6176.10	8.89
Dec 2013	11.00	10	21170.68	1.82	10.70	2.07	6304.00	9.18
Jan 2014	9.92	-9.82	20513.85	-3.10	9.20	-3.40	6089.50	-14.02
Feb 2014	8.20	-17.34	21120.12	2.96	8.10	3.08	6276.95	-11.96
March 2014	9.30	13.41	22386.27	5.99	9.45	6.81	6704.20	16.67

**ix) Registrar and Share Transfer Agent:**
**Universal Capital Securities Private Limited**

(Formerly known as 'Mondkar Computers Pvt. Ltd.')

21, Shakil Niwas, Opp. Satya Saibaba, Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

Tel : +91 22 28207203/05; 022 - 28257641.

Fax : 28207207.

**x) Share Transfer System:**

Transfer of shares which are in dematerialized form will be done through the depositories with no involvement of the Company. As regards transfer of share held in physical form, the transfer of document can be lodged to the Registrar and Share Transfer Agent at the above address. The Directors/ Company Secretary are severally empowered to approve the above transfer.

The Company obtains a certificate from Company Secretary in practice under Clause 47(C) of the Listing Agreement on half yearly basis and files the said certificate with the Stock Exchanges.

## BEDMUTHA INDUSTRIES LIMITED

### xi) Distribution of Shareholding:

No. of Shares	Shareholders	Shares	% of the total shares
0-5000	4716	664648	3.160
5001- 10,000	569	468723	2.229
10001-20,000	305	476187	2.264
20,001-30,000	104	269567	1.282
30,001-40,000	45	163288	0.776
40,001-50,000	48	226395	1.076
50,001-1,00,000	86	619632	2.946
1,00,001 and above	98	18143171	86.266
<b>Total</b>	<b>5971</b>	<b>21031611</b>	<b>100</b>

### xii) Dematerialization of shares and liquidity as on 31<sup>st</sup> March, 2014:

Category	Shareholders	Number of Shares	%
NSDL	3305	3261606	15.50
CDSL	2815	17750936	84.40
Physical	5	19069	0.09
<b>Total</b>	<b>6125</b>	<b>21031611</b>	<b>100</b>

### xiii) Shareholding Patten as on 31st March, 2014:

Category code	Category of Shareholders	Number of Shareholders	Total number of Shares	As a percentage of A+B+C
<b>A</b>	<b>Shareholding Pattern of Promoter and Promoter Group</b>			
1	Indian	15	14152873	67.29
2	Foreign	0	0	0
	Total shareholding of Promoter and Promoter Group	15	14152873	67.29
<b>B</b>	<b>Public Shareholding</b>			
1	Institutions	0	0	--
2	Non Institutions	5956	6878738	32.71
	Total Public Shareholding	5956	6878738	32.71
<b>C</b>	<b>Shares held by Custodians and against which Depository receipt have been issued</b>			
1	Promoter and promoter group	0	0	0
2	Public	0	0	0
	<b>Total A+B+C</b>	<b>5971</b>	<b>21031611</b>	<b>100</b>

**Note:** The above shareholding pattern is as per the record of Registrar and Transfer Agent as on 31<sup>st</sup> March 2014.

### xiv) Plant Locations:

**Plant-1:** Plot No. A-31 to 35 & 57, STICE, Musalgaon, Sinner, Dist. Nashik (Maharashtra)-422103

**Plant-2:** Plot No. A-70/71/72, STICE, Musalgaon, Sinner, Dist. Nashik (Maharashtra)-422103.

**Plant-3:** plot No. B-113, STICE, Musalgaon, Sinner, Dist. Nashik (Maharashtra)-422103.

**Plant-4:** plot No. B-140, STICE, Musalgaon, Sinner, Dist. Nashik (Maharashtra)-422103.

**Plant-5:** Plot No. E-1, MIDC, Phase-2, Naradana, Tal. Sindkheda, Dist. Dhule.

## BEDMUTHA INDUSTRIES LIMITED

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### xv) Address for correspondence:

The shareholders may address their queries and communications to the Registrar and Share Transfer Agent at the address given above or may contact a company at the following address:

#### **BEDMUTHA INDUSTRIES LIMITED:**

Registered Office:	A-32, STICE, Musalgaon, Sinner, Dist. Nashik-422103 (Maharashtra).
Tel	+91-2551 240481 /240631 /240068 /240069
Fax	+91 2551 240482.
Corporate office	A-70/71/72, STICE, Musalgaon, Sinnar, Dist. Nashik – 422103.
Website	<a href="http://www.bedmutha.com">www.bedmutha.com</a>
Email	<a href="mailto:cs@bedmutha.com">cs@bedmutha.com</a>

For **Bedmutha Industries Limited**

Date: 5<sup>th</sup> July, 2014  
Place: Sinnar

Vijay K. Vedmutha  
Managing Director



## BEDMUTHA INDUSTRIES LIMITED

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### Chief Executive Officer and Chief Financial Officer Certificate under clause 49 of the Listing Agreement with the Stock Exchange.

To,  
The Board of Directors of  
**BEDMUTHA INDUSTRIES LIMITED**  
A-32, STICE, Musalgaon, Sinnar, Nashik-422 103

#### Certificate under Clause 49(V) of the Listing Agreement.

We, Vijay Kachardas Vedmutha, Managing Director and Vinita Ajay Vedmutha, Sr. Chief Executive Officer of the Company, heading the finance function certify that:

- a) We have reviewed financial statements and the cash flow statement for the Financial Year 2013-14 and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the said year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditor and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee.
  - (i) Significant changes in internal control over financial reporting during the year; if any.
  - (ii) Significant changes in accounting policies, if any during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Vijay K. Vedmutha**  
(Managing Director)

**Vinita A. Vedmutha**  
(Sr. Chief Executive Officer)

Date: 05/07/2014  
Place: Sinnar

**PRACTISING COMPANY SECRETARIES CERTIFICATE ON CORPORATE GOVERNANCE UNDER CLAUSE 49  
OF THE LISTING AGREEMENT(S)**

To the Members of Bedmutha Industries Limited,

We have examined the compliance of conditions of Corporate Governance by Bedmutha Industries Limited (Company) for the year ended 31<sup>st</sup> March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**SUJATA R. RAJEBHADUR**

**Company Secretary**

**Membership No.: 4241**

Date: 23<sup>rd</sup> May, 2014

Place: Sinner

## BEDMUTHA INDUSTRIES LIMITED

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### Independent Auditor's Report

To the Members of Bedmutha Industries Limited

#### Report on the Financial Statements

We have audited the accompanying standalone financial statements of **Bedmutha Industries Ltd** ("the Company"), which comprise the Balance Sheet as at **31<sup>st</sup> March, 2014**, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

**for Patil Hiran Jajoo & Co.**

Chartered Accountants

Firm Registration No: **120117 W**

**Aniruddha Jajoo**

Partner

Membership No: **103246**

Place : Nashik

Date : 23/05/2014

**ANNEXURE TO THE AUDITORS REPORT ON FINANCIAL STATEMENTS**

- i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) These fixed assets have been physically verified by the management at reasonable intervals. According to the information given to us no material discrepancies were noticed on such verification.
- (c) During the year, the company has not disposed off its fixed assets so as to affect it as a going concern.
- (d) No fixed assets has been revalued during the year
- ii) (a) As explained to us, the inventories of finished goods, semi-finished goods and raw material were physically verified by the management at reasonable interval. In our opinion, the frequency of verification is reasonable.
- (a) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.
- (b) In our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical verification and book records were not material.
- (c) In respect of the Company's trading activity, we are informed that there are no damaged stocks.
- iii) (a) Particulars of loans and advances unsecured taken by company from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

No. of Parties	Type	Amount involved in the transaction (₹ in Lacs)	
		Closing Balance	Maximum Amount Outstanding
-----Nil-----			

Particulars of loans and advances unsecured granted by company to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.

No. of Parties	Type	Amount involved in the transaction (₹ in Lacs)	
		Closing Balance	Maximum Amount Outstanding
Two	Loan	451.00	451.00
One	Advance	222.41	918.29

- (b) In our opinion, the rate of interest and other terms and conditions on which loans and advances have been taken from / granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not prima facie, prejudicial to the interest of the company.
- (c) The company has taken loans from or granted advances to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. According to the information & explanation given to us, the loan & advances are without stipulation of repayment of principal or interest amount.
- (d) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to sale of Goods and Services. Further on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lac in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Sec 58A and Sec 58 AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

## BEDMUTHA INDUSTRIES LIMITED

- vii. The company has an adequate internal audit system commensurate with the size and nature of its business.
- viii. We have broadly reviewed the books of accounts maintained by the company in respect of activity where, pursuant rules made by Central Government of India, the maintenance of cost records has been prescribed u/s 209 (1) (d) of the Companies Act, 1956 & are of opinion that prima facie the prescribed accounts & records have been made & maintained. We have not, however made a detailed examination of cost records with a view to determine whether they are accurate or complete.
- ix. (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, sales tax, service tax, employees' state insurance, custom duty, excise duty, cess and other material statutory dues applicable to it. There have been no taxes unpaid as on 31<sup>st</sup> March 2014 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute except as stated below:-

Sr. No.	Department	Financial Year	Amount of Dispute (In ₹)
1	Department of Sales Tax, Maharashtra	1999-00	45,514/-
2	Custom Excise & Service tax Appellate Tribunal, Bombay	2004-05	88,75,694/-
3	The Commissioner Of Income Tax (Appeals)	2010-11	14,25,610/-
4	Income Tax Appellate Tribunal – Pune	2008-09	6,22,940/-

- x. The company does not have any accumulated loss as on 31<sup>st</sup> March 2014, and has not incurred cash loss during the year covered by our audit and in the immediately preceding financial year.
- xi. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to the bank or financial institutions.
- xii. In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantee given by the company for loans taken by others from banks or financial institutions are not prima facie prejudicial to the interest of the Company. Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund /society. Therefore, the provision of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xiv. In our opinion, and according to the information and explanations given to us, the company is not dealing in or trading in shares, securities, debentures and other investments.
- xv. In our opinion & according to information & explanation given to us, the terms & conditions of guarantees given by company for loans taken by others from bank or financial institutions during the year are not prejudicial to the interest of the company.
- xvi. In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.
- xvii. On the Basis of our overall examination of the financial statements and other records of the company, we report that the no funds raised on short-term basis have been used for long-term investment.
- xviii. According to the information and explanations given to us, the company has not made the preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- xix. According to the information and explanations given to us, the company has not issued any debentures during the year.
- xx. During the period covered by our audit report, the company has not raised money through public issue, We have verified the end use of money raised by public issue in last year disclosed in notes to the financial statements.
- xxi. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing standards in India, and according to the information and explanations given to us we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have been informed of such case by the management.

**For Patil Hiran Jajoo & Co.**  
**Chartered Accountants**

Firm Registration No: 120117 W

**Aniruddha Jajoo**

Partner

Membership No: 103246

Place: Nasik

Date: 23/05/2014



**Standalone Balance Sheet as at 31<sup>st</sup> March, 2014**

(₹ In Lacs)

	Note	As at 31st March 2014	As at 31st March 2013
<b>I. EQUITY &amp; LIABILITIES</b>			
<b>1. Shareholders' Fund</b>			
a. Share Capital	1	2,103.16	2,103.16
b. Reserves & Surplus	2	10,578.17	10,393.81
<b>2. Non-current Liabilities</b>			
a. Long-term borrowings	3	12,226.25	7,040.98
b. Deferred tax liabilities (Net)	4	475.94	398.36
c. Other long term liabilities	5	5,224.64	1,230.94
<b>3. Current Liabilities</b>			
a. Short-term borrowings	6	4,667.59	3,882.30
b. Trade Payables	7	5,181.02	7,853.68
c. Other short term liabilities	8	1,949.96	574.89
d. Short-term provisions	9	46.00	8.00
		<b>42,452.73</b>	<b>33,486.12</b>
<b>II. ASSETS</b>			
<b>1. a. Fixed Assets</b>	<b>10</b>		
i. Tangible Assets		10,217.05	10,092.10
ii. Intangible Assets		25.93	35.48
iii. Capital work-in-progress		14,321.61	5,945.69
b. Non-current Investment	11	400.89	394.38
c. Long term loans and advances	12	804.86	1,539.34
d. Other non-current assets	13	236.94	340.20
<b>2. Current Assets</b>			
a. Inventories	14	4,913.54	4,297.02
b. Trade Receivables	15	4,945.57	5,436.50
c. Cash and Cash equivalents	16	963.10	1,055.36
d. Short-term loans and advances	17	3,629.63	3,105.82
e. Other Current assets	18	1,993.61	1,244.23
		<b>42,452.73</b>	<b>33,486.12</b>

**Notes form an integral part of these financial statements**

As per our attached report of even date.

**for Patil Hiran Jajoo & Co.**  
 Chartered Accountants

**Aniruddha Jajoo**  
 Partner  
 M.No. 103246  
 Firm Regd 120127W  
 Place: Nashik  
 Date : May 23, 2014

 for and on the behalf of Board of Directors of  
**Bedmutha Industries Limited**
**K R Bedmutha**  
 Chairman  
  
**Aditi Bhavsar**  
 Company Secretary

**Vijay Vedmutha**  
 Managing Director

**BEDMUTHA INDUSTRIES LIMITED****Profit and Loss Statement for the Period ended 31<sup>st</sup> March 2014**

(₹ In Lacs)

	Note	Year ended 31 <sup>st</sup> March 2014	Year ended 31 <sup>st</sup> March 2013
Revenue from operations	19	24,116.36	24,039.06
<i>less: Excise Duty/Service Tax/Tax Collected</i>		1,926.75	2,554.63
I. Net Revenue from operations		22,189.61	21,484.43
II. Other Income	20	728.21	255.00
III. Total Revenue (I + II)		<b>22,917.82</b>	<b>21,739.43</b>
IV. Expenses:			
Cost of material consumed	21	12,212.89	16,340.55
Purchase of Stock-in-Trade	22	5,195.30	221.58
Manufacturing and Operating Cost	23	2,142.92	2,444.90
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	24	(149.64)	(202.96)
Employee benefits expenses	25	402.38	387.61
Finance Cost	26	1,473.28	972.91
Depreciation and amortisation expenses	27	739.10	632.55
Other Expenses	28	712.84	594.36
Total Expenses		22,729.07	21,391.50
V. Profit before exceptional Item & Tax (III - IV)		188.75	347.93
VI. Exceptional Item		-	-
VII. Profit before Tax (V - VI)		188.75	347.93
VIII. Tax Expenses			
(1) Current Tax		38.00	8.00
(2) Deferred Tax		77.59	96.50
(3) Tax in respect of earlier year		(57.15)	15.04
IX. Profit / (Loss) for the period (VII - VIII)		130.31	228.39
X. Earning per equity share of ₹ 10 each			
(1) Basic		0.62	1.09
(2) Diluted		0.62	1.09
Weighted average number of shares outstanding		21,031,611	21,031,611
Notes form an integral part of these financial statements			

As per our attached report of even date.

**for Patil Hiran Jajoo & Co.**  
Chartered Accountants

for and on the behalf of Board of Directors of  
**Bedmutha Industries Limited**

**Aniruddha Jajoo**  
Partner  
M.No. 103246  
Firm Regd 120127W  
Place: Nashik  
Date : May 23, 2014

**K R Bedmutha**  
Chairman  
  
**Aditi Bhavsar**  
Company Secretary

**Vijay Vedmutha**  
Managing Director

**Cash Flow Statement for the year ended 31st March , 2014**

Particulars	(₹ In Lacs)	
	31/03/2014	31/03/2013
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax and Extra Ordinary items	188.75	347.93
Adjustment For		
Add : Depreciation	641.42	544.22
(Profit ) / Loss on Sale Of Investment	5.17	1.42
Miscellaneous Expenses written off	97.68	88.33
Interest & Financial charges (Net)	1,225.96	972.91
Prior Period Income	(405.09)	0.00
Dividend Income	(8.14)	(0.70)
<b>Operating Profit Before Working Capital Changes</b>	<b>1,745.74</b>	<b>1,954.11</b>
<b>Adjustment for working capital changes</b>		
(Increase) / Decrease in Trade & Other Receivables	93.17	(2,778.89)
(Increase) / Decrease in Inventories	(616.52)	835.33
Increase / (Decrease) in Trade Payable & Other Liabilities	2,696.10	576.67
<b>Cash Generated from Operations</b>	<b>2,172.76</b>	<b>(1,366.89)</b>
Direct Taxes paid	(29.73)	(78.67)
<b>Net Cash From Operating Activities</b>	<b>3,888.77</b>	<b>508.55</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets / Capital Work In Progress	(8,728.00)	(8,659.85)
Purchase of Investments	(396.50)	(105.10)
Sale of Fixed Assets / Investment	390.75	2.47
Dividend Income	8.14	0.70
<b>Net Cash used in Investing Activities</b>	<b>(8,725.61)</b>	<b>(8,761.78)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/ ( Decrease) Net Proceeds from Long Term Borrowings	5,185.27	5,484.98
Increase/ ( Decrease) Net Proceeds form Short Term Borrowings	785.29	3,095.37
Refund of Share Application Money	-	-
Interest & Financial charges (Net)	(1,225.96)	(972.91)
<b>Net Cash From Financing Activities</b>	<b>4,744.60</b>	<b>7,607.44</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(92.24)</b>	<b>(645.79)</b>
<b>Opening Cash &amp; Cash equivalents</b>	<b>1,055.35</b>	<b>1,701.15</b>
<b>Closing Cash &amp; Cash equivalents</b>	<b>963.11</b>	<b>1,055.35</b>

Note: i. Figures in brackets represents outflows

ii. Previous year figures have been regrouped / restated wherever necessary

As per our attached report of even date.

**for Patil Hiran Jajoo & Co.**  
 Chartered Accountants

 for and on the behalf of Board of Directors of  
**Bedmutha Industries Limited**
**Aniruddha Jajoo**  
 Partner  
 M.No. 103246  
 Firm Regd 120127W  
 Place: Nashik  
 Date : May 23, 2014

**K R Bedmutha**  
 Chairman  
  
**Aditi Bhavsar**  
 Company Secretary

**Vijay Vedmutha**  
 Managing Director

## BEDMUTHA INDUSTRIES LIMITED

(₹ In Lacs)

**As at**  
**31st March 2014**      **As at**  
**31st March 2013**

### NOTE - 1

#### SHARE CAPITAL

<b>Authorised Equity Capital</b>	2,500.00	2,500.00
[25000000 Equity Shares Of ₹10 Each]		
[25000000 Equity Shares Of ₹10 Each For Previous Year]		
<b>Issued, Subscribed and Paid up Capital</b>		
[2,10,31,611 Equity Shares Of ₹ 10 Each]	2,103.16	2,103.16
[2,10,31,611 Equity Shares Of ₹ 10 Each for Previous Year]		
	<b>2,103.16</b>	<b>2,103.16</b>

#### Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

Name of Shareholder	No. of Shares (% of holding)	
	As at 31st March 2014	As at 31st March 2013
Ajay Kachardas Vedmutha	34,10,753 (16.22%)	33,54,897 (15.95%)
Vijay Kachardas Vedmutha	33,77,232 (16.06%)	33,41,593 (15.89%)
Kachardas Ratanchand Vedmutha	21,91,841 (10.42%)	21,00,829 ( 9.99%)
Vinita Ajay Vedmutha	12,72,148 ( 6.05%)	12,30,148 ( 5.85%)
Usha Vijay Vedmutha	12,50,134 ( 5.94%)	12,30,134 ( 5.85%)
Bedmutha Sons reality ventures Private Limited	12,39,898 ( 5.90%)	11,87,108 ( 5.64%)

#### Details of shares issued other than cash

30,06,850 Equity Shares of ₹ 10 each fully paid were issued as Bonus Shares in ratio of 1:3 on 31st October 2009.

### NOTE - 2

#### RESERVES & SURPLUS

##### Capital Reserve

Opening Balance	44.17	44.17
Addition : During the year	54.05	-
Closing Balance	<b>98.22</b>	<b>44.17</b>

The Company has accounted Value Added Tax (VAT) subsidy refund & Electricity Duty refund of ₹ 54 lacs during the year.

##### Share Premium Account

Opening Balance	8,287.99	8,287.99
Addition : During the year	-	-
Closing Balance	<b>8,287.99</b>	<b>8,287.99</b>

##### Revaluation Reserve

Opening Balance	-	9.39
Less : Written off during the year	-	9.39
Closing Balance	-	-

(₹ In Lacs)

	As at 31st March 2014	As at 31st March 2013
<b>Surplus</b>		
Opening Balance	2,061.65	1,833.26
Add : Surplus / (Deficit) during the year	130.31	228.39
Closing Balance	2,191.96	2,061.65
	<b>10,578.17</b>	<b>10,393.81</b>

**NOTE - 3**
**Non-current Liabilities**
**(a) LONG-TERM BORROWINGS**
**i. Secured**

1. Term Loan from Banks	11,181.89	5,981.24
	<b>11,181.89</b>	<b>5,981.24</b>

Term loans amounting to ₹ 185.62 lacs (March 31, 2013 : ₹452.57 lacs) {inclusive of ₹ 157.31 lacs (March 31, 2013 : ₹ 259.22 lacs) grouped under Note No. 8 ; Current Maturities for Long Term Debts} are secured by first pari-passu / equitable mortgage on entire block of assets of the company situated at Plant 1, A 32-35 & 57, STICE, Sinnar, Nashik 422103, Plant 2, A 70-72, STICE, Sinnar, Nashik 422 103, Plant 3, B113, STICE, Sinnar, Nashik 422103, Plant 4, B 140, STICE, Sinnar, Nashik 422 103, and the personal guarantee of Promoter Directors and others.

Term loans amounting to ₹ 12358.76 lacs (March 31, 2013 : ₹ 5764.95 lacs ) {inclusive of ₹ 1249.00 lacs (March 31, 2013 : Nil ) grouped under Note No. 8 are secured by first pari-passu / equitable mortgage on entire block of assets of the company situated at Plant 1, A 32-35 & 57, STICE, Sinnar, Nashik 422103, Plant 2, A 70-72, STICE, Sinnar, Nashik 422 103, Plant 3, B113, STICE, Sinnar, Nashik 422103, Plant 4, B 140, STICE, Sinnar, Nashik 422 103, Gat no. 232,237,29, Rasegaon, Taluka Dindori, Nahsik, Plot No. E 1, Nardana Industrial Estate, Dhule, and personal guarantee of promoter directors

Vehicle Loans amounting to ₹ 52.39 lacs ( March 31, 2013 : ₹ 28.57 lacs ) {inclusive of ₹ 8.59 lacs (March 31, 2013 : ₹ 5.56 lacs) grouped under Note No. 8 ; Current Maturities for Long Term Debts} are secured by the way of hypothecation of Vehicle purchased thereunder.

**Terms of Repayment**

Term loan amounting to ₹ 8.30 lacs (March 31, 2013 : ₹ 80.30 lacs) is repayable in 28 quarterly instalments. Last instalment due in May 2014

Term loan amounting to ₹ 47.01 lacs (March 31, 2013 : ₹ 84.41 lacs) is repayable in 60 monthly instalments. Last instalment due in June 2015

Term loan amounting to ₹ 82.35 lacs (March 31, 2013 : ₹ 155.56 lacs) is repayable in 60 monthly instalments. Last instalment due in June 2015

Term loan amounting to ₹ 47.97 lacs (March 31, 2013 : ₹ 92.35 lacs) is repayable in 60 monthly instalments. Last instalment due in May 2015

Term loan amounting to ₹ 1170.02 lacs (March 31, 2013 : ₹1073.29 lacs) is repayable in 22 Structured Quarterly Instalments. Last instalment due in June 2019

Term loan amounting to ₹ 2652.16 lacs (March 31, 2013 : ₹1469.16 lacs ) is repayable in 22 Quarterly Instalments. Last instalment due in March 2020,

Term loan amounting to ₹ 4578.00 lacs (March 31, 2013 : ₹ 2225.00 lacs) is repayable in 22 Quarterly Instalments. Last instalment due in June 2019

Term loan amounting to ₹ 2550.50 lacs (March 31, 2013 : ₹ 947.50 lacs) is repayable in 22 Quarterly Instalments. Last instalment due in June 2019

Term loan amounting to ₹ 1408.09 lacs (March 31, 2013 : ₹ 50.00 lacs) is repayable in 22 Quarterly Instalments. Last instalment due in December 2019

## BEDMUTHA INDUSTRIES LIMITED

Vehicle loan amounting to ₹ 9.17 lacs (March 31, 2013 : ₹ 11.71 lacs) is repayable in 59 monthly instalments. Last instalment due in February 2017

Vehicle loan amounting to ₹ 2.31 lacs (March 31, 2013 : ₹ 3.28 lacs) is repayable in 45 monthly instalments. Last instalment due in December 2014

Vehicle loan amounting to ₹ 1.42 lacs (March 31, 2013 : ₹ 3.35 lacs) is repayable in 45 monthly instalments. Last instalment due in November 2014

Vehicle loan amounting to ₹ 5.88 lacs (March 31, 2013 : ₹ 3.35 lacs) is repayable in 84 monthly instalments. Last instalment due in February 2020

Vehicle loan amounting to ₹ 2.25 lacs (March 31, 2013 : ₹ 3.29 lacs) is repayable in 45 monthly instalments. Last instalment due in October 2014

Vehicle loan amounting to ₹ 12.12 lacs (March 31, 2013 : ₹ Nil) is repayable in 48 monthly instalments. Last instalment due in September 2017

Vehicle loan amounting to ₹ 17.27 lacs (March 31, 2013 : ₹ Nil) is repayable in 48 monthly instalments. Last instalment due in March 2017

(₹ In Lacs)

	As at 31st March 2014	As at 31st March 2013
<b>ii. Unsecured</b>		
1. From WMDC / DIC	1,035.36	1,050.74
2. From Others	9.00	9.00
ii	<b>1,044.36</b>	<b>1,059.74</b>
i+ ii	<b>12,226.25</b>	<b>7,040.98</b>

Instalments falling due in respect of all the above Loans upto 31<sup>st</sup> March 2014 has been grouped under "Current maturities of long term debt (refer Note 8)

### NOTE - 4

#### Non-current Liabilities

#### (b) DEFERRED TAX LIABILITIES (NET)

Deferred Tax Liability on account of :

Depreciation	666.88	395.47
Misc. Expenditure written off	5.78	2.89
	<b>672.66</b>	<b>398.36</b>

Deferred Tax Asset on account of :

Unabsorbed Depreciation	196.72	-
	<b>196.72</b>	<b>-</b>
<b>Deferred Tax - Liability / (Assets)- Net</b>	<b>475.94</b>	<b>398.36</b>

### NOTE - 5

#### Non-current Liabilities

#### (c) OTHER LONG TERM LIABILITIES

i Advances From Customers	-	0.01
ii Creditors For Fixed Assets <sup>##</sup> (refer note 32)	5,223.50	1,230.93
iii Earnest Money Deposit	1.14	-
	<b>5,224.64</b>	<b>1,230.94</b>



(₹ In Lacs)

	As at 31st March 2014	As at 31st March 2013
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**NOTE - 6**
**Current Liabilities**
**(a) SHORT-TERM BORROWINGS**
**Secured**

i Working Capital Loans***	4,628.15	3,847.30
ii Demand Loan **	39.44	35.00
	<b>4,667.59</b>	<b>3,882.30</b>

\*\*\*Working Capital loans amounting to ₹ 4628.15 lacs (March 31, 2013 ₹ : 3847.30 lacs ) are secured by way of hypothecation of Current Assets and extension of second pari passu charge on the movable and non-movable fixed assets excluding windmill and vehicles.

\*\*Demand loan is secured by way hypothecation of Fixed Deposit Receipts of ₹ 38 lacs

**NOTE - 7**
**Current Liabilities**
**(b) TRADE PAYABLES**

i Advances From Customers	44.16	41.99
ii Creditors Raw Material ##	4,473.62	6,641.17
iii Creditors For Expenses ##	474.05	367.16
iv Creditors For Fixed Assets##	189.19	803.36
	<b>5,181.02</b>	<b>7,853.68</b>

## refer Note 32

**NOTE - 8**
**Current Liabilities**
**(c) OTHER SHORT TERM LIABILITIES**

i Current maturities of long term debts	1,416.44	268.12
ii Other Advances	41.29	36.97
iii Outstanding Expenses	492.23	269.81
	<b>1,949.96</b>	<b>574.89</b>

**NOTE - 9**
**Current Liabilities**
**(d) SHORT-TERM PROVISIONS**

i Provisions	46.00	8.00
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**NOTE - 10**  
**Fixed Assets**

Description of Assets		GROSS BLOCK					DEPRECIATION			NET BLOCK	
		As at 1.4.2013	Revalued Asset on Amalgamation in FY 2007-08	Addition	Deductions / Adjustment	As at 31.3.2014	As at 1.4.2013	For the Year	Deduction	As at 31.3.2014	As at 31.3.2013
A	Intangible Fixed Assets										
	Goodwill	86.51	-	-	-	86.51	51.93	8.65	-	25.93	34.58
B	Tangible Fixed Assets										
	Land Leasehold <sup>1</sup>	2,130.91	12.23	-	-	2,130.91	-	-	-	2,130.91	2,130.91
	Land Freehold	654.50	-	-	-	654.50	-	-	-	654.50	654.50
	Factory Buildings <sup>2</sup>	4,005.00	33.62	51.01	-	4,056.01	343.57	134.32	-	3,578.11	3,661.43
	Plant & Machinery <sup>3</sup>	6,242.36	61.57	179.17	-	6,421.53	2,963.99	442.24	391.63	3,406.93	3,278.37
	Furniture & Fixtures	144.39	-	27.16	-	171.55	28.18	9.80	-	133.57	116.21
	Office Equipment	82.30	-	17.93	-	100.23	33.65	2.91	4.67	68.35	48.65
	Vehicles	124.37	-	42.11	18.25	148.23	59.21	10.94	21.20	99.28	65.15
	Computer Equipment	163.67	-	37.29	-	200.96	29.18	29.60	-	142.18	134.50
	Kalamboli Office & Staff Quarter	3.32	-	-	-	3.32	0.04	0.05	-	3.22	3.27
C											
	Capital Work-in-progress	5,945.69	-	8,392.31	16.39	14,321.61	-	-	-	14,321.61	5,945.69
		-	-	-	-	-	-	-	-	-	-
	Grand Total ( A+B+C )	19,583.02	107.42	8,746.98	34.64	28,295.36	3,509.75	638.51	417.50	24,564.59	16,073.26

**Note**

- 1 Gross Block includes ₹ 12.23 lacs added on revaluation of Leasehold Land in FY 2007-08 being assets revalued of Amalgamated companies
- 2 Gross Block includes ₹ 33.62 lacs added on revaluation of Factory Building in FY 2007-08 being assets revalued of Amalgamated companies
- 3 Gross Block includes ₹ 61.57 lacs added on revaluation of Plant & Machinery in FY 2007-08 being assets revalued of Amalgamated companies

**NOTE - 11**
**b. NON-CURRENT INVESTMENTS**

	As at 31 <sup>st</sup> March 2014			As at 31 <sup>st</sup> March 2013		
	Nos	Face Value	(₹ in Lacs)	Nos	Face Value	(₹ in Lacs)
<b>Subsidiary Company {Trade Invesments (unquoted)}</b>						
Kamalasha Infrastructure & Engineering Pvt.Ltd.	542,000	10	51.21	542,000	10	51.21
<b>Associates {Trade Invesments (unquoted)}</b>						
Ashoka Pre-con Private Ltd. Refer '(a)' below	418,256	10	165.83	418,256	10	165.83
<b>Other Companies {Trade Invesments (unquoted)}</b>						
Jenil Steel Pvt. Ltd.	1	10	₹ 10	1	10	₹ 10
(i)			<b>217.04</b>			<b>217.04</b>
<b>Non Trade Invesments ( unquoted)</b>						
Land at Sinnar (refer Note 39)			117.60			117.60
Government Securities & Others			0.65			0.65
ICICI Prudential Life Insurance			2.50			2.00
Metlife India Insurance Co.Ltd			5.00			5.00
Shares In Steel Chamber			0.01			0.01
Shares In Stice Sinnar			0.01			0.01
Sharamrao Vitthal Bank Shares			0.03			0.03
Saraswat Co-operative Bank			0.05			0.05
Nashik Merchants Co-op Bank			0.36			0.35
(ii)			<b>126.21</b>			<b>125.70</b>
<b>Mutual Fund (quoted)</b>						
	Nos	NAV	(₹ in Lacs)	Nos	NAV	(₹ in Lacs)
Birla SL Dividend Yield Plus G Fund	4602.685	4.55	3.90	3,334.482	2.88	2.80
L & T Equity Fund (Filidity Equity Fund)	2000.000	0.71	0.20	2,000.000	0.71	0.20
Franklin Asian Equity Fund-Growth	1955.990	0.28	0.20	1,955.990	0.25	0.20
Franklin India Prima Plus Fund-Growth	107.740	0.28	0.20	98.385	0.23	0.20
Franklin India Blue Chip G Fund	712.760	1.86	1.08	712.757	1.61	1.08
Franklin India Bluechip Fund-Growth	98.385	0.28	0.20	107.740	0.24	0.20
Franklin India Opprtunity G Fund	3646.297	1.34	0.92	3,646.297	1.11	0.92
Franklin India Prima Plus G Fund	2247.030	6.49	4.78	1,846.138	4.39	3.68
HDFC Prudence Growth Fund	2524.316	6.69	4.95	2,085.711	4.64	3.85
HDFC-Top-200 Growth Fund	2601.763	6.60	4.95	2,143.192	4.51	3.85
ICICI Prudential Discovery Growth Fund	7750.521	5.33	3.90	5,798.821	3.11	2.80
ICICI Prudential Flexi Growth Fund	-	-	-	3,962.275	5.20	5.00
IDFC Mutual Growth Fund F-701987/06	10000.000	1.96	1.00	10,000.000	1.62	1.00
IDFC Premier Equity Plan A Growth Fund	10935.991	5.17	3.80	7,852.581	2.87	2.70
Principal Emgerging Fund	50000.000	20.02	5.00	50,000.000	15.51	5.00
Principal Large Cap Fund-Dividend Plan	4945.598	1.72	1.00	4,945.598	0.96	1.00
Reliance Equity Opprtunity G Fund	14692.799	7.32	4.85	12,103.189	4.98	3.75
Reliance Growth Fund	294.898	1.50	0.95	294.898	1.30	0.95
Reliance Infrasutstructure Fund	4792.176	2.59	0.49	4,792.176	0.27	0.49
Reliance Regular Saving Equity G Fund	13319.876	4.63	3.90	9,735.836	2.89	2.80
SBI Magnum Contra Growth Fund	2401.535	1.49	1.07	2,401.535	1.36	1.07
SBI Magnum Global Growth Fund	2614.264	2.13	1.05	2,614.264	1.68	1.05

## BEDMUTHA INDUSTRIES LIMITED

Sunderam Paribas Select Midcap G Fund	3627.727	7.06	4.95	2,940.623	4.56	3.85
U.T.I Infrastructure Fund	5000.000	1.50	0.50	5,000.000	1.32	0.50
UTI Master Value Growth Fund	7220.325	4.60	3.80	5,365.656	2.68	2.70
(iii)			<b>57.64</b>			<b>51.64</b>
(i + ii + iii )			<b>400.89</b>			<b>394.38</b>

	Book Value		Market Value	
	31st March 2014	31st March 2013	31st March 2014	31st March 2013
Aggregate of Quoted Investment	57.64	46.64	96.09	65.66
Aggregate of unQuoted Investment**	343.25	347.74	343.25	347.74
	<b>400.89</b>	<b>394.38</b>	<b>439.33</b>	<b>413.40</b>

- (a) The company has an investment of ₹ 165.83 lacs in the shares of Ashoka Pre-con Private Limited, the company has 49% share holding. Further the company has given advances, Trade receivables, net of Trade Payable amounting to ₹ 293.25 lacs recoverable from APPL. The net worth of APPL has eroded due to operational losses. No provision is provided by the management at present as the losses are expected to be recoverable in the future.
- (b) \*\*Investments which are not traded are recorded at Cost Price

As at  
31<sup>st</sup> March 2014      As at  
31<sup>st</sup> March 2013

### NOTE - 12

#### Non-current assets

#### (c) OTHER LONG TERM LOAN & ADVANCES

i. Security Deposit	172.26	142.16
ii. Loans & advances to related parties	294.06	527.28
iii. Other Loans & advances	338.54	869.90
	<b>804.86</b>	<b>1,539.34</b>

### NOTE - 13

#### Non-current assets

#### (d) OTHER NON-CURRENT ASSETS

##### Defferred Revenue Expenses

Opening	18.70	28.05
Less : Written off during the year	18.70	9.35
a.	-	18.70

##### Pre Operative Expenses

Opening	5.57	670.74
Add : Addition during the year	6.07	1,239.53
Less : Capitalised to Fixed Asset	11.64	1,904.70
b.	-	5.57

##### Issue Expenses

Opening	315.92	394.90
Less : Written off during the year	78.98	78.98
c.	236.94	315.92
( a + b + c )	<b>236.94</b>	<b>340.20</b>

	As at 31 <sup>st</sup> March 2014	As at 31 <sup>st</sup> March 2013
<b>NOTE - 14</b>		
<b>Current Assets</b>		
<b>(a) INVENTORIES</b>		
<b>(As taken, valued and certified by the management)</b>		
i Raw Material	946.83	581.20
ii Finished Goods	1,069.84	781.65
iii Trading Stock	84.56	168.08
less : Transferred to Investment (refer Note 39)	-	117.60
	<u>84.56</u>	<u>50.48</u>
iv Consumables	427.39	326.13
v Work-in-Progress	2,384.92	2,557.56
	<u><b>4,913.54</b></u>	<u><b>4,297.02</b></u>
<b>Details of Raw Material</b>		
Wire Rod	160.99	83.85
Zinc	602.11	335.54
Lead	183.73	160.71
Iron & Steel	-	1.10
	<u>946.83</u>	<u>581.20</u>
<b>Details of Finished Goods</b>		
G I Wire	825.02	590.75
M S Wire	35.48	48.15
H C Wire	152.84	138.60
P C Wire	56.50	3.34
Others	-	0.80
	<u>1,069.84</u>	<u>781.65</u>
<b>Details of Stock in Trade</b>		
Crushed Stone	50.48	50.48
Zinc Ingots	34.08	-
	<u>84.56</u>	<u>50.48</u>
<b>Details of Work in Progress</b>		
Wire Rod & Zinc, Lead & Others	2,384.92	2,557.56
	<u>2,384.92</u>	<u>2,557.56</u>
<b>NOTE - 15</b>		
<b>Current Assets</b>		
<b>(b) TRADE RECEIVABLES</b>		
i Debtors outstanding for a period exceeding six months (Unsecured and Considered Good)	410.69	362.16
ii Other Debtors		
a. Secured & Considered Good	232.42	538.88
b. Unsecured & Considered Good	3,370.67	4,105.76
c. Doubtful	-	-
	<u>3,603.09</u>	<u>4,644.64</u>
iii Allowances for bad and doubtful debts	-	-
iv Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member	931.79	429.70
	<u><b>4,945.57</b></u>	<u><b>5,436.50</b></u>

## BEDMUTHA INDUSTRIES LIMITED

(₹ in Lacs)

As at 31<sup>st</sup> March 2014      As at 31<sup>st</sup> March 2013

### NOTE - 16

#### Current Assets

#### (c) CASH AND CASH EQUIVALENTS

i	Cash In Hand	110.90	103.44
ii	Balance in Bank		
	a. In Current Account with Scheduled Bank	92.29	264.54
iii	FDR with Bank & Accrued Interest thereon	759.91	687.38
(FDR are pledged with Banks for availment of letter of credit & Bank Gaurantee)			
		<b>963.10</b>	<b>1,055.36</b>

### NOTE - 17

#### Current Assets

#### (d) SHORT-TERM LOANS AND ADVANCES

##### Unsecured, considered good

i	Loans & Advances to Related Parties	738.04	1,005.42
ii	Others	2,891.59	2,100.40
		<b>3,629.63</b>	<b>3,105.82</b>

### NOTE - 18

#### Current Assets

#### (e) OTHER CURRENT ASSETS

i	Sundry Deposits	796.60	401.59
ii	Receivables from statutes and others	1,067.56	726.11
iii	Tax Deducted at Sources	101.49	71.76
iv	Prepaid Expenses	27.96	44.77
		<b>1,993.61</b>	<b>1,244.23</b>

Year ended 31<sup>st</sup> March 2014      Year ended 31<sup>st</sup> March 2013

### NOTE - 19

#### REVENUE FROM OPERATIONS

Manufacturing Goods	15,847.57	19,932.02
Stock in Trade	5,509.18	232.27
Service Reciepts	361.46	773.78
Other Operating Revenues	9.87	11.48
Scrap Sales	392.93	460.47
Excise Duty / Service Tax and others	1,926.75	2,554.63
Carriage Outward, P & F	68.60	74.41
	<b>24,116.36</b>	<b>24,039.06</b>



( ₹ in Lacs)

	Year ended 31 <sup>st</sup> March 2014	Year ended 31 <sup>st</sup> March 2013
<b>Class of Goods</b>		
<b>Manufacturing Sales</b>		
Galvanised Wire	9640.03	11,207.18
M.S. / H. C Wire	3338.12	6,681.48
Wire Nail	286.83	393.82
Stranded Wire / Earth Wire	1531.97	199.44
P C Wire	407.85	1,213.55
Others	642.77	236.54
	<b>15,847.57</b>	<b>19,932.02</b>
<b>Trading Sales</b>		
Wire Rod Sales	565.72	58.95
Highseas Wire Rod Sale	-	171.66
Misc Spares / Consumables Sales	0.26	1.66
Steel Wire	4,943.20	-
	<b>5,509.18</b>	<b>232.27</b>
<b>Sales of Services</b>		
Business Auxiliary Services	-	41.00
Scientific & Technical Consultancy	-	340.20
Maintainance & Repairs Services	354.50	380.00
Rent on P & M	-	12.00
Receipts of KRBTA Division (Consultancy)	6.96	0.58
	<b>361.46</b>	<b>773.78</b>
<b>Other Operating Revenues</b>		
Wind Mill Energy Receipts	9.87	11.48
	<b>9.87</b>	<b>11.48</b>
<b>Scrap Sales</b>		
Scrap	392.93	460.47
	<b>392.93</b>	<b>460.47</b>
<b>NOTE - 20</b>		
<b>OTHER INCOME</b>		
Dividend Receipt	8.14	0.70
Lease Rent	3.00	-
Interest Income		
On Deposit	174.53	172.36
On Advances & Others	72.80	67.72
Profit/(Loss) on Sale of Fixed Asset / Investment	(5.17)	(1.42)
Prior Period Income <small>(Refer Note 40 )</small>	405.09	-
Other non-operative income	69.82	15.64
	<b>728.21</b>	<b>255.00</b>

## BEDMUTHA INDUSTRIES LIMITED

( ₹ in Lacs)

Year ended  
31<sup>st</sup> March 2014

Year ended  
31<sup>st</sup> March 2013

### NOTE - 21

#### COST MATERIAL CONSUMED

Opening Stock Of Raw Material	581.20	1,522.71
Add : Manufacturing Purchases	12,578.51	15,399.04
	13,159.71	16,921.75
Less : Closing Stock Of Raw Material	946.82	581.20
	<b>12,212.89</b>	<b>16,340.55</b>

#### Imported and Indigenous Raw Material purchase

Imported	3,294.79	3,063.56
(%)	26%	20%
Indigenous	9,283.73	12,335.48
(%)	74%	80%
	<b>12,578.51</b>	<b>15,399.04</b>

#### Details of Raw Material Purchase

Wire Rod	10,781.69	13,577.04
Zinc	1,538.24	1,487.25
Lead	55.22	92.48
Others	203.36	242.26
	<b>12,578.51</b>	<b>15,399.04</b>

### NOTE - 22

#### PURCHASE OF STOCK IN TRADE

Trading Purchase	5,195.30	221.58
	<b>5,195.30</b>	<b>221.58</b>

#### Details of Stock in Trade

Wire Rod / Steel wire	5,195.30	53.41
High Seas (Wire Rod)	-	168.17
	<b>5,195.30</b>	<b>832.54</b>

### NOTE - 23

#### MANUFACTURING AND OPERATING COSTS

Job Work, Wages & Others	226.99	321.44
Packing Material	141.54	143.75
Power & Fuel	1,304.25	1,468.01
Other Manufacturing & Operating Expenses	125.46	88.43
Royalty Paid	-	50.48
Consumables, Stores & Spares	192.15	235.30
Repairs & Maintenance	152.53	137.49
	<b>2,142.92</b>	<b>2,444.90</b>

( ₹ in Lacs)

**Year ended  
31<sup>st</sup> March 2014**
**Year ended  
31<sup>st</sup> March 2013**
**NOTE - 24**
**CHANGES IN INVENTORIES OF FINISHED GOODS  
WORK IN PROGRESS AND STOCK IN TRADE**

Opening Stock		
i Finished Goods	781.65	476.72
ii Stock-in-Trade (Refer note 39)	50.47	123.69
iii Work in Progress	2,557.56	2,703.92
	<u>3,389.68</u>	<u>3,304.33</u>
Closing Stock		
i Finished Goods	1,069.84	781.65
ii Stock-in-Trade (Refer note 39)	84.56	168.08
iii Work in Progress	2,384.92	2,557.56
	<u>3,539.32</u>	<u>3,507.29</u>
<b>(Increase) / Decrease in Stock</b>	<b><u>(149.64)</u></b>	<b><u>(202.96)</u></b>

**NOTE - 25**
**EMPLOYEE BENEFIT EXPENSES**

Salary	318.10	300.29
Directors Remuneration	17.76	27.01
Workmen and Staff Welfare	22.24	29.24
Contribution to Provident Fund and Others	44.28	31.07
	<u><b>402.38</b></u>	<u><b>387.61</b></u>

**NOTE - 26**
**FINANCE COST**

Interest On		
Fixed Loans	399.03	97.21
Working Capital	809.75	726.56
Bank Charges & Commission	264.50	149.14
	<u><b>1,473.28</b></u>	<u><b>972.91</b></u>

**NOTE - 27**
**DEPRECIATION AND AMORTISATION EXPENSES**

Depreciation on Fixed Asset	641.42	568.98
Less : Amount transferred from Revaluation Reserve	-	9.39
Less : Amount transferred to Pre-operative expenses	-	15.37
	<u>641.42</u>	<u>544.22</u>
Miscellaneous Expenditure Written off	97.68	88.33
	<u><b>739.10</b></u>	<u><b>632.55</b></u>

## BEDMUTHA INDUSTRIES LIMITED

( ₹ in Lacs)

Year ended  
31<sup>st</sup> March 2014      Year ended  
31<sup>st</sup> March 2013

### NOTE - 28

#### SELLING & DISTRIBUTION EXPENSES

Advertisement & Exhibitions	4.78	16.43
Carriage Outward, Freight & Octroi	225.56	207.46
Conveyance Charges	14.61	10.37
Discount On Sales	14.17	13.77
Entry Tax	-	5.48
Loading & Unloading	12.74	13.91
Rent Expenses	18.72	30.09
Tender Expenses	0.59	0.37
Tour & Travelling Exp.	16.96	20.15
Other Selling & Distribution expenses	37.00	24.62

**a.** 345.13      342.65

#### OPERATING, ADMINISTRATIVE & OTHER EXPENSES

Audit Fees	3.00	3.00
Insurance Premium	5.74	9.05
Legal & Statutory Expenses	25.87	21.06
Office Exp	3.72	4.15
Other Expenses	25.87	48.31
Postage & Telegram	0.99	1.97
Printing & Stationery	4.49	8.75
Professional Charges	42.80	27.72
Security Charges	26.74	19.31
Telephone Charges	10.87	13.63
Forex (Gain) / Loss	210.93	91.61
Testing Expenses	6.69	3.15

**b.** 367.71      351.71

**(a. + b.)** 712.84      594.36

**29. Contingent liabilities not provided for in respect of**

(₹ in Lacs)

**(a)**

Particular	for the period ended	
	31st March , 2014	31st March , 2013
Counter Guarantees given against Bank Guarantees.	109.70	242.08
Assistant Commissioner of Sales Tax (BST), Sales Tax Office, Nashik. (Financial Year 1999-2000)	0.46	0.46
Custom Excise & Service Tax Appellate Tribunal, Bombay (A.Y.2004-2005)	88.76	88.76
The Commissioner of Income Tax (Appeals) - 1 Nashik (A.Y. 2011-2012)	14.26	NA
Income tax Appellate Tribunal - Pune (A.Y. 2009-2010)	6.23	-

**(b) Claims Outstanding with Banks**

Following claims were made by the company which are still outstanding as on the last day of the balance sheet and no confirmation from bank is there on record

Name of Bank			Excess Interest / Charges debited by bank	
			31/03/2014	31/03/2013
a	Bank Of India	Pune	2.13	4.25
b	Bank Of India	Mulund	-	1.15
c	Andhra Bank	Nashik	-	0.37
d	Andhra Bank	Mulund	-	0.48
e	Andhra Bank	Pune	-	24.09
f	Punjab National Bank	Pune	-	49.63
g	Punjab National Bank	Nashik	3.06	2.28
	<b>Total</b>		5.19	82.25

**(c)** In Current Year, considering the nature of Letter of Credit & Buyers Credit, Letter of Credit & Buyers Credit outstanding have been regrouped under the head trade payable, similarly previous year figures have been regrouped

**30. Remuneration Paid to Directors**

(₹ in Lacs)

Particular	for the period ending	
	31/03/2014	31/03/2013
Mr. Vijay Vedmutha	18.05	19.05
Mr. Ajay Vedmutha	18.05	19.05
Mr. K. R. Bedmutha	18.16	18.16

\* figures includes perquisites given to directors, contribution to Provident Fund etc.

**31. Auditors Remuneration**

(₹ in Lacs)

Particular	for the period ending	
	31/03/2014	31/03/2013
Statutory & Tax Audit Fees	3.37	3.37
Consultation & Certification	1.38	1.19

## BEDMUTHA INDUSTRIES LIMITED

32. Suppliers/ Service providers covered under Micro, Small Medium Enterprises Development Act. 2006 have not furnished the information the same to the company. In view of this, the information required to be disclosed u/s. 22 of the said Act is not disclosed.

### 33. Employees Benefit

During the period company paid premium of ₹ 8.65/- lacs towards group gratuity for the period 2013-14. (₹ 7.99/- lacs in previous year 2012-13)

### 34. i. VALUE OF IMPORTS ON C.I.F. BASIS :- (₹ In Lacs)

Particulars	for the period ending	
	31.03.2014	31.03.2013
Raw Material	3,869.92	3,731.69
Plant & Machinery	710.10	3,909.32
<b>Total</b>	<b>4,580.02</b>	<b>7,641.01</b>

### ii. EXPENSES INCURRED IN FOREIGN CURRENCY :- (₹ In Lacs)

Particulars	for the period ending 31st March, 2014	for the period ending 31st March, 2013
Foreign Tour & Traveling	8.02	2.59

### iii. VALUE OF EXPORT ON F.O.B BASIS :- (₹ In Lacs)

Particulars	for the period ending	
	31.03.2014	31.03.2013
Export Sales	111.67	-
<b>Total</b>	<b>111.67</b>	<b>-</b>

### 35. Disclosure in respect of derivative instruments (Amount in Lacs)

#### (a) Derivative Instruments that are outstanding

		Forward in USD
i	Against Import	-
	Previous year	0.50

#### (b) Foreign currency exposure that are not hedged by derivative instruments

		in US (\$)	in Euro (€)
i	Creditors	12.04	16.82
	(Previous year)	-	61.56
ii	Buyers Credit	16.70	28.97
	(Previous year)	20.01	9.99

All the derivative instruments have been acquired for hedging purpose



**36. Related Party Transactions (As required by Accounting Standard AS-18 “ Related Parties Disclosure”)**
**I) List of Related Parties and Relationship (As identified by the Management)**

- |  |    |  |
|--|----|--|
| <b>(a) Key Managerial Personnel</b>  | :- | Mr. K R Bedmutha, Chairman<br>Mr. Vijay K. Vedmutha, M. D.<br>Mr. Ajay K. Vedmutha, J. M. D.   |
| <b>(b) Relatives of Key Management</b>   | :- | Mrs. Usha V. Vedmutha<br>Mrs. Vinita A.Vedmutha  |
| <b>(c) Enterprises over which Key Management Personnel and their relatives exercise significant influence with whom transactions have been taken place during the year</b> | :- | Bedmutha Sons Reality Ventures Pvt. Ltd.<br>Bedmutha Agro Farms<br>Kamal Wire Products<br>K.R. Bedmutha Techno Associates Pvt. Ltd.<br>Elme Plast Co.<br>Kreepa Steel Industries<br>Bedmutha Chemicals Pvt. Ltd. |
| <b>(d) Associates</b>  | :- | Ashoka Pre-con Private Limited (49%)   |
| <b>(e) Subsidiary Company</b>  | :- | Kamalasha Infrastructure & Engineering Private Limited (54.75%)  |

**II) Transactions**

(₹ In Lacs)

Description	31st March , 2014			31st March , 2013		
	Associates / Subsidiary	Key Managerial Personnels	Enterprise Controlled by Key Managerial Personnels & their relatives	Associates / subsidiary	Key Managerial Personnels	Enterprise Controlled by Key Managerial Personnels & their relatives
<b>Purchase of goods/Services &amp; Fixed Assets</b>	<b>878.87</b>	-	<b>149.81</b>	<b>123.00</b>	-	<b>6.42</b>
Kamal Wire Products	-	-	8.49	-	-	4.97
Kamalasha Infrastructure &Engineering Pvt.Ltd.	878.87	-	-	117.23	-	-
Ashoka Pre-con Private Limited	-	-	-	5.77	-	-
K R Bedmutha Techno Associates Pvt. Ltd.	-	-	7.08	-	-	1.43
Elme Plast	-	-	133.84	-	-	-
Usha Chemicals	-	-	0.41	-	-	0.03
<b>Sales of goods / Services</b>	<b>431.97</b>	-	<b>99.36</b>	<b>442.53</b>	-	<b>314.31</b>
Kamal Wire Products	-	-	92.12	-	-	280.60
Ashoka Pre-con Private Limited	33.65	-	-	81.44	-	-
K R Bedmutha Techno Associates Pvt. Ltd.	-	-	-	-	-	33.71
Kamalasha Infrastructure &Engineering Pvt.Ltd.	398.32	-	-	361.10	-	-
Usha's Chemicals	-	-	7.23	-	-	-
<b>Interest Received</b>	<b>23.83</b>	-	-	<b>23.27</b>	-	<b>4.95</b>
KRBTA Techno Associates Pvt. Ltd.	-	-	-	-	-	4.95
Kamalasha Infrastructure &Engineering Pvt.Ltd.	23.83	-	-	23.27	-	-
<b>Other Services Receipts</b>	-	-	-	<b>55.94</b>	-	-
Kamalasha Infrastructure &Engineering Pvt.Ltd.	-	-	-	55.94	-	-

## BEDMUTHA INDUSTRIES LIMITED

Description	31st March , 2014			31st March , 2013		
	Associates / Subsidiary	Key Managerial Personnels	Enterprise Controlled by Key Managerial Personnels & their relatives	Associates / subsidiary	Key Managerial Personnels	Enterprise Controlled by Key Managerial Personnels & their relatives
<b>Remuneration paid</b>	-	<b>54.25</b>	-	-	<b>56.26</b>	-
Vijay Vedmutha	-	18.05	-	-	19.05	-
Ajay Vedmutha	-	18.05	-	-	19.05	-
Kachardas Bedmutha	-	18.16	-	-	18.16	-
<b>Salary Paid</b>	-	<b>10.80</b>	-	-	<b>10.80</b>	-
Vinita Vedmutha	-	10.80	-	-	10.80	-
<b>Rent paid</b>	-	<b>4.20</b>	<b>1.62</b>	-	<b>4.56</b>	<b>1.62</b>
Vijay Vedmutha	-	1.56	-	-	1.92	-
Ajay Vedmutha	-	0.90	-	-	0.90	-
Vinita Vedmutha	-	0.90	-	-	0.90	-
Kamlabai K Bedmutha	-	0.84	-	-	0.84	-
Elme Plast	-	-	1.62	-	-	1.62
<b>Advance given for ;</b>						
<b>Capital Procurement</b>	<b>171.20</b>	-	<b>341.18</b>	<b>347.93</b>	-	-
Kamalasha Infrastructure & Engineering Private Limited	171.20	-	-	347.93	-	-
Elme Plast	-	-	312.31	-	-	-
K R Bedmutha Techno Associates Pvt. Ltd.	-	-	28.87	-	-	-
<b>Net Loans and advances given</b>	-	-	-	<b>210.00</b>	-	-
Ashoka PreCon Private Ltd.	-	-	-	210.00	-	-

### Balances as at 31st March 2014.

<b>Advance given for ;</b>	<b>171.20</b>	-	<b>341.18</b>	<b>627.93</b>	-	<b>279.02</b>
<b>Capital Procurement</b>						
Kamalasha Infrastructure & Engineering Private Limited	171.20	-	-	627.93	-	-
Bedmutha Chemicals P Ltd.	-	-	-	-	-	0.37
K R Bedmutha Techno Associates Pvt. Ltd.	-	-	28.87	-	-	-
Elme Plast Co.	-	-	312.31	-	-	278.65
<b>Others</b>	<b>461.00</b>	-	<b>0.00</b>	<b>506.94</b>	-	<b>118.81</b>
K R Bedmutha Techno Associates Pvt. Ltd.	-	-	-	-	-	76.28
Bedmutha Chemicals P Ltd.	-	-	-	-	-	42.53
Ashoka PreCon Private Ltd.	210.00	-	-	210.00	-	-
Kamalasha Infrastructure & Engineering Private Limited	251.00	-	-	296.94	-	-

Description	31st March , 2014			31st March , 2013		
	Associates / Subsidiary	Key Managerial Personnels	Enterprise Controlled by Key Managerial Personnels & their relatives	Associates / subsidiary	Key Managerial Personnels	Enterprise Controlled by Key Managerial Personnels & their relatives
<b>Advance paid ;</b>	-	-	<b>3.53</b>	-	-	-
Elme Plast	-	-	3.42	-	-	-
Bedmutha Sons Reality Ventures Pvt. Ltd.	-	-	0.11	-	-	-
<b>Advance received ;</b>	-	-	-	-	-	-
Elme Plast	-	-	9.59	-	-	-
<b>Trade Receivables</b>	<b>633.93</b>	-	<b>268.99</b>	<b>177.69</b>	-	<b>252.00</b>
Ashoka Pre-con Private Ltd.	11.17	-	-	12.51	-	-
Kamal Wire Products	-	-	38.22	-	-	97.97
K R Bedmutha Techno Associates Pvt. Ltd.	-	-	167.54	-	-	153.94
Kamalasha Infrastructure & Engineering Pvt. Ltd.	622.76	-	-	165.18	-	-
<b>Trade Payables</b>	<b>5.54</b>	-	<b>54.92</b>	<b>5.77</b>	-	<b>9.36</b>
Ashoka PreCon Private Limited	5.54	-	-	5.77	-	-
Elme Plast	-	-	-	-	-	4.45
Bedmutha Chemicals P Ltd.	-	-	42.53	-	-	-
Usha's Chemicals P Ltd.	-	-	0.29	-	-	-
Kreepa Steel Industries	-	-	0.02	-	-	-
K R Bedmutha Techno Associates Pvt. Ltd.	-	-	0.98	-	-	-
Kamal Wire Products	-	-	11.10	-	-	4.91

**III) Disclosure as required by clause 32 of the Listing Agreement with Stock Exchanges.**

(₹ In Lacs)

Name of Concern	Type of relationship	Amount Outstanding as on 31.03.2014	Maximum Amount Outstanding
<b>Advance given for Fixed Assets</b>			
Kamalasha Infrastructure & Engineering Private Limited	Subsidiary	171.20	171.20
Elme Plast Co.	Director is partner	312.31	312.31
K R Bedmutha Techno Associates Private Limited	Director's wife is Director	28.87	28.87
<b>Loans &amp; advances received</b>			
Elme Plast Co.	Director is partner	9.59	9.59
<b>Loans &amp; advances paid</b>			
Bedmutha Sons Reality Ventures Pvt. Ltd.	Director's wife is Director	0.11	0.11
Kamalasha Infrastructure & Engineering Private Limited	Subsidiary	251.00	251.00

## BEDMUTHA INDUSTRIES LIMITED

**37. Disclosure as per Clause 43 of the Listing Agreement for the quarter ended on March 31, 2014**

The utilization of issue proceeds from IPO (₹ 9184.30 lakhs) is as follows:-

Particulars of Fund Utilization for	Amount to be utilized as per prospectus	Actual Utilization
Expansion Project	8,494.40	6,976.53
General Corporate Purpose	175.00	-
Share Issue Expenses	542.00	394.90
<b>Total</b>	<b>9,211.40</b>	<b>7,371.43</b>

As on March 31, 2014 unutilized funds in the Company amounting to ₹ 1812.87 lakhs have been temporarily invested in companies Cash credit account, interest bearing ICDs', for the expansion project at Sinnar Unit and given advance to parties for purchase of fixed asset.

**38. The Company is organized into two segments mainly:**

- i. Wire & Wire Products
- ii. Consultancy \*\*

(During the period 1st April 2013 to 31st March 2014, No significant revenue was generated in consultancy division, and hence the same is not reported.)

\*\*As regards to the Consultancy / Contracting activities of the company are carried out in the name of K.R. Bedmutha & Techno Associates.

**39. Inventory of land held for trading is transferred to investment in view of the change in its envisaged usage in FY 2012-13**

**40. Excess depreciation claimed in previous years have been rectified & reversed in current year as prior period income.**

**41. Previous Year's figures have been re-grouped and re-arranged as and when necessary.**

**42. Significant accounting policies and practices adopted by the Company are disclosed in the statement annexed to these financial statements as per Annexure I**

As per our attached report of even date.  
for **Patil Hiran Jajoo & Co.**  
Chartered Accountants

Aniruddha Jajoo  
Partner  
M.No. 103246  
Firm Regd 120127W

Place: Nashik  
Date : 23.05.2014

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

K R Bedmutha  
Chairman

Vijay Vedmutha  
Managing Director

Aditi Bhavsar  
Company Secretary

**Annexure I****Significant Accounting Policies****a. Basis of Accounting**

The Financial statements of the company have been prepared under the historical cost convention on an accrual basis, in accordance with applicable Accounting Standards and relevant provisions of Companies Act, 1956.

**b. Use of Estimates**

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known.

**c. Fixed Assets**

Fixed Assets (including Capital Work in Progress) are recorded at the cost of acquisition or construction, net of tax credit wherever eligible. Cost includes all expenses related to acquisition or construction, including attributable borrowing cost on qualifying assets.

**d. Expenditure during Construction Period**

In case of new projects and in case of substantial modernization / expansion at existing units of the company, all pre-operative expenditure specifically for the project, incurred up to the date of completion, is capitalized and added pro-rata to the cost of fixed assets.

**e. Depreciation**

- i Depreciation on Fixed Assets is provided on Straight Line Method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.
- ii Depreciation on addition to the Fixed Asset or on sale/discardment is calculated pro rata from the date of such addition or up to the date of such sale/discardment, as the case may be;
- iii Cost of Leasehold land is not amortised and is shown at cost.
- iv The charge over and above the depreciation calculated on the original cost of the revalued assets is transferred from Revaluation Reserve to Depreciation Account (Profit & Loss Account)

**f. Intangible Assets**

Intangible Assets are stated at cost of acquisition less amortization. Goodwill is amortised at ten percent on Straight Line Method.

**g. Investments**

- i Investment are classified as investments in Subsidiaries (valued at cost), Associates (valued at cost) within the meaning of Accounting Standard 13 "Accounting for Investments".
- ii Investments are recorded as Long Term Investments unless they are expected to be sold within one year.
- iii Investments are stated at cost in accordance with Accounting Standard 13 on "Accounting for Investments". Provision for diminution is made to recognize a decline, other than temporary, in the value of such investments. & Accounting Standard 23 on "Investment in Associates".

**h. Inventories**

- i Inventories of Raw Material, Work in Progress, Finished Goods (including Goods for Trade) are valued 'at cost or net realizable value' whichever is lower. Scrap is valued at net realizable value as per the assessment of the Management. Excise duty is added in valuation of Finised Goods.
- ii Major Consumables (Stores & Spares) like LDO, lead, dies etc are valued at cost and other minor Consumables (Stores & Spares) are written off in the year of purchase.
- iii Cost comprises all cost of purchase, appropriate direct production overheads and other costs incurred in bringing the inventories to their present location and condition. For the purpose of valuation of closing stock, FIFO method is being used as prescribed by Accounting Standard 2.

**i. Revenue Recognition**

- i Sale of goods is recognized on transfer of significant risks and rewards of ownership which is generally on the dispatch of goods. Gross sales are inclusive of excise duty, service tax, value added tax, but are net of sales returns.

## BEDMUTHA INDUSTRIES LIMITED

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- ii Income from Services is recognized when on completion of services or part completion of the assignment as per Contract.
- iii Revenue / Income and Cost / Expenses are generally accounted on accrual as they are earned or accrued or incurred, except in case of significant uncertainties.
- iv Dividend income is recognized when the right to receive the same is established.
- v The Company has provided Services to related to Contruction Contracts. The Company follows the percentage completion method, based on the stage of completion at the balance sheet date, taking into account the contractual price and revision thereto by estimating total revenue and total cost till completion of the contract and the profit so determined has been accounted for proportionate to the percentage of the actual work done.

Revenue is recognised as follows:

- a) In case of item rate contracts on the basis of physical measurement of actually completed at the balance date
- b) In case of lump sum contracts, revenue is recognised on the completion of milestones as specified in the contract or as identified by the management.

### j. Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets, as defined in Accounting Standard 16 on "Borrowing Costs" are capitalized as part of such assets up to the date when the asset is ready for its intended use. Other borrowing costs are expensed as incurred.

### k. Employees Benefit

Post Employment / Retirement Benefits - The liability for Gratuity benefits, on the basis of amounts contributed to LIC's Group Gratuity Policy and the difference between the amounts paid on retirement and recovered from LIC, is charged to Profit & Loss Account. Employer's Contribution to Provident Fund is debited to Profit & Loss Account.

### l. Foreign Currency Transactions

- i. Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transactions.
- ii. Monetary Foreign Currency assets and liabilities (monetary items) are reported at the exchange rate prevailing on the balance sheet date.
- iii. Exchange difference relating to long term monetary items, arising during the year, in so far as they relate to the acquisition of depreciable capital assets are added to / deducted from the cost of the asset and depreciated over the balance life of the asset.
- iv. All other exchange difference are dealt with in profit and loss account.

### m. Provision for current tax and deferred tax

- i Provision for income tax is made on the basis of estimated taxable income for the period. Advance Tax and Tax Deducted at Source (TDS) are shown in the balance sheet under head Other Current Assets during the year and in subsequent years the Advance Tax & TDS are adjusted against Provision for Tax. The net effect has shown under Provision for Tax.
- ii The deferred tax assets and deferred tax liabilities are calculated by applying current tax rate and tax laws that have been enacted or substantively enacted on the balance sheet date.

### n. Earnings Per Share

The Company reports basic and diluted Earnings per share (EPS) in accordance with Accounting Standard 20 on "Earnings per Share". Basic EPS is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

### o. Cash Flow Statement

The cash flow statement is prepared by the "indirect method" set out in Accounting Standard 3 on "Cash Flow Statement" and presents the cash flows by operating, investing and financing activities of the company.

Cash and Cash equivalents presented in the Cash Flow Statement consist of cash on hand and cash at bank.

### p. Issue Expenses

The expenses incurred for Initial Public Offer "IPO" is shown as Issues expenses under the head Other Long term Assets(Note 13). In current year , 20% of IPO Expenses is written of and charged to Profit & Loss Account.



**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956,  
RELATING TO SUBSIDIARY COMPANY**

1.	Name of the Company	Kamalasha Infrastructure and Engineering Pvt. Ltd.
2.	Financial Year of the Subsidiary Company	01.04.2013 – 31.03.2014
3.	Holding Company's Interest	54.75%
4.	Total Paid Up Capital of Subsidiary Company	99,00,000 (9,90,000 equity shares of Rs.10 each)
5.	Interest of Holding Company	54,20,000 (5,42,000 equity shares of Rs.10 each)
6.	The net aggregate amount of profit of the subsidiary company in so far as it concerns the members of the holding company	54,20,000 (5,42,000 equity shares of Rs.10 each)
a.	Dealt in the accounts of the holding company	
i.	For the subsidiary's financial year 2013-14	NIL
ii.	For the previous financial year of the subsidiary since it becomes subsidiary of holding company:	NIL
b.	Not dealt in the accounts of the holding company	
i.	For the subsidiary's financial year 2013-14	NIL
ii.	For the previous financial year of the subsidiary since it become subsidiary of the subsidiary's financial year ended on 31 <sup>st</sup> March, 2014	NIL
7.	Change in the interest of holding company between the end of the subsidiary's financial year ended on 31 <sup>st</sup> March, 2014	NIL
8.	Additional information	NIL

For **BEDMUTHA INDUSTRIES LIMITED**

**K R Bedmutha**  
Chairman

**Vijay Vedmutha**  
Managing Director

**Aditi G. Bhavsar**  
Company Secretary

**Date : 23rd May, 2014**

**Place : Nashik**

**BEDMUTHA INDUSTRIES LIMITED**

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**INFORMATION REGARDING SUBSIDIARY**

**Name:** : Kamalasha Infrastructure And Engineering Private Ltd.

**Financial year ending on** : 31<sup>st</sup> March, 2014

**Reporting Currency** : INR

<b>Sr. No.</b>	<b>Particulars</b>	<b>Rs. In lacs</b>
1	Share Capital	99.00
2	Reserves	674.35
3	Total assets	2769.34
4	Total liabilities	1995.99
5	Investments	NIL
6	Turnover	817.91
7	Profit before tax	39.91
8	Provisions for taxes	7.91
9	Profit after tax	32.00
10	Interim dividend	NIL
11	Proposed dividend	NIL

## Independent Auditor's Report

### To the Members of Bedmutha Industries Limited

#### Report on the Financial Statements

We have audited the accompanying consolidated financial statements of **Bedmutha Industries Ltd** ("the Company"), which comprise the Balance Sheet as at **31<sup>st</sup> March, 2014**, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

## BEDMUTHA INDUSTRIES LIMITED

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- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

**For Patil Hiran Jajoo & Co.**

**Chartered Accountants**

Firm Registration No: 120117 W

**Aniruddha Jajoo**

Partner

Membership No: 103246

Place: Nasik

Date: 23/05/2014

### ANNEXURE TO THE AUDITORS REPORT ON FINANCIAL STATEMENTS

- i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) These fixed assets have been physically verified by the management at reasonable intervals. According to the information given to us no material discrepancies were noticed on such verification.
- (c) During the year, the company has not disposed off its fixed assets so as to affect it as a going concern.
- (d) No fixed assets has been revalued during the year
- ii. As explained to us, the inventories of finished goods, semi-finished goods and raw material were physically verified by the management at reasonable interval. In our opinion, the frequency of verification is reasonable.
  - (a) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.
  - (b) In our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical verification and book records were not material.
  - (c) In respect of the Company's trading activity, we are informed that there are no damaged stocks.
- iii. (a) Particulars of loans and advances unsecured taken by company from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

No. of Parties	Type	Amount involved in the transaction (₹. in Lacs)	
		Closing Balance	Maximum Amount Outstanding
Two	Loans	80.00	80.00

Particulars of loans and advances unsecured granted by company to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.

No. of Parties	Type	Amount involved in the transaction (₹. in Lacs)	
		Closing Balance	Maximum Amount Outstanding
One	Loan	210.00	210.00

- (b) In our opinion, the rate of interest and other terms and conditions on which loans and advances have been taken from / granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not prima facie, prejudicial to the interest of the company.
- (c) The company has taken loans from or granted advances to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. According to the information & explanation given to us, the loan & advances are without stipulation of repayment of principal or interest amount.
- (d) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- iv In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to sale of Goods and Services. Further on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lac in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Sec 58A and Sec 58 AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- vii The company has an adequate internal audit system commensurate with the size and nature of its business.
- vii We have broadly reviewed the books of accounts maintained by the company in respect of activity where, pursuant rules made by Central Government of India, the maintenance of cost records has been prescribed u/s 209 (1) (d) of the Companies Act, 1956 & are of opinion that prima facie the prescribed accounts & records have been made & maintained. We have not, however made a detailed examination of cost records with a view to determine whether they are accurate or complete.
- ix (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, sales tax, service tax, employees' state insurance, custom duty, excise duty, cess and other material statutory dues applicable to it. There have been no taxes unpaid as on 31st March 2014 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute except as stated below:-

Sr. No.	Department	Financial Year	Amount of Dispute (In ₹.)
1	Department of Sales Tax, Maharashtra	1999-00	45,514/-
2	Custom Excise & Service tax Appellate Tribunal, Bombay	2004-05	88,75,694/-
3	The Commissioner Of Income Tax (Appeals)	2010-11	14,25,610/-
4	Income Tax Appellate Tribunal – Pune	2008-09	6,22,940/-

## BEDMUTHA INDUSTRIES LIMITED

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- x The company does not have any accumulated loss as on 31st March 2014, and has not incurred cash loss during the year covered by our audit and in the immediately preceding financial year.
- xi In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to the bank or financial institutions.
- xii In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantee given by the company for loans taken by others from banks or financial institutions are not prima facie prejudicial to the interest of the Company. Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund /society. Therefore, the provision of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xiv In our opinion, and according to the information and explanations given to us, the company is not dealing in or trading in shares, securities, debentures and other investments.
- xv In our opinion & according to information & explanation given to us, the terms & conditions of guarantees given by company for loans taken by others from bank or financial institutions during the year are not prejudicial to the interest of the company.
- xvi In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.
- xvii On the Basis of our overall examination of the financial statements and other records of the company, we report that the no funds raised on short-term basis have been used for long-term investment.
- xviii According to the information and explanations given to us, the company has not made the preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- xix According to the information and explanations given to us, the company has not issued any debentures during the year.
- xx During the period covered by our audit report, the company has not raised money through public issue, We have verified the end use of money raised by public issue in last year disclosed in notes to the financial statements.
- xxi During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing standards in India, and according to the information and explanations given to us we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have been informed of such case by the management.

**For Patil Hiran Jajoo & Co.**  
**Chartered Accountants**  
Firm Registration No:120117W

**Aniruddha Jajoo**  
Partner  
Membership No: 103246

Place: Nashik  
Date: 23/05/2014



## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014.

(₹ In lacs)

	Note	Year ended 31 <sup>st</sup> March 2014	Year ended 31 <sup>st</sup> March 2013
<b>I. EQUITY &amp; LIABILITIES</b>			
<b>1. Shareholders' Fund</b>			
a. Share Capital	2	2,103.16	2,103.16
b. Reserves & Surplus	3	10,470.51	10,307.63
<b>2. Minority Interest</b>		662.55	648.06
<b>2. Non-current Liabilities</b>			
a. Long-term borrowings	4	12,330.13	7,723.94
b. Deferred tax liabilities (Net)	5	481.23	405.26
c. Other long term liabilities	6	5,224.64	1.94
d. Long term provisions	7	-	-
<b>3. Current Liabilities</b>			
a. Short-term borrowings	8	4,667.59	3,882.30
b. Trade Payables	9	5,221.65	8,647.76
c. Other short term liabilities	10	2,661.19	1,105.38
d. Short-term provisions	11	136.01	542.07
		<b>43,958.66</b>	<b>35,367.50</b>
<b>II. ASSETS</b>			
<b>1. a. Fixed Assets</b>	12		
i. Tangible Assets		10,277.87	10,175.08
ii. Intangible Assets		30.27	39.82
iii. Capital work-in-progress		14,290.86	5,924.88
b. Non-current Investment	13	208.87	217.77
c. Long term loans and advances	14	918.86	1,648.34
d. Other non-current assets	15	236.99	340.26
<b>2. Current Assets</b>			
a. Inventories	16	5,456.06	4,503.76
b. Trade Receivables	17	4,388.98	6,641.10
c. Cash and Cash equivalents	18	1,918.32	1,292.58
d. Short-term loans and advances	19	4,153.64	3,202.74
e. Other Current assets	20	2,082.95	1,381.18
		<b>43,958.66</b>	<b>35,367.50</b>

Notes form an integral part of these financial statements

As per our attached report of even date.

**for M/s Patil Hiran Jajoo & Co.**  
Chartered Accountants

*for and on the behalf of Board of Directors of*  
**Bedmutha Industries Limited**

**Aniruddha Jajoo**  
Partner  
M.No. 103246  
Firm Regd 120117W

**K R Bedmutha**  
Chairman

**Vijay Vedmutha**  
Managing Director

Place: Nashik  
Date : 23.05.2014

**Aditi Bhavsar**  
Company Secretary

## BEDMUTHA INDUSTRIES LIMITED

### Consolidated Profit and Loss Statement for the Period ended 31st March, 2014.

(₹ In lacs)

	Note	Year ended 31 <sup>st</sup> March 2014	Year ended 31 <sup>st</sup> March 2013
Revenue from operations	21	24,647.28	24,682.11
<i>less: Excise Duty/Service Tax/Tax Collected</i>		2,017.86	2,653.25
I. Net Revenue from operations		22,629.42	22,028.86
II. Other Income	22	761.50	262.88
III. Total Revenue (I + II)		<b>23,390.92</b>	<b>22,291.74</b>
IV. Expenses:			
Cost of material consumed	23	12,212.89	16,340.55
Purchase of Stock-in-Trade	24	5,272.47	593.84
Manufacturing and Operating Cost	25	2,744.37	2,621.53
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	26	(485.41)	(384.29)
Employee benefits expenses	27	454.64	442.72
Finance Cost	28	1,490.72	988.90
Depreciation and amortisation expenses	29	743.48	635.98
Other Expenses	30	752.69	652.76
Total Expenses		<b>23,185.85</b>	<b>21,891.99</b>
V. Profit before exceptional Item & Tax (III - IV)		205.07	399.75
VI. Exceptional Item			
VII. Profit before Tax (V - VI)		<b>205.07</b>	<b>399.75</b>
VIII. Tax Expenses			
(1) Current Tax		48.80	23.00
(2) Deferred Tax		75.97	100.92
(3) Tax in respect of earlier year		(58.41)	15.04
IX. Profit / (Loss) after tax before share of results of associates and minority interest (VII - VIII)		138.71	260.79
<i>less: Minority Interest</i>		14.48	170.83
<i>add: Share in Profit / (Loss) of Associates</i>		(15.40)	(20.17)
X. Profit / (Loss) for the year		108.83	69.79
XI. Earning per equity share of ₹. 10 each			
(1) Basic		0.52	0.33
(2) Diluted		0.52	0.33
ShareHolding of Minority			
Weighted average number of shares outstanding		21,031,611	21,031,611

Notes form an integral part of these financial statements

As per our attached report of even date.

for M/s Patil Hiran Jajoo & Co.  
Chartered Accountants

for and on the behalf of Board of Directors of  
Bedmutha Industries Limited

Aniruddha Jajoo  
Partner  
M.No. 103246  
Firm Regd 120117W

K R Bedmutha  
Chairman

Vijay Vedmutha  
Managing Director

Place: Nashik  
Date : 23.05.2014

Aditi Bhavsar  
Company Secretary

**Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March , 2014**

Particulars	(₹. In Lacs)	
	31/03/2014	31/03/2013
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax and Extra Ordinary items	205.07	399.75
Adjustment For		
Add : Depreciation	645.78	547.62
(Profit ) / Loss on Sale Of Investment	5.17	1.42
Miscellaneous Expenses written off	97.70	88.35
Interest & Financial charges (Net)	1,211.55	988.90
Provision for Defect Liability Charges	0.00	39.52
Prior Period Income	(405.09)	0.00
Dividend Income	(8.14)	(0.70)
<b>Operating Profit Before Working Capital Changes</b>	<b>1,752.03</b>	<b>2,064.86</b>
<b>Adjustment for working capital changes</b>		
(Increase) / Decrease in Trade & Other Receivables	1,469.36	(2,098.99)
(Increase) / Decrease in Inventories	(952.29)	654.00
Increase / (Decrease) in Trade Payable & Other Liabilities	2,402.76	718.69
<b>Cash Generated from Operations</b>	<b>2,919.83</b>	<b>(726.30)</b>
Direct Taxes paid	(89.86)	(78.67)
<b>Net Cash From Operating Activities</b>	<b>4,582.00</b>	<b>1,259.89</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets / Capital Work In Progress	(8,700.28)	(8,709.50)
Purchase of Investments	(396.50)	(105.10)
Sale of Fixed Assets / Investment	390.75	2.47
Dividend Income	8.14	0.70
<b>Net Cash used in Investing Activities</b>	<b>(8,697.89)</b>	<b>(8,811.43)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/ ( Decrease) Net Proceeds from Long Term Borrowings	5,166.87	5,138.19
Increase/ ( Decrease) Net Proceeds form Short Term Borrowings	786.30	2,902.52
Refund of Share Application Money	-	-
Interest & Financial charges (Net)	(1,211.55)	(988.90)
<b>Net Cash From Financing Activities</b>	<b>4,741.62</b>	<b>7,051.81</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>625.73</b>	<b>(499.73)</b>
<b>Opening Cash &amp; Cash equivalents</b>	<b>1,292.58</b>	<b>1,792.31</b>
<b>Closing Cash &amp; Cash equivalents</b>	<b>1,918.32</b>	<b>1,292.58</b>

Note : i. Figures in brackets represents outflows  
 ii. Previous year figures have been regrouped / restated wherever necessary

As per our attached report of even date.

**for M/s Patil Hiran Jajoo & Co.**  
 Chartered Accountants

*for and on the behalf of Board of Directors of*  
**Bedmutha Industries Limited**

**Aniruddha Jajoo**  
 Partner  
 M.No. 103246  
 Firm Regd 120117W

**K R Bedmutha**  
 Chairman

**Vijay Vedmutha**  
 Managing Director

Place: Nashik  
 Date : 23.05.2014

**Aditi Bhavsar**  
 Company Secretary

## BEDMUTHA INDUSTRIES LIMITED

(₹. In Lacs)

**As at**  
**31st March 2014**      **As at**  
**31st March 2013**

### NOTE - 1

#### GENERAL INFORMATION

- i) The Consolidated Financial Statements present the consolidated Accounts of Bedmutha Industries Limited with its following subsidiary, Associates :
- |   | Proportion of Ownership of Interest | Proportion of Ownership of Interest |
|---|-------------------------------------|-------------------------------------|
| <b>A. Subsidiary</b>                                    |                                     |                                     |
| Kamalasha Infrastructures & Engineering Private Limited | 54.75%                              | 54.75%                              |
| <b>B. Associates</b>                                    |                                     |                                     |
| Ashoka Pre-Con Private Limited                          | 49.00%                              | 49.00%                              |
- ii) Significant Accounting Policies and Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and guide to better understanding the consolidated position of the Companies. Recognising this purpose, the Company has disclosed only such Policies and Notes from the individual financial statements, which fairly present the needed disclosures.

### NOTE - 2

#### SHARE CAPITAL

<b>Authorised Equity Capital</b>	2,500.00	2,500.00
[25000000 Equity Shares Of ₹ 10 Each]		
[25000000 Equity Shares Of ₹ 10 Each For Previous Year]		
<b>Issued, Subscribed and Paid up Capital</b>		
[2,10,31,611 Equity Shares Of ₹. 10 Each]	2,103.16	2,103.16
[2,10,31,611 Equity Shares Of ₹. 10 Each for Previous Year]		
	<b>2,103.16</b>	<b>2,103.16</b>

#### Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

Name of Shareholder	No. of Shares (% of holding) As at 31st March 2014	No. of Shares (% of holding) As at 31st March 2013
Ajay Kachardas Vedmutha	34,10,753 (16.22%)	33,54,897 (15.95%)
Vijay Kachardas Vedmutha	33,77,232 (16.06%)	33,41,593 (15.89%)
Kachardas Ratanchand Vedmutha	21,91,841 (10.42%)	21,00,829 (9.99%)
Vinita Ajay Vedmutha	12,72,148 (6.05%)	12,30,148 (5.85%)
Usha Vijay Vedmutha	12,50,134 (5.94%)	12,30,134 (5.85%)
Bedmutha Sons reality ventures Private Limited	12,39,898 (5.90%)	11,87,108 (5.64%)

#### Details of shares issued other than cash

30,06,850 Equity Shares of ₹. 10 each fully paid were issued as Bonus Shares in ratio of 1:3 on 31st October 2009.

(₹. In Lacs)

**NOTE - 3**
**RESERVES & SURPLUS**
**Capital Reserve**

	As at 31st March 2014	As at 31st March 2013
Opening Balance	44.17	44.17
Addition : During the year	54.05	-
Closing Balance	98.22	44.17

The Company has accounted Value Added Tax (VAT) subsidy refund & Electricity Duty refund of ₹. 54 lacs during the year.

**Share Premium Account**

Opening Balance	8,289.21	8,289.21
Addition : During the year	-	-
Closing Balance	8,289.21	8,289.21

**Revaluation Reserve**

Opening Balance	-	9.39
Less : Written off during the year	-	9.39
Closing Balance	-	-

**Surplus**

Opening Balance	1,974.25	1,904.46
Add : Surplus / (Deficit) during the year	108.83	69.79
Closing Balance	2,083.08	1,974.25
	<b>10,470.51</b>	<b>10,307.63</b>

**NOTE - 4**
**Non-current Liabilities**
**(a) LONG-TERM BORROWINGS**
**i. Secured**

1. Term Loan from Banks	11,210.77	6,010.12
2. Buyers Credit	-	-
2. Through Letter of Credit	-	-
	<b>11,210.77</b>	<b>6,589.20</b>

Term loans amounting to ₹. 185.62 lacs (March 31, 2013 : ₹.452.57 lacs) {inclusive of ₹. 157.31 lacs (March 31, 2013 : ₹. 259.22 lacs) grouped under Note No. 8 ; Current Maturities for Long Term Debts} are secured by first pari-passu / equitable mortgage on entire block of assets of the company situated at Plant 1, A 32-35 & 57, STICE, Sinnar, Nashik 422103, Plant 2, A 70-72, STICE, Sinnar, Nashik 422 103, Plant 3, B113, STICE, Sinnar, Nashik 422103, Plant 4, B 140, STICE, Sinnar, Nashik 422 103, and the personal guarantee of Promoter Directors and others.

Term loans amounting to ₹. 12358.76 lacs (March 31, 2013 : ₹. 5764.95 lacs ) {inclusive of ₹. 1249.00 lacs (March 31, 2013 : Nil ) grouped under Note No. 8 are secured by first pari-passu / equitable mortgage on entire block of assets of the company situated at Plant 1, A 32-35 & 57, STICE, Sinnar, Nashik 422103, Plant 2, A 70-72, STICE, Sinnar, Nashik 422 103, Plant 3, B113, STICE, Sinnar, Nashik 422103, Plant 4, B 140, STICE, Sinnar, Nashik 422 103, Gat no. 232,237,29, Rasegaon, Taluka Dindori, Nahsik, Plot No. E 1, Nardana Industrial Estate, Dhule, and personal guarantee of promoter directors

## BEDMUTHA INDUSTRIES LIMITED

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Vehicle Loans amounting to ₹. 52.39 lacs ( March 31, 2013 : ₹. 28.57 lacs ) {inclusive of ₹. 8.59 lacs (March 31, 2013 : ₹. 5.56 lacs) grouped under Note No. 8 ; Current Maturities for Long Term Debts} are secured by the way of hypothecation of Vehicle purchased thereunder.

### Terms of Repayment

Term loan amounting to ₹. 8.30 lacs (March 31, 2013 : ₹. 80.30 lacs) is repayable in 28 quarterly instalments. Last instalment due in May 2014

Term loan amounting to ₹. 47.01 lacs (March 31, 2013 : ₹. 84.41 lacs) is repayable in 60 monthly instalments. Last instalment due in June 2015

Term loan amounting to ₹. 82.35 lacs (March 31, 2013 : ₹. 155.56 lacs) is repayable in 60 monthly instalments. Last instalment due in June 2015

Term loan amounting to ₹. 47.97 lacs (March 31, 2013 : ₹. 92.35 lacs) is repayable in 60 monthly instalments. Last instalment due in May 2015

Term loan amounting to ₹. 1170.02 lacs (March 31, 2013 : ₹.1073.29 lacs) is repayable in 22 Structured Quarterly Instalments. Last instalment due in June 2019

Term loan amounting to ₹. 2652.16 lacs (March 31, 2013 : ₹.1469.16 lacs ) is repayable in 22 Quarterly Instalments. Last instalment due in March 2020,

Term loan amounting to ₹. 4578.00 lacs (March 31, 2013 : ₹. 2225.00 lacs)is repayable in 22 Quarterly Instalments. Last instalment due in June 2019

Term loan amounting to ₹. 2550.50 lacs (March 31, 2013 : ₹. 947.50 lacs) is repayable in 22 Quarterly Instalments. Last instalment due in June 2019

Term loan amounting to ₹. 1408.09 lacs (March 31, 2013 : ₹. 50.00 lacs) is repayable in 22 Quarterly Instalments. Last instalment due in December 2019

Vehicle loan amounting to ₹. 9.17 lacs (March 31, 2013 : ₹. 11.71 lacs) is repayable in 59 monthly instalments. Last instalment due in February 2017

Vehicle loan amounting to ₹. 2.31 lacs (March 31, 2013 : ₹. 3.28 lacs) is repayable in 45 monthly instalments. Last instalment due in December 2014

Vehicle loan amounting to ₹. 1.42 lacs (March 31, 2013 : ₹. 3.35 lacs) is repayable in 45 monthly instalments. Last instalment due in November 2014

Vehicle loan amounting to ₹. 5.88 lacs (March 31, 2013 : ₹. 3.35 lacs) is repayable in 84 monthly instalments. Last instalment due in February 2020

Vehicle loan amounting to ₹. 2.25lacs (March 31, 2013 : ₹. 3.29 lacs) is repayable in 45 monthly instalments. Last instalment due in October 2014

Vehicle loan amounting to ₹.12.12 lacs (March 31, 2013 : ₹. Nil) is repayable in 48 monthly instalments. Last instalment due in September 2017

Vehicle loan amounting to ₹. 17.27 lacs (March 31, 2013 : ₹. Nil) is repayable in 48 monthly instalments. Last instalment due in March 2017

Vehicle loan amounting to ₹. 3.29 lacs (March 31, 2012 : ₹. 4.19 lacs) is repayable in 45 monthly instalments. Last instalment due in October 2014

Vehicle loan amounting to ₹. 3.29 lacs (March 31, 2012 : ₹. 4.19 lacs) is repayable in 45 monthly instalments. Last instalment due in October 2014

Vehicle loan amounting to ₹. 3.29 lacs (March 31, 2012 : ₹. 4.19 lacs) is repayable in 45 monthly instalments. Last instalment due in October 2014

Vehicle loan amounting to ₹. 3.29 lacs (March 31, 2012 : ₹. 4.19 lacs) is repayable in 45 monthly instalments. Last instalment due in October 2014

(₹. In Lacs)

	As at 31st March 2014	As at 31st March 2013
<b>ii. Unsecured</b>		
1. From WMDC / DIC	1,035.36	1,050.74
2. From Others	84.00	84.00
<b>ii</b>	<b>1,119.36</b>	<b>1,134.74</b>
<b>i+ ii</b>	<b>12,330.13</b>	<b>7,723.94</b>

Instalments falling due in respect of all the above Loans upto 31<sup>st</sup> March 2014 has been grouped under "Current maturities of long term debt (Refer Note 10)

**NOTE - 5**
**Non-current Liabilities**
**(b) DEFERRED TAX LIABILITIES (NET)**

Deferred Tax Liability on account of :

Depreciation

672.17

402.37

Misc. Expenditure written off

5.78

2.89

**677.95**
**405.26**

Deferred Tax Asset on account of :

Unabsorbed Depreciation

196.72

-

196.72

-

**Deferred Tax - Liability / (Assets)- Net**
**481.23**
**405.26**
**NOTE - 6**
**Non-current Liabilities**
**(c) OTHER LONG TERM LIABILITIES**

i Advances From Customers

-

0.01

 ii Creditors For Fixed Assets<sup>##</sup>

5,223.50

1.93

iii Earnest Money Deposit

1.14

-

**5,225**
**1.94**
**NOTE - 7**
**Non-current Liabilities**
**(a) OTHER LONG TERM PROVISIONS**

-

-

**NOTE - 8**
**Current Liabilities**
**(a) SHORT-TERM BORROWINGS**
**Secured**

 i Working Capital Loans<sup>\*\*\*</sup>

4,628.15

3,847.30

 ii Demand Loan <sup>\*\*</sup>

39.44

35.00

**4,667.59**
**3,882.30**

<sup>\*\*</sup>Demand loan is secured by way hypothecation of Fixed Deposit Receipts of ₹. 38 lacs



## BEDMUTHA INDUSTRIES LIMITED

(₹. In Lacs)

**As at** **As at**  
**31st March 2014** **31st March 2013**

### NOTE - 9

#### Current Liabilities

#### (b) TRADE PAYABLES

i	Advances From Customers	44.16	42.00
ii	Creditors Raw Material ##	4,488.18	2,288.72
iii	Creditors For Expenses ##	500.13	378.29
iv	Creditors For Fixed Assets##	189.18	5,938.75
		<b>5,221.65</b>	<b>8,647.76</b>

## refer Note 34

### NOTE - 10

#### Current Liabilities

#### (c) OTHER SHORT TERM LIABILITIES

i	Current maturities of long term debts	1,416.44	285.50
ii	Other Advances	419.02	141.49
iii	Outstanding Expenses	825.73	678.39
		<b>2,661.19</b>	<b>1,105.38</b>

### NOTE - 11

#### Current Liabilities

#### (d) SHORT-TERM PROVISIONS

i	Provision for Income Tax	71.80	84.40
ii.	Provision for Liquidity Damages As Per Contract	9.81	132.29
iii.	Provision for Defect Liability for Repairs & Maintenance	54.40	325.38
		<b>136.01</b>	<b>542.07</b>

**NOTE -12**  
**Fixed Assets**

( In lacs)

Description of Assets	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As at 1.4.2013	Revalued Asset on Amalgamation in FY 2007-08	Addition	Deductions / Adjustment	As at 31.3.2014	For the Year	Deduction	As at 31.3.2014	As at 31.3.2013
<b>A</b> Intangible Fixed Assets									
Goodwill	86.51	-	-	-	86.51	9.55	-	60.58	35.48
Goodwill on Consolidated	4.34	-	-	-	4.34	-	-	-	4.34
<b>B</b> Tangible Fixed Assets									
Land Leasehold <sup>1</sup>	2,130.91	12.23	-	-	2,130.91	-	-	-	2,130.91
Land Freehold	654.50	-	-	-	654.50	-	-	-	654.50
Factory Buildings <sup>2</sup>	4,008.32	33.62	51.01	-	4,059.33	134.37	-	477.98	3,664.71
Plant & Machinery <sup>3</sup>	6,314.36	81.02	166.39	4.93	6,475.82	444.82	391.76	3,018.89	3,348.53
Furniture & Fixtures	144.89	-	27.16	-	172.05	9.83	-	38.11	116.61
Office Equipment	84.50	-	18.19	-	102.69	3.01	4.67	32.29	50.55
Vehicles	134.19	-	42.11	18.25	158.05	11.88	21.20	53.33	71.54
Computer Equipment	169.40	-	37.83	-	207.23	30.44	-	62.11	137.73
<b>C</b>									
Capital Work-in-progress	5,924.88	-	8,382.37	16.39	14,290.86	-	-	-	5,924.88
Grand Total (A+B+C)	19,656.80	126.87	8,725.06	39.57	28,342.29	643.90	417.63	3,743.29	16,139.78

**Note**

- 1 Gross Block includes ₹ 12.23 lacs added on revaluation of Leasehold Land in FY 2007-08 being assets revalued of Amalgamated companies
- 2 Gross Block includes ₹ 33.62 lacs added on revaluation of Factory Building in FY 2007-08 being assets revalued of Amalgamated companies
- 3 Gross Block includes ₹ 61.57 lacs added on revaluation of Plant & Machinery in FY 2007-08 being assets revalued of Amalgamated companies

## BEDMUTHA INDUSTRIES LIMITED

N O T E - 13	Year ended 31 <sup>st</sup> March 2013			Year ended 31 <sup>st</sup> March 2012		
	Nos	Face Value	(₹ in Lacs)	Nos	NAV	(₹ in Lacs)
<b>b. NON-CURRENT INVESTMENTS</b>						
<b>Subsidiary Company {Trade Invesments (unquoted)}</b>						
Kamalasha Infrastruture & Engineering Pvt.Ltd.	542,000	10	-	542,000	10	-
<b>Associates {Trade Invesments (unquoted)}</b>						
Ashoka Pre-con Private Ltd. Refer '(a)' below	418,256	10	25.03	418,256	10	40.43
<b>Other Companies {Trade Invesments (unquoted)}</b>						
Jenil Steel Pvt. Ltd.	1	10	₹ 10	1	10	₹ 10
(i)			<b>25.03</b>			<b>40.43</b>
<b>Others {Trade Invesments (unquoted)}</b>						
<b>Non Trade Invesments ( unquoted)</b>						
Land at Sinnar			117.60			117.60
Government Securities & Others			0.65			0.65
ICICI Prudential Life Insurance			2.50			2.00
Metlife India Insurance Co.Ltd			5.00			5.00
Shares In Steel Chamber			0.01			0.01
Shares In Stice Sinnar			0.01			0.01
Sharamrao Vitthal Bank Shares			0.03			0.03
Saraswat Co-operative Bank			0.05			0.05
Nashik Merchants Co-op Bank			0.36			0.36
(ii)			<b>126.21</b>			<b>125.71</b>
<b>Mutual Fund (Unquoted)</b>	<b>Nos</b>	<b>NAV</b>	<b>(₹ in Lacs)</b>	<b>Nos</b>	<b>NAV</b>	<b>(₹ in Lacs)</b>
Birla SL Dividend Yield Plus G Fund	4,602.685	4.55	3.90	1,952.341	1.68	2.80
L & T Equity Fund (Filidity Equity Fund)	2,000.000	0.71	0.20	2,000.000	0.68	0.20
Franklin Asian Equity Fund-Growth	1,955.990	0.28	0.20	1,955.990	0.23	0.20
Franklin India Prima Plus Fund-Growth	107.740	0.28	0.20	98.385	0.22	0.20
Franklin India Blue Chip G Fund	712.760	1.86	1.08	712.760	1.52	1.08
Franklin India Bluechip Fund-Growth	98.385	0.28	0.20	107.740	0.23	0.20
Franklin India Opprtunity G Fund	3,646.297	1.34	0.92	3,646.300	1.07	0.92
Franklin India Prima Plus G Fund	2,247.030	6.49	4.78	1,322.718	2.92	3.68
HDFC Prudence Growth Fund	2,524.316	6.69	4.95	1,544.736	3.33	3.85
HDFC-Top-200 Growth Fund	2,601.763	6.60	4.95	1,563.356	3.15	3.85
ICICI Prudential Discovery Growth Fund	7,750.521	5.33	3.90	3,492.002	1.68	2.80
ICICI Prudential Flexi Growth Fund	-	-	-	-	2.00	5.00
IDFC Mutual Growth Fund F-701987/06	10,000.000	1.96	1.00	10,000.000	1.53	1.00
IDFC Premier Equity Plan A Growth Fund	10,935.991	5.17	3.80	5,063.056	1.57	2.70
Principal Emgerging Fund	50,000.000	20.02	5.00	50,000.000	13.63	5.00
Principal Large Cap Fund-Dividend Plan	4,945.598	1.72	1.00	4,945.598	0.90	1.00
Reliance Equity Opprtunity G Fund	14,692.799	7.32	4.85	9,351.773	3.31	3.75
Reliance Growth Fund	294.898	1.50	0.95	294.900	1.28	0.95
Reliance Infrasutstructure Fund	4,792.176	2.59	0.47	4,792.176	0.36	0.47
Reliance Regular Saving Equity G Fund	13,319.876	4.63	3.90	5,452.977	1.58	2.80
SBI Magnum Contra Growth Fund	2,401.535	1.49	1.08	2,401.540	1.24	1.08
SBI Magnum Global Growth Fund	2,614.264	2.13	1.05	2,614.260	1.52	1.05
Sunderam Paribas Select Midcap G Fund	3,627.727	7.06	4.95	2,092.976	3.15	3.85
U.T.I Infrastructure Fund	5,000.000	1.50	0.50	5,000.000	1.14	0.50
UTI Master Value Growth Fund	7,220.325	4.60	3.80	2,991.286	1.49	2.70
(v)			<b>57.63</b>			<b>51.63</b>
(i + ii + iii + iv + v)			<b>208.87</b>			<b>217.77</b>

	31 <sup>st</sup> March 2013	31 <sup>st</sup> March 2012	31 <sup>st</sup> March 2012	31 <sup>st</sup> March 2012
Aggregate of Quoted Investment	51.64	34.64	70.86	49.40
Aggregate of unQuoted Investment	166.13	100.25	166.13	100.25
	217.77	134.89	236.98	149.65

(a) The company has an investment of ₹ 165.83 lacs in the shares of Ashoka Pre-con Private Limited, the company has 49% share holding. Further the company has given advances, Trade receivables, net of Trade Payable amounting to ₹ 293.25 lacs recoverable from APPL. The net worth of APPL has eroded due to operational losses. No provision is provided by the management at present as the losses are expected to be recoverable in the future.

(b) \*\*Investments which are not traded are recorded at Cost Price

	Year ended 31 <sup>st</sup> March 2014	Year ended 31 <sup>st</sup> March 2013
<b>NOTE - 14</b>		
<b>Non-current assets</b>		
<b>(c) OTHER LONG TERM LOAN &amp; ADVANCES</b>		
i. Security Deposit	172.26	142.16
ii. Loans & advances to related parties	408.06	286.28
iii. Other Loans & advances	338.54	1,219.90
	<b>918.86</b>	<b>1,648.34</b>

<b>NOTE - 15</b>		
<b>Non-current assets</b>		
<b>(d) OTHER NON-CURRENT ASSETS</b>		
<b>Deferred Revenue Expenses</b>		
Opening	18.70	28.05
Less : Written off during the year	18.70	9.35
a.	-	18.70
<b>Pre Operative Expenses</b>		
Opening	5.57	671.74
Add : Addition during the year	0.51	1,239.54
Less : Written off during the year	-	1.00
Less : Capitalised to Fixed Asset	6.08	1,904.70
b.	-	5.57
<b>Preliminary Expenses</b>		
Opening	0.11	0.13
Less : Written off during the year	0.02	0.02
c.	0.09	0.11
<b>Issue Expenses</b>		
Opening	315.92	394.90
Less : Written off during the year	78.98	78.98
d.	<b>236.94</b>	<b>315.92</b>
Less : Minority Interest	0.04	0.05
( a + b + c + d )	<b>236.99</b>	<b>340.25</b>

## BEDMUTHA INDUSTRIES LIMITED

	Year ended 31 <sup>st</sup> March 2014	Year ended 31 <sup>st</sup> March 2013
<b>NOTE - 16</b>		
<b>Current Assets</b>		
<b>(a) INVENTORIES</b>		
<b>(As taken, valued and certified by the management)</b>		
i Raw Material	946.82	581.20
ii Finished Goods	1,069.84	781.65
iii Trading Stock	103.06	222.08
iv Consumables	427.39	326.13
v Work-in-Progress	2,908.95	2,592.70
	<b>5,456.06</b>	<b>4,503.76</b>
<b>NOTE - 17</b>		
<b>Current Assets</b>		
<b>(b) TRADE RECEIVABLES</b>		
i Debtors outstanding for a period exceeding six months (Unsecured and Considered Good)	456.45	1,560.22
ii Other Debtors	-	-
a. Secured & Considered Good	232.42	538.89
b. Unsecured & Considered Good	3,386.08	4,277.48
c. Doubtful	-	-
	<b>3,618.50</b>	<b>4,816.37</b>
iii Allowances for bad and doubtful debts	-	-
iv Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member	309.03	264.51
	<b>4,383.98</b>	<b>6,641.10</b>
<b>NOTE - 18</b>		
<b>Current Assets</b>		
<b>(c) CASH AND CASH EQUIVALENTS</b>		
i Cash In Hand	115.80	107.49
ii Balance in Bank		
a. In Current Account with Scheduled Bank	1,038.52	496.49
b. FDR & Accrued Interest thereon	764.00	688.60
	<b>1,918.32</b>	<b>1,292.58</b>
<b>NOTE - 19</b>		
<b>Current Assets</b>		
<b>(d) SHORT-TERM LOANS AND ADVANCES</b>		
<b>Unsecured, considered good</b>		
i Loans & Advances to Related Parties	315.85	377.50
ii Others	3,837.79	2,825.24
	<b>4,153.64</b>	<b>3,202.74</b>

	Year ended 31 <sup>st</sup> March 2014	Year ended 31 <sup>st</sup> March 2013
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**NOTE - 20**
**Current Assets**
**(e) OTHER CURRENT ASSETS**

i	Sundry Deposits	797.67	402.56
ii	Receivables from statutes and others	1,071.90	744.29
iii	Tax Deducted at Sources	185.34	189.42
iv	Advance Tax	-	0.12
v	Prepaid Expenses	28.04	44.79
		<b>2,082.95</b>	<b>1,381.18</b>

**NOTE - 21**
**REVENUE FROM OPERATIONS**

Manufacturing Goods	15,847.57	19,930.16
Stock in Trade	5,509.18	222.48
Service Reciepts	6.96	463.58
Other Operating Revenues	9.87	11.48
Scrap Sales	392.93	460.47
Sales of Subsidiary Unit	794.31	866.26
Excise Duty / Service Tax and others	2,017.86	2,653.25
Carriage Outward, P & F	68.60	74.43
	<b>24,647.28</b>	<b>24,682.11</b>

**NOTE - 22**
**OTHER INCOME**

Dividend Receipt	8.14	0.70
Lease Rent	3.00	-
Interest Income	-	-
On Deposit	230.22	173.85
On Advances & Others	50.23	74.11
Profit/(Loss) on Sale of Fixed Asset / Investment	(5.17)	(1.42)
Prior Period Income <small>## (refer note )</small>	405.09	-
Other non-operative income	69.99	15.64
	<b>761.50</b>	<b>262.88</b>

**NOTE - 23**
**COST MATERIAL CONSUMED**

Opening Stock Of Raw Material	581.20	1,522.71
Add : Manufacturing Purchases	12,578.51	15,399.04
	13,159.71	16,921.75
Less : Closing Stock Of Raw Material	946.82	581.20
	<b>12,212.89</b>	<b>16,340.55</b>

## BEDMUTHA INDUSTRIES LIMITED

	Year ended 31 <sup>st</sup> March 2014	Year ended 31 <sup>st</sup> March 2013
<b>NOTE - 24</b>		
<b>PURCHASE OF STOCK IN TRADE</b>		
Trading Purchase	5,272.47	593.84
	<b>5,272.47</b>	<b>593.84</b>
<b>NOTE - 25</b>		
<b>MANUFACTURING AND OPERATING COSTS</b>		
Job Work, Wages & Others	226.99	321.44
Packing Material	141.54	143.75
Power & Fuel	1,304.25	1,468.01
Other Manufacturing & Operating Expenses	726.91	265.07
Royalty Paid	-	50.48
Consumables, Stores & Spares	192.15	235.30
Repairs & Maintainance	152.53	137.48
	<b>2,744.37</b>	<b>2,621.53</b>
<b>NOTE - 26</b>		
<b>CHANGES IN IVENTORIES OF FINISHED GOODS WORK IN PROGRESS AND STOCK IN TRADE</b>		
Opening Stock		
i Finished Goods	781.65	476.72
ii Stock-in-Trade	222.08	123.69
iii Work in Progress	2,592.70	2,729.33
	<b>3596.43</b>	<b>3,329.74</b>
Closing Stock		
i Finished Goods	1,069.84	781.65
ii Stock-in-Trade	103.06	339.68
iii Work in Progress	2,908.94	2,592.70
	<b>4,081.84</b>	<b>3,714.03</b>
<b>(Increase) / Decrease in Stock</b>	<b>(485.41)</b>	<b>(384.29)</b>
<b>NOTE - 27</b>		
<b>EMPLOYEE BENEFIT EXPENSES</b>		
Salary	367.92	354.15
Directors Remuneration	17.76	27.01
Workmen and Staff Welfare	22.80	30.21
Contribution to Provident Fund and Others	46.16	31.35
	<b>454.64</b>	<b>442.72</b>
<b>NOTE - 28</b>		
<b>FINANCE COST</b>		
<b>Interest On</b>		
Fixed Loans	399.03	97.21
Working Capital	809.75	728.67
<b>Bank Charges &amp; Others</b>	<b>281.94</b>	<b>163.02</b>
	<b>1,490.72</b>	<b>988.90</b>



(₹. in Lacs)

	Year ended 31 <sup>st</sup> March 2014	Year ended 31 <sup>st</sup> March 2013
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**NOTE - 29**
**DEPRECIATION AND AMORTISATION EXPENSES**

Depreciation on Fixed Asset	645.78	572.39
Less : Amount transferred from Revaluation Reserve	-	9.39
Less : Amount transferred to Pre-operative expenses	-	15.37
	<u>645.78</u>	<u>547.63</u>
Miscellaneous Expenditure Written off	97.70	88.35
	<u><b>743.48</b></u>	<u><b>635.98</b></u>

**NOTE - 30**
**SELLING & DISTRIBUTION EXPENSES**

Advertisement & Exhibitions	4.78	16.43
Carriage Outward, Freight & Octroi	225.56	207.46
Conveyance Charges	14.61	10.37
Discount On Sales	14.17	13.77
Entry Tax	-	5.48
Loading & Unloading	12.74	13.91
Rent Expenses	18.72	30.09
Tender Expenses	0.59	0.37
Tour & Travelling Exp.	26.63	36.22
Other Selling & Distribution expenses	37.00	24.62
<b>a.</b>	<u><b>354.80</b></u>	<u><b>358.72</b></u>

**OPERATING, ADMINISTRATIVE & OTHER EXPENSES**

Audit Fees	3.40	3.40
Insurance Premium	5.90	9.22
Legal & Statutory Expenses	34.08	27.14
Office Exp	5.17	5.57
Other Expenses	35.25	50.42
Postage & Telegram	0.99	2.00
Printing & Stationery	5.46	11.20
Professional Charges	48.32	39.28
Rent Expenses	1.17	14.83
Security Charges	28.11	20.56
Telephone Charges	12.42	15.66
Forex (Gain) / Loss	210.93	91.61
Testing Expenses	6.69	3.15

<b>b.</b>	<u><b>397.89</b></u>	<u><b>294.04</b></u>
<b>(a. + b.)</b>	<u><b>752.69</b></u>	<u><b>652.76</b></u>

## BEDMUTHA INDUSTRIES LIMITED

### 31. Contingent liabilities not provided for in respect of

(a)

(₹. in Lacs)

Particular	for the period ended	
	31st March, 2014	31st March, 2013
Counter Guarantees given against Bank Guarantees.	109.70	242.08
Assistant Commissioner of Sales Tax (BST), Sales Tax Office, Nashik. (Financial Year 1999-2000)	0.46	0.46
Custom Excise & Service Tax Appellate Tribunal, Bombay (A.Y.2004-2005)	88.76	88.76
The Commissioner of Income Tax (Appeals) - 1 Nashik (A.Y. 2011-2012)	14.26	NA
Income tax Appellate Tribunal - Pune (A.Y. 2009-2010)	6.23	-

### (b) Claims Outstanding with Banks

Following claims were made by the company which are still outstanding as on the last day of the balance sheet and no confirmation from bank is there on record

Name of Bank			Excess Interest / Charges debited by bank	
			31/03/2014	31/03/2013
a	Bank Of India	Pune	2.13	4.25
b	Bank Of India	Mulund	-	1.15
c	Andhra Bank	Nashik	-	0.37
d	Andhra Bank	Mulund	-	0.48
e	Andhra Bank	Pune	-	24.09
f	Punjab National Bank	Pune	-	49.63
g	Punjab National Bank	Nashik	3.06	2.28
	<b>Total</b>		5.19	82.25

(c) In Current Year, considering the nature of Letter of Credit & Buyers Credit, Letter of Credit & Buyers Credit outstanding have been regrouped under the head trade payable, similarly previous year figures have been regrouped

### 32. Remuneration Paid to Directors

(₹. in Lacs)

Particular	for the period ending	
	31/03/2014	31/03/2013
Mr. Vijay Vedmutha	18.05	19.05
Mr. Ajay Vedmutha	18.05	19.05
Mr. K. R. Bedmutha	18.16	18.16

\*\* figures includes perquisites given to directors, contribution to Provident Fund etc.

### 33. Auditors Remuneration

(₹. in Lacs)

Particular	for the period ending	
	31/03/2014	31/03/2013
Statutory & Tax Audit Fees	3.82	3.82
Consultation & Certification	1.38	1.21

34. Suppliers/ Service providers covered under Micro, Small Medium Enterprises Development Act, 2006 have not furnished the information the same to the company. In view of this, the information required to be disclosed u/s. 22 of the said Act is not disclosed.

**35. Employees Benefit**

During the period company paid premium of ₹. 8.65/- lacs towards group gratuity for the period 2013-14. (₹. 7.99/- lacs in previous year 2012-13)

**36. i. VALUE OF IMPORTS ON C.I.F. BASIS :-**

(₹. In Lacs)

Particulars	for the period ending	
	31.03.2014	31.03.2013
Raw Material	3,869.92	3,731.69
Plant & Machinery	710.10	3,909.32
<b>Total</b>	<b>4,580.02</b>	<b>7,641.01</b>

**ii. EXPENSES INCURRED IN FOREIGN CURRENCY :-**

(₹. In Lacs)

Particulars	for the period ending 31st March, 2014	for the period ending 31st March, 2013
Foreign Tour & Traveling	8.02	2.59

**iii. VALUE OF EXPORT ON F.O.B BASIS :-**

(₹. In Lacs)

Particulars	for the period ending	
	31.03.2014	31.03.2013
Export Sales	111.67	-
<b>Total</b>	<b>111.67</b>	<b>-</b>

**37. Disclosure in respect of derivative instruments (Amount in Lacs)**

**(a) Derivative Instruments that are outstanding**

	Forward in USD
i Against Import	-
Previous year	0.50

All the derivative instruments have been acquired for hedging purpose

**(b) Foreign currency exposure that are not hedged by derivative instruments**

		in US (\$)	in Euro (€)
i Creditors		12.04	16.82
	(Previous year)	-	61.56
ii Buyers Credit		16.70	28.97
	(Previous year)	20.01	9.99

## BEDMUTHA INDUSTRIES LIMITED

### 38. Related Party Transactions (As required by Accounting Standard AS-18 “ Related Parties Disclosure”)

#### I) List of Related Parties and Relationship (As identified by the Management)

- (a) **Key Managerial Personnel** :- Mr. K R Bedmutha, Chairman  
Mr. Vijay K. Vedmutha, M. D.  
Mr. Ajay K. Vedmutha, J. M. D.
- (b) **Relatives of Key Management** :- Mrs. Usha V. Vedmutha  
Mrs. Vinita A.Vedmutha
- (c) **Enterprises over which Key Management Personnel and their relatives exercise significant influence with whom transactions have been taken place during the year** :- Bedmutha Sons Reality Ventures Pvt. Ltd.  
Bedmutha Agro Farms  
Kamal Wire Products  
K.R. Bedmutha Techno Associates Pvt. Ltd.  
Elme Plast Co.  
Kreepa Steel Industries  
Bedmutha Chemicals Pvt. Ltd.
- (d) **Associates** :- Ashoka Pre-con Private Limited (49%)
- (e) **Subsidiary Company** :- Kamalasha Infrastructure & Engineering Private Limited (54.75%)

#### II) Transactions

(₹ In Lacs)

Description	31st March , 2014			31st March , 2013		
	Associates / Subsidiary	Key Managerial Personnels	Enterprise Controlled by Key Managerial Personnels & their relatives	Associates / subsidiary	Key Managerial Personnels	Enterprise Controlled by Key Managerial Personnels & their relatives
<b>Purchase of goods/Services &amp; Fixed Assets</b>	-	-	155.69	-	-	6.42
Kamal Wire Products	-	-	8.49	-	-	4.97
Ashoka Pre-con Private Limited	-	-	-	5.77	-	-
K R Bedmutha Techno Associates Pvt. Ltd.	-	-	12.29	-	-	1.43
Elme Plast	-	-	133.84	-	-	-
Usha Chemicals	-	-	0.41	-	-	0.03
<b>Sales of goods / Services</b>	<b>33.65</b>	-	<b>99.36</b>	<b>81.44</b>	-	<b>314.31</b>
Kamal Wire Products	-	-	92.12	-	-	280.60
Ashoka Pre-con Private Limited	33.65	-	-	81.44	-	-
K R Bedmutha Techno Associates Pvt. Ltd.	-	-	-	-	-	33.71
Usha's Chemicals	-	-	7.23	-	-	-
<b>Interest Received</b>	-	-	-	-	-	<b>4.95</b>
KRBTA Techno Associates Pvt. Ltd.	-	-	-	-	-	4.95
<b>Remuneration paid</b>	-	<b>54.25</b>	-	-	<b>56.26</b>	-
Vijay Vedmutha	-	18.05	-	-	19.05	-
Ajay Vedmutha	-	18.05	-	-	19.05	-
Kachardas Bedmutha	-	18.16	-	-	18.16	-

## BEDMUTHA INDUSTRIES LIMITED



Description	31st March , 2014			31st March , 2013		
	Associates / Subsidiary	Key Managerial Personnels	Enterprise Controlled by Key Managerial Personnels & their relatives	Associates / subsidiary	Key Managerial Personnels	Enterprise Controlled by Key Managerial Personnels & their relatives
<b>Salary Paid</b>	-	10.80	-	-	10.80	-
Vinita Vedmutha	-	10.80	-	-	10.80	-
<b>Rent paid</b>	-	4.20	4.62	-	4.56	4.62
Vijay Vedmutha	-	1.56	-	-	1.92	-
Ajay Vedmutha	-	0.90	-	-	0.90	-
Vinita Vedmutha	-	0.90	-	-	0.90	-
Kamlabai K Bedmutha	-	0.84	-	-	0.84	-
Elme Plast	-	-	4.62	-	-	1.62
<b>Advance given for ;</b>						
<b>Capital Procurement</b>	171.20	-	341.18	347.93	-	-
Kamalasha Infrastructure & Engineering Private Limited	171.20	-	-	347.93	-	-
Elme Plast	-	-	312.31	-	-	-
K R Bedmutha Techno Associates Pvt. Ltd.	-	-	28.87	-	-	-
<b>Net Loans and advances given</b>	-	-	-	210.00	-	-
Ashoka PreCon Private Ltd.	-	-	-	210.00	-	-

### Balances as at 31st March 2014.

<b>Advance given for ;</b>	-	-	341.18	-	-	279.02
<b>Capital Procurement</b>						
Bedmutha Chemicals P Ltd.	-	-	-	-	-	0.37
K R Bedmutha Techno Associates Pvt. Ltd.	-	-	28.87	-	-	-
Elme Plast Co.	-	-	312.31	-	-	278.65
<b>Others</b>	210.00	-	0.00	210.00	-	118.81
K R Bedmutha Techno Associates Pvt. Ltd.	-	-	-	-	-	76.28
Bedmutha Chemicals P Ltd.	-	-	-	-	-	42.53
Ashoka PreCon Private Ltd.	210.00	-	-	210.00	-	-
<b>Advance paid ;</b>	-	-	3.53	-	-	-
Elme Plast	-	-	3.42	-	-	-
Bedmutha Sons Reality Ventures Pvt. Ltd.	-	-	0.11	-	-	-
<b>Advance received ;</b>	-	-	-	-	-	-
Elme Plast	-	-	9.59	-	-	-

## BEDMUTHA INDUSTRIES LIMITED

Description	31st March , 2014			31st March , 2013		
	Associates / Subsidiary	Key Managerial Personnels	Enterprise Controlled by Key Managerial Personnels & their relatives	Associates / subsidiary	Key Managerial Personnels	Enterprise Controlled by Key Managerial Personnels & their relatives
<b>Trade Receivables</b>	<b>11.17</b>	<b>-</b>	<b>268.99</b>	<b>12.51</b>	<b>-</b>	<b>252.00</b>
Ashoka Pre-con Private Ltd.	11.17	-	-	12.51	-	-
Kamal Wire Products	-	-	38.22	-	-	97.97
K R Bedmutha Techno Associates Pvt. Ltd.	-	-	167.54	-	-	153.94
<b>Trade Payables</b>	<b>5.54</b>	<b>-</b>	<b>54.92</b>	<b>5.77</b>	<b>-</b>	<b>9.36</b>
Ashoka PreCon Private Limited	5.54	-	-	5.77	-	-
Elme Plast	-	-	-	-	-	4.45
Bedmutha Chemicals P Ltd.	-	-	42.53	-	-	-
Usha's Chemicals P Ltd.	-	-	0.29	-	-	-
Kreepa Steel Industries	-	-	0.02	-	-	-
K R Bedmutha Techno Associates Pvt. Ltd.	-	-	0.98	-	-	-
Kamal Wire Products	-	-	11.10	-	-	4.91

### III) Disclosure as required by clause 32 of the Listing Agreement with Stock Exchanges.

(₹ In Lacs)

Name of Concern	Type of relationship	Amount Outstanding as on 31.03.2014	Maximum Amount Outstanding
<b>Advance given for Fixed Assets</b>			
Kamalasha Infrastructure & Engineering Private Limited	Subsidiary	171.20	171.20
Elme Plast Co.	Director is partner	312.31	312.31
K R Bedmutha Techno Associates Private Limited	Director's wife is Director	28.87	28.87
<b>Loans &amp; advances received</b>			
Elme Plast Co.	Director is partner	9.59	9.59
<b>Loans &amp; advances paid</b>			
Bedmutha Sons Reality Ventures Pvt. Ltd.	Director's wife is Director	0.11	0.11
Kamalasha Infrastructure & Engineering Private Limited	Subsidiary	251.00	251.00

**39. Disclosure as per Clause 43 of the Listing Agreement for the quarter ended on March 31, 2014**

The utilization of issue proceeds from IPO (₹ 9184.30 lakhs) is as follows:-

Particulars of Fund Utilization for	Amount to be utilized as per prospectus	Actual Utilization
Expansion Project	8,494.40	6,976.53
General Corporate Purpose	175.00	-
Share Issue Expenses	542.00	394.90
<b>Total</b>	<b>9,211.40</b>	<b>7,371.43</b>

As on March 31, 2014, unutilized funds in the Company amounting to ₹ 1812.87 lakhs have been temporarily invested in companies Cash credit account, interest bearing ICDs', for the expansion project at Sinnar Unit and given advance to parties for purchase of fixed asset.

**40. The Company is organized into two segments mainly:**

- i. Wire & Wire Products
- ii. Consultancy \*\*

(During the period 1st April 2013 to 31st March 2014, No significant revenue was generated in consultancy division, and hence the same is not reported.)

\*\*As regards to the Consultancy / Contracting activities of the company are carried out in the name of K.R. Bedmutha & Techno Associates.

41. Inventory of land held for trading is transferred to investment in view of the change in its envisaged usage in FY 2012-13
42. Excess depreciation claimed in previous years have been rectified & reversed in current year as prior period income.
43. Previous Year's figures have been re-grouped and re-arranged as and when necessary.
44. Significant accounting policies and practices adopted by the Company are disclosed in the statement annexed to these financial statements as per Annexure I

As per our attached report of even date.

**for M/s Patil Hiran Jajoo & Co.**  
Chartered Accountants

*for and on the behalf of Board of Directors of*  
**Bedmutha Industries Limited**

**Aniruddha Jajoo**  
Partner  
M.No. 103246  
Firm Regd 120117W

**K R Bedmutha**  
Chairman

**Vijay Vedmutha**  
Managing Director

Place: Nashik  
Date : 23.05.2014

**Aditi Bhavsar**  
Company Secretary



## BEDMUTHA INDUSTRIES LIMITED

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### **Annexure I**

#### **Significant Accounting Policies**

##### **a. Basis of Accounting**

The Financial statements of the company have been prepared under the historical cost convention on an accrual basis, in accordance with applicable Accounting Standards and relevant provisions of Companies Act, 1956.

##### **b. Use of Estimates**

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known.

##### **c. Fixed Assets**

Fixed Assets (including Capital Work in Progress) are recorded at the cost of acquisition or construction, net of tax credit wherever eligible. Cost includes all expenses related to acquisition or construction, including attributable borrowing cost on qualifying assets.

##### **d. Expenditure during Construction Period**

In case of new projects and in case of substantial modernization / expansion at existing units of the company, all pre-operative expenditure specifically for the project, incurred up to the date of completion, is capitalized and added pro-rata to the cost of fixed assets.

##### **e. Depreciation**

- i Depreciation on Fixed Assets is provided on Straight Line Method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.
- ii Depreciation on addition to the Fixed Asset or on sale/discardment is calculated pro rata from the date of such addition or up to the date of such sale/discardment, as the case may be;
- iii Cost of Leasehold land is not amortised and is shown at cost.
- iv The charge over and above the depreciation calculated on the original cost of the revalued assets is transferred from Revaluation Reserve to Depreciation Account (Profit & Loss Account)

##### **f. Intangible Assets**

Intangible Assets are stated at cost of acquisition less amortization. Goodwill is amortised at ten percent on Straight Line Method.

##### **g. Investments**

- i Investment are classified as investments in Subsidiaries (valued at cost), Associates (valued at cost) within the meaning of Accounting Standard 13 "Accounting for Investments".
- ii Investments are recorded as Long Term Investments unless they are expected to be sold within one year.
- iii Investments are stated at cost in accordance with Accounting Standard 13 on "Accounting for Investments". Provision for diminution is made to recognize a decline, other than temporary, in the value of such investments. & Accounting Standard 23 on "Investment in Associates".

##### **h. Inventories**

- i Inventories of Raw Material, Work in Progress, Finished Goods (including Goods for Trade) are valued 'at cost or net realizable value' whichever is lower. Scrap is valued at net realizable value as per the assessment of the Management. Excise duty is added in valuation of Finished Goods.
- ii Major Consumables (Stores & Spares) like LDO, lead, dies etc are valued at cost and other minor Consumables (Stores & Spares) are written off in the year of purchase.
- iii Cost comprises all cost of purchase, appropriate direct production overheads and other costs incurred in bringing the inventories to their present location and condition. For the purpose of valuation of closing stock, FIFO method is being used as prescribed by Accounting Standard 2.

##### **i. Revenue Recognition**

- i Sale of goods is recognized on transfer of significant risks and rewards of ownership which is generally on the dispatch of goods. Gross sales are inclusive of excise duty, service tax, value added tax, but are net of sales returns.
- ii Income from Services is recognized when on completion of services or part completion of the assignment as per Contract.

- iii Revenue / Income and Cost / Expenses are generally accounted on accrual as they are earned or accrued or incurred, except in case of significant uncertainties.
- iv Dividend income is recognized when the right to receive the same is established.
- v The Company has provided Services to related to Contruction Contracts. The Company follows the percentage completion method, based on the stage of completion at the balance sheet date, taking into account the contractual price and revision thereto by estimating total revenue and total cost till completion of the contract and the profit so determined has been accounted for proportionate to the percentage of the actual work done.

Revenue is recognised as follows:

- a) In case of item rate contracts on the basis of physical measurement of actually completed at the balance date
- b) In case of lump sum contracts, revenue is recognised on the completion of milestones as specified in the contract or as identified by the management.

**j. Borrowing Costs**

Borrowing costs attributable to the acquisition or construction of qualifying assets, as defined in Accounting Standard 16 on "Borrowing Costs" are capitalized as part of such assets up to the date when the asset is ready for its intended use. Other borrowing costs are expensed as incurred.

**k. Employees Benefit**

Post Employment / Retirement Benefits - The liability for Gratuity benefits, on the basis of amounts contributed to LIC's Group Gratuity Policy and the difference between the amounts paid on retirement and recovered from LIC, is charged to Profit & Loss Account. Employer's Contribution to Provident Fund is debited to Profit & Loss Account.

**l. Foreign Currency Transactions**

- i. Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transactions.
- ii. Monetary Foreign Currency assets and liabilities (monetary items) are reported at the exchange rate prevailing on the balance sheet date.
- iii. Exchange difference relating to long term monetary items, arising during the year, in so far as they relate to the acquisition of depreciable capital assets are added to / deducted from the cost of the asset and depreciated over the balance life of the asset.
- iv. All other exchange difference are dealt with in profit and loss account.

**m. Provision for current tax and deferred tax**

- i Provision for income tax is made on the basis of estimated taxable income for the period. Advance Tax and Tax Deducted at Source (TDS) are shown in the balance sheet under head Other Current Assets during the year and in subsequent years the Advance Tax & TDS are adjusted against Provision for Tax. The net effect has shown under Provision for Tax.
- ii The deferred tax assets and deferred tax liabilities are calculated by applying current tax rate and tax laws that have been enacted or substantively enacted on the balance sheet date.

**n. Earnings Per Share**

The Company reports basic and diluted Earnings per share (EPS) in accordance with Accounting Standard 20 on "Earnings per Share". Basic EPS is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

**o. Cash Flow Statement**

The cash flow statement is prepared by the "indirect method" set out in Accounting Standard 3 on "Cash Flow Statement" and presents the cash flows by operating, investing and financing activities of the company.

Cash and Cash equivalents presented in the Cash Flow Statement consist of cash on hand and cash at bank.

**p. Issue Expenses**

The expenses incurred for Initial Public Offer "IPO" is shown as Issues expenses under the head Other Long term Assets(Note 13). In current year, 20% of IPO Expenses is written off and charged to Profit & Loss Account.



## BEDMUTHA INDUSTRIES LIMITED

**Registered Office :** A- 32, STICE, Sinnar, Dist: Nashik – 422 103  
(Corporate Identity No. L31200MH1990PLC057863)

### ATTENDANCE SLIP

#### ANNUAL GENERAL MEETING – AUGUST 14, 2014 AT 3.00 P.M.

DP Id.:	Name & Address of the registered Shareholder
Client Id/Regd. Folio. No.:	
No. of Shares held:	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company being held on Thursday, 14th August 2014 at 3.00 p.m. at Hotel Saiways, F-4, Sinnar-Shirdi Road, STICE, Sinnar, Nashik – 422103.

Signature of Shareholder

**Note:**

1. Shareholder/Proxy intending to attend the meeting must bring the duly signed Attendance Slip to the meeting and hand-over at the entrance.
2. Shareholder/Proxy should bring his/her copy of the Annual Report, if hard copy is previously provided to him.
3. No gifts/gift coupons will be distributed at the Annual General Meeting.

Form No. MGT-11

#### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

<b>CIN:</b>	L31200MH1990PLC057863
<b>Name of the company:</b>	BEDMUTHA INDUSTRIES LTD
<b>Registered office:</b>	A-32, STICE, Sinnar, Dist – Nashik – 422 103
<b>Name of the member (s)</b>	
<b>Registered address :</b>	
<b>E-mail Id:</b>	
<b>Folio No/ Client Id :</b>	
<b>DP ID :</b>	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint –

1. <b>Name :</b>
<b>Address :</b>
<b>E-mail Id :</b>
<b>Signature :</b>

Or failing him

**BEDMUTHA INDUSTRIES LIMITED**

2.	<b>Name :</b>
	<b>Address :</b>
	<b>E-mail Id :</b>
	<b>Signature :</b>

Or failing him

3.	<b>Name :</b>
	<b>Address :</b>
	<b>E-mail Id :</b>
	<b>Signature :</b>

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 14<sup>th</sup> August 2014 at 3.00 p.m. at Hotel Saiways, F-4, Sinnar-Shirdi Road, STICE, Sinnar, Nashik – 422103 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution	Optional	
		For	Against
	<b>ORDINARY BUSINESS:</b>		
1.	To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2014.		
2.	To appoint a Director in place of Mr. K. R. Bedmutha (DIN: 01724420), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.		
3.	To appoint M/s. Patil Hiran Jajoo & Co., Chartered Accountants (ICAI Registration No. 120117W) as Statutory Auditors of the Company and fix their remuneration.		
	<b>SPECIAL BUSINESS :</b>		
4.	To appoint Mr. Balasubramanian A. (DIN: 00490921) as an Independent Director		
5.	To appoint Mr. Narayan Kadu (DIN: 02807124) as an Independent Director		
6.	To appoint Mrs. Vandana Sonwaney as an Independent Director		
7.	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015		
8.	To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.		
9.	To appoint Ms. Divya A. Vedmutha as Deputy Manager, Marketing Department in the Company.		
10.	To appoint Mr. Yash V. Vedmutha as Deputy Manager, Marketing Department in the Company.		
11.	To approve the limits for transactions with regards to related party transactions with M/s. Kamal Wire Products.		
12.	To note the limits previously approved and pass the resolution as a Special Resolution to create mortgage/ charge for the secured loans to be entered.		
13.	To note the limits previously approved and pass the resolution as a Special Resolution to approve Borrowing limits of the Company.		

Signed this ..... day of ..... 2014

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

affix Revenue Stamp
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



**BOOK-POST**



if undelivered, please return to :  
**BEDMUTHA INDUSTRIES LIMITED**  
A-32, STICE, Sinnar, Dist. Nasik - 422 103



# BEDMUTHA INDUSTRIES LIMITED



CIN - L31200MH1990PLC057863  
MANUFACTURER & EXPORTER OF

★ ALL TYPES OF GALVANISED WIRES & BLACK WIRES

★ ACSR CORE WIRES

★ CABLE ARMOURING WIRE & STRIPS

★ STAY WIRES & EARTH WIRES

★ M.S. & H.B. WIRES

★ SPRING STEEL WIRES

★ ROLLING QUALITY WIRES

★ P.C. WIRE & P.C. STRAND WIRES

★ ROPE WIRES

★ BARBED WIRE

★ CHAIN LINK FENCINGS

★ WIRE NAILS

★ BINDING WIRES



BEDMUTHA  
GROUP

Date: 04/08/2014

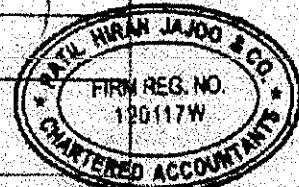
To,  
Bombay Stock Exchange Limited  
Department of Corporate Services,  
Phiroj Jeebhoy Towers, Dalal Street  
Mumbai - 400 001.

To,  
National Stock Exchange of India Limited  
Listing Department,  
C-1, G-Block, Bandra-Kurla Complex  
Bandra (E),  
Mumbai - 400 051.

## FORM A

Format of covering letter of the annual report to be filed with the stock exchange

1.	Name of the company	Bedmutha Industries Ltd	
2.	Annual financial statement for the year ended	31 <sup>st</sup> march 2014	
3.	Type of audit observation	Unaudited / Matter of emphasis	NIL
4.	Frequency of observations	Whether appeared first time / Repetitive / Since how long period	NIL
5.	To be signed by -		
a.	CEO/ Managing Director		
b.	CFO	NIL	
c.	Auditor of the Company		
d.	Audit Committee Chairman		



Regd. Office : Plot No. A-31 to 35 & 57, Sinner-Shirdi Road, STICE, Muralgaon, Sinner, Dist. Nashik Ph. 02551-240320, 240481, Fax - 240482  
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