

Date- 07/12/2020

To
Listing Department
Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata- 700 001

Scrip Code- 12141-CSE

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai- 400 001
Scrip Code- 542669

Sub: Notice of 38th Annual General Meeting of the Members of the Company, Book Closure and cut-off date to determine shareholders' eligibility to cast their votes electronically

Dear Sir / Madam,

We wish to inform you that the 38th Annual General Meeting (AGM) of the members of BMW Industries Ltd. will be held on Wednesday, the 30th December, 2020 at 11:00 A.M. 1st through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the business as set out in the notice convening the AGM.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 42(5) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 24th December, 2020 to Wednesday, the 30th December, 2020 (both day inclusive) for the purpose of Annual General Meeting of the Company.

The Company has engaged the services of Central Depository Services Ltd. ("CDSL") to provide the remote e-voting facility to the members of the Company. The remote e-voting facility will be available at e-voting website of CDSL i.e. <https://evotingindia.com> and members holding shares either in physical form or in dematerialized form as on the cut-off date (Wednesday, the 23rd December, 2020) may please make note of the following dates:

Date and time of commencement of remote e-voting	Sunday, the 27 th December, 2020 at 9.00 a.m.
Date and time of end of remote e-voting	Tuesday the 29 th December, 2020 at 5.00 p.m. (please note that the remote e-voting will not be allowed after this date and time)



We are enclosing herewith a copy of the Notice convening the 38th Annual General Meeting of the members of the Company.

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully

For BMW Industries Limited

BMW INDUSTRIES LIMITED

Vikram Kapur

Company Secretary

(Vikram Kapur)

Company Secretary & Compliance Officer

CS Membership no- A9812

Encl: as above

National Securities Depository Ltd.

4th Floor, 'A' Wing, Trade World,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel
Mumbai-400 013

Central Depository Services (India) Ltd.

PJ Towers, 17th Floor, Dalal Street, Fort,
Mumbai- 400 001

Abs Consultant Pvt. Ltd.

4 B B D Bag (East),
Stephen House,
R.No.99, 6th Floor,
Kolkata 700001



BMWIL
BMW Industries Ltd.

BMW INDUSTRIES LIMITED

(CIN: L51109WB1981PLC034212)

Regd. Office: White House, 3rd Floor, 119, Park Street, Kolkata – 700 016

NOTICE OF THE 38TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 38th Annual General Meeting of the members of **BMW Industries Limited (CIN: L51109WB1981PLC034212)** will be held on **Wednesday, 30th December, 2020 at 11:00 A.M.** 1st through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the company (including Consolidated Financial Statements) for the financial year ended March 31, 2020 together with the Reports of Board of Directors and Auditors in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the company (including Consolidated Financial Statements) for the financial year ended March 31, 2020 together with the Reports of Board of Directors and Auditors thereon laid before this meeting be and is hereby received, considered and adopted."

2. Appointment of Mr. Vivek Kumar Bansal as a director liable to retire by rotation

To consider appointment of a Director in place of Mr. Vivek Kumar Bansal (DIN: 00137120) who retires by rotation and being eligible, offers himself for reappointment as a director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Provision of Section 152 of the Companies Act, 2013, Mr. Vivek Kumar Bansal (DIN: 00137120), who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. Ratification of the Remuneration of Cost Auditor

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 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions and subject to necessary approvals, if any, remuneration of Rs 1,00,000/- (Rupees One Lakh) plus goods and services tax as applicable and reimbursement of expenses, out of pocket or otherwise, approved by the Board of Directors, at the recommendation of the Audit Committee, of the Cost Auditors, **M/s Samar Dhar and Associates** for the Financial Year 2020 -21, be and is hereby ratified, with further authority to the Board of Directors to alter and/or vary the same in manner, as they may deem fit, proper and desirable, in best interest of the Company and also that the Board is authorized to do all acts and take all such steps, as may be necessary in this connection.

4. Increase the Borrowing power under section 180(1)(c) of the Companies Act, 2013 up to 1000 Crores.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the special resolution passed by the Members of the Company at the Annual General Meeting held on 29th September, 2016 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business

of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 1,000 Crores (rupees one thousand crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

5. Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such

ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds,

matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

6. Remuneration payable to Mr. Ram Gopal Bansal (DIN: 00144159) as the Whole Time Director designated as the Chairman of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023, and consider, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT further to the resolution passed by the Members at the 36th Annual General Meeting of the Company according their consent to the re-appointment of Mr. Ram Gopal Bansal (DIN: 00144159) as the Whole time Director designated as the Chairman of the Company for a period of 5 years commencing from 12th May, 2018, at a remuneration and on the terms & conditions mentioned therein, and pursuant to the provisions of Section 197 read with Section II of Part II of Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and such other approvals as may be necessary in this regard, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the payment of the remuneration to Mr. Ram Gopal Bansal (DIN: 00144159) as the Whole time Director designated as the Chairman of the Company on the terms and conditions as set out in the Explanatory Statement for the period from 1st April, 20120 to 11th May, 2023."

"RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in explanatory statement as the minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient, incidental or desirable to give effect to this resolution."

7. Remuneration payable to Mr. Harsh Kumar Bansal (DIN- 00137014) as the Managing Director of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023, and consider,

if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT further to the resolution passed by the Members at the 36th Annual General Meeting of the Company according their consent to the re-appointment of Mr. Harsh Kumar Bansal (DIN- 00137014) as the Managing Director of the Company for a period of 5 years commencing from 12th May, 2018, at a remuneration and on the terms & conditions mentioned therein, and pursuant to the provisions of Section 197 read with Section II of Part II of Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and such other approvals as may be necessary in this regard, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the payment of the remuneration to Mr. Harsh Kumar Bansal (DIN- 00137014) as the Managing Director of the Company on the terms and conditions as set out in the Explanatory Statement for the period from 1st April, 2020 to 11th May, 2023."

"RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in explanatory statement as the minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient, incidental or desirable to give effect to this resolution."

8. Remuneration payable to Mr. Vivek Kumar Bansal (DIN- 00137120) as the Managing Director of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023, and consider, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT further to the resolution passed by the Members at the 36th Annual General Meeting of the Company according their consent to the re-appointment of Mr. Vivek Kumar Bansal (DIN- 00137120) as the Managing Director of the Company for a period of 5 years commencing from 12th May, 2018, at a remuneration and on the terms & conditions mentioned

therein, and pursuant to the provisions of Section 197 read with Section II of Part II of Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and such other approvals as may be necessary in this regard, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the payment of the remuneration to Mr. Vivek Kumar Bansal (DIN- 00137120) as the Managing Director of the Company on the terms and conditions as set out in the Explanatory Statement for the period from 1st April, 2020 to 11th May, 2023."

"RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in explanatory statement as the minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient, incidental or desirable to give effect to this resolution."

9. Remuneration payable to Mr. Subhash Chndra Gupta (DIN-00056770) as the Whole Time Director of the Company for the remaining period of his tenure from 1st April, 2020 to 29th May, 2022

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT further to the resolution passed by the Members at the 37th Annual General Meeting of the Company according their consent to the re-appointment of Mr. Subhash Chndra Gupta (DIN-00056770) as the Whole Time Director of the Company for a period

of 3 years commencing from 30th May, 2019, at a remuneration and on the terms & conditions mentioned therein, and pursuant to the provisions of Section 197 read with Section II of Part II of Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) as amended and such other approvals as may be necessary in this regard, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the payment of the remuneration to Mr. Subhash Chandra Gupta (DIN-00056770) as the Whole Time Director of the Company on the terms and conditions as set out in the Explanatory Statement for the period from 1st April, 2020 to 29th May, 2022."

"RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned in explanatory statement as the minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient, incidental or desirable to give effect to this resolution."

By order of the Board

(Vikram Kapur)

Company Secretary

Place- Kolkata

Date- 13th November, 2020

Membership No. A9812

Registered Office:

119, Park Street, White House,
Kolkata – 700016

CIN: L51109WB1981PLC034212

Email: info@bmwil.co.in

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its Circular No. 20 dated May 5, 2020 read with Circular No.14 dated 8 April, 2020 and Circular No.17 dated April 13, 2020 (hereinafter collectively referred to as the "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc. Authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to scrutinizermkb@gmail.com with copies marked to the Company at info@bmwil.co.in and to its RTA at absconsultant99@gmail.com.
5. **Registration of email ID and Bank Account details:**

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email-address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions are to be followed:

 - i) Kindly Contact to ABS Consultant Pvt. Ltd., at 4 B.B.D Bag (East), Stephen House, R.No.99, 6th Floor, Kolkata-700 001 with required documents and submit. Or
 - ii) In the case of Shares held in Demat Mode:
The shareholders may please contact the Depository Participant ("DP") and register the email-address and bank account details in the demat account as per the process followed and advised by the DP.
6. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those members whose email- addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA Circulars and Circular issued by SEBI dated May 12, 2020. Members may note that the Notice of the Annual General Meeting and Annual Report for the Financial Year 2019-20 will also be available on the Company's website at www.bmwil.co.in; and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
7. The deemed venue for this meeting shall be registered office of the Company situated at 119, Park Street, 3rd floor, White House, Kolkata-700016.
8. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, ABS Consultants Pvt. Ltd. for assistance in this regard.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone number/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code etc, to their DPs in case the shares are held by them in physical form.
11. Pursuant to Section 72 of the Companies Act, 2013,

members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA in respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.

12. In case of joint shareholders attending the meeting, joint holder whose name is higher in the order of names will be entitled to vote.
13. In view of the amendment made to Section 139 of the Companies Act, 2013 vide the Companies (Amendment) Act, 2017 which is effective from 7th May, 2018, annual ratification of appointment of statutory auditors have been done away with. Hence no resolution has been proposed for the same.
14. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016("the IEPF Rules") as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall have to be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.
15. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
16. Since the AGM will be held through VC/OAVM, THE Route Map is not annexed in this Notice.
17. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to ABS Consultant Pvt. Ltd.
18. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, Companies can serve Annual Reports and other communication through electronic mode to those members who have registered their email address with the company or with the Depository. Members who have not registered their email- address with the company are requested to submit their request with their valid e-mail address to ABS Consultant Pvt. Ltd.
19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements

in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. 30th December, 2020. Members seeking to inspect such documents can send an email to info@bmwil.co.in.

20. Pursuant to Section 91 of the Companies Act, 2013 read with Rules framed there under and Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of Members and the Share Transfer Books of the company will remain closed from 24th December, 2020 to 30th December, 2020 (both days inclusive).
21. Members seeking clarification on the Annual Report are requested to send in written queries to the Company through email on info@bmwil.co.in at least 7 days before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
22. Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standards on General Meeting(SS-2) of ICSI, in respect of Director seeking reappointment at the 38th AGM, forms integral part of the Notice of the 38th AGM is given alongwith this Notice. Requisite declaration have been received from the Director seeking re-appointment.
23. The instructions to Members for voting Electronically are as under:

General Instructions:

- a. In compliance with the provisions of Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is offering facility of "remote e-voting"(e-voting from a place other than the venue of the AGM) to all its Members to enable them to exercise their right to vote on all the businesses to be transacted at the Meeting by electronic means. For this purpose, the Company has entered into an agreement with CDSL to facilitate e-voting.
- b. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Wednesday, 23rd December, 2020 being the cut-off date, are entitled to vote on the resolution set forth in the Notice. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

- c. The voting period begins on Sunday, 27th December, 2020 and ends on Tuesday, 29th December, 2020. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Wednesday, 23rd December, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- d. The Board has appointed Mr. Raj Kumar Banthia, Company Secretary in Practice (Membership No. 17190 & CP No. 18428) Partner of M/S MKB Associates as the Scrutinizer to scrutinize the voting process (e-voting or otherwise) in a fair and transparent manner. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total vote in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the result of remote e-voting and voting at the meeting venue shall be declared by the Chairman or by any other director duly authorized in this regard.
- e. The result, along with the scrutinizer's report, shall be placed on the company's website **www.bmwil.co.in** immediately after the result is declared, and simultaneously be communicated to the BSE and CSE where the shares of the Company are listed.
- f. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

Instructions for shareholders to vote electronically:

• Log-in to the e-Voting website of www.evotingindia.com

1. Click on "Login" tab, available under 'Shareholders' section.
2. Enter your User ID, password and image verification code (CAPTCHA) as shown and click on "SUBMIT".
3. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID

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

4. Your Password details are given below;

If you are using e-voting system of **www.evotingindia.com** for the first time or if you are holding shares in physical form, you need to follow the steps given below;

Click on "Sign Up" tab available under 'Shareholder' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat form or Physical form

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"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number in the PAN Field.
DOB/DOI	Enter the DOB(Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account Number(last four digits) as recorded in your demat account or in the company records for the same demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio Number in the Bank Account number field as mentioned in instructions.

If you are holding shares in demat form and had registered on to e-voting system of **www.evotingindia.com** and/or voted on an earlier voting of the company then you can use your existing password to login.

If shareholders holding shares in Demat form or Physical form have forgotten the password:

Enter User ID, select Mode and Enter Image Verification Code (CAPTCHA). Click on 'Login' under 'SHAREHOLDER' tab and further. Click 'forgot password?' Click on "SUBMIT".

In case a shareholder is having a valid email- address,

the Password will be sent to the Shareholder's registered email address. Else the shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/DOI, Dividend Bank Details etc and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter.

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of CDSL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

5. On the voting page, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain and the shares held will not be counted under 'Favour/Against'.

6. After submitting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

7. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

8. You can also take the printout of the votes cast by you by clicking on "Print" option on the voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc) and Custodian are required to log on to e-Voting system of www.evotingindia.com and register themselves as '**Custodian/Mutual Funds/ Corporate Body**'.

They are also required to upload a scanned certified true copy of the Board Resolution /authority letter/power of attorney etc together with attested specimen signature

of the duly authorized representative(s) in PDF format in the '**Custodian/Mutual Fund/Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please mail to helpdesk.evoting@cdslindia.com or contact 022-23058543 and 022-23058542

Instructions for Shareholders/Members to attend the Annual General Meeting through VC/OAVM:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through CDSL e-Voting system. Shareholders may access the same at <http://evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the meeting through Laptop/I Pads for better experience.
3. Further shareholders will be required to allow Camera and use internet with good speed to avoid any disturbance during the meeting.
4. Please note the participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Function in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from 19th December, 2020 to 25th December, 2020 mentioning their name, demat account number/folio number, email id, mobile number at info@bmwil.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, e.mail id, mobile number at info@bmwil.co.in. These queries will be replied by the Company suitably by e.mail.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Instructions for Shareholders/Members to vote during the Annual General Meeting:

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under "Favour/Against".
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
7. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Notes for Non Individual Shareholders and Custodians:

- i) Non Individual shareholders (i.e other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- ii) A scanned copy of the Registration Form bearing stamp and sign of the entity should be emailed to helpdesk. evotingindia.com.
- iii) After receiving the login details a Compliance user should be created using the admin login and password.

The Compliance user would be able to link the account(s) for which they wish to vote on.

- iv) The list of accounts linked in the login should be mailed to helpdesk evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer at scrutinizermkb@gmail.com and to the Company at the e.mail address viz; info@bmwil.co.in (designated e.mail address by Company), if they have voted from individuals tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

During the AGM, The Chairman shall formally proposed to the Members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the AGM, if already not voted through remote e.voting. Voting at AGM shall be kept open for a period of 30 minutes after the AGM ends.

Scrutinizer shall, after the 30 minutes of conclusion of the meeting will unblock the votes cast during the meeting and through remote e-voting in the presence of at least two witnesses not in employment of the Company and within a period not exceeding 48 hours from the conclusion of the Meeting make a consolidated Scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The result declared along with the Scrutinizer's report shall be placed on the Company's website www.bmwil.co.in. Further, immediately after the declaration of result by the Chairman or a person authorised by him in writing shall communicate to BSE Limited and The Calcutta Stock Exchange Limited.

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

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business set out in Item No 3 to 9 of the accompanying Notice dated 13th November, 2020.

Item No. 3:

The Board of Directors of the Company, on the

recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Samar Dhar and Associates, Cost Accountants to conduct the audit of cost records of the Company for the financial year ending March 31, 2021.

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 as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends Ordinary Resolution set out at Item No. 3 of the Notice for approval of shareholders.

Item No: 4 & 5

The members of the Company through e-voting dated 29th September, 2016 has approved by way of Special Resolution under Section 180(1)(c) of the Companies Act, 2013, borrowings over and above the aggregate of paid-up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.700 Crores (Seven Hundred Crores).

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules there under.

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as maybe determined by the Board of Directors/any of it's authorised Committee of the Company from time to time, in consultation with the lender(s).

It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 as set out at Item No. 4 and Item No. 5 of the Notice, to enable the Board of Directors to borrow money upto Rs.1,000 Crores (Rupees One Thousand Crores) and inter alia, authorized the Board to secure its borrowings by mortgage/charge on any of the movable

and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

The Board recommends the Special Resolution as per the accompanying Notice, for approval by the Shareholders of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

Item No. 6, 7, 8 and 9

The members of the Company had, at their meeting held on 27th September 2018 reappointed Mr. Ram Gopal Bansal (DIN: 00144159) as the Whole-time Director designated as the Chairman, Mr. Harsh Kumar Bansal (DIN: 00137014) as the Managing Director and Mr. Vivek Kumar Bansal (DIN: 00137120) as the Managing Director of the Company for a period of 5 years commencing from 12th May, 2018.

The members of the Company had, at their meeting held on 24th September 2019 appointed Mr. Subhash Chandra Gupta (DIN: 00056770) as the Whole-time Director for a period of 3 years commencing from 30th May 2019 to 29th May, 2022. However Mr Gupta resigned from the Board on 10th August, 2020.

The Company had been making consistent adequate profit for the last two Financial Years as per table below:

Particulars	Year ended 31st March, 2020 (Rs in Lakhs)	Year ended 31st March, 2019 (Rs in Lakhs)
Sales and operating income (net)	61,507.68	84,703.99
Profit before interest, depreciation & tax (incl. exceptional item)	12,223.47	16,583.01
Profit Before Tax	3,159.64	6,332.48
Profit After Tax	2,397.07	4,097.97

The Company not be able to earn sufficient profits in the Financial Year 2019-20 which may become inadequate for the purpose of managerial remuneration on in terms of Section 197 of the Companies Act, 2013.

In view of the above, the payment of the managerial remuneration to the respective managerial personnel for the period 2019-20 and 2020-21 and 2021-22 may fall within the purview of Section II of Part II of Schedule V of the Companies Act, 2013 (as amended).

Accordingly, the Board of Directors at its Meeting held on 10th July, 2020 felt it prudent to approach the Members of the Company seeking their approval by way of special resolutions to the remuneration payable to the aforesaid

managerial personnel for their remaining tenure in the event of loss or inadequacy of profits during the aforesaid financial years. This approval is also taken as an approval under Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

The details of remuneration of the aforesaid Managerial Personnel are given in Annexure-I. The information pursuant to Schedule-V of the Companies Act, 2013, as amended, are given in Annexure-II forming part of this Notice.

Details of Mr. Ram Gopal Bansal, Mr. Harsh Kumar Bansal, Mr. Vivek Kumar Bansal, Mr. Subhash Chandra Gupta are provided in Annexure-III" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Having regard to the above, the resolutions set out at item Nos. 6, 7, 8 and 9 have been proposed and recommended by the Board of Directors for your approval based on the recommendations of the Nomination & Remuneration Committee.

The company has not committed any default in payment of

dues to any bank or public financial institution or any other secured creditors before the date of appointment of such managerial person(s). The Company has not issued any Non-Convertible Debentures.

Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives:

Except Ram Gopal Bansal, Whole Time Director, Harsh Kumar Bansal, Managing Director and Vivek Kumar Bansal, Managing Director none of the (i) other Directors, (ii) Key Managerial Personnel, (iii) relatives of the persons mentioned in (i) and (ii) are concerned or interested, financial or otherwise in the proposed resolution.

By order of the Board

(Vikram Kapur)

Company Secretary

Place- Kolkata

Date- 13th November, 2020

Membership No. A9812

Registered Office:

119, Park Street, White House,

Kolkata – 700016

CIN: L51109WB1981PLC034212

Email: info@bmwil.co.in

ANNEXURE-I

I. MR. RAM GOPAL BANSAL AS WHOLE TIME DIRECTOR OF THE COMPANY ON THE REMUNERATION AND OTHER BENEFITS AS FURNISHED BELOW:

1. **Basic Salary:** Rs. 13,00,000/- per month with an annual increment to be decided by the Board of Directors on merit at its absolute discretion, which shall however be only so done so as not to exceed the maximum permissible limits of Managerial Remuneration under the Act, payable without the approval of the Central Government.
2. **Perquisites / Benefits:** In addition to the above salary, Mr. Ram Gopal Bansal shall also be entitled to the following perquisites / benefits:
 - a. **Medical Reimbursement:** Expenses incurred for himself and his family in accordance with the Rules of the Company.
 - b. **Leave Travel Concession:** Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave/ holiday travel period, whenever undertaken, twice in a year, incurred in accordance with the Rules of the Company. In case Mr. Ram Gopal Bansal does not go on leave travel the Company shall pay him the entire eligible amount by way of Leave Travel Allowance
 - c. **Club Membership:** Reimbursement of membership fee including admission and annual membership fee for one club in India
 - d. **Provident Fund:** Contribution to Provident Fund not exceeding 12% of salary or such percentage limit as may be prescribed by Income Tax legislation.
 - e. **Gratuity:** Gratuity payable shall not exceed half a month's salary for each completed year of service.
 - f. **Provision for use of telephones at residence** (including payment for local calls and long distance calls).

- g. Minimum Remuneration: In the case of inadequacy of profits in any financial year during the tenure of Mr. Ram Gopal Bansal, he shall be entitled to remuneration by way of salary along with perquisites, benefits and other allowances as mentioned above not exceeding such sum as may be prescribed under Section 197 read with Part II, Section II of Schedule V to the Act.
- h. Accommodation: Unfurnished Residential Accommodation.
- i. Provision of Company's Car with driver for use on Company's business. It will not be considered as benefits. He will be however billed by the Company for use of car for private purpose, if any.

II, Mr. Harsh Kumar Bansal as Managing Director of the Company on the remuneration and other benefits as furnished below:

- I) **Basic Salary:** Rs. 10,00,000/- per month with an annual increment to be decided by the Board of Directors on merit at its absolute discretion, which shall however be only so done so as not to exceed the maximum permissible limits of Managerial Remuneration under the Act, payable without the approval of the Central Government.
- II) **Perquisites / Benefits:** In addition to the above salary, Mr. Harsh Kumar Bansal shall also be entitled to the following perquisites / benefits:
 - a. Medical Reimbursement: Expenses incurred for himself and his family in accordance with the Rules of the Company.
 - b. Leave Travel Concession: Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave/ holiday travel period, whenever undertaken, twice in a year, incurred in accordance with the Rules of the Company. In case Mr. Harsh Kumar Bansal does not go on leave travel the Company shall pay him the entire eligible amount by way of Leave Travel Allowance
 - c. Club Membership: Reimbursement of membership fee including admission and annual membership fee for one club in India
 - d. Provident Fund: Contribution to Provident Fund not exceeding 12% of salary or such percentage limit as may be prescribed by Income Tax legislation.

- e. Gratuity: Gratuity payable shall not exceed half a month's salary for each completed year of service.
- f. Provision for use of telephones at residence (including payment for local calls and long distance calls).
- g. Minimum Remuneration: In the case of inadequacy of profits in any financial year during the tenure of Mr. Harsh Kumar Bansal, he shall be entitled to remuneration by way of salary along with perquisites, benefits and other allowances as mentioned above not exceeding such sum as may be prescribed under Section 197 read with Part II, Section II of Schedule V to the Act.
- h. Accommodation: Unfurnished Residential Accommodation.
- i. Provision of Company's Car with driver for use on Company's business. It will not be considered as benefits. He will be however billed by the Company for use of car for private purpose, if any.

III. Mr. Vivek Kumar Bansal as Managing Director of the Company on the remuneration and other benefits as furnished below:

- I) **Basic Salary:** Rs. 10,00,000/- per month with an annual increment to be decided by the Board of Directors on merit at its absolute discretion, which shall however be only so done so as not to exceed the maximum permissible limits of Managerial Remuneration under the Act, payable without the approval of the Central Government.
- II) **Perquisites / Benefits:** In addition to the above salary, Mr. Vivek Kumar Bansal shall also be entitled to the following perquisites / benefits:
 - a. Medical Reimbursement: Expenses incurred for himself and his family in accordance with the Rules of the Company.
 - b. Leave Travel Concession: Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave/ holiday travel period, whenever undertaken, twice in a year, incurred in accordance with the Rules of the Company. In case Mr. Vivek Kumar Bansal does not go on leave travel the Company shall pay him the entire eligible amount by way of Leave Travel Allowance

- c. Club Membership: Reimbursement of membership fee including admission and annual membership fee for one club in India
- d. Provident Fund: Contribution to Provident Fund not exceeding 12% of salary or such percentage limit as may be prescribed by Income Tax legislation.
- e. Gratuity: Gratuity payable shall not exceed half a month's salary for each completed year of service.
- f. Provision for use of telephones at residence (including payment for local calls and long distance calls).
- g. Minimum Remuneration: In the case of inadequacy of profits in any financial year during the tenure of Mr. Vivek Kumar Bansal, he shall be entitled to remuneration by way of salary along with perquisites, benefits and other allowances as mentioned above not exceeding such sum as may be prescribed under Section 197 read with Part II, Section II of Schedule V to the Act.
- h. Accommodation: Unfurnished Residential Accommodation.
- i. Provision of Company's Car with driver for use on Company's business. It will not be considered as benefits. He will be however billed by the Company for use of car for private purpose, if any.

IV. Mr. Subhash Chandra Gupta (as Whole Time Director of the Company on the remuneration and other benefits as furnished below:

- I) Basic Salary:** Rs. 1,00,000/- per month with an annual increment to be decided by the Board of Directors on merit at its absolute discretion, which

shall however be only so done so as not to exceed the maximum permissible limits of Managerial Remuneration under the Act, payable without the approval of the Central Government.

II) Perquisites / Benefits: In addition to the above salary, Mr. Subhash Chandra Gupta shall also be entitled to the following perquisites / benefits:

- a. Medical Reimbursement: Expenses incurred for himself and his family in accordance with the Rules of the Company.
- b. Leave Travel Concession: Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave/ holiday travel period, whenever undertaken, twice in a year, incurred in accordance with the Rules of the Company.
- c. Club Membership: Reimbursement of membership fee including admission and annual membership fee for one club in India.
- d. Gratuity: Gratuity payable shall not exceed half a month's salary for each completed year of service.
- e. Provision for use of telephones at residence (including payment for local calls and long distance calls) and Company's car shall not be included in the computation of perquisites.
- f. Minimum Remuneration: In the case of inadequacy of profits in any financial year during the tenure of Mr. Subhash Chandra Gupta, he shall be entitled to remuneration by way of salary along with perquisites, benefits and other allowances as mentioned above not exceeding such sum as may be prescribed under Section 197 read with Part II, Section II of Schedule V to the Act.

[Note- Mr Gupta resigned from the Board on 10th August, 2020]

ANNEXURE-II

INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013.

I. GENERAL INFORMATION

(1) Nature of Industry

The Company is engaged in the manufacturing of Iron & Steel

(2) Date or expected date of commencement of Commercial Production:

Not Applicable

(3) In case of new companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus:

Not Applicable

(4) Financial Performance during last three financial periods:

Rupees in Lakhs

Particulars	2017-18	2018-19	2019-20
Sales and operating income	94468.44	82257.60	60069
Other income	1550.97	2446.39	1438.68
Profit before interest, depreciation and tax	16581.07	16583.01	12223.47
Profit before tax	7165.06	6332.48	3159.64
Profit after tax	5113.43	4097.97	2397.07

(5) Foreign investments or collaboration, if any :- NA

II. INFORMATION ABOUT THE APPOINTEE

Particulars	Mr. Ram Gopal Bansal	Mr. Harsh Kumar Bansal	Mr. Vivek Kumar Bansal	Mr. Subhash Chandra Gupta																																
1. Background Details																																				
-Education Qualification	Commerce Graduate	Commerce Graduate, advance courses from Harvard, ISB and LBS.	Commerce Graduate with valuable management knowledge having attended business class at Harvard University, USA	Commerce Graduate																																
Experience	Commercial and strategic functions of the Company	Commercial and strategic functions of the Company	Commercial and strategic functions of the Company	Commercial and strategic functions of the Company																																
2. Past remuneration for the Past three years	<table border="1"> <thead> <tr> <th>Year</th> <th>Amount (Rs in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>2017-18</td> <td>156.00</td> </tr> <tr> <td>2018-19</td> <td>156.00</td> </tr> <tr> <td>2019-20</td> <td>91.00</td> </tr> </tbody> </table>	Year	Amount (Rs in Lakhs)	2017-18	156.00	2018-19	156.00	2019-20	91.00	<table border="1"> <thead> <tr> <th>Year</th> <th>Amount (Rs in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>2017-18</td> <td>102.00</td> </tr> <tr> <td>2018-19</td> <td>120.00</td> </tr> <tr> <td>2019-20</td> <td>120.00</td> </tr> </tbody> </table>	Year	Amount (Rs in Lakhs)	2017-18	102.00	2018-19	120.00	2019-20	120.00	<table border="1"> <thead> <tr> <th>Year</th> <th>Amount (Rs in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>2017-18</td> <td>102.00</td> </tr> <tr> <td>2018-19</td> <td>120.00</td> </tr> <tr> <td>2019-20</td> <td>120.00</td> </tr> </tbody> </table>	Year	Amount (Rs in Lakhs)	2017-18	102.00	2018-19	120.00	2019-20	120.00	<table border="1"> <thead> <tr> <th>Year</th> <th>Amount (Rs in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>2017-18</td> <td>Nil</td> </tr> <tr> <td>2018-19</td> <td>Nil</td> </tr> <tr> <td>2019-20</td> <td>10.00</td> </tr> </tbody> </table>	Year	Amount (Rs in Lakhs)	2017-18	Nil	2018-19	Nil	2019-20	10.00
Year	Amount (Rs in Lakhs)																																			
2017-18	156.00																																			
2018-19	156.00																																			
2019-20	91.00																																			
Year	Amount (Rs in Lakhs)																																			
2017-18	102.00																																			
2018-19	120.00																																			
2019-20	120.00																																			
Year	Amount (Rs in Lakhs)																																			
2017-18	102.00																																			
2018-19	120.00																																			
2019-20	120.00																																			
Year	Amount (Rs in Lakhs)																																			
2017-18	Nil																																			
2018-19	Nil																																			
2019-20	10.00																																			
3. Recognition or awards	Nil	Nil	Nil	Nil																																
4. Job profile and his suitability	Chairman and Whole Time Director	Managing Director	Managing Director	Whole- Time Director																																
5. Remuneration Proposed	156.00 Lakhs	120.00 Lakhs	120.00 Lakhs	12.00 Lakhs Resigned on 10-08-2020																																
6. Comparative remuneration Profile with respect to Industry, size of the Company, Profile of the position and person	The remuneration offered is comparable to the peers in the industry who are of same size and the persons who are holding similar positions.																																			
7. Pecuniary relationship directly with the Company or relationship with the managerial personnel, if any:	Save as what is setout herein, Mr Ram Gopal Bansal is not entitled to remuneration from the Company under any other head. Mr Ram Gopal Bansal is father of Mr Harsh Kumar Bansal and Mr. Vivek Kumar Bansal, Managing Directors of the Company.	Save as what is setout herein, Mr Harsh Kumar Bansal is not entitled to remuneration from the Company under any other head. Mr. Harsh Kumar Bansal is son of Mr. Ram Gopal Bansal, Chairman of the Company and brother of Mr. Vivek Kumar Bansal, Managing Directors of the Company.	Save as what is setout herein, Mr Vivek Kumar Bansal is not entitled to remuneration from the Company under any other head. Mr. Vivek Kumar Bansal is son of Mr. Ram Gopal Bansal, Chairman of the Company and brother of Mr. Harsh Kumar Bansal, Managing Directors of the Company.	Save as what is setout herein, Mr Subhash Chandra Gupta is not entitled to remuneration from the Company under any other head.																																

ANNEXURE-III

Details pursuant (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Particulars	Mr. Ram Gopal Bansal	Mr. Harsh Kumar Bansal	Mr. Vivek Kumar Bansal	Mr. Subhash Chandra Gupta
DIN	00144159	00137014	00137120	00056770
Date of Birth/Age	27th November, 1955 / 65 years	5th August, 1978/ 42 Years	12th November, 1979/ 41 Years	15th March, 1950 / 70 Years
Brief Resume/ Experience/ Expertise in specific functional area	Refer Annexure II	Refer Annexure II	Refer Annexure II	Refer Annexure II
Qualification	Refer Annexure II	Refer Annexure II	Refer Annexure II	Refer Annexure II
Date of first appointment on the Board	21st October, 1981	26th December, 2006	26th September, 2001	30th May, 2019
Terms and conditions of appointment or reappointment	As per explanatory statement	As per explanatory statement	In terms of Section 152(6) of the Companies Act, 2013, Mr. Vivek Kumar Bansal who is proposed to be re-appointed as Managing Director of the Company, is liable to retire by rotation and as per explanatory statement	As per explanatory statement
Remuneration last drawn	Refer Annexure II	Refer Annexure II	Refer Annexure II	Refer Annexure II
Details of emuneration sought to be paid.	Refer Annexure I	Refer Annexure I	Refer Annexure I	Refer Annexure I
Directorship in other Public Companies (31st March,2020)	<ol style="list-style-type: none"> Bokaro Iron & Steel Co Ltd. BMW Iron & Steel Industries Ltd Sadhuram Bansal & Sons Ltd SAIL Bansal Service Centre Limited 	<ol style="list-style-type: none"> Bokaro Iron & Steel Co. Ltd. BMW Iron & Steel Industries Ltd. Sadhuram Bansal & Sons Ltd. 	<ol style="list-style-type: none"> Bokaro Iron & Steel Co Ltd. BMW Iron & Steel Industries Ltd Sadhuram Bansal & Sons Ltd SAIL Bansal Service Centre Limited 	Na
Chairman/ Member of the Committee of Directors in the Company	Chairman:- Na Member- Finance Committee	Chairman:- Corporate Social Responsibility Committee Member- • Finance Committee • Audit Committee	Chairman:- Na Member- • Finance Committee • Stakeholders Relationship Committee	Chairman:- Na Member- Na
Chairman/ Member of the Committee of Directors in the Company	Nil	Nil	Nil	Nil
Shareholding in the Company	3,57,50,000	1,84,47,250	1,40,22,080	Nil
Inter-se Relationship between Directors/ KMP	Mr Ram Gopal Bansal is father of Mr Harsh Kumar Bansal and Mr. Vivek Kumar Bansal, Managing Directors of the Company	Mr. Harsh Kumar Bansal is son of Mr. Ram Gopal Bansal, Chairman of the Company and brother of Mr. Vivek Kumar Bansal, Managing Directors of the Company.	Mr. Vivek Kumar Bansal is son of Mr. Ram Gopal Bansal, Chairman of the Company and brother of Mr. Harsh Kumar Bansal, Managing Directors of the Company.	Not Related to any Director
No. of Board Meetings attended during the year (2019-20)	6	4	5	6