



Date- 01/10/2021

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: Proceedings and Voting Results of the 39th Annual General Meeting (A.G.M) of the Company held on Thursday, 30th September, 2021 pursuant to Regulation 30 and 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015**

Dear Sir/Madam

Further to our intimation dated 30th September, 2021 on the captioned subject, please find enclosed herewith the summary proceedings and disclosures pertaining to the voting results of the remote e-voting and e-voting after the conclusion of the 39<sup>th</sup> Annual General Meeting, pursuant to the provisions of Regulation 44(3) of the Listing Regulations along with the Consolidated Scrutinizer's Report of the 39<sup>th</sup> Annual General Meeting of the Shareholders of the Company held on Thursday, 30th September, 2021 at 3:00 P.M IST through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

The Scrutinizer's Report on the combined voting results was received and accordingly all the Ordinary Resolutions and Special Resolutions as set out in the Notice were declared as passed with requisite majority. The Results are also being hosted on our Company's website [www.bmwil.co.in](http://www.bmwil.co.in).

This is for your information and records.

Thanking you and yours faithfully,  
**For BMW Industries Limited**

**(Vikram Kapur)**  
**Company Secretary**  
**CS Membership No.: A9812**

## **Summary of Proceedings of 39th Annual General Meeting of BMW Industries Limited**

The 39th Annual General Meeting (AGM) of the Members of the Company held on Thursday, 30th September, 2021 at 3:00 P.M IST through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”).

The required quorum being present, Mr. Vikram Kapur, Company Secretary of the Company welcomed the members and requested Mr. Harsh Kumar Bansal, Managing Director of the Company to take the chair. Mr. Vivek Kumar Bansal, Managing Director of the Company also present at the meeting through VC. Ms. Monica Chand, Women Independent Director and Mr. Rampriya Saran, Non Executive Independent Director also present at the meeting.

Leave of absence granted to :

Mr. Ram Gopal Bansal, Chairman and Whole-time Director

Mr. Sunil Kumar Parik, Non Executive Independent Director

Mr. Debasish Basu, Non Executive Independent Director

Mr. Arun Dalmia, authorised representatives of M/s Lodha & Co., Chartered Accountants, Statutory Auditors and Mr. Raj Kumar Banthia, authorised peron of M/s MKB & Associates, Company Secretaries, Secretarial Auditors and Scrutiniser were present.

Mr. Harsh Kumar Bansal, Managing Director to brief the statement of affairs of the Company and to conduct the further proceedings.

Register of Directors and Key Managerial Personnel, Register of Contracts were available for inspection by Members during the course of this meeting as per the provisions of the Companies Act, 2013.

The Company Secretary informed that the Company had provided electronic voting facility on all resolutions set forth in the AGM notice. The remote e-voting commenced on Monday, 27<sup>th</sup> September, 2021 (9:00 A.M. IST) and was closed on Wednesday, 29th September, 2021 (5:00 P.M IST) and that the facility of e-voting after the conclusion of AGM. The Company Secretary further informed that Mr. Raj Kumar Banthia, Practicing Company Secretary was appointed as Scrutinizer for conducting remote e-voting and e-voting after the conclusion of AGM in a fair and transparent manner. The Members transacted the following business as provided below.

**Ordinary Business:**

1. Approval of :
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of Auditors thereon;
2. Appointment of Mr. Harsh Kumar Bansal (DIN: 00137014) who retires by rotation and being eligible, offers himself for reappointment as a director.

**Special Business:**

3. Ratification the Remuneration of Cost Auditor, M/s Sohan Lal Jalan & Associates for the Financial Year 2021 -22;
4. Apointment of Ms. Monica Chand (DIN- 09221662), women Independent Director of the Company to hold office from 30th June, 2021 to 29th June, 2024;
5. Approval of setup the limits (upto Rs. 1000 crores) as per Sec 186 of Companies Act, 2013 as applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate;

The Company Secretary then invited the members to express their views, suggestions, queries or clarifications, if any on the resolutions. No query is raised by any members of the Company.

The Managing Director thanked the members for attending the AGM.

This is for your information and records.

Thanking you and yours faithfully,  
**For BMW Industries Limited**

**(Vikram Kapur)**  
**Company Secretary**  
**CS Membership No.: A9812**



# BMW Industries Ltd.

The following resolutions

Resolution Number	Details of the Agenda	Resolution Required	Mode of Voting	Remarkd
<b>Ordinary Business</b>				
1	To consider and adopt a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon; and  b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of Auditors thereon;	Ordinary	Remote e-voting and e-voting after the AGM	Passed with requisite majority
2	Appointment of Mr. Harsh Kumar Bansal (DIN: 00137014) who retires by rotation and being eligible, offers himself for reappointment as a director.	Ordinary	Remote e-voting and e-voting after the AGM	Passed with requisite majority
<b>Special Business</b>				
3	Ratification the Remuneration of Cost Auditor, M/s Sohan Lal Jalan & Associates for the Financial Year 2021-22.	Ordinary	Remote e-voting and e-voting after the AGM	Passed with requisite majority
4	Appointment of Ms. Monica Chand (DIN- 09221662), women Independent Director of the Company to hold office from 30th June, 2021 to 29th June, 2024	Special	Remote e-voting and e-voting after the AGM	Passed with requisite majority
5	Approval of setup the limits (upto Rs. 1000 crores) as per Sec 186 of Companies Act, 2013 as applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate	Special	Remote e-voting and e-voting after the AGM	Passed with requisite majority

The consolidated results on each resolution shall also be available on the website of the Company.

**For BMW Industries Limited**

**(Vikram Kapur)**  
**Company Secretary**  
**CS Membership No.: A9812**



# BMW Industries Ltd.

## ADDITIONAL DISCLOSURE OF E-VOTING AND ATTENDANCE:

Sl.No	Particulars	Details
1	Day and Date of AGM	Thursday, 30th September, 2021
2	Total number of shareholders on cut-off date i.e. 23rd September, 2021  (cut-off date for e-voting purpose)	3220
3	No. Of Shareholders present in the meeting through Video Conferencing (“VC”) , Other Audio Visual Means (“OAVM”) or Physically  Promoter/Promoter Group- Public-	5 11

### Agenda Wise Disclosure

	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast through e- voting during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
<b>ORDINARY BUSINESS</b>				
<b>Item No. 1 as an Ordinary Resolution:</b> To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and the Auditors thereon.				
(1) Voted in favour of the resolution	95236091	--	95236091	100
(2) Voted against the resolution	1	--	1	--
<b>Total</b>	<b>95236092</b>	<b>--</b>	<b>95236092</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--



# BMW Industries Ltd.

**Item No. 2 as an Ordinary Resolution:** To consider appointment of a Director in place of Mr. Harsh Kumar Bansal (DIN: 00137014) who retires by rotation and being eligible, offers himself for reappointment as a director.

(1) Voted in favour of the resolution	52608776	--	52608776	100
(2) Voted against the resolution	1	--	1	--
<b>Total</b>	<b>52608777</b>	<b>--</b>	<b>52608777</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

## SPECIAL BUSINESS

**Item No. 3 as a Ordinary Resolution:** Ratification the Remuneration of Cost Auditor, M/s Sohan Lal Jalan & Associates for the Financial Year 2021-22.

(1) Voted in favour of the resolution	95236091	--	95236091	100
(2) Voted against the resolution	1	--	1	--
<b>Total</b>	<b>95236092</b>	<b>--</b>	<b>95236092</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**Item No. 4 as a Special Resolution:** Appointment of Ms. Monica Chand (DIN- 09221662), women Independent Director of the Company to hold office from 30th June, 2021 to 29th June, 2024

(1) Voted in favour of the resolution	95236091	--	95236091	100
(2) Voted	1	--	1	--



# **BMW Industries Ltd.**

against the resolution				
<b>Total</b>	<b>95236092</b>	<b>--</b>	<b>95236092</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--
<b>Item No. 5 as a Special Resolution:</b> Approval of setup the limits (upto Rs. 1000 crores) as per Sec 186 of Companies Act, 2013 as applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate				
(1) Voted in favour of the resolution	95236091	--	95236091	100
(2) Voted against the resolution	1	--	1	--
<b>Total</b>	<b>95236092</b>	<b>--</b>	<b>95236092</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**For BMW Industries Limited**

**(Vikram Kapur)**  
**Company Secretary**  
**CS Membership No.: A9812**



### **CONSOLIDATED SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]**

To,

The Chairman of the 39<sup>th</sup> (Thirty Ninth) Annual General Meeting (AGM) of Members of BMW Industries Limited (CIN: L51109WB1981PLC034212), held on Thursday, 30<sup>th</sup> day of September, 2021 at 3 P.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

**Dear Sir,**

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **BMW Industries Limited** ("the Company") for the purpose of scrutinizing the process of voting through Remote e-Voting and electronic voting at the Annual General Meeting, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of SEBI (LODR) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May, 2020 and 15th January, 2021 and Secretarial Standards on General Meetings, in respect of the below mentioned Resolutions proposed at the 39<sup>th</sup> Annual General Meeting of the Company held on Thursday, 30<sup>th</sup> day of September, 2021 at 3 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:





- (a) The Notice dated 14<sup>th</sup> August, 2021 convening the 39<sup>th</sup> Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent electronically on 8<sup>th</sup> September, 2021, to the members of the Company whose email addresses were registered with the Company/ Depositories/ RTA.
- (b) Since this AGM was held pursuant to the aforesaid MCA Circulars through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly, in terms of above mentioned MCA and SEBI circulars, the facility for appointment of proxies by the members were also dispensed with.
- (c) The Company provided remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided electronic voting facility offered by CDSL to the shareholders who did not cast their vote through remote e-voting.
- (d) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 23<sup>rd</sup> September, 2021 were entitled to vote on the proposed resolutions.
- (e) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Monday, 27<sup>th</sup> September, 2021 at 9:00 AM (IST) and ended on Wednesday, 29<sup>th</sup> September, 2021 at 5:00 PM (IST).
- (f) The members present at the meeting exercised their voting rights electronically through facility offered by Central Depository Services (India) Limited (CDSL).
- (g) After conclusion of voting at the 39<sup>th</sup> Annual General Meeting, the votes cast electronically at the meeting were counted first, and thereafter, the votes





cast through remote e-voting were unblocked in presence of Mr. Rishabh Dev Chauhan and Ms. Khushi Nangalia, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014 as amended.

- (h) Thereafter, the details containing, inter alia, list of the members, who voted “For” or “Against” on each of the resolutions that were put to vote through remote e-voting and electronic voting during the AGM were derived from the report generated from the e-voting website of CDSL, www.evotingindia.com.
- (i) 48 Members have cast their votes through remote e-voting and all such votes are valid. None of the members have cast their votes electronically during the AGM and all such votes are valid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

	<b>Number of votes (shares) cast through Remote E- voting. (1)</b>	<b>Number of Votes (shares) cast through e-voting during the meeting (2)</b>	<b>Total (1)+(2)=(3)</b>	<b>% of total number of valid votes cast</b>
<b>ORDINARY BUSINESS</b>				
<b>Item No.1 as an Ordinary Resolution:</b> To receive, consider and adopt the Audited Financial Statements of the company (including Consolidated Financial Statements) for the financial year ended March 31, 2021 together with the Reports of Board of Directors and Auditors thereon				
(1) Voted in favour of the resolution	95236091	--	95236091	100





(2) Voted against the resolution	1	--	1	Negligible
<b>Total</b>	<b>95236092</b>	<b>--</b>	<b>95236092</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**Item No.2 as an Ordinary Resolution:** To appoint a Director in place of Mr. Harsh Kumar Bansal (DIN: 00137014), who retires by rotation and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution	52608776	--	52608776	100
(2) Voted against the resolution	1	--	1	Negligible
<b>Total</b>	<b>52608777</b>	<b>--</b>	<b>52608777</b>	<b>100</b>
(3) Invalid votes	--	--	--	--

**SPECIAL BUSINESS**

**Item No.3 as an Ordinary Resolution:** Ratification of remuneration payable to cost auditors for the financial year 2021-22.

(1) Voted in favour of the resolution	95236091	--	95236091	100
(2) Voted against the resolution	1	--	1	Negligible
<b>Total</b>	<b>95236092</b>	<b>--</b>	<b>95236092</b>	<b>100</b>





(3) Invalid votes:	--	--	--	--
<b>Item No.4 as a Special Resolution:</b> Appointment of Ms. Monica Chand (DIN- 09221662) as Women Independent Director of the Company for a period of 5 years from 30th June, 2021				
(1) Voted in favour of the resolution	95236091	--	95236091	100
(2) Voted against the resolution	1	--	1	Negligible
<b>Total</b>	<b>95236092</b>	<b>--</b>	<b>95236092</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--
<b>Item No. 5 as a Special Resolution:</b> Approval of limits under Section 186 of Companies Act, 2013 for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate.				
(1) Voted in favour of the resolution	95236091	--	95236091	100
(2) Voted against the resolution	1	--	1	Negligible
<b>Total</b>	<b>95236092</b>	<b>--</b>	<b>95236092</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

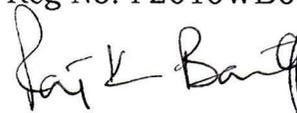
Based on the aforesaid results, the resolution no.(s) 1 to 5 as contained in the Notice have been passed with the requisite majority.





The remote e- voting register and other related papers/ registers and records is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes of the Meeting are signed.

For MKB & Associates  
Company Secretaries  
Firm Reg No: P2010WB042700


Raj Kumar Banthia  
Partner

Membership no. 17190  
COP no. 18428

Date: 01.10.2021  
Place: Kolkata  
UDIN: A017190C001064687