



BMW INDUSTRIES LIMITED

CIN: L51109WB1981PLC034212

Regd. Office: 119 Park Street, White House, 3rd Floor, Kolkata, West Bengal, India, 700016

Tele fax: 03340071704 | E-Mail: info@bmwil.co.in | Website: www.bmwil.co.in

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration), Rules, 2014]

To

The Members

Notice is hereby given to the members of the Company pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions of the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), seeking their approval for the resolution set out below proposed to be passed through Postal Ballot by way of voting through electronic means (“remote e-voting”) as a special business using the platform provided by Central Depository Services (India) Limited (“CDSL”). The Company is offering facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes in this regard.

The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the Special Business setting out the material facts and reasons thereof is appended to this Postal Ballot Notice.

Mr. Raj Kumar Banthia, (COP No. 18428, Membership No. 17190), partner of MKB & Associates, Practising Company Secretary, Kolkata has been appointed as a Scrutinizer to scrutinize and conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences at 9:00 AM. IST. on Wednesday, 29th October, 2025 and ends at 5:00 PM. IST on Thursday, 27th November, 2025. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 24th October, 2025 (end of day) may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Scrutinizer will submit their report to the Chairman or any authorized person of the Company and the results of the Postal Ballot will be announced on or before Monday, 1st December, 2025. The said results will be displayed at the Registered Office of the Company and intimated to BSE Limited (“BSE”) where the shares of the Company are listed i.e. www.bseindia.com. Additionally, the results will also be uploaded on the Company’s website www.bmwil.co.in and on the website of CDSL www.evotingindia.com.

Special Business:

Item no. 1: To approve the appointment of Mr. Joginder Pal Dua (DIN: 02374358) as a Non-Executive Independent Director of the Company

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015



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(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members by way of special resolution be and are hereby accorded for the appointment of Mr. Joginder Pal Dua (DIN: 02374358), who was appointed as an Additional Director, designated as Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from August 29, 2025, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors 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.”

Item no. 2: To approve the appointment of Mr. Prahlad Kumar (DIN: 05174446) as an Executive Director, and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members by way of special resolution be and are hereby accorded for the appointment of Mr. Prahlad Kumar (DIN: 05174446), who was appointed as an Additional Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, as an Executive Director of the Company, for a period of 5 (five) years with effect from August 29, 2025 on the terms and conditions including remuneration as set out in the statement annexed to this Postal Ballot Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to vary the terms and conditions of the said appointment and / or remuneration as it may deem fit, liable to retire by rotation;

RESOLVED FURTHER THAT the Board 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.”

By Order of the Board of Directors,
For BMW Industries Limited
Sd/-

Vikram Kapur
Company Secretary
(Membership no: A9812)

Place: Kolkata
Date: 29.08.2025

Registered Office:
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Notes:

1. The Explanatory Statement for the Special business pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rules thereunder and Secretarial Standards on General Meetings (SS-2) stating material facts of the proposed resolutions is annexed hereto.
2. Details of the Directors seeking appointment as required under Regulation 36(3) of SEBI Listing Regulations and SS-2 are provided in Annexure forming part of this Postal Ballot Notice.
3. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 24th October, 2025 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories. The Postal Ballot Notice has also been placed on the website of the Company www.bmwil.co.in, website of the Stock Exchanges i.e. BSE Limited and The Calcutta Stock Exchange Limited ('CSE Limited') at www.bseindia.com and www.cse-india.com respectively and website of CDSL.
4. Communication of assent or dissent of the Members would take place only through the remote e-voting system. **Physical copies of the Postal Ballot Notice are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.**
5. Member(s) whose names appear on the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. 24th October, 2025 will only be considered for E-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
6. The Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on the cut-off date.
7. The Company has received the Consent letter of Mr. Raj Kumar Banthia, Practising Company Secretary, Kolkata to act as a Scrutinizer for the Postal Ballot process pursuant to Rule 22 (5) of Companies (Management and Administration) Rules, 2014. The Board of Directors at its meeting held on 29th August, 2025 has appointed Mr. Raj Kumar Banthia, Practising Company Secretary, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
8. The resolution will be taken as passed effectively on the date of declaration of the results at the registered office of the Company as well as placed on the Company's website, if the result of the postal ballot indicates that the requisite majority of the Members have assented to the resolution.
9. In respect of shares held by Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to vote on its behalf.
10. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 24th October, 2025.
11. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, shall be available for inspection through electronic mode.



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12. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on Wednesday, 29th October, 2025 at 9:00 AM IST and ends on Thursday, 27th November, 2025 at 5:00 PM IST. 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) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolutions are casted by the Members, he/she shall not be allowed to change it subsequently or cast vote again.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- i. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

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Individual Shareholders holding securities in demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi /Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i. Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID, For NSDL: 8 Characters DP ID followed by 8 Digits Client ID
 - b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders holding shares in Demat Mode are requested to update their PAN with the Depository Participant registered with CDSL only.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)(3)(b).

- ii. After entering these details appropriately, click on “SUBMIT” tab.
- iii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly



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

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

v. Click on the EVSN for the company to vote.

vi. 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.

vii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

viii. 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.

ix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

x. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xi. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xii. **Additional facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- 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.
- 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz. mbanthia2010@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

a. Process for those shareholders whose email ids /mobile no. are not registered with the Company/ Depositories:



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- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Company e-mail id (compliance@bmwil.co.in) / RTA e-mail id (absconsultant99@gmail.com) .
- ii. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911



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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

Item:1

The Board of Directors of the Company at their meeting held on 29th August, 2025, on the recommendation of the Nomination and Remuneration Committee (“NRC”), approved the appointment of Mr. Joginder Pal Dua (DIN: 02374358) as an Additional Director in the capacity of Non-Executive Independent Director w.e.f. 29th August, 2025 for a term of 5 (Five) consecutive years up to 29th August, 2030 subject to the approval of the Members of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), approval of shareholders is to be taken for appointment of Mr. Joginder Pal Dua as an Independent Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Joginder Pal Dua has served Oriental Bank of Commerce for more than 30 years, lastly as General Manager – Corporate Credit. Mr. Dua has served as Executive Director as well as Chairman & Managing Director of Allahabad Bank for five years. He was appointed to Board for Industrial & Financial Reconstruction (B.I.F.R.) and retired as Chairman in January 2016. He has also served as deputy Chairman of Indian Banks’ Association. He was associated with premier Institutes/Organizations viz., National Institute of Bank Management (NIBM), Indian Institute of Banking & Finance (IIBF), Xavier Institute of Management, Bhubaneswar (XIBM), Institute of Banking Personnel Selection (IBPS), Indian Institute of Bank Management (IIBM) in the fields of Education, Banking & Finance as Member of their Governing Boards.

Brief profile and other information in respect of Mr. Joginder Pal Dua seeking appointment as required under Regulation 36(3) of SEBI Listing Regulations and SS-2 are provided in Annexure forming part of this Postal Ballot Notice.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member, proposing the candidature of Mr. Joginder Pal Dua for the office of Independent director. The Company has received from Mr. Joginder Pal Dua (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013 (iii) declaration to the effect that he meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations; and (iv) certificate with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (v) declaration to the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that the directorships held by him are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations.

Copy of the letter of appointment issued to Mr. Dua setting out the terms and conditions of appointment is available for inspection by the members electronically.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Mr. Dua fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that he is independent of the Company’s



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management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Mr. Dua will be of immense benefit to the Company and hence his appointment as an Independent Director is justified in terms of Secretarial Standards on General Meeting (SS-2).

Mr. Dua shall be paid remuneration by way of fee for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in such meetings and profit related commission as recommended by the Nomination and Remuneration Committee from time to time within the limits stipulated under Section 197 of the Act or as approved by the Shareholders.

Except Mr. Dua, being appointee and his relatives, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution set out at the notice.

As per Regulation 25(2A) of the Listing regulations, with effect from 1st January, 2022, appointment of Independent Director requires approval of the members of the Company by way of Special Resolution. As such, the Board of Directors recommends the Special Resolution set out in the Notice for your approval.

Item: 2

The Board of Directors of the Company, at its meeting held on 29th August, 2025 on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Prahlad Kumar (DIN: 05174446) as an Additional Director in the capacity of Executive Director for a period of 5 (five) years till 29th August, 2030 pursuant to the provisions of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013 subject to the approval of the Members of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Mr. Prahlad Kumar shall hold office up to the date of the ensuing General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Mr. Kumar holds a Postgraduate degree from Banaras Hindu University (BHU), Varanasi, and a Bachelor of Laws (LLB) from Ranchi University. He has been associated with the Company for the past 25 years, contributing significantly in the area of Industrial Relations. With deep expertise in labour law compliance, union negotiations, and workforce management, Mr. Kumar has played a key role in maintaining harmonious employee relations and ensuring regulatory adherence across various operational units.

Brief profile and other information in respect of Mr. Kumar seeking appointment as required under Regulation 36(3) of SEBI Listing Regulations and SS-2 are provided in Annexure forming part of this Postal Ballot Notice.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member, proposing the candidature of Mr. Kumar for the office of Director. He is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. The Company has received (i) The Consent of Mr. Prahlad Kumar in Form DIR-2 (ii) Form DIR-8 in terms of Section 164 (1) & (2) and Rule 14(1) of Companies (Appointment and Qualifications of Directors) Rules, 2014 confirming his eligibility.

The Nomination and Remuneration Committee while recommending Mr. Prahlad Kumar as an Executive Director of the Company, considered various factors, viz., background, qualifications, competence, technical expertise, and experience particularly in the Tea Industry. His knowledge and experience would be beneficial for the growth of the Company.

In accordance with the requirements of Schedule V to the Companies Act, 2013 it is informed that the Company has not made any default in payment of any of dues to any bank or Public Financial Institution or any other secured creditor and the Nomination and Remuneration Committee, has also approved the remuneration payable to Mr. Prahlad Kumar. The abstract of the terms and conditions including



BMW INDUSTRIES LIMITED

CIN: L51109WB1981PLC034212

Regd. Office: 119 Park Street, White House, 3rd Floor, Kolkata, West Bengal, India, 700016

Tele fax: 03340071704 | E-Mail: info@bmwil.co.in | Website: www.bmwil.co.in

remuneration governing the appointment of Mr Prahlad Kumar as the Executive Director of the Company is as under:

Term: 5 years starting from 29th August, 2025 and ending on 29th August, 2030.

a) **Salary:** Rs. 10,27,752 /- per annum, payable on monthly basis, subject to periodical increments as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee.

b) Benefits & Perquisites:

i. **Contribution to Provident Fund:** As per rules framed under the Company's relevant schemes/policies while ensuring compliances with the applicable statutory provisions, if any, from time to time.

ii. **Gratuity:** As per rules of the Company and applicable statutory provisions from time to time.

iii. **Other Perquisites, Benefits & Allowance(s):** As per rules of the Company which are applicable to other senior employees of the Company unless specifically provided herein and/or as may be decided by the Board of Directors based on approval, if any, accorded by the Nomination and Remuneration Committee.

iv. **Car on Company's business:** Provision of cars for use on Company's business will not be considered as perquisite.

v. **Telephone/ fax:** Provision for telephones/ fax at residence and provision for cell phones will not be considered as perquisites.

Minimum Remuneration: In the case of inadequacy of profits in any financial year during the tenure of Mr. Prahlad Kumar, 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.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund and Gratuity Fund, payable to Mr. Prahlad Kumar, Executive Director of the Company shall be within the limit prescribed under the Act.

Except Mr. Prahlad Kumar being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution at Item No. 2 as contained in the Notice. The Board recommends the Resolution at Item No. 2 for approval of the members

By Order of the Board of Directors,

For BMW Industries Limited

Sd/-

VIKRAM KAPUR

Company Secretary

(Membership no: A9812)

Place: Kolkata

Date: 29.08.2025

Registered Office:

119 Park Street, White House,

3rd Floor, Kolkata-700016

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Information in respect of director(s) seeking appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”)

1.	Name	Mr. Joginder Pal Dua	Mr. Prahlad Kumar
2.	DIN	02374358	05174446
3.	Date of Birth	05-08-1952	15-12-1970
4.	Age	73 years	54 years
5.	Brief Resume of the director	As provided in the explanatory statement annexed to this Postal Ballot Notice	As provided in the explanatory statement annexed to this Postal Ballot Notice
6.	Date of appointment / re-appointment (including first appointment)	29 th August, 2025	29 th August, 2025
7.	Qualifications	Degree in Law from Meerut University & Masters in Economics from Punjab University.	Post-graduation from Banaras Hindu University (BHU), Varanasi and L.L.B from Ranchi University
8.	Nature of expertise in Specific Functional Areas	He has served Oriental Bank of Commerce for more than 30 years, lastly as General Manager – Corporate Credit. Mr. Dua has served as Executive Director as well as Chairman & Managing Director of Allahabad Bank for five years. He was appointed to Board for Industrial & Financial Reconstruction (B.I.F.R.) and retired as Chairman in January 2016. He has also served as deputy Chairman of Indian Banks’ Association. He was associated with premier Institutes/Organizations viz., National Institute of Bank Management (NIBM), Indian Institute of Banking & Finance (IIBF), Xavier Institute of Management, Bhubaneswar (XIBM), Institute of Banking Personnel Selection (IBPS), Indian Institute of Bank Management (IIBM) in the fields of Education,	Mr. Prahlad Kumar holds a Postgraduate degree from Banaras Hindu University (BHU), Varanasi, and a Bachelor of Laws (LLB) from Ranchi University. He has been associated with the Company for the past 25 years, contributing significantly in the area of Industrial Relations. With deep expertise in labour law compliance, union negotiations, and workforce management, Mr. Kumar has played a key role in maintaining harmonious employee



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		Banking & Finance as Member of their Governing Boards	relations and ensuring regulatory adherence across various operational units
9.	Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	As provided in explanatory statement annexed to this Postal Ballot Notice.	As provided in explanatory statement annexed to this Postal Ballot Notice.
10.	Number of Board Meetings attended during the FY 2025-26	Not Applicable	Not Applicable
11.	Directorship held in other listed companies.	Rupa & Company Limited	Not Applicable
12.	Directorship in Unlisted Companies	a. Utkarsh Industries Limited b. Bindals Paper Limited	None
13.	Chairmanship / Membership of Committees of other Boards.	a. Member in the Audit Committee, Nomination & Remuneration Committee & CSR Committee of Utkarsh Industries Limited b. Member in the Audit Committee, Nomination & Remuneration Committee of Bindals Paper Limited c. Member in the Audit Committee, Nomination & Remuneration Committee of Rupa & Company Limited	Not Applicable
14.	Listed companies from which the person has resigned in the past three years.	a. Shyam Steel Industries Limited b. Vikram Solar Limited c. Canara HBSC Life Insurance Company Ltd d. Century Plyboards India Ltd	None
15.	Relationships between director(s) inter se / other key managerial personnel(s) of the Company.	None	None
16.	Shareholding in the Company including shareholding as a beneficial owner.	NIL	NIL
17.	Skills and capabilities required for the role of Independent Director and the manner in which he meets such requirements	As provided in the explanatory statement annexed to this Postal Ballot Notice. Further, he meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.	As provided in the explanatory statement annexed to this Postal Ballot Notice.