BMWIL
BMW Industries Ltd.

CIN: L5110WB1981PLC034212
Regd Off: 119, Park Street, White House, 3rd Floor, Kolkata-700016, West Bengal, India
Website: www.bmwil.co.in, Email: compliance@bmwil.co.in
Tel: +91 33 2226 8882 Telefax: (033) 4007 1704

Notice of the 44th Annual General Meeting

Notice is hereby given that the Forty–Fourth (44th) Annual General Meeting ("AGM") of the Members of BMW INDUSTRIES LIMITED (CIN:L51109WB1981PLC034212) ("the Company") will be held on SATURDAY, 12TH SEPTEMBER, 2026 AT 11:30 A.M. (IST) through Video Conferencing / Other Audio Visual means ("VC/OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Financial Statements

To receive, consider and adopt

a. the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2026 together with the reports of the Board of Directors and the Auditors thereon and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2026 and the reports of the Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2026 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

Item No. 2: Declaration of Dividend

To declare final dividend of Re. 0.43 per Equity Share of Re. 1/- each, fully paid-up, i.e. 43% of the face value of the Equity Shares, for the Financial Year ended March 31, 2026, and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT dividend of Re. 0.43 per Equity Share of Re. 1/- each, fully paid-up, of the Company i.e., 43% of the face value of the Equity Share, as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended March 31, 2026."

Item No. 3: Re-appointment of a Director

To appoint a Director in place of Mr. Vivek Kumar Bansal (DIN: 00137120), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, at this Annual General Meeting and being eligible, seeks re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 (6) and other applicable provisions of the Companies Act, 2013, Mr. Vivek Kumar Bansal (DIN: 00137120), who retires by rotation at this meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

Item No. 4: Ratification of Remuneration of Cost Auditor of the Company payable for the Financial Year ending 31st March, 2027

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(3) and other applicable provisions, if any, of the Companies Act, 2013, ("The Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time, the remuneration of

₹1,00,000/ (Rupees One Lakh Only), plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s. Sohan Lal Jalan & Associates, (Firm Registration No. 000521), Cost Accountants, who have been re-appointed by the Board of Directors ("the Board") based on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2027, and whose remuneration has been approved by the Board based on the recommendation of the Audit Committee, be and is hereby ratified."

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Item No. 5: Approval for the continuation of directorship of Mr. Joginder Pal Dua (DIN: 02374358) as a Non-Executive Independent Director of the Company beyond the attainment of age of Seventy-five (75) years in his current tenure

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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force (hereinafter collectively referred to as the "Applicable Laws") and based on to the recommendation of Nomination and Remuneration Committee ("NRC") and Board of Directors, approval of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Joginder Pal Dua (DIN: 02374358) as a Non-Executive Independent Director of the Company after attaining the age of Seventy-five (75) years on August 5, 2027, for the remaining period of his current tenure as a Non-Executive Independent Director of the Company upto August 28, 2030, on the existing terms and conditions as approved by the Members.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

Item No. 6: Reclassification of Authorised Share Capital of the Company and consequent amendment of the Capital Clause of the Memorandum of Association

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents , sanctions, registrations and permissions as may be necessary and in accordance with the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to reclassify the existing Authorised Share Capital of the Company of Rs. 67,94,00,000/- (Rupees Sixty-Seven Crores Ninety-Four Lakhs Only) divided into 52,94,00,000 Class A Equity Shares of Re.1/- each, 50,00,000 Class B Equity Shares of Rs.10/- each and 10,00,000 Class C Equity Shares of Rs.100/- each to 67,94,00,000 Equity Shares of Re.1/- (Rupee One Only) each aggregating to Rs. 67,94,00,000/- (Rupees Sixty-Seven Crores Ninety-Four Lakhs Only) and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

"V. The Authorised Share Capital of the Company is Rs.67,94,00,000/- (Rupees Sixty-Seven Crores Ninety-Four Lakhs Only) divided into 67,94,00,000/- (Rupees Sixty-Seven Crores Ninety-Four Lakhs Only) Equity Shares of Re.1/- (Rupee One Only) each, with power to increase or reduce the capital for the time being into several classes and attach thereto respectively such preferential or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Act and to vary, modify or abrogate any such rights, privileges and conditions in such manner as may for the time being, provided by the regulations of the Company."

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Item No. 7: To alter and adopt new set of Memorandum of Association ("MOA") of the Company as per the Companies Act, 2013

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

"RESOLVED THAT pursuant to Section 4, 13 and 15 of the Companies Act, 2013 ("the act") and all other applicable provisions of the Act, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re enactment thereof, for the time being in force) and subject to such other approvals, consents, sanctions, registrations and permissions as may be necessary in this regard from appropriate authorities and agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee or one or more Directors), the consent of the members be and is hereby accorded for alteration and adoption of the new set of Memorandum of Association ('MOA') of the Company as per the Act.

RESOLVED FURTHER THAT a new set of the Memorandum of Association of the Company be adopted in accordance with the Schedule I -Table A of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Item No. 8 : To alter and adopt new set of Articles of Association ("AOA") of the Company as per the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and 15 of Companies Act, 2013 ("the Act"), read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals, consents, sanctions, registrations and permissions as may be necessary in this regard from appropriate authorities and agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee of one or more Directors), the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association in place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT a new set of the Articles of Association of the Company be adopted in accordance with the Schedule-I-Table F of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By the Order of the Board
For **BMW Industries Limited**

Sd/-
Neha Jain
Company Secretary & Compliance Officer
Membership No. A29956

Place- Kolkata
Date- 14th August, 2026

Registered Office:

119, Park Street,
White House, 3rd Floor,
Kolkata: 700016
Website: www.bmwil.co.in
Email: compliance@bmwil.co.in
CIN: L51109WB1981PLC034212
Tel: +91 33 2226 8882

Notes:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as **'MCA Circulars'**), have permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.

   Further, towards this, the Securities and Exchange Board of India (**'SEBI'**), vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard from time to time, has provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.

   In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 44th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at 119, Park Street, 3rd floor, White House, Kolkata-700016.

2. The Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended, setting out the material facts concerning the business with respect to Item No(s). 4 to 8 forms part of this Notice. Further, relevant information pursuant to Regulation(s) 36(3) and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and disclosure requirements in terms of Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment/ continuation of Directorship beyond the attainment of age of Seventy-Five (75) years at this Annual General Meeting ('Meeting' or 'AGM'), under item No. 3 and 5 is furnished as Annexure to this Notice.

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES 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 OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.

   Accordingly, the facility for members to appoint proxy (ies) is not provided for this AGM. Therefore, this Notice does not include the proxy form, attendance slip or route map as an appendix.

4. Members attending the AGM through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Institutional Investors/Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.), who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a scanned copy (PDF/JPEG Format) of a certified copy of the Board Resolution or governing body Resolution/ Authorisation Letter etc., with attested specimen signature of the duly authorized signatory(ies) authorizing their 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 raj@manojbanthia.com with copies marked to the Company at compliance@bmwil.co.in and to its RTA at absconsultant99@gmail.com, not later than 48 hours before the scheduled time of the commencement of the Meeting.

   Alternatively, the Corporate Shareholders/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.

6. In case of joint holders attending the AGM through VC/ OAVM, only such joint holders who are higher in the order of the names as per the Register of Members of the Company, as on the cut-off date i.e., Saturday, 5th September, 2026 will be entitled to vote at the Meeting

7. **The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.** The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.

8. In line with the circular issued by MCA & SEBI, the Notice convening the 44th Annual General Meeting along with the Annual Report for the financial year 2025-26 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 and SEBI Circulars. To support the "Green Initiative",

Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the aforesaid documents are required to register their e-mail addresses by sending an e-mail to absconsultant99@gmail.com/info@bmwil.co.in/compliance@bmwil.co.in or by contacting at the following address:

i) ABS Consultant Pvt. Ltd., 4 B.B.D Bag (East), Stephen House, R.No.99, 6th floor, Kolkata-700 001.

Or

ii) In the case of Shares held in Demat Mode – The shareholders are requested to contact their respective Depository Participant ("DP").

After the successful submission of the e-mail address, CDSL will e-mail a copy of this AGM Notice and Annual Report for FY 2025-26 along with the e-Voting user ID and password. In case of any queries, Members may write to absconsultant99@gmail.com or www.evotingindia.com.

9. Members may note that the Notice of the Annual General Meeting and Annual Report for the Financial Year 2025-26 will also be available on the Company's website at www.bmwil.co.in; and websites of the Stock Exchanges i.e. The BSE Limited and The Calcutta Stock Exchange at www. bseindia.com and www.cse-india.com respectively. The Notice is also available on the website of CDSL at www.cdslindia.com

10. The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, September 6, 2026, to Saturday, September 12, 2026 (both days inclusive) for the purpose of Annual General Meeting and payment of Dividend, if declared by the shareholders.

11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Saturday, September 5, 2026 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting. Any person, who acquires shares of the Company and become member of the Company after sending the notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at www.evotingindia.com or RTA at absconsultant99@gmail.com.

12. 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, and relevant documents referred to in this Notice or Explanatory Statement 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. 12th September, 2026. Members seeking to inspect such documents can send an email to info@bmwil.co.in / compliance@bmwil.co.in.

13. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer the process to be followed for updating bank account details.

Note: As per SEBI requirements, effective 18th November, 2025, Companies are allowed to make dividend payments only in electronic mode. Hence, it is reiterated that Members, whose folios are not updated with PAN, KYC details or Choice of Nomination, are requested to update the above details by submitting the relevant ISR Forms before the cut-off date to ensure timely credit of dividends.

14. Members may note that the Board, at its meeting held on May 6, 2026, has recommended a final dividend of Re. 0.43/- (i.e. 43%) per equity share for the financial year ended March 31, 2026. The record date for the purpose of final dividend is Saturday, 5th September, 2026. The final dividend, once approved by the members in the ensuing AGM, will be paid within the stipulated timeline prescribed by the Companies Act, 2013. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

15. TDS RELATED INFORMATION

Members may note that the Dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at prescribed rates in the Income Tax Act, 1961. In general, no tax will be deducted on payment of dividend to the category of members who are resident individuals (with valid PAN details updated in their folio/client ID records) and the total dividend amount payable to them does not exceed ₹10,000/-. Members not falling in the said category can go through the detailed note with regard to the applicability of tax rates for various other categories of members and the documents that need to be submitted for nil or lower tax rate, which has been provided on the Company's website at https://www.bmwil.co.in/dividend-iepf/.

16. Members are requested to address all correspondence, including dividend-related matters, to RTA, ABS Consultant Pvt. Ltd., 4 B.B.D Bag (East), Stephen House, R.No.99, 6th floor, Kolkata-700 001., Contact No.:+91 033 2230 1043, Email id: absconsultant99@gmail.com.

17. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA, or with the Company Secretary & Compliance Officer, at the Company's registered office or at compliance@bmwil.co.in. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

    The Securities and Exchange Board of India (SEBI) vide circular dated 20 April, 2018 has also mandated to obtain account details along with cancelled cheque to update the securities holder's data. The original cancelled cheque shall bear the name of the securities holder failing which securities holder shall submit copy of bank passbook/statement attested by the bank. The respective DP's (Demat Holding) or the RTA (in case of Physical Holding) shall then update the bank details in its records after due verification. The unpaid dividend shall be paid via electronic bank transfer.

18. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India the Company has provided the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by CDSL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Mr. Raj Kumar Banthia, Practicing Company Secretary (Membership No. A17190 & CP No. 18428), as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.

19. Remote e-voting will commence at 9:00 a.m. (IST) on Wednesday, September 9, 2026 and will end at 5:00 p.m. (IST) on Friday, September 11, 2026.

20. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 (two) working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges, CDSL and RTA, and will also be displayed on the Company's website, www.bmwil.co.in.

21. The facility for e-voting will also be made available during the AGM to the Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting earlier and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by CDSL for voting 30 minutes after the conclusion of the Meeting.

22. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. 05th September, 2026 may obtain the login ID and password by sending a request to helpdesk.evoting@cdslindia.com . However, if he / she is already registered with CDSL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.

23. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, ABS Consultant Pvt. Ltd. at absconsultant99@gmail.com. to receive copies of the Annual Report 2025-26.

24. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate etc., by submitting a duly filled and signed

Form ISR-4 along with requisite supporting documents to ABS Consultant Pvt. Ltd. as per the requirement of the aforesaid circular. The aforesaid forms can be downloaded from the Company's website at https://www.bmwil.co.in/listing-information/

25. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

26. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. The consolidation will be processed in demat form.

27. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

28. Members desiring any information or having any query on the Accounts are requested to write to the Company at info@bmwil.co.in / compliance@bmwil.co.in at least 7 days before the meeting so that the information / answers may be readily available at the meeting.

29. Members are requested to comply with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2024/37 dated March 16, 2024 regarding furnishing of PAN, full KYC details and Nomination by the holders of physical securities to avoid freezing of folios. The Company has intimated the concerned security holders about the folios which are incomplete in terms of the said SEBI Circular.

30. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their De-mat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by CDSL for voting 30 minutes after the conclusion of the Meeting.

31. Members are encouraged to submit their questions in advance concerning the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to reach the Company's email address at info@bmwil.co.in / compliance@bmwil.co.in before 5.00 P.M.(IST) on Saturday, September 5, 2026. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest.

32. Members who would like to express their views or ask questions with respect to the agenda item(s) of the meeting may pre-register themselves as the speaker by sending a request from their registered email address mentioning their names, DP id and client id/folio no., PAN and mobile no. at info@bmwil.co.in /compliance@bmwil.co.in before Saturday, September 5, 2026 till 5.00 P.M.(IST). Only those Members who have pre-registered themselves as a speaker on the dedicated email id as mentioned above will be allowed to express their views/ask questions during the AGM.

33. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good Internet speed.

    The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

34. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) and SEBI/HO/ OIAE/OIAE_ IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/ OIAE/OIAE_IAD1/P/CIR/2023/145 dated August 11, 2023 has established guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

35. Special Window for lodgement of physical shares transfer request:

Pursuant to the SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/ 1/3750/2026 dated January 30, 2026, shareholders of the Company are hereby informed that a Special Window has been opened for a period of one year from February 05, 2026 to February 04, 2027 for transfer and dematerlisation ('demat') of physical securities which were sold/purchased prior to April 01, 2019. This special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned due to deficiency in the documents/ process/or otherwise.

Eligible shareholders may submit their transfer deeds, original share certificates along with other requisite documents to the Company's Registrar and Share Transfer Agent (RTA) at ABS Consultant Pvt. Ltd. at Unit: BMW Industries Limited, 99, Stephen House, 6th Floor, 4, B. B. D. Bag, Kolkata – 700 001, email - HYPERLINK "mailto:absconsultant99@gmail.com" absconsultant99@gmail.com.

During this period, the securities that are re-lodged for transfer shall be issued only in dematerialized mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred/lien-marked/pledged during the said lock-in period.

The Company has communicated the details regarding the opening of this special window on the Company's website at HYPERLINK "http://www.bmwil.co.in" www.bmwil.co.in.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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 remote e-voting period commences on Wednesday, September 9, 2026 (9:00 A.M.) and ends on Friday, September 11, 2026 (5:00 P.M.). During this period member of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, September 5, 2026, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter at 5.00 P.M. on Friday, September 11, 2026. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) 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.

(iv) 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there are 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 & My Easi New (Token) 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 an 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 with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 2) If the user is 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 holding 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's name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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's name or e-Voting service provider's name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 toll free no. 1800 21 09911
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: 022 - 4886 7000 and 022 - 2499 7000

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

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

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,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. 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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ▪ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as Bank 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

(vi) After entering these details appropriately, click on "SUBMIT" tab.

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

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

(ix) Click on the EVSN for the "BMW Industries Limited" on which you choose to vote

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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 mandatory 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 and to the Company at the email address viz: mbanthia2010@gmail.com and compliance@bmwil.co.in respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. 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.

8. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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/RTA email id.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. 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 attending AGM & 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 toll free no. 1800 21 09911.

By the Order of the Board
For **BMW Industries Limited**

Sd/-
Neha Jain
Company Secretary & Compliance Officer
Membership No. A29956

Place- Kolkata
Date- 14th August, 2026

Registered Office:

119, Park Street,
White House, 3rd Floor,
Kolkata: 700016
Website: www.bmwil.co.in
Email: compliance@bmwil.co.in
CIN: L51109WB1981PLC034212
Tel: +91 33 2226 8882

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in Item No.s 4 to 8 of the accompanying Notice.

Item No. 4

As per the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board, based on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s Sohan Lal Jalan & Associates, Cost Accountants (Firm Registration Number: 000521), as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2027, at a remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) plus applicable taxes and reimbursement of reasonable out-of-pocket expenses.

In accordance with Section 148(3) 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 of Directors, is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the Financial Year ending March 31, 2027.

The Board recommends ratification of remuneration of Cost Auditors, as set out in Resolution no. 4 of the Notice for approval by the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 5

Mr. Joginder Pal Dua (DIN: 02374358) was appointed as a Non-Executive Independent Director of the Company by the members by way of postal ballot notice dated 29th August, 2025 for a period of five consecutive years commencing from 29th August, 2025 to 28th August, 2030.

Pursuant to Regulation 17(1A) of SEBI Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of Seventy-five (75) years unless a Special Resolution is passed to that effect along with the justification for such appointment.

Mr. Joginder Pal Dua (DIN: 02374358) was born on 05th August, 1952 and will attain the age of 75 years on 05th August, 2027. Based on the recommendation of Nomination and Remuneration Committee (NRC) and Board of Directors at its meeting held on August 13th, 2026 and August 14, 2026, respectively, a Special Resolution is proposed for approval of the members for continuation of Mr. Joginder Pal Dua, (DIN: 02374358) as a Non-Executive Independent Director of the Company beyond the attainment of the age of Seventy-five (75) years in his current tenure.

Justification for continuation of Directorship of Mr. Joginder Pal Dua

Mr. Joginder Pal Dua (DIN: 02374358), as stated above, will attain the age of Seventy-five (75) years during his current tenure and is in good physical and mental condition. The Board as well as the Nomination and Remuneration Committee ("NRC") are of the opinion, after evaluating the performance and contributions of Mr. Dua and considering the rich experience, professional expertise and continued guidance provided by him in his tenure and considering that he is in good health, his association with the Company would be beneficial and in the best interests of the Company and its shareholders. In the opinion of the Board, Mr. Dua fulfills the conditions specified in the Act, Rules and SEBI Listing Regulations for continuation as an Independent Director and is independent of the Management. He possesses the skills/ expertise/ knowledge/ experience/ competencies fundamental for the effective functioning of the Company as identified by the Nomination and Remuneration Committee and the Board. The terms and conditions of appointment of Mr. Dua are available for inspection by the Members by writing an email to the Company at compliance@bmwil.co.in.

Mr. Dua is not debarred from holding the office of Director by virtue of any SEBI Order or of any other statutory authorities.

Mr.Dua has served Oriental Bank of Commerce for more than 30 years, lastly as General Manager – Corporate Credit. Mr. Dua has served as an 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.

Except Mr. Dua and/or his relatives, no other Director or Key Managerial Personnel (KMP) and/ or their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution. Mr. Joginder Pal Dua (DIN: 02374358) does not hold any share in the Company.

Further, information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is also annexed as **Annexure I** to this Explanatory Statement.

The Board recommends the Special Resolution at Item No. 5 of this Notice for approval by the Shareholders for the continuation of Directorship of Mr.Joginder Pal Dua (DIN: 02374358) as a Non-Executive Independent Director of the Company beyond the attainment of age of Seventy-five (75) years in his current tenure.

Item No. 6

Pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013 ("the Act"), a company may alter its Memorandum of Association ("MOA") and reclassify its authorised share capital with the approval of the shareholders by way of a Special Resolution.

The existing authorised share capital of the Company is **Rs.67,94,00,000/- (Rupees Sixty-Seven Crores Ninety-Four Lakhs Only) divided into 52,94,00,000 Class A Equity Shares of Re.1/- each, 50,00,000 Class B Equity Shares of Rs.10/- each and 10,00,000 Class C Equity Shares of Rs.100/- each.**

With a view to simplifying the capital structure of the Company, aligning with the existing face value of the issued equity share capital structure and facilitating administrative convenience in future capital-related transactions, the Board of Directors at its meeting considered and approved the proposal for reclassification of the authorised share capital into a single class of equity shares of a uniform face value.

Accordingly, it is proposed to reclassify the existing authorised share capital into 67,94,00,000 Equity Shares of Re.1/- (Rupee One Only) each, aggregating to Rs.67,94,00,000/- (Rupees Sixty-Seven Crores Ninety-Four Lakhs Only), without any change in the aggregate amount of the authorised share capital of the Company.

Consequent upon the aforesaid reclassification, Clause V of the Memorandum of Association of the Company relating to the authorised share capital is proposed to be substituted to reflect the revised capital structure.

The proposed reclassification of the authorised share capital does not result in any change in the issued, subscribed or paid-up share capital of the Company, nor does it affect any rights of the existing shareholders.

Pursuant to Sections 13 and 61 of the Companies Act, 2013, the proposed reclassification of the authorised share capital and consequential alteration of the Memorandum of Association requires the approval of the members by way of a Special Resolution.

A copy of the Memorandum of Association of the Company, together with the proposed amendments will be available for inspection by the members during business hours on all working days up to one day prior to the date of the Annual General Meeting and electronically on the date of the AGM.

The Board of Directors recommends Special Resolution set out at Item No. 6 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 7 & 8

The existing MOA of the Company is based on the erstwhile Companies Act, 1956. In order to align the MOA of the Company with the relevant provisions under the Companies Act, 2013, and associated rules, it is proposed to replace the existing MOA with MOA as per Schedule -I Table A.

The Board has proposed the following alteration in the MOA of the Company

a. The style of clause numbers of the MOA be changed from Roman Numeric to English Numeric e.g. 1, 2, 3, 4;

b. The existing clause III A – **“THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE”** be substituted by the new sub-heading **“3. (a) The objects to be pursued by the company on its incorporation are”;**

c. The existing Clause IIII (B) – **“THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS”** be substituted by the new sub-heading “3. (b) Matters which are necessary for furtherance of the objects specified in clause 3.(a) are”;

d. The existing Clause III C – **“OTHER OBJECTS”** have been included in Clause 3. (b);

e. The existing liability clause be substituted in line with the new clause provided as per the Companies Act, 2013;

   “4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

f. Other amendments required to align the existing memorandum of association with the provisions of the Companies Act, 2013.

Similarly, the Company's existing Articles of Association (AOA) have been in effect since the Company's inception and have undergone numerous amendments over the years to address the evolving needs and specific requirements of the Company. The existing AOA needs amendment to align with the provisions of the Companies Act, 2013. Due to the extensive nature of required changes, it is deemed expedient to adopt a new AOA in accordance with the provisions of Schedule-I Table F to replace the existing one. During this process, the serial numbers of the AOA clauses will be updated and renumbered. The proposed insertion/amended clauses/deletion of the Articles of Association have been included in the draft Articles of Association.

The Board at its meeting held on 14th August, 2026 has considered and recommended to amend and adopt the MOA & AOA to bring the existing MOA & AOA in line with new Companies Act, 2013 as proposed in Resolution set out in Item Nos. 7 & 8 of this Notice, subject to approval of Members and other statutory and Regulatory approval, if any.

In accordance with Sections 13 and 14 of the Companies Act, 2013, a Special Resolution must be passed by the members to approve the amended and restated MOA and AOA. Copies of the draft MOA and AOA will be available for inspection by the members at www.bmwil.co.in and at the Registered Office of the Company during business hours on all working days up to one day prior to the date of the Annual General Meeting and electronically on the date of the AGM.

The Board recommends that the resolutions outlined in Item Nos. 7 and 8 of the accompanying Notice be approved by the members through a special resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By the Order of the Board
For **BMW Industries Limited**

Sd/-
Neha Jain
Company Secretary & Compliance Officer
Membership No. A29956

Place- Kolkata
Date- 14th August, 2026

Registered Office:

119, Park Street,
White House, 3rd Floor,
Kolkata: 700016
Website: www.bmwil.co.in
Email: compliance@bmwil.co.in
CIN: L51109WB1981PLC034212
Tel: +91 33 2226 8882

Annexure - I to the Notice

[Additional information of Directors seeking re-appointment/continuation of Directorship at the 44th Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

ADDITIONAL INFORMATION IN RELATION TO ITEM NO. 3 and 5:

Name	Mr. Vivek Kumar Bansal	Mr. Jogindar Pal Dua
DIN	00137120	02374358
Date of Birth/Age	12th November, 1979 / 46 years	05th August, 1952 / 74 years
Present Status of Directorship in the Company	Managing Director	Independent Director
Brief Resume/ Experience/ Expertise in specific functional area	Expertise in Commercial and strategic functions of the Company	As provided in the Explanatory Statement annexed
Qualification	Commerce Graduate from Calcutta University & Ex-Ed ISB Hyderabad	Degree in Law from Meerut University & Masters in Economics from Punjab University.
Date of first appointment on the Board	26th September, 2001	29th August, 2025
Terms and conditions of appointment or re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Vivek Kumar Bansal is retiring by rotation and being eligible, offers himself for reappointment	Mr. Joginder Pal Dua shall continue his first term of appointment as an Independent Director beyond attaining age of 75 years not liable to retire by rotation, until 28th August, 2030.
Details of remuneration sought to be paid	Rs. 1,20,00,000/-	He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings, till the end of his tenure (on proportionate basis), as may be amended, modified or restated from time to time.
Last drawn remuneration (in FY 2025-26)	Rs. 1,20,00,000/-	During the FY 2025-26 and till the date of this Notice, Mr. Joginder Pal Dua was paid Rs. 5,53,000 /- (Rupees Five Lakhs Fifty Three Thousand only) as sitting fees for attending the Board and Committee meetings.
Directorship of other Listed companies	NIL	a. Rupa & Company Limited b. Vikram Solar Limited
Directorship in Unlisted Companies	a. Bansal Engineering Works Pvt Ltd b. Sadhuram Bansal & Sons Limited c. Bansal Business Pvtltd d. Tricom Investments Private Limited e. Jani Fincom Private Limited f. Rolex Trafin Private Limited	a. Utkarsh India Limited b. Bindals Papers Mills Limited c. BPTP Limited
Chairmanship/ Membership of the Committee of Board/ other Companies	a. Member in the Stakeholders Relationship Committee, Corporate Social Responsibility Committee & Finance & Executive Committee of the Company.	a. Member in the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee of the Company. b. Member in the Audit Committee, Nomination & Remuneration Committee & CSR Committee of Utkarsh India Limited c. Member in the Audit Committee, Nomination & Remuneration Committee of Bindals Papers Mills Limited

Name	Mr. Vivek Kumar Bansal	Mr. Jogindar Pal Dua
		d. Member in the Audit Committee, Nomination & Remuneration Committee of Rupa & Company Limited e. Member in Nomination and Remuneration Committee and Risk Management Committee of Vikram Solar Limited f. Member in Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee- BPTP Limited
Shareholding in the Company	1,40,39,580	NIL
Inter-se Relationship between Directors/ KMP	Son of Mr. Ram Gopal Bansal, Chairman and Whole-time Director of the Company and brother of Mr. Harsh Kumar Bansal, Managing Director of the Company.	None
No. of Board Meetings attended during the year (2025-26)	06	03
Resignation from any listed entity in past three years	NA	a. Canara HBSC Life Insurance Company Ltd b. Century Plyboards (India) Ltd
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	As provided in the Explanatory Statement annexed. 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.
Justification for choosing the appointee for appointment as independent director	NA	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, Banking & Finance as Member of their Governing Boards.

By the Order of the Board
For **BMW Industries Limited**

Sd/-
Neha Jain
Company Secretary & Compliance Officer
Membership No. A29956

Place- Kolkata
Date- 14th August, 2026