



BMW Industries Ltd.

Date- 30/08/2019

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

Scrip Code- 12141-CSE

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

Sub: **Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of 37th Annual General Meeting (AGM)**

Dear Sir / Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Paragraph A of Part A of Schedule III of the said regulations we are enclosed herewith the Notice calling 37th Annual General Meeting (AGM), of our Company scheduled to be held on **Tuesday, 24th September, 2019 at 11:00 A.M.** at "Rotary Sadan Auditorium" 94/2, Chowringhee Road, Kolkata- 700 020.

This is for your information and records.

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

BMW INDUSTRIES LIMITED


Company Secretary

(Arbind Kumar Jain)
Company Secretary
CS Membership No.: A23017



Attached: Notice of Annual General Meeting (AGM), Attendance Slip and Proxy Form

BMW Industries Limited

(CIN: L51109WB1981PLC034212)

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

Notice of the 37th Annual General Meeting

NOTICE is hereby given that 37th Annual General Meeting of the members of BMW Industries Limited (CIN: L51109WB1981PLC034212) will be held on Tuesday, 24th September, 2019 at 11:00 A.M at "Rotary Sadan" 94/2, Chowringee Road, Maidan, Kolkata - 700020 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the company (including Consolidated Financial Statements) for the financial year ended March 31, 2019 together with the Reports of Board of Directors and Auditors in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the company (including Consolidated Financial Statements) for the financial year ended March 31, 2019 together with the Reports of Board of Directors and Auditors thereon laid before this meeting be and is hereby received, considered and adopted."

Item No. 2 – Approval of Dividend

To confirm and approve the payment of Interim Dividend of ₹ 0.02 per equity share for the financial year ended March 31, 2019 and in this regard pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Interim Dividend of ₹ 0.02 per equity share of ₹ 1/- each fully paid up, approved by the Board of Directors, be and is hereby confirmed for the financial year ended March 31, 2019."

Item No. 3 - Appointment of Mr. Harsh Kumar Bansal as a director liable to retire by rotation

To consider appointment of a Director in place of Mr. Harsh Kumar Bansal (DIN: 00137014) who retires by rotation and being eligible, offers himself for reappointment as a director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Provision of Section 152 of the Companies Act, 2013, Mr. Harsh Kumar Bansal (DIN: 00137014), who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS:

Item No. 4 – Ratification of the Remuneration of Cost Auditor

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

"Resolved that pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions and subject to necessary approvals, if any, remuneration of Rs 1,50,000 plus goods and services tax as applicable and reimbursement of expenses, out of pocket or otherwise, approved by the Board of Directors, at the recommendation of the Audit Committee, of the

Cost Auditor, Sohan Lal Jalan & Associates for the Financial Year 2019 -20, be and is hereby ratified, with further authority to the Board of Directors to alter and/or vary the same in manner, as they may deem fit, proper and desirable, in best interest of the Company and also that the Board is authorized to do all acts and take all such steps, as may be necessary in this connection."

Item No. 5 - Appointment of Mr. Subhash Chandra Gupta, Executive Director of the Company

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

"RESOLVED THAT pursuant to recommendation to the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 152, 161 and 197 and other applicable provisions of the Companies Act, 2013, read with the relevant rules there under and the provision of Articles of Association of the Company and such other provisions as may be applicable from time to time, Mr. Subhash Chandra Gupta (DIN: 00056770), be and is hereby appointed as Director of the Company..

RESOLVED FURTHER THAT Mr. Subhash Chandra Gupta be and is hereby appointed as Whole Time Director for a period of 3 years from the date of appointment from 30th May, 2019 to 29th May, 2022 and shall be liable to retire by rotation, at the remuneration and terms and conditions mentioned in the Explanatory Statement and has been approved by the Board of Directors.

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby severally authorised to do, or cause to be done all such acts, deeds and things, and execute, deliver and/or file all such documents, as may be necessary or desirable in connection with and to give effect to the above resolution, including but not limited to filing of requisite forms and returns with the Registrar of Companies, West Bengal, as applicable and to take all necessary actions in this regard."

Item No. 6 – Re-appointment of Mr. Sunil Kumar Parik, Independent Director of the Company

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

"RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation) including any statutory modification(s) or re-enactment thereof for the time being in force and the Provisions if Article of Association of the Company Mr. Sunil Kumar Parik (DIN: 00884149), Independent Director of the company, who has submitted a declaration that he meets the criteria of independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from 25th September, 2019 to 24th September, 2024.

RESOLVED FURTHER THAT the Board of Directors and/or the Company secretary be and are hereby severally authorised to do all such act and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Item No. 7 – Re-appointment of Mr. Debasish Basu, Independent Director of the Company

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

"RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation) including any statutory modification(s) or re-enactment thereof for the time being in force and the

Provisions if Article of Association of the Company Mr. Debasish Basu (DIN: 00581141), Independent Director of the company, who has submitted a declaration that he meets the criteria of independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from 25th September, 2019 to 24th September, 2024.

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions if any, consent of members of the Company, be and is hereby accorded to the continuation of Mr. Debasish Basu (DIN: 00581141), as an Independent Director of the Company, who shall attain the age of more than 75 years during his appointment as an Independent Director of the Company

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary be and are hereby severally authorised to do all such act and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Item No. 8 – Re-appointment of Mr. Rampriya Sharan, Independent Director of the Company

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

"RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation) including any statutory modification(s) or re-enactment thereof for the time being in force and the Provisions if Article of Association of the Company Mr. Rampriya Sharan (DIN: 05304025), Independent Director of the company, who has submitted a declaration that he meets the criteria of independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from 25th September, 2019 to 24th September, 2024 including the period from 03rd October, 2022 when he shall attain 75 years of age.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions if any, consent of members of the Company, be and is hereby accorded to the continuation of Mr. Rampriya Sharan (DIN: 05304025), as an Independent Director of the Company, who shall attain the age of 75 years on 03rd October, 2022, during his second term as an Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or Company secretary be and are hereby severally authorised to do all such act and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Item No. 9 – Re-appointment of Ms Gayatri Singh, Independent Director of the Company

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

"RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulation) including any statutory modification(s) or re-enactment thereof for the time being in force and the Provisions if Article of Association of the Company Ms Gayatri Singh (DIN: 07031033), Independent Director of the company, who has submitted a declaration that she meets the criteria of independence as provided in the Act and

Listing Regulations, and who is eligible for re-appointment and in respect of whom based on her evaluation of performance, the Nomination and Remuneration Committee has recommended her re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from 21st November, 2019 to 20th November, 2024 including the period from 25th December, 2022 when she shall attain 75 years of age.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions if any, consent of members of the Company, be and is hereby accorded to the continuation of Ms. Gayatri Singh (DIN: 07031033), as an Independent Director of the Company, who shall attain the age of 75 years on 25th December, 2022, during her second term as an Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary be and are hereby severally authorised to do all such act and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Item No. 10 – Maintenance of Register of Members at a place other than the Registered office of the Company

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 provision of Section 94 and other applicable provisions of the Companies Act, 2013 (the Act) read with Companies (Management and Administration) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to maintain and keep the Company’s Registers required to be maintained under Section 88 of the Act, at the office of the Company’s Registrar and Share Transfer Agent (RTA), M/s ABS Consultant Pvt. Ltd. at Stephen House, Room No. 99, 6th floor, 4 B.B.D. Bag (East), Kolkata – 700 001 and/or at such other place in Kolkata where RTA may shift its office from time to time or such other place as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution.”

Kolkata
14th August, 2019

By order of the Board


Arbind Kumar Jain
Company Secretary
Membership No. A23017

Registered Office:
119, Park Street, White House,
Kolkata – 700016
CIN: L51109WB1981PLC034212
Email: info@bmwil.co.in

NOTES:

1. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the Company.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the Paid up Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member. The instrument of proxy, in order to be effective, must reach the Registered Office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the meeting. Proxy Form in the prescribed format is annexed to this report. Proxies submitted on behalf of limited Companies must be supported by an appropriate resolution/authority, as applicable.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
3. The Register of Members and Share Transfer Books shall remain closed from 18th September, 2019 to 24th September, 2019 (both days inclusive) for the purpose of AGM.(both days inclusive)
4. Members are requested to bring their copies of Attendance Slip duly filled in or attending the AGM.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Shareholders desiring any information as regards the accounts, are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.
7. Members who holds the shares in dematerialized form are requested to bring their Client Id and DP Id Nos for easier identification of attendance at the meeting.
8. Members who holds shares in physical form are requested to notify any change in their address/mandate/bank details/e-mail address to ABS Consultant Pvt Ltd, the Registrar and Share Transfer Agent of the Company and always quote their folio number in all correspondence with the Company.
9. Brief particulars of the Directors retiring by rotation / seeking appointment / re-appointment of the Company at the ensuing Annual General Meeting are provided in the "Annexure" to the Notice.
10. Members who still have their holdings in physical form are requested to convert them into dematerialized form.
11. Electronic copy of Notice of the aforesaid AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company's registrar and Share Transfer Agents/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email IDs, physical copies of the Notice of the aforesaid AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Sheet and Proxy Form is being sent.
12. Members are requested to register their email addresses with the Company/ Depository Participant to enable us to send you the Annual Report and Notice etc in electronic mode, as a measure of support to the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs.
13. The Company has provided facility of e-voting to its members as prescribed under the Companies Act, 2013. The instructions for e-voting are annexed to this Notice.

BMW INDUSTRIES LIMITED
H. Gram
Company Secretary

14. The facility of voting is available at the AGM Venue to those Members who do not cast their vote remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting, may attend the AGM but will not be entitled to cast their votes once again.
15. Corporate Members intending to send their authorized representative to attend the AGM, pursuant to section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the meeting.
16. Route Map of the AGM Venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
17. The instructions for voting through electronic means are as under:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as per the amended provisions of the Listing Agreement, the Company is pleased to provide its Members the facility to cast their votes on all resolutions set forth in the Notice by electronic means. Voting rights shall be reckoned on the number of shares registered as on 17th September, 2019. The Company has engaged the services of Central Depository Services (India) Ltd (CDSL) to provide the e-voting facilities. The e-voting procedure is given hereunder:

- (i) The e-voting period commences on 21st September, 2019 at 9:00 A.M. and ends on 23rd September, 2019 at 5:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 17th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the member will 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) The shareholders should log on to the e-voting website: www.evotingindia.com during the voting period.
- (iv) Click on "Shareholders" tab.
- (v) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form

BMW INDUSTRIES LIMITED


Company Secretary

PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders). • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Example: if your name is Ramesh Kumar with sequence no 1 then enter RA0000001 in the PAN field.
Date of Birth	Enter the Date of Birth as recorded in your Demat Account with the Depository or in the Company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<ul style="list-style-type: none"> • Enter the Bank Account number as recorded in your Demat Account with the Depository or in the Company records for your folio. • Please enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the Depository or Company then please enter the member id/folio no in the Dividend Bank Details field as mentioned in instruction (vii).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the relevant EVSN for the relevant <BMW INDUSTRIES LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolutions details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by clicking on "Click here to print" option on the voting page.

- (xviii) If a Demat account holder has forgotten the **login password** then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians:
- 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 as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com

Other Instructions

1. The e-voting rights of the shareholders/beneficial owners shall be reckoned on the paid-up value of Equity Shares held by them as on 17th September, 2019.
2. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
3. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice, then such member may contact the Company for Login ID and password by sending a request at helpdesk.evoting@cdslindia.com or issuer/RTA at absconsultant@vsnl.net
4. Mr. Raj Kumar Banthia, partner of M/s MKB & Associates has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make, not later than three days from the conclusion of the meeting, a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.

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Company Secretary

6. The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website www.bmwil.co.in and on the website of CDSL www.cdslindia.com immediately after the result is declared. The Company shall simultaneously forward the results to Stock Exchange, where the shares of the Company are listed.

Kolkata
14th August, 2019

Registered Office:

119, Park Street, White House,
Kolkata – 700016
CIN: L51109WB1981PLC034212
Email: info@bmwil.co.in

By order of the Board

Arbind Kumar Jain
Company Secretary
Membership No.A23017

Route map of the venue is given below



Venue: "Rotary Sadan" 94/2, Chowringee Rd, Maidan, Kolkata - 700020
Date: Tuesday, 24th September, 2019

BMW INDUSTRIES LIMITED

Arbind Kumar Jain
Company Secretary

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

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business set out in Item No 4 to 9 of the accompanying Notice dated 14th August, 2019.

Item No. 4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Sohan Lal Jalan & Associates, Cost Accountants to conduct the audit of cost records of the Company for the financial year ending March 31, 2020.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

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

Your Board recommends Ordinary Resolution set out at Item No. 4 of the Notice for approval of shareholders.

Item No. 5:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Subhash Chandra Gupta (DIN: 00056770) as an Additional Director of the Company with effect from 30th May, 2019, liable to retire by rotation and further he was appointed as Whole Time Director for a period of 3(three) years from the date of appointment i.e upto 29th May, 2022 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board as given below:

- I) **Basic Salary:** Rs. 50,000/- per month with an annual increment to be decided by the Board of Directors on merit at its absolute discretion, which shall however be only so done so as not to exceed the maximum permissible limits of Managerial Remuneration under the Act, payable without the approval of the Central Government.
- II) **Perquisites / Benefits:** In addition to the above salary, Mr. Subhash Chandra Gupta shall also be entitled to the following perquisites / benefits:
 - a. **Medical Reimbursement:** Expenses incurred for himself and his family in accordance with the Rules of the Company.
 - b. **Leave Travel Concession:** Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave/ holiday travel period, whenever undertaken, twice in a year, incurred in accordance with the Rules of the Company. **Club Membership:** Reimbursement of membership fee including admission and annual membership fee for one club in India.
 - c. **Gratuity:** Gratuity payable shall not exceed half a month's salary for each completed year of service.
 - d. **Provision for use of telephones at residence** (including payment for local calls and long distance calls) and Company's car shall not be included in the computation of perquisites.
 - e. **Minimum Remuneration:** In the case of inadequacy of profits in any financial year during the tenure of Mr. Subhash Chandra Gupta, he shall be entitled to remuneration by way of salary along with perquisites, benefits and other allowances as mentioned above not exceeding such sum as may be prescribed under Section 197 read with Part II, Section II of Schedule V to the Act.

It is proposed to seek members' approval for the continuation of the appointment of Mr. Subhash Chandra Gupta as Director and whole time director of the Company in terms of the applicable provisions of the Companies Act, 2013 ("the Act")

Mr. Subhash Chandra Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act, not debarred from holding the office of director by virtue of SEBI order or any other such authority and has given his consent for

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Company Secretary

the said appointment. He will not be entitled to any sitting fees for attending the Board Meetings and other meetings of the company.

Details of Mr. Gupta are provided in the "Annexure" to the Notice, pursuant to provision of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

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

Your Board recommends Ordinary Resolution set out at Item No. 5 of the Notice for approval of shareholders.

Item No. 6 to 9

As per Section 149(10) of the Act, an Independent Director shall hold office for a term upto 5 (five) consecutive years on the Board of the Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto 5 (five) consecutive years on the Board of the Company.

The Members of the Company had at the Annual General Meeting held on 25th September, 2014 approved the appointment of the following Independent Directors for a period of 5 (five) years commencing from 25th September, 2014 till 24th September, 2019.

- Mr. Debasish Basu (DIN: 00581141)
- Mr. Sunil Kumar Parik (DIN: 00884149)
- Mr. Rampriya Sharan (DIN: 05304025)

Ms. Gayatri Singh (DIN: 07031033) was appointed as an Independent Director of the Company with effect from 21st November, 2014 for a Continuous period of 5 (five) years till 20th November, 2019 and the appointment was approved by the Members at Annual General Meeting held on 29th September, 2015.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations, and as per the provision of Article of Association of the Company, Mr. Debasish Basu, Mr. Sunil Kumar Parik, Mr. Rampriya Sharan and Ms. Gayatri Singh are eligible for re-appointed as an Independent Directors and have offered themselves for re-appointment. The Board of Directors recommends the proposal to re-appoint them as an Independent Directors for a term as mentioned in the respective Special Resolution.

The Company has received Notice under Section 160 of the Companies Act, 2013 from Mr. Debasish Basu, Mr. Sunil Kumar Parik, Mr. Rampriya Sharan and Ms. Gayatri Singh signifying their candidature as an Independent Director of the Company. The Company has also received a declaration of Independence from them.

In opinion of the Board, Independent Directors fulfil the Conditions specified under the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for re-appointed as an Independent Director of the Company and are Independent of the Management. A copy of draft letter of appointment of Independent Directors is available for inspection at the registered office of the Company during business hours on any working day. The Board considers that association of the Independent Directors would be of immense benefit to the Company considering their expertise and experience and it is desirable to avail services of these Independent Directors.

A brief profile of Independent Directors is provided on "Annexure" to the Notice. They shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Further as per Regulation 17(1A) of Listing Regulations, appointment or Continuation of a Non-Executive Director after attaining age of 75 years also requires approval of Members of the Company by way of Special Resolution. Mr. Debasish Basu has attained age of more than 75 (seventy five) years during the proposed appointment and Mr. Rampriya Sharan and Ms. Gayatri Singh shall attain age of 75 (seventy five) during the proposed Second term. The Special Resolutions under Item Nos. 7, 8 and 9, once passed, shall also be deemed as your approval under the Listing Regulations 2015, for continuation of Mr. Debasish Basu, Mr. Rampriya Sharan and Ms. Gayatri Singh as Independent Directors beyond the age of seventy five years.

None of the Independent Directors hold by himself / herself or for any other person on a beneficial basis, any shares in the Company. None of the Directors who are proposed to be re-appointed is related to any Director or Key Managerial Personnel of the Company and their relatives. Except for the appointee Director for the purpose of his or her own resolution, none of the Directors or Key Managerial Personnel of the Company or their relatives is Concerned or interested, financially or otherwise in the resolution set out at Item No. 6 to 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 to 9 of the Notice for the approval of the Members.

Item No. 10

In terms of Section 88 of the Act, read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to maintain Register of Members in Form MGT-1 and as per the Provision of Section 94 of the Act, the Company is required to keep the registers and returns (as specified in Section 88 of the Act) at the registered office of the Company.

However in terms of Rule 5 of the Companies (Management and Administration) Rules, 2014, such registers and copies of returns may also be kept at any other place within the city, town or village in which the registered office of the Company is situated or any other place in India in which more than one-tenth of the totals number of members entered in the register of members resides, if approved by a Special Resolution passed at the general meeting of the Company.

Considering the above and as a measure of promote service and facilitation of convenience to the Members of the Company, it is proposed to keep the register of Members, Index of Members and all other Registers pursuant to Section 88 at the office of Registrar and Share Transfer Agent (RTA) of the Company viz. M/s ABS Consultant Pvt. Ltd. at Stephen House, Room No. 99, 6th floor, 4 B.B.D. Bag (East), Kolkata – 700 001 and/or at such other place in Kolkata where RTA may shift its office from time to time or such other place as may decided by the Board of Directors from time to time.

Accordingly, consent of the Members is sought to approve the keeping of Registers as specified in Section 88 of the Act, at some place other than the registered office of the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 10 of the Notice for approval by the Members.


None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the said resolution.

Kolkata
14th August, 2019

Registered Office:

119, Park Street, White House,
Kolkata – 700016
CIN: L51109WB1981PLC034212
Email: info@bmwil.co.in

By order of the Board


Arbind Kumar Jain
Company Secretary
Membership No.A23017

ANNEXURE TO THE NOTICE DATED AUGUST 14, 2019

Brief particulars of Directors retiring by rotation seeking appointment/re-appointment at the forthcoming Annual General Meeting

Mr. Harsh Kumar Bansal	
Date of Birth	05 th August, 1978
DIN	00137014
Date of Appointment	26 th December, 2006
Qualification	Commerce Graduate, advance courses from Harvard, ISB and LBS.
Expertise in specific functional areas	Excellent insight in steel marketing
Terms and conditions of appointment/re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Harsh Kumar Bansal who is proposed to be re-appointed as Managing Director of the Company, is liable to retire by rotation.
Relationship with other Directors	Son of Mr. Ram Gopal Bansal, Chairman of the Company and brother of Mr. Vivek Kumar Bansal, Managing Directors of the Company.
Directorship held in other public Companies as on 31.03.2019	1. Bokaro Iron & Steel Co. Ltd 2. BMW Iron & Steel Industries Ltd 3. Sadhuram Bansal & Sons Ltd
Chairmanship / Membership of the Committee(s) of the other Boards as on 31.03.2019	BMW Industries Limited Audit Committee – Member Corporate Social Responsibility - Chairman
Shareholding in the Company	18,44,72,50 Equity Shares of Re 1/- each

Mr. Subhash Chandra Gupta	
Date of Birth	15 th March, 1950
DIN	00056770
Date of Appointment	30 th May, 2019
Qualification	Commerce Graduate
Expertise in specific functional areas	Experience in various sector like Iron & Steel Companies, Real Estate Companies and Tea Estate Companies.
Terms and conditions of appointment/re-appointment	In terms of Section 152 & 161 of the Companies Act, 2013, Mr. Subhash Chandra Gupta who was appointed as an Executive Director of the Company with effect from 30 th May, 2019, is liable to retire by rotation.
Relationship with other Directors	Not related to any Director / Key Managerial Personnel
Directorship held in other public Companies as on 31.03.2019	NIL
Chairmanship / Membership of the Committee(s) of the other Boards as on 31.03.2019	NIL
Shareholding in the Company	NIL

Mr. Sunil Kumar Parik	
Date of Birth	25 th September, 1955
DIN	00884149
Date of Appointment	15 th September, 2012

Qualification	Commerce Graduate, Chartered Accountant
Expertise in specific functional areas	Strong functional knowledge in Finance and Accounts
Terms and conditions of appointment/re-appointment	As per the resolution at Item No. 6 of the Notice convening this Meeting read with Explanatory Statement thereto, Mr. Sunil Kumar Parik is Proposed to be re-appointed as an Independent Director.
Relationship with other Directors	Not related to any Director / Key Managerial Personnel
Directorship held in other public Companies as on 31.03.2019	1. Khanyan Paper industries Limited 2. Peoples Papers Limited
Chairmanship / Membership of the Committee(s) of the other Boards as on 31.03.2019	BMW Industries Limited Audit Committee – Chairman Nomination & Remuneration Committee – Chairman Stakeholders' Relationship Committee - Member
Shareholding in the Company	NIL

Mr. Debasish Basu	
Date of Birth	02 nd January, 1941
DIN	00581141
Date of Appointment	28 th August, 2002
Qualification	Commerce Graduate, Civil Engineer
Expertise in specific functional areas	Ex - PWD secretary, in the West Bengal Government
Terms and conditions of appointment/re-appointment	As per the resolution at Item No. 7 of the Notice convening this Meeting read with Explanatory Statement thereto, Mr. Debasish Basu is Proposed to be re-appointed as an Independent Director.
Relationship with other Directors	Not related to any Director / Key Managerial Personnel
Directorship held in other public Companies as on 31.03.2019	NIL
Chairmanship / Membership of the Committee(s) of the other Boards as on 31.03.2019	BMW Industries Limited Audit Committee – Member Nomination & Remuneration Committee - Member Stakeholders' Relationship Committee – Chairman Corporate Social Responsibility Committee - Member
Shareholding in the Company	NIL

Mr. Rampriya Sharan	
Date of Birth	03 rd October, 1947
DIN	05304025
Date of Appointment	15 th September, 2012
Qualification	Master in Art and Bachelor in Law
Expertise in specific functional areas	Started his career as Probationary Officer in 1970, joined IRS in 1971. He retired from the post of Director -General of Income Tax (Investigation) in 2007. He was re-employed by the Govt of India as member, settlement commission of India and superannuated from the post of Vice Chairman in 2009.

BMW INDUSTRIES LIMITED

R. G. S.
Company Secretary

Terms and conditions of appointment/re-appointment	As per the resolution at Item No. 9 of the Notice convening this Meeting read with Explanatory Statement thereto, Mr. Rampriya Sharan is Proposed to be re-appointed as an Independent Director.
Relationship with other Directors	Not related to any Director / Key Managerial Personnel
Directorship held in other public Companies as on 31.03.2019	NIL
Chairmanship / Membership of the Committee(s) of the other Boards as on 31.03.2019	BMW Industries Limited Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee - Member
Shareholding in the Company	NIL

Ms Gayatri Singh	
Date of Birth	25 th December, 1947
DIN	07031033
Date of Appointment	21 st November, 2014
Qualification	Commerce Graduate
Expertise in specific functional areas	She has more than 35 years experience in various industry, she is guiding a team of experienced and qualified executives to assist the Board of Director
Terms and conditions of appointment/re-appointment	As per the resolution at Item No. 11 of the Notice convening this Meeting read with Explanatory Statement thereto, Ms Gayatri Singh is Proposed to be re-appointed as an Independent Director.
Relationship with other Directors	Not related to any Director / Key Managerial Personnel
Directorship held in other public Companies as on 31.03.2019	NIL
Chairmanship / Membership of the Committee(s) of the other Boards as on 31.03.2019	NIL
Shareholding in the Company	NIL

BMW INDUSTRIES LIMITED


Company Secretary

BMW INDUSTRIES LTD
(CIN: L51109WB1981PLC034212)

Registered Office: 119, Park Street, White House, Kolkata – 700 016
Tel: +91 33 4007 1704, Fax: +91 33 4007 1704
Email : info@bmwil.co.in, Website: www.bmwil.co.in

ATTENDANCE SLIP

I/We hereby record my/our presence at the 37th Annual General Meeting (AGM) of BMW Industries Limited (the Company) being held at “Rotary Sadan” 94/2, Chowringee Road, Maidan, Kolkata - 700020 West Bengal on Tuesday, 24th September, 2019 At 11.00 AM.

Regd. Folio / DP ID & Client ID* :
Name and Address of the Member/Shareholder :

No of Shares held :

(* Applicable for investor holding shares in electronic form)

Signature of the Member :

Name of the Proxy :

Signature of the Proxy :

Notes:

1. Kindly sign and hand over the Attendance Slip at the entrance of the meeting venue.
2. Shareholder/Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.
3. The electronic voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID.	PAN or Sequence No.

Please refer to the attached AGM Notice for instructions on e-voting.

4. E-voting facility is available during the following period:

Commencement of E-voting	End of E-voting
21 st September, 2019 at 9 AM	23 rd September, 2019 at 5 PM

BMW INDUSTRIES LTD**(CIN: L51109WB1981PLC034212)**

Registered Office: 119, Park Street, White House, Kolkata – 700 016

Tel: +91 33 4007 1704, Fax: +91 33 4007 1704

Email : info@bmwil.co.in, Website: www.bmwil.co.in

PROXY FORM – MGT-11*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the Member (s) :
Registered Address :
E-mail Id :
Folio No/DP Id & Client ID :

I/We, being the member of BMW Industries Limited, holding Equity Shares of the above named company, hereby appoint

- 1) Name : Address :
E-mail Id : Signature :or failing him
- 2) Name : Address :
E-mail Id : Signature :or failing him
- 3) Name : Address :
E-mail Id : Signature :

as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM of the Company, to be held on Tuesday, the 24th day of September, 2019 At 11 A.M. at “Rotary Sadan” 94/2, Chowringee Road, Maidan, Kolkata - 700020, West Bengal or at any adjournment thereof in respect of following resolutions :

Sl. No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	To adopt audited Financial Statements of the Company including Consolidated Financial Statements for FY ended on 31st March, 2019, Reports of Directors’ and Auditors thereon.		
2.	To Confirm payment of Interim Dividend for the financial year 2018-19		
3.	To re-appoint Mr. Harsh Kumar Bansal (DIN: 00137014) as a Director, who retires by rotation		
Special Business			
4.	To pass Ordinary Resolution for ratification of the remuneration of Cost Auditors for the FY 2019-20.		
5.	To pass ordinary Resolution for Appointment of Mr. Subhash Chandra Gupta (DIN: 00056770) Whole Time Executive Director of the Company		
6.	To pass Special Resolution for Re-appointment of Mr. Sunil Kumar Parik (DIN:00884149) as Independent Director		
7.	To pass Special Resolution for Re-appointment of Mr. Debasish Basu		

	(DIN: 00581141) as Independent Director and Continue the appointment after the age of more than 75 years.		
8.	To pass Special Resolution for Re-appointment of Mr. Rampriya Sharan (DIN: 05304025) as Independent Director and Continue the appointment on attain the age of 75 years		
9.	To pass Special Resolution for Re-appointment of Ms. Gayatri Singh (DIN: 07031033) as Independent Director and Continue the appointment on attain the age of 75 years		
10.	To pass Special Resolution for Maintenance of Register of Members at a place other than the Registered office of the Company		

Affix
Revenue
Stamp of
Re 1/-
here

Signed this.....day of..... 2019

Signature of Shareholder(s)..... Signature of Proxyholder(s).....

- Notes:**
1. This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office, not less than 48 hours before the commencement of the Meeting.
 2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the AGM.
 3. *It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.