



BMW Industries Ltd.

Date- 31/12/2020

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

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

Scrip Code- 12141-CSE

Sub: Proceedings and Voting Results of the 38th Annual General Meeting (A.G.M) of the Company held on 30th December, 2020 pursuant to Regulation 30 and 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015

Dear Sir/Madam

Further to our intimation dated 30th December, 2020 on the captioned subject, please find enclosed herewith the summary proceedings and disclosures pertaining to the voting results of the remote e-voting and e-voting after the conclusion of the 38th Annual General Meeting, pursuant to the provisions of Regulation 44(3) of the Listing Regulations along with the Consolidated Scrutinizer's Report of the 38th Annual General Meeting of the Shareholders of the Company held on 30th December, 2020 at 11:00 A.M1st through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

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

This is for your information and records.

Thanking you and yours faithfully,
For BMW Industries Limited

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

Summary of Proceedings of 38th Annual General Meeting of BMW Industries Limited

The 38th Annual General Meeting (AGM) of the Members of the Company held on 30th December, 2020 at 11:00 A.M.1st through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”).

The required quorum being present, Mr. Vikram Kapur, Company Secretary of the Company welcomed the members and requested Mr. Ram Gopal Bansal, Executive Director and Chairman of the Company to take the chair. All the Executive Directors and KMPs of the Company were present at the meeting. Out of four (4) Independent Directors of the Company one (1) of them named Ms Gayatri Singh non-executive independent director was not present at the AGM. Authorised representatives of M/s Lodha & Co., Chartered Accountants, Statutory Auditors and M/s MKB & Associates, Company Secretaries, Secretarial Auditors were present.

Mr. Ram Gopal Bansal welcomed the shareholders and expressed his sincere gratitude to all the shareholders for their continued support and trust.

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

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

The Company Secretary informed that the Company had provided electronic voting facility on all resolutions set forth in the AGM notice. The remote e-voting commenced on Sunday, 27th December, 2020 (9:00 A.M. IST) and was closed on Tuesday, 29th December, 2020 (5:00 P.M IST) and that the facility of e-voting after the conclusion of AGM. The Company Secretary further informed that Mr. Raj Kumar Banthia, Practicing Company Secretary was appointed as Scrutinizer for conducting remote e-voting and e-voting after the conclusion of AGM in a fair and transparent manner. The Members transacted the following business as provided below.

Ordinary Business:

1. Approval of :
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of Auditors thereon;
2. Appointment of Mr. Vivek Kumar Bansal (DIN: 00137120) who retires by rotation and being eligible, offers himself for reappointment as a director.

Special Business:

3. Ratification the Remuneration of Cost Auditor, M/s. Samar Dhar and Associates for the Financial Year 2020-21.
4. Approval for Increase the Borrowing power under section 180(1)(c) of the Companies Act, 2013 up to 1000 Crores.
5. Approval for Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013.
6. Approval for payment of Remuneration to Mr. Ram Gopal Bansal (DIN: 00144159) as the Whole Time Director designated as the Chairman of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023.
7. Approval for payment of Remuneration to Mr. Harsh Kumar Bansal (DIN- 00137014) as the Managing Director of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023.
8. Approval for payment of Remuneration to Mr. Vivek Kumar Bansal (DIN- 00137120) as the Managing Director of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023.
9. Approval for payment of Remuneration to Mr. Subhash Chndra Gupta (DIN-00056770) as the Whole Time Director of the Company for the remaining period of his tenure from 1st April, 2020 to 29th May, 2022.

The Company Secretary then invited the members to express their views, suggestions, queries or clarifications, if any on the resolutions. A query was raised by one of the members which was clarified by the Managing Director of the Company.

The Managing Director thanked the members for attending the AGM.

This is for your information and records.

Thanking you and yours faithfully,
For BMW Industries Limited

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



BMW Industries Ltd.

The following resolutions

Resolution Number	Details of the Agenda	Resolution Required	Mode of Voting	Remarks
Ordinary Business				
1	To consider and adopt a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of Auditors thereon;	Ordinary	Remote e-voting and e-voting after the AGM	Passed with requisite majority
2	Appointment of Mr. Vivek Kumar Bansal (DIN: 00137120) who retires by rotation and being eligible, offers himself for reappointment as a director.	Ordinary	Remote e-voting and e-voting after the AGM	Passed with requisite majority
Special Business				
3	Ratification the Remuneration of Cost Auditor, M/s. Samar Dhar and Associates for the Financial Year 2020-21.	Ordinary	Remote e-voting and e-voting after the AGM	Passed with requisite majority
4	Approval for Increase the Borrowing power under section 180(1)(c) of the Companies Act, 2013 up to 1000 Crores.	Special	Remote e-voting and e-voting after the AGM	Passed with requisite majority
5	Approval for Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013.	Special	Remote e-voting and e-voting after the AGM	Passed with requisite majority
6	Approval for payment of Remuneration to Mr. Ram Gopal Bansal (DIN:	Special	Remote e-voting and e-voting after	Passed with requisite



BMW Industries Ltd.

	00144159) as the Whole Time Director designated as the Chairman of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023.		the AGM	majority
7	Approval for payment of Remuneration to Mr. Harsh Kumar Bansal (DIN-00137014) as the Managing Director of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023.	Special	Remote e-voting and e-voting after the AGM	Passed with requisite majority
8	Approval for payment of Remuneration to Mr. Vivek Kumar Bansal (DIN-00137120) as the Managing Director of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023.	Special	Remote e-voting and e-voting after the AGM	Passed with requisite majority
9	Approval for payment of Remuneration to Mr. Subhash Chndra Gupta (DIN-00056770) as the Whole Time Director of the Company for the remaining period of his tenure from 1 st April, 2020 to 29 th May, 2022.	Special	Remote e-voting and e-voting after the AGM	Passed with requisite majority

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

For BMW Industries Limited

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

ADDITIONAL DISCLOSURE OF E-VOTING AND ATTENDANCE:

Sl.No	Particulars	Details
1	Day and Date of AGM	Wednesday, 30th December, 2020
2	Total number of shareholders on cut-off date i.e. 23rd December, 2020 (cut-off date for e-voting purpose)	1286
3	No. Of Shareholders present in the meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	
	Promoter/Promoter Group-	5
	Public-	20

Agenda Wise Disclosure

	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast through e-voting during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
ORDINARY BUSINESS				
Item No. 1 as an Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.				
(1) Voted in favour of the resolution	166822827	--	166822827	100
(2) Voted against the	1	--	1	--



BMW Industries Ltd.

resolution				
Total	166822828	--	166822828	100
(3) Invalid votes:	--	--	--	--

Item No. 2 as an Ordinary Resolution: To consider appointment of a Director in place of Mr. Vivek Kumar Bansal (DIN: 00137120) who retires by rotation and being eligible, offers himself for reappointment as a director.

(1) Voted in favour of the resolution	63713806	--	63713806	100
(2) Voted against the resolution	--	--	--	--
Total	63713806	--	63713806	100
(3) Invalid votes:	--	--	--	--

SPECIAL BUSINESS

Item No. 3 as a Ordinary Resolution: Ratification of the Remuneration of Cost Auditor.

(1) Voted in favour of the resolution	166822828	--	166822828	100
(2) Voted against the resolution	--	--	--	--
Total	166822828	--	166822828	100
(3) Invalid votes:	--	--	--	--

Item No. 4 as a Special Resolution: Increase the Borrowing power under section 180(1)(c) of the Companies Act, 2013 up to 1000 Crores.



BMW Industries Ltd.

(1) Voted in favour of the resolution	166822827	--	166822827	100
(2) Voted against the resolution	1	--	1	--
Total	166822828	--	166822828	100
(3) Invalid votes:	--	--	--	--
Item No. 5 as a Special Resolution: Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013.				
(1) Voted in favour of the resolution	166822827	--	166822827	100
(2) Voted against the resolution	1	--	1	--
Total	166822828	--	166822828	100
(3) Invalid votes:	--	--	--	--
Item No. 6 as an Special Resolution: Approval of remuneration payable to Mr. Ram Gopal Bansal (DIN: 00144159) as the Whole Time Director designated as the Chairman of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023.				
(1) Voted in favour of the	63713805	--	63713805	100



BMW Industries Ltd.

resolution				
(2) Voted against the resolution	1	--	1	--
Total	63713806	--	63713806	100
(3) Invalid votes:	--	--	--	--

Item No. 7 as an Special Resolution: Approval of remuneration payable to Mr. Harsh Kumar Bansal (DIN- 00137014) as the Managing Director of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023.

(1) Voted in favour of the resolution	63713805	--	63713805	100
(2) Voted against the resolution	1	--	1	--
Total	63713806	--	63713806	100
(3) Invalid votes:	--	--	--	--

Item No. 8 as an Special Resolution: Approval of Remuneration payable to Mr. Vivek Kumar Bansal (DIN- 00137120) as the Managing Director of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023.

(1) Voted in favour of the resolution	63713805	--	63713805	100
(2) Voted against	1	--	1	--



BMW Industries Ltd.

the resolution				
Total	63713806	--	63713806	100
(3) Invalid votes:	--	--	--	--
Item No. 9 as an Special Resolution: Approval of Remuneration payable to Mr. Subhash Chandra Gupta (DIN-00056770) as the Whole Time Director of the Company for the remaining period of his tenure from 1st April, 2020 to 29th May, 2022.				
(1) Voted in favour of the resolution	166822827	--	166822827	100
(2) Voted against the resolution	1	--	1	--
Total	166822828	--	166822828	100
(3) Invalid votes:	--	--	--	--

For BMW Industries Limited

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



CONSOLIDATED SCRUTINIZER'S REPORT

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

To,

The Chairman of the 38th (Thirty Eighth) Annual General Meeting (AGM) of Members of BMW Industries Limited (CIN: L51109WB1981PLC034212), held on Wednesday, 30th day of December, 2020 at 11.00 A.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **BMW Industries Limited** ("the Company") for the purpose of scrutinizing the process of voting through Remote e-Voting and electronic voting at the Annual General Meeting, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of SEBI (LODR) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Secretarial Standards on General Meetings, in respect of the below mentioned Resolutions proposed at the 38th Annual General Meeting of the Company held on Wednesday, 30th day of December, 2020 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:

- (a) The Notice dated 13th November, 2020 convening the 38th Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent electronically on 8th December, 2020, to the members of





the Company whose email addresses were registered with the Company/ Depositories/ RTA.

- (b) Since this AGM was held pursuant to the aforesaid MCA Circulars through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly, in terms of above mentioned MCA and SEBI circulars, the facility for appointment of proxies by the members were also dispensed with.
- (c) The Company provided remote e-voting facility offered by Central Depository Securities (India) Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided electronic voting facility offered by CDSL to the shareholders who did not cast their vote through remote e-voting.
- (d) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 23rd December, 2020 were entitled to vote on the proposed resolutions.
- (e) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Sunday, 27th December, 2020 at 9:00 AM (IST) and ended on Tuesday, 29th December, 2020 at 5:00 PM (IST).
- (f) The members present at the meeting were entitled to exercise their voting rights electronically at the Annual General Meeting as stated above.
- (g) After conclusion of voting at the 38th Annual General Meeting, the votes cast electronically at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Ms. Surbhi Bihani and Ms. Sonal Sarda, who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended.





- (h) Thereafter, the details containing, inter alia, list of the members, who voted “For” or “Against” on each of the resolutions that were put to vote through remote e-voting and electronic voting during the AGM were derived from the report generated from the e-voting website of CDSL, www.evotingindia.com.
- (i) 175 Members have cast their votes through remote e-voting and all such votes are valid. None of the members have casted their votes electronically during the AGM.

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

	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast through e-voting during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
ORDINARY BUSINESS				
Item No. 1 as an Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.				
(1) Voted in favour of the resolution	166822827	--	166822827	100
(2) Voted against the resolution	1	--	1	--
Total	166822828	--	166822828	100
(3) Invalid votes:	--	--	--	--





Item No. 2 as an Ordinary Resolution: To consider appointment of a Director in place of Mr. Vivek Kumar Bansal (DIN: 00137120) who retires by rotation and being eligible, offers himself for reappointment as a director.

(1) Voted in favour of the resolution	63713806	--	63713806	100
(2) Voted against the resolution	--	--	--	--
Total	63713806	--	63713806	100
(3) Invalid votes:	--	--	--	--

SPECIAL BUSINESS

Item No. 3 as an Ordinary Resolution: Ratification of the Remuneration of Cost Auditor.

(1) Voted in favour of the resolution	166822828	--	166822828	100
(2) Voted against the resolution	--	--	--	--
Total	166822828	--	166822828	100
(3) Invalid votes:	--	--	--	--

Item No. 4 as a Special Resolution: Increase the Borrowing power under section 180(1)(c) of the Companies Act, 2013 up to 1000 Crores.





(1) Voted in favour of the resolution	166822827	--	166822827	100
(2) Voted against the resolution	1	--	1	--
Total	166822828	--	166822828	100
(3) Invalid votes:	--	--	--	--

Item No. 5 as a Special Resolution: Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013.

(1) Voted in favour of the resolution	166822827	--	166822827	100
(2) Voted against the resolution	1	--	1	--
Total	166822828	--	166822828	100
(3) Invalid votes:	--	--	--	--

Item No. 6 as an Special Resolution: Approval of remuneration payable to Mr. Ram Gopal Bansal (DIN: 00144159) as the Whole Time Director designated as the Chairman of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023.

(1) Voted in favour of the resolution	63713805	--	63713805	100
---------------------------------------	----------	----	----------	-----





(2) Voted against the resolution	1	--	1	--
Total	63713806	--	63713806	100
(3) Invalid votes:	--	--	--	--
Item No. 7 as an Special Resolution: Approval of remuneration payable to Mr. Harsh Kumar Bansal (DIN- 00137014) as the Managing Director of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023.				
(1) Voted in favour of the resolution	63713805	--	63713805	100
(2) Voted against the resolution	1	--	1	--
Total	63713806	--	63713806	100
(3) Invalid votes:	--	--	--	--
Item No. 8 as an Special Resolution: Approval of Remuneration payable to Mr. Vivek Kumar Bansal (DIN- 00137120) as the Managing Director of the Company for the remaining period of his tenure i.e. from 1st April, 2020 to 11th May, 2023.				
(1) Voted in favour of the resolution	63713805	--	63713805	100
(2) Voted against the resolution	1	--	1	--






Total	63713806	--	63713806	100
(3) Invalid votes:	--	--	--	--
Item No. 9 as an Special Resolution: Approval of Remuneration payable to Mr. Subhash Chandra Gupta (DIN-00056770) as the Whole Time Director of the Company for the remaining period of his tenure from 1st April, 2020 to 29th May, 2022.				
(1) Voted in favour of the resolution	166822827	--	166822827	100
(2) Voted against the resolution	1	--	1	--
Total	166822828	--	166822828	100
(3) Invalid votes:	--	--	--	--

Based on the aforesaid results, the resolutions no.(s) 1 to 9 as contained in the Notice have been passed with the requisite majority.

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

Thanking you,
Yours faithfully,
For MKB & Associates


Raj Kumar Banthia
Partner



Date: 31st December, 2020
Place: Kolkata
UDIN: A017190B001778389

Membership No.: 17190
COP No.: 18428
FRN: P2010WB042700