



# **BMW INDUSTRIES LTD.**

## **NOTICE**

Notice is hereby given that that Extra- Ordinary General Meeting of the members of BMW Industries Limited will be held on Tuesday, 7<sup>th</sup> March, 2017 at 11.00 a.m at the Registered office at 119, Park Street, White House, 3<sup>rd</sup> floor, Kolkata – 700 016 to transact the following businesses:

### **Special Business:**

**Item No. 1: Sub-Division of Equity Shares from the face value of Rs 10/- per share to Re1/- per share**

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

**RESOLVED THAT** pursuant to provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authority(ies), each of the Equity Shares of the Company having a face value of Rs. 10/- each fully paid up, be sub-divided into TEN equity shares of Re.1/-each fully paid up.

**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal value of Rs. 10/- (Rupees Ten Only) each, shall stands sub-divided into 10 (Ten) Equity Shares of nominal value of Re. 1/-(Rupee One Only) each.

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the Existing Share Certificate(s) in relation to the Existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in case of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to their respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** the Board of Directors of the Company ("the Board"), (which expression shall also include a Committee thereof) be and is hereby jointly/severally authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories, and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share



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certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regards to the sub-division of the equity shares as aforesaid or for any matters connected herewith or incidental hereto."

**Item No. 2: Alteration of the Capital Clause of the Memorandum of Association**

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 13 and Section 61 and other applicable provisions of the Companies Act, 2013 and Rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

*"5. The Authorized Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 50,00,00,000 (Fifty Crores only) Equity Shares of Re. 1/- (Rupee One) 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 Companies Act, 2013 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** for the purpose of giving effect to the aforesaid resolution, Mr. Harsh Kumar Bansal, Managing Director, Mr. Ram Gopal Bansal, Whole-time Director and Ms. Sweta Prasad, Company Secretary and Compliance Officer of the Company be and is hereby severally and/or jointly authorized to take necessary steps and actions as may be deemed necessary and give such directions and execute all, documents, deeds, and writings, including preparing, executing and filing necessary forms, applications, documents with Registrar of Companies, Stock Exchanges, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose.

By order of the Board  
For BMW Industries Limited

*Sweta Prasad*  
Sweta Prasad  
Company Secretary



23<sup>rd</sup> February, 2017  
Kolkata

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013(the Act) in respect of the business under Item No. 1 to 2of the Notice, is annexed hereto.
2. A member entitled to attend and vote at the Extra-Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Members are requested to bring their attendance slip to the Meeting.
4. Information and other instructions relating to e-voting are as under:
  - i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - ii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - iii. The Board of Directors of the Company has appointed MKB & Associates, Practicing Company Secretaries, Kolkata as Scrutinizer to scrutinize the voting of EGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
  - iv. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, 24<sup>th</sup> February, 2017.
  - v. The e-voting period commences on Saturday, 4<sup>th</sup> March, 2017 at 9 A.M. and ends on Monday, 6<sup>th</sup> March, 2017 at 5 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 Tuesday, 28<sup>th</sup> February, 2017 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.



- vi. The instructions and other information for e-voting are as under:
- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (ii) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (iii) Click on "Shareholders" tab.
  - (iv) 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.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders).</li> <li>• 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.</li> <li>• 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.</li> </ul>
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"> <li>• Enter the Bank Account number as recorded in your Demat Account with the Depository or in the Company records for your folio.</li> <li>• 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 (vi)</li> </ul>



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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the relevant EVSN for the relevant <BMW INDUSTRIES LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolutions details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xvii) 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.
- (xviii) 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 on or after 30<sup>th</sup> June, 2016. 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](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto: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 Friday, 24<sup>th</sup> February, 2017.
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](mailto:helpdesk.evoting@cdslindia.com) or issuer/RTA at [absconsultant@vsnl.net](mailto:absconsultant@vsnl.net)
4. Mr. Manoj Kumar Banthia, Practicing Company Secretary, (Membership No. 11470) 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 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.

6. The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website [www.bmwil.co.in](http://www.bmwil.co.in) and on the website of CDSL [www.cdsindia.com](http://www.cdsindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to CSE Limited, where the shares of the Company are listed.

#### **Explanatory Statement**

**(Pursuant to section 102 of the Companies Act, 2013)**

As required under Section 102 of the Companies Act, 2013 (Act), the following explanatory statements set out all material facts relating to the businesses mentioned under Item No. 1 to 2 of the accompanying Notice:

#### **Item No. 1**

The equity shares of your Company are listed on The Calcutta Stock Exchange Ltd. With a view to encourage participation of small investors by making equity shares of the Company affordable and at the same time enhancing the liquidity of the Company's equity shares with higher floating stock in absolute numbers thereby expanding the retail shareholders base on one hand and at the same time considering the favourable position of Reserve and Surplus, the Board of Directors in their meeting held on 14<sup>th</sup> February, 2017 has considered it desirable to recommend sub-division of its Equity Shares of Rs. 10/-each into One equity shares of Re 1/- each held as on the 'record date' to be determined by the Board.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolution set forth in Item No.1 for the approval of the members as an Ordinary Resolution respectively.

#### **Item No. 2**

Presently, the authorized share capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores only) Equity Shares of Rs. 10/- (Rupees Ten only) each.

The Board recommends sub-division of equity shares of Rs.10/- each into denomination of Re 1/- each, subject to approval of members of the Company. Accordingly, pursuant to the sub-division, the authorized equity share capital of the Company will be Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores only) Equity Shares of Re. 1/- (Rupee One only) each.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolution set forth in Item No.2 for the approval of the members as an Special Resolution respectively.

