



## BMW INDUSTRIES LIMITED

CIN: L51109WB1981PLC034212

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

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### Notice of Postal Ballot

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

To  
The Members

Notice is hereby given to the members of the Company pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) as amended from time to time, read with the General Circular No. 14/2020 dated 8th April 2020 and General Circular No. 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions of the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), seeking their approval for the resolution set out below proposed to be passed through Postal Ballot by way of voting through electronic means (“remote e-voting”) as a special business using the platform provided by Central Depository Services (India) Limited (“CDSL”). The Company is offering facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes in this regard.

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

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

The remote e-voting period commences at 9:00 A.M. on Friday, 27<sup>th</sup> December, 2024 and ends at 5.00 P.M. on Sunday, 26<sup>th</sup> January, 2025. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 20<sup>th</sup> December, 2024 (end of day) may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Scrutinizer will submit their report to the Chairman or any authorized person of the Company and the results of the Postal Ballot will be announced on or before Tuesday, 28<sup>th</sup> January, 2025. The said results will be displayed at the Registered Office of the Company and intimated to BSE Limited (“BSE”) where the shares of the Company are listed i.e. [www.bseindia.com](http://www.bseindia.com). Additionally, the results will also be uploaded on the Company’s website [www.bmwil.co.in](http://www.bmwil.co.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

#### Special Business:

#### **Appointment of Mr. Dilip Kumar Mandal, (DIN: 03313130) as a Non-Executive Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with, Schedule IV thereto and the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Company and approval of Board of Directors of the Company, Mr. Dilip Kumar Mandal (DIN: 03313130), who has been appointed as an Additional Director of the Company in the Independent category and has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years from 10<sup>th</sup> December, 2024 to 9<sup>th</sup> December, 2029 on such terms and conditions as stated in the explanatory statement hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms, with the power to settle all questions, difficulties or doubts that may arise in regard to the said appointment, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company, to give effect to this resolution."

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

**VIKRAM KAPUR**  
Company Secretary  
(Membership no: A9812)

Place: Kolkata  
Date: 18.12.2024

**Registered Office:**

119 Park Street, White House,  
3<sup>rd</sup> Floor, Kolkata-700016

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**Notes:**

1. The Explanatory Statement for the Special business pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rules thereunder and Secretarial Standards on General Meetings (SS-2) stating material facts of the proposed resolutions is annexed hereto.
2. Details of the Directors seeking appointment as required under Regulation 36(3) of SEBI Listing Regulations and SS-2 are provided in Annexure forming part of this Postal Ballot Notice.
3. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 20<sup>th</sup> December, 2024 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories. The Postal Ballot Notice has also been placed on the website of the Company [www.bmwil.co.in](http://www.bmwil.co.in), website of the Stock Exchanges i.e. BSE Limited and The Calcutta Stock Exchange Limited ('CSE Limited') at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively and website of CDSL.
4. Communication of assent or dissent of the Members would take place only through the remote e-voting system. **Physical copies of the Postal Ballot Notice are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.**

5. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date i.e. 20<sup>th</sup> December, 2024 will only be considered for E-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
6. The Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on the cut-off date.
7. The Company has received the Consent letter of Mr. Raj Kumar Banthia, Practising Company Secretary, Kolkata to act as a Scrutinizer for the Postal Ballot process pursuant to Rule 22 (5) of Companies (Management and Administration) Rules, 2014. The Board of Directors at its meeting held on 18<sup>th</sup> December, 2024 has appointed Mr. Raj Kumar Banthia, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
8. The resolution will be taken as passed effectively on the date of declaration of the results at the registered office of the Company as well as placed on the Company's website, if the result of the postal ballot indicates that the requisite majority of the Members have assented to the resolution.
9. In respect of shares held by Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to vote on its behalf.
10. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 20<sup>th</sup> December, 2024.
11. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, shall be available for inspection through electronic mode.
12. Mr. Raj Kumar Banthia , (COP No. 18428, Membership No. 17190) , partner of MKB & Associates, Practising Company Secretaries of Shantiniketan, 5<sup>th</sup> Floor, Room No. 511, 8, Camac Street, Kolkata 700017, shall within a period not exceeding 48 hours from the conclusion of the e-voting, shall count the votes cast at the meeting in the presence of at least two witnesses not in employment of the Company, shall make a scrutinizer's report of the votes cast in favour or against, if any and forward to the Chairman or any person authorized by him.
13. **INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**

a. **Voting through electronic means (Electronic Voting)**





- (i) 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.

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.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi /Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43
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i. Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID, For NSDL: 8 Characters DP ID followed by 8 Digits Client ID
  - b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders holding shares in Demat Mode are requested to update their PAN with the Depository Participant registered with CDSL only.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)(3)(b).</li> </ul>

- ii. After entering these details appropriately, click on “SUBMIT” tab.
- iii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v. Click on the EVSN for the company to vote.
- vi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- vii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- viii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- ix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xii. **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- 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 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](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.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz. [mrathicosecretarial2@gmail.com](mailto:mrathicosecretarial2@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- b. Process for those shareholders whose email ids /mobile no. are not registered with the Company/ CDSL:**
- (i) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the CDSL depository through the concerned depository participants and in respect of physical holdings with the Company by following the due procedure.
- (ii) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, Mobile No., E-mail Id along with 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. Members can also get their E-mail Ids registered with the Company by email to [finance.jalanindustries@gmail.com](mailto:finance.jalanindustries@gmail.com) and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholders may write to [finance.jalanindustries@gmail.com](mailto:finance.jalanindustries@gmail.com).
- (iii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) **OR**

Please provide Demat account details (CDSL-16-digit beneficiary ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to Company.

- (iv) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to Mr. Arghya Majumdar at [arghyam@cdslindia.com](mailto:arghyam@cdslindia.com) or Mr. Moly Biswas at [molyb@cdslindia.com](mailto:molyb@cdslindia.com) or contact at 9830082291 and 9073980266.

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

The Board of Directors of the Company at their meeting held on 10<sup>th</sup> December, 2024, on the recommendation of the Nomination and Remuneration Committee (“NRC”), approved the appointment of Mr. Dilip Kumar Mandal (DIN: 03313130) as an Additional Director in the capacity of Non-Executive Independent Director w.e.f. 10<sup>th</sup> December, 2024 for a term of 5 (Five) consecutive years up to 9<sup>th</sup> December, 2029 subject to the approval of the Members of the Company.

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

Mr. Dilip Kumar Mandal, aged 65 years, is B Tech (Hons) Metallurgical Engineering from IIT Kharagpur and PGDM from IIFT New Delhi with a proven leadership qualities and experience over 33 years in banking and financial services with premier companies viz. Muthoot Finance Limited as CEO-Mutual fund business, IDBI Asset Management Ltd. as MD & CEO and IDBI Bank Limited as CGM. He has worked in different areas viz. project finance, infrastructure financing, corporate banking, retailing banking, debt and equity fund managements, working capital financing, Re-structuring of large projects, non-performing asset resolution & recovery. He has knowledge of functioning and investment of various industries viz. Iron & Steel, Aluminium, hotel, hospitals, chemicals, oil & gas sector engineering, Banking & NBFC etc. He is familiar with regulators like SEBI, RBI, experience in setting up and running of mutual fund, NBFC, functional experience in fund management and treasury operation, compliance and risk management. He is having good network among senior bankers in PSU and private banks and mutual fund houses. He was instrumental in disinvestment of IDBI Mutual fund and having knowledge in merger and acquisition etc. He has served as Board member (as MD) of IDBI Asset Management for more than 3 years and Nominee Director of Upper Ganges Sugar and Industries Limited.

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

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

Copy of letter of appointment of Mr. Dilip Kumar Mandal as an Independent Director, setting out the terms and conditions of appointment, is available for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Mr. Dilip Kumar Mandal fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that he is independent of the Company’s management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an

Independent Director. The Directors are of the view that the vast knowledge and varied experience of Mr. Dilip Kumar Mandal will be of immense benefit to the Company and hence his appointment as an Independent Director is justified in terms of Secretarial Standards on General Meeting (SS-2).

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

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

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

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

**VIKRAM KAPUR**  
*Company Secretary*  
(Membership no: A9812)

Place: Kolkata  
Date: 18.12.2024

**Registered Office:**  
119 Park Street, White House,  
3<sup>rd</sup> Floor, Kolkata-700016

**[FORMING PART OF THE NOTICE OF POSTAL BALLOT DATED 18<sup>TH</sup> DECEMBER, 2024]**

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

1.	<b>Name</b>	<b>Mr. Dilip Kumar Mandal</b>
2.	<b>DIN</b>	03313130
3.	<b>Date of Birth</b>	6 <sup>th</sup> November 1959
4.	<b>Age</b>	65 years
5.	<b>Brief Resume of the director</b>	As provided in the explanatory statement annexed to this Postal Ballot Notice
6.	<b>Date of appointment / re-appointment</b>	10 <sup>th</sup> December, 2024
7.	<b>Qualifications</b>	B. Tech (Hons) Metallurgical Engineering from IIT Kharagpur and PGDM from IIFT New Delhi
8.	<b>Nature of expertise in Specific Functional Areas</b>	He has experience over 33 years in banking and financial services with premier companies viz. Muthoot Finance Limited as CEO-Mutual fund business for 1 year, IDBI Asset Management Ltd. as MD & CEO for over 3 years and IDBI Bank Limited as CGM
9.	<b>Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid</b>	As provided in explanatory statement annexed to this Postal Ballot Notice.
10.	<b>Number of Board Meetings attended during the FY 23-24</b>	Not Applicable
11.	<b>Directorship held in other listed companies. (As on 10<sup>th</sup> December, 2024)</b>	Not Applicable
12.	<b>Chairmanship / Membership of Committees of other Boards. (As on 10<sup>th</sup> December, 2024)</b>	Not Applicable
13.	<b>Listed companies from which the person has resigned in the past three years.</b>	None
14.	<b>Directorship in Unlisted Companies (As on 10<sup>th</sup> December, 2024)</b>	None
15.	<b>Relationships between director(s) inter se / other key managerial personnel(s) of the Company.</b>	None
16.	<b>Shareholding in the Company including shareholding as a beneficial owner. (As on 10<sup>th</sup> December, 2024)</b>	NIL
17.	<b>Skills and capabilities required for the role of Independent Director and the manner in which he meets such requirements</b>	As provided in the explanatory statement annexed to this Postal Ballot Notice