BMW VENTURES LIMITED

To,
The Board of Directors,
BMW Ventures Limited,
Patna – 800 004

Sub: Notice and Agenda of the 1/2026-27 Meeting of the Board of Directors

Dear Sir/Madam,

Kindly take note that the 1/2026-27 Meeting of BMW Ventures Limited will be held on Wednesday, May 27, 2026 at 03:30 p.m. through Video Conferencing to transact the businesses as detailed in the agenda given herein below:

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12	To consider and approve the remuneration of Statutory Auditors for the financial year 2025-26	5
13	To review and take note of Statutory Auditor's Report in respect of the Audited Financial Statement of the Company for the Financial Year ended March 31, 2026	5
14	To consider, review and approve the draft Audited Financial Results for the quarter and financial year ended March 31, 2026	6
15	To consider and recommend to the Members the proposal to re-appoint Mrs. Rachna Kishorepuria (DIN: 01093753) Director of the Company, who is liable to retire by rotation at ensuing Annual General	6
16	To consider and approve the proposal for appointment of Ms. Sabita Devi Kishorepuria, Non-Executive Director as Executive Director of the Company	6
17	To consider and approve the proposal for increase in sitting fees payable to Independent Directors	7

Registered Office:
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Ph: 0612-26755506, 8102223771/74, Fax: 0612 2675505

18	To consider and approve the proposal for increase in remuneration of the Key Managerial Personnel (KMPs) of the Company	7
19	To consider and take note of the Secretarial Audit Report for the financial year ended March 31, 2026 received from Ms. Nikita Kedia, Secretarial Auditor of the Company	7
20	To consider and approve Appointment of Internal Auditor of the Company for the financial year 2026-27	8
21	To consider and approve the draft Board's Report including annexures thereof for the financial year ended March 31, 2026	8
22	Any other business with the permission of the Chair and consent of the majority of the Directors present in the Meeting	8

The link for joining the Meeting will be sent in due course.

Kindly make it convenient to attend the Meeting.

Thanking you,

Yours faithfully,
For BMW Ventures Limited

RUCHIKA MAHESHWARI KEJRIWAL
Digitally signed by RUCHIKA MAHESHWARI KEJRIWAL
Date: 2026.05.19 20:11:28 +05'30'

Ruchika Maheshwari
Company Secretary & Compliance Officer
FCS: 12976
Email Id: cs@bmwventures.com
Date: May 19, 2026
Place: Patna

Encl: As above

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Detailed Agenda
1/2026-27 Meeting of the Board of Directors

Day	Date	Mode	Time
Wednesday	May 27, 2026	Video Conferencing	3:30 p.m.

Item No. 1: Chairman of the Meeting

Mr. Bijay Kumar Kishorepuria, Chairman of the Company will chair the Meeting and in case of his absence, Members present may elect the Chairperson of the Meeting.

Item No. 2: To grant leave of absence, if any

Request for leave of absence, if any, received from any of the Directors will be placed in the Meeting for consideration and grant.

Item No. 3: To take note of and sign the Minutes of the previous Board Meeting

The Minutes of the previous Meetings of the Board of directors held on February 04, 2026, already circulated to all the Directors will be placed in the meeting for the perusal of the Board.

The Board may kindly take note of the same and Chairman of the Meeting may sign the same.

Item No. 4: To take note of the Minutes of the Committees Meeting(s)

The Minutes of the Meetings of Stakeholder Relationship Committee held on February 04, 2026, Audit Committee held on February 04, 2026 and Nomination and Remuneration Committee held on August 27, 2025 are annexed herewith as **Annexure A** for perusal of the Board.

The Board may kindly take note of the same.

Item No. 5: To take note of Circular Resolution passed by the Board since the previous Board Meeting

The following resolution was passed by way of Circulation by the Directors since the pervious Board Meeting dated February 04, 2026:

CR No.	Subject Matter
01/BM/2026-27	**To review and take note of the Monitoring Agency Report for the quarter ended March 31, 2026**

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"**RESOLVED THAT** pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, the Monitoring Agency Report issued by CRISIL Ratings Limited relating to utilization of proceeds of IPO for the quarter ended March 31, 2026 be and is hereby reviewed and taken on record.

RESOLVED FURTHER THAT Mr. Bijay Kumar Kishorepuria, Whole time Director, Mr. Nitin Kishorepuria, Managing Director and Mrs. Ruchika Maheshwari Kejriwal, Company Secretary and Compliance Officer of the Company, be and is hereby authorized to submit the said Monitoring Agency Report with the Stock Exchanges and to do all such acts, deeds and things as may be necessary in this regard."

The Board may kindly take note of the same.

Item No. 6: To take note of Disclosure of interest received from Directors in 'Form MBP-1' pursuant to Section 184 (1) of the Companies Act, 2013

Disclosure of interest received from the Directors in Form MBP-1 pursuant to Section 184 of the Companies Act, 2013 will be placed in the Meeting for the perusal of the Board.

The Board may kindly review and take note of the same.

Item No. 7: To take note of Confirmation received from Directors in 'Form DIR-8' for the financial year ended March 31, 2026

Confirmation received from Directors of the Company in 'Form DIR-8' for the financial year ended March 31, 2026 will be placed before the Board for the perusal of the Board.

The Board may kindly review and take note of the same.

Item No. 8: To take note of Declaration of Independence received from Independent Directors u/s 149(7) of the Companies Act, 2013

Declaration of Independence received from Independent Directors u/s 149(7) of the Companies Act, 2013 read with Regulation 16 (1) (b) of SEBI Listing Regulations will be placed in the Meeting for the perusal of the Board.

The Board may kindly review and take note of the same.

Item No. 9: To take note of the Minimum Information required to be placed before the Board as per the SEBI Listing Regulations along with Statutory Compliance Certificate for the quarter ended March 31, 2026

The Minimum Information required to be placed before the Board as per the SEBI Listing Regulations along with Statutory Compliance Certificate for the half year ended March 31, 2026, duly signed by the various department heads, will be placed in the Meeting for the perusal of the Board.
The Board may kindly review and take note of the same.

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Item No. 10: To take note of the Compliance Certificate under Rule 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015

The Certificate of compliance in terms of the provision of Rule 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015 will be placed in the Meeting for the perusal of the Board.

The Board may kindly review and take note of the same.

Item No. 11: To consider and review the Integrated Filing (Governance) and Reconciliation of Share Capital Audit Report for the quarter ended March 31, 2026

Integrated Filing (Governance) and Reconciliation of Share Capital Audit Report for the quarter ended March 31, 2026 will be placed in the Meeting for the perusal of the Board.

The Board may kindly consider and review the same.

Item No. 12: To consider and approve the remuneration of Statutory Auditors for the financial year 2025-26

Pursuant to the authority granted by the Members of the Company, it is proposed to fix the remuneration of Statutory Auditors for the financial year 2025-26. A statement containing the proposed remuneration as recommended by the Audit Committee will be placed in the Meeting for the perusal of the Board.

The Board may kindly consider and approve the abovementioned proposal after taking into consideration the recommendation made by the Audit Committee.

Item No. 13: To review and take note of Statutory Auditor's Report in respect of the Audited Financial Statement of the Company for the Financial Year ended March 31, 2026

Statutory Auditor's Report in respect of the Audited Financial Statement of the Company for the financial year ended March 31, 2026 will be placed in the Meeting for the perusal of the Board.

The Board may kindly review and take note of the same and provide its explanation on the observations, if any, made by the Statutory Auditors in their Report.

Item No. 14: To consider, review and approve the draft Audited Financial Results for the quarter and financial year ended March 31, 2026

The Draft Audited Financial Results for the half year and financial year ended March 31, 2026 prepared pursuant to Regulation 33 of the SEBI Listing Regulations will be placed in Meeting for the perusal of the Board. The same shall first be placed before the Audit Committee for its recommendation. The Chairman of the Audit Committee shall apprise the Board about the recommendation of the Committee.

The Board may, after taking into consideration the recommendation made by the Audit Committee, approve the same.

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Item No.15: To consider and recommend to the Members the proposal to re-appoint Mrs. Rachna Kishorepuria (DIN: 01093753) Director of the Company, who is liable to retire by rotation at ensuing Annual General

In terms of the provisions of Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, Mrs. Rachna Kishorepuria (DIN: 01093753), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting ("AGM") of the Company and being eligible, has offered herself for re-appointment as a Director of the Company, liable to retire by rotation.

Consent to act as Director in form DIR-2 along with a declaration in form DIR-8 received from her will be placed in the Meeting for the perusal of the Board.

The above mentioned proposal shall first be placed before the Nomination and Remuneration Committee and Audit Committee for its recommendation. The Chairman of the Nomination and Remuneration Committee shall apprise the Board about the recommendation of the Committee.

The Board may, after taking into consideration recommendation made by the Nomination and Remuneration Committee, recommend the above-mentioned proposal to the Members.

Item No. 16: To consider and approve the proposal for appointment of Ms. Sabita Devi Kishorepuria, Non-Executive Director as Executive Director of the Company

In terms of the provisions of Sections 196, 197 of the Companies Act, 2013, read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, it is proposed to appoint Ms. Sabita Devi Kishorepuria, Non-Executive Director as Executive Director of the Company for a period of five years w.e.f. May 27, 2026, not liable to retire by rotation at a remuneration of Rs. 5,00,000/- per month, subject to approval of the Board, Shareholders and such other approvals, as may be required.

The consent to act as Executive Director in Form DIR-2 along with declaration in Form DIR-8, as received from her, will be placed in the Meeting for the perusal of the Board.

The above mentioned proposal shall first be placed before the Nomination and Remuneration Committee and Audit Committee for its recommendation. The Chairman of the Nomination and Remuneration Committee and Audit Committee shall apprise the Board about the recommendation of the Committees.

The Board may, after taking into consideration recommendation made by the Nomination and Remuneration Committee and Audit Committee, recommend the above-mentioned proposal to the Members.

Item no. 17: To consider and approve the proposal for increase in sitting fees payable to Independent Directors

Presently, the Company is paying sitting fees of Rs. 5000/- per Board Meeting to Independent Directors. Due to increased responsibilities and prevailing industry practices it is proposed the increase the sitting fees payable to Independent Directors from Rs. 5000/- to Rs. 10,000/- per Board Meeting.

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The above mentioned proposal shall first be placed before the Audit Committee for its recommendation. The Chairman of the Audit Committee shall apprise the Board about the recommendation of the Committee.

The Board may, after taking into consideration recommendation made by the Audit Committee, recommend the above-mentioned proposal to the Members.

Item No. 18: To consider and approve the proposal for increase in remuneration of the Key Managerial Personnel (KMPs) of the Company

In view of the increased roles and responsibilities and based on the performance appraisal, it is proposed to consider and approve the proposal for increase in remuneration of the following Key Managerial Personnel (KMPs) of the Company:

1. Mrs. Ruchika Maheshwari Kejriwal – Company Secretary
2. Mr. Birendra Yadav - Chief Financial Officer

The Statement containing the proposed increase in remuneration will be placed in the Meeting for the consideration of the Board.

The above mentioned proposal shall first be placed before the Audit Committee for its recommendation. The Chairman of the Audit Committee shall apprise the Board about the recommendation of the Committee.

The Board may, after taking into consideration recommendation made by the Audit Committee, recommend the above-mentioned proposal to the Members

Item No. 19: To consider and take note of the Secretarial Audit Report for the financial year ended March 31, 2026 received from Ms. Nikita Kedia, Secretarial Auditor of the Company

Secretarial Audit Report received from Ms. Nikita Kedia Secretarial Auditor of the Company for the financial year ended March 31, 2026 will be placed in the Meeting for the perusal of the Board.

The Board may kindly consider and take note of the same.

Item No. 20: To consider and approve Appointment of Internal Auditor of the Company for the financial year 2026-27

It is proposed to appoint M/s. M.K. Kishorepuria & Co., Chartered Accountant (FRN: 313103E) as Internal Auditor of the Company for the financial year 2026-27 pursuant to provision of Section 138 of the Companies Act, 2013.

Profile of M/s M.K. Kishorepuria & Co., Chartered Accountant along with consent will be placed in the Meeting for the perusal of the Board. The above proposal shall first be placed before the Audit Committee for its recommendation. The Chairman of the Audit Committee shall apprise the Board

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about the recommendation of the Committee.

The Board may, after taking into consideration recommendation made by the Audit Committee, approve the above-mentioned proposal.

Item No. 21: To consider and approve the draft Board's Report including annexures thereof for the financial year ended March 31, 2026

The draft Board's Report including annexures thereof for the financial year ended March 31, 2026 shall be placed in the Meeting for the perusal of the Board.

The Board may kindly review and approve the same.

Item No. 22: Any other business with the permission of the Chair and consent of the majority of the Directors present in the Meeting

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