BMW VENTURES LIMITED

**To,**
**The Board of Directors,**
**BMW Ventures Limited,**
**Patna - 800004**

**Sub: <u>Notice and Agenda of the 15th Meeting of the Board Directors</u>**

This is to inform you that the 16th Meeting of the Board of Directors of **BMW Ventures Limited** will be held on Wednesday, February 4, 2026 at 3.00 p.m. through Video Conferencing ("VC") to transact the businesses as detailed in the agenda given herein below:

| Item Nos. | Particulars | Page Nos. |
|---|---|---|
| 1 | Chairman of the Meeting | |
| 2 | To grant leave of absence, if any | |
| 3 | To consider, review and sign the Minutes of the previous Meeting of the Board of Directors held on November 10, 2025 | |
| 4 | To consider, review and take note of the Minutes of the previous Meeting of the Audit Committee held on November 10, 2025 | |
| 5 | To consider and take note of the Circular Resolution passed by the Directors since the last Board Meeting held on November 10, 2025 | |
| 6 | To take note of Disclosure of change in interest, if any, received from the Directors and KMPs of the Company | |
| 7 | To take note of the Statutory Compliance Certificates for the quarter ended December 31, 2025 | |
| 8 | To consider and review the Share Reconciliation Audit Report and Integrated Governance Report for the quarter ended December 31, 2025 | |
| 9 | To consider and approve the Unaudited financial results for the quarter and nine months ended December 3, 2025 and take note of the draft Limited Review Report submitted by the Statutory Auditors | |
| 10 | To consider and approve the proposal for declaration of interim dividend for financial year 2025-26 and to fix the record date in this regard | |

**Registered Office:**
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| 11 | To consider and approve the proposal for availing of a Term Loan of Rs 36 Crores (Thirty-Six Crores only) from HDFC Bank | |
| 12 | To consider and approve the proposal for establishment of Welding Rod Manufacturing plant at Purnia, Bihar | |
| 13 | To carry out the performance evaluation of Independent Directors | |
| 14 | To take note of the changes in the corporate laws as a part of the familiarization program. | |
| 15 | Any other business with the permission of the chair and consent of the majority of the Directors present in the Meeting | |

Please be informed that you may attend the Board Meeting through Video Conference. The link will be sent to you in the due course

The mode of participation may please be confirmed to the undersigned either at Mobile No. 7635093995 or Email id cs@bmwventures.com.

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: 2026.01.28 21:45:28 +05'30'

**Ruchika Maheshwari**
**Company Secretary & Compliance Officer**
**FCS 12976**
**Email id: cs@bmwventures.com**

Place: Patna
Dated: January 28, 2026

**Detailed Agenda**
**15th Meeting of the Board of Directors**

| Day | Date | Mode | Time |
|---|---|---|---|
| **Wednesday** | **February 4, 2026** | **Video Conferencing** | **3.00 p.m.** |

**Item No. 1: Chairman of the Meeting**

Mr. Bijay Kishorepuria, Chairman of the Company will chair the Meeting or in his absence Members present may elect the Chairman 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 the consideration and grant.

**Item No. 3: To consider, review and sign the Minutes of the previous Meeting of the Board of Directors held on November 10, 2025**

The Minutes of the previous Meeting of the Board held on November 10, 2025, already circulated to all the Directors, are attached herewith as Annexure A for the perusal of the Board.

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

**Item No. 4: To consider, review and take note of the Minutes of the previous Meeting of the Audit Committee held on November 10, 2025**

The Minutes of the Audit Committee Meeting of the Board held on November 10, 2025 are attached herewith as Annexure B for perusal of the Board.

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

**Item No. 5: To consider and take note of the Circular Resolution passed by the Directors since the last Board Meeting held on November 10, 2025**

The Directors has passed a Circular Resolution on November 22, 2025, the copy of the same is attached herewith as Annexure C for perusal of the Board.

The Board may kindly take note of the same

**Item No. 6: To take note of Disclosure of change in interest, if any, received from the Directors and KMPs of the Company**

Disclosure of change in interest, if any, received from the Directors and KMPs, in Form MBP-1 pursuant to Sections 184 and 189 of the Companies Act, 2013 shall be placed in the Meeting for the perusal of the Board.

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

**Item No. 7: To review and take note of the Statutory Compliance Certificate Report and minimum information in terms of Listing Regulations for the quarter ended December 31, 2025**

A report confirming the status of compliance under various Statutes and minimum information as required in terms of the Listing Regulations for the quarter ended December 31, 2025 shall be placed in the Meeting for the perusal of the Board.

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

**Item No. 8: To consider and review the Share Reconciliation Audit Report and Integrated Governance Report for the quarter ended December 31, 2025**

Share Reconciliation Audit Report and Integrated Governance Report for the quarter ended December 31, 2025 as filed with the Stock Exchanges shall be placed before the Board for its perusal.

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

**Item No. 9: To consider and approve the Unaudited financial results for the quarter and nine months ended December 3, 2025 and take note of the draft Limited Review Report submitted by the Statutory Auditors**

Unaudited financial results of the Company for the quarter ended December 31, 2025 along with the draft limited review reports submitted by the Statutory Auditors will be sent in the due course for the perusal of the Board. Same will first be placed before the Audit Committee for its review and recommendation. The Chairman of the Audit Committee shall apprise the recommendations of the Committee to the Board in the Meeting.

The Board may, after taking into consideration the recommendations made by the Audit Committee, consider and approve the said results and authorize the Directors and Officials to sign and forward the same to the Statutory Auditors for their limited review report and onward submission to the Stock Exchanges.

**Item No. 10: To consider and approve the proposal for declaration of interim dividend for financial year 2025-26 and to fix the record date in this regard**

The Board may, after taking into consideration the financial results of the Company for the nine months ended December 31, 2025, consider and approve the proposal to declare dividend for the financial year 2025-26, at such rate as it may deem fit out of the profits of the Company for the said financial year and fix the record date for the purpose of determining the entitlement of Members to the interim dividend.

**Item No. 11 : To consider and approve the proposal for availing of a Term Loan of Rs 36 Crores (Thirty-Six Crores only) from HDFC Bank**

The Board may kindly consider and approve the proposal for availing a Term Loan of Rs 36 Crores (Thirty-Six Crores only) from HDFC Bank, Patna Branch, to meet the working capital requirements of the Company, and to authorize designated directors/officers to accept sanction letter and execute necessary documents in this regard.

**Item No. 12: To consider and approve the proposal for establishment of Welding Rod Manufacturing plant at Purnia, Bihar**

The Board may kindly consider and approve the proposal for establishment of Welding Rod Manufacturing plant at Purnia, Bihar, including approval of Project location, estimated project cost, means of finance and commencement of necessary statutory regulatory, and infrastructural arrangements, details of which shall be placed in the Meeting.

**Item No. 13: To carry out the performance evaluation of Independent Directors**

The Board may kindly carry out the performance evaluation of Independent Directors of the Company in accordance with the provisions of the Companies Act, 2013 ad SEBI Listing Regulations.

**Item No. 14: To take note of the changes in the corporate laws as a part of the familiarization program**

The Board shall be apprised of the recent changes in corporate laws as a part of the familiarization program in accordance with the requirements of the SEBI Listing Regulations.

**Item No 15: Any other business with the permission of the Chair and consent of the majority of the Directors present in the Meeting**