

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF BMW VENTURES LIMITED HELD ON THURSDAY, MARCH 27, 2025 AT 11.00 AM AT REGISTERED OFFICE OF THE COMPANY AT 1st FLOOR MONA CINEMA COMPLEX EAST GANDHI MAIDAN PATNA-800004.

APPROVAL FOR INITIAL PUBLIC OFFER:

“RESOLVED THAT pursuant to the provisions of section 62(1)(c), section 23 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the rules made there under, as amended from time to time (collectively referred to as the Act) and provisions of the Memorandum of Association and Articles of Association of the Company and Listing Agreement to be entered into with the Stock Exchange, where the Company's equity shares are proposed to be listed and subject to the approval to the extent necessary of the Government of India, Securities and Exchange Board of India (SEBI), the Registrar of Companies (ROC), Reserve Bank of India (RBI) and all other concerned statutory and other authorities and to the extent necessary, such other approvals, consents, permissions, sanctions and the like as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which shall include a duly authorized Committee for the time being exercising the powers conferred upon it by the Board including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956 (“SCRA”), and the rules made there under, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI Regulations”) and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by SEBI including any other applicable laws, rules and regulations issued by competent authorities (the “Applicable Laws”), the consent of the Members of the Company be and is hereby accorded, and the Board be and is hereby authorized to create, offer, issue and allot up to 2,34,00,000 equity shares of the face value of Rs. 10 (Rupees ten only) each at a price which will be determined through book building mechanism, ranking pari-passu with the existing equity shares of the Company (the Equity Shares), at par or at a premium, (the Issue); to any category of person or persons as permitted under applicable laws, who may or may not be the shareholder(s) of the Company as the Board may in its sole discretion decide, through issue of offer documents (Initial Public Offer or IPO), Pre IPO placement or under Preferential Offer/ Allotment regulations of SEBI, and on the terms and conditions as the Board may in its absolute sole discretion decide including the price at which the equity shares are to be issued, at par or at premium and for cash or other consideration and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT all the new equity shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of oversubscription no allotment shall be made by the issuer in excess of the specified securities offered through the offer document: Provided that in case of oversubscription, an allotment of not more than ten per cent of the net offer to public may be made for the purpose of making allotment in minimum lots [As per the Regulation 268 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018].

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute sole discretion may think most beneficial to the Company including offering or placing them with Banks/ Financial Institutions / Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute sole discretion decide.

Registered Office:

1st Floor, Mona Cinema Complex, East Gandhi Maidan, Patna- 800004

CIN: U25111BR1994PLC006131 , E-mail: info@bmwventures.com

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RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, any of the Directors of the Company and/or any Committee of the Board, be and are hereby authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), Merchant Banker (s), Registrar(s), any other intermediary/ intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board of Directors and/ or any Committee of the Board be and are hereby severally/jointly authorized to execute and sign the documents including undertakings, consent letters, power of attorney, certificates, forms etc., as may be required in connection with the above.

RESOLVED FURTHER THAT any Directors of the Company and/or any Committee of the Board, be and is hereby authorized to file the required forms with the Registrar of Companies, to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company."

For BMW Ventures Limited



Bijay Kumar Kishorepuria
Whole time Director
DIN: (00626283)

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no. 3


From time to time, your Board has to consider the proposals for the diversification into the areas that would be profitable for the Company as part of its diversification plans. Hence, in order to finance the expansion plans, meeting the working capital requirements and other objects of the Company and to achieve the benefits of listing, it is proposed to make an Initial Public Offer of the equity shares of the Company. Your Company will use the raised funds for the business expansion, meeting the working capital requirements and for such other purposes including the general corporate purposes as the Board may deem fit from time to time.

Your Company proposes to raise capital by various means including issue of shares to such persons or entities who may not be the existing shareholders of the Company. Pursuant to Section 62(1)(c) of the Companies Act, 2013, the consent of the shareholders is required for issue of shares to the persons other than the shareholders of the Company. Hence, your consent is sought under Section 62(1)(c) of the Companies Act, 2013 for issue of securities to the persons or entities other than its shareholders.

The Board recommends the said resolution for your approval as **Special Resolution**.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except to the extent of their shareholdings in the company.

For BMW Ventures Limited



Bijay Kumar Kishorepuria
Whole time Director
DIN: [00626283]

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