BWL LIMITED

CIN-L27105CT1971PLC001096
Reg.office: Industrial Area, Bhilai – 490026(C.G)
Mobile: 9331034133, Website- www.bhilaiwire.com.
Email: bwlltd14@gmail.com

NOTICE

NOTICE is hereby given that the 54th Annual General Meeting (AGM) of the members of BWL LIMITED (hereinafter referred to as the "Company'') will be held on Thursday, 17th September, 2026 (Thursday) at 11:00 A.M. (IST) through Video Conferencing(VC) or Other Audio-Visual Means (OAVM),to transact the following business:

Ordinary Business

(1) To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2026 together with the reports of the Board of Directors and the Auditors thereon.

Special Business:

To approve the following resolution as **special resolution**

(2) Approval of borrowing

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)© and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, consent of the Members be and is hereby accorded for borrowing up to Rs 2 crore (two crore)together with money already borrowed, in a single financial year".

"RESOLVED FURTHER that the Board of Directors are hereby authorised to enter into borrowing contract with any party, individual or corporate of bank/ financial institution,including related parties on such terms and conditions as may be approved by the Board, from time to time, subject to disclosures as per rules"

"FURETHER RESOLVED THAT the Company Secretary, Shri Subrata Kumar Ray and /or Shri Sandeep Khetawat, Executive Director of the company are authorized to execute such documents as may be required for taking the borrowing"

By Order of the Board of Directors
Sd/-
for BWL Limited
SUBRATA KUMAR RAY Digitally signed by SUBRATA KUMAR RAY Date: 2026.08.20 14:49:38 +05'30'
Subrata Kumar Ray
Company Secretary and Compliance Officer

Kolkata, 19th August, 2026
CIN: L27105CT1971PLC001096
Registered Office: Industrial Area, Bhilai (C.G) – 490026.
Ph: 9903368089|Email:|Website: www.bhilaiwire.com

EXPLANATORY STATEMENT TO SPECIAL RESOLUTION

Company requires to borrow to meet the regular expenditure. Since there is no income of the company, the expenditure is being made after borrowing from promoter directors and their relatives. As per section 102 of The Companies Act, 1956, approval is required for borrowing beyond a threshold limit. Since net worth of the company is negative, such borrowing has to be taken with approval of the shareholders on the recommendation of the Board. Baird of Directors in its --- meeting recommended the resolution for borrowing to be placed in ensuing AGM for approval of shareholders as special business is to be passed as special resolution by the shareholders.

None of the directors, KMPs, other than promoter directors, Shri Sunil Khetawat and Shri Sandeep Khetawat, are interested in the resolution. Both of them are holding more than 2% shares in M/S Kumi Agro Private Ltd and M/s Sulabh Sales Pvt. Ltd. BWL Ltd may borrow from these two companies.

NOTES:

(i) Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), explanatory statement to the Special Business to be transacted at this Annual General Meeting ('AGM') is provided above.

(ii) Since this AGM is being held through Video Conferencing / Other Audio Visual Means, (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip and Route Map are not annexed to this Notice.

(iii) In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e., facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of National Securities Depository Limited ('NSDL'). The Board has appointed **Soma Saha, Practicing Company Secretary**, as the Scrutinizer to scrutinize the process of e-voting.

Detailed instructions for attending the AGM and for e-voting are annexed.

(iv) Remote e-voting will commence at 9.00 a.m. (IST) on Thursday, 14th September, 2026 and will end at 5.00 p.m. (IST) on Saturday, 16th September, 2026, when remote e-voting will be blocked by NSDL.

(v) Voting rights will be reckoned on the paid-up value of the shares registered in the name of the Members on Monday, 10th September, 2026 (cut-off date). Only those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice for information purposes only.

(vii) Members are advised to register with their Depository Participants ('DPs'), if the shares are held in the dematerialized form or with ISC in respect of shares held in the certificate form. Shareholders holding shares in the certificate form may use the prescribed Form No. ISR-1 for this purpose, which is available on the Company's corporate website.

(x) In accordance with the regulatory requirements, the Notice of this AGM and the Report and Accounts 2026 will be sent through electronic mode to those Members who have registered their e-mail address with the Company or the Depositories; a communication providing web-links for accessing these documents will be sent to the other Members.

(xi) Members who would like to express their views / ask questions / seek clarifications with respect to the agenda items of the meeting may register themselves as a speaker by sending a request at khetawath@yahoo.com in from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker between 9.00 a.m. (IST) on Thursday, 14th September, 2026 and 5.00 p.m. (IST) on Saturday, 16th September, 2026, and whose names appear in the Register of Members or Register of Beneficial Owners as on the cut-off date (i.e., 10th September, 2026) will have the opportunity to express their views / ask questions / seek clarifications at the meeting. The Company reserves the right to restrict the number of questions and / or number of speakers in the interest of smooth conduct of the AGM.

(xii) Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance at khetawath@yahoo.com from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number, on or before Monday, 16th September, 2026.

(xiii) The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act, and the Certificate from the Secretarial Auditors in respect of the Company's Employee Stock Option Schemes and Employee Stock Appreciation Rights Scheme will be available for inspection through electronic mode during the AGM, for which purpose Members are required to send a request at khetawath@yahoo.com .

(xiv) The Company will be webcasting the proceedings of the AGM on its corporate website www.bhilaiwire.com. The transcript of the AGM proceedings will also be made available on the said website.

(xv) Members who hold shares in the certificate form and are yet to provide their KYC details viz., PAN, specimen signature, bank account details, postal address with pin code and mobile number, are advised to furnish the same, in the absence of which ISC will not be able to process any service request from such Members. For further details and annual report, please visit the Company's corporate website at https:// www.bhilaiwire.com./mandatory-furnishing.

INSTRUCTIONS FOR ATTENDING THE AGM AND FOR E-VOTING

(I) Instructions for attending the AGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') (a) For attending the AGM, Members are requested to follow the steps mentioned under for login to the NSDL e-voting website. After login, click on 'VC / OAVM' link appearing under 'Join Meeting' against the Electronic Voting Event Number ('EVEN') of BWL Limited.

(b) The facility for Members to join this AGM will be available from 30 minutes before the time scheduled for the meeting and may close not earlier than 30 minutes after the commencement of the meeting.

(c) Members are requested to login to the NSDL e-voting website using their laptops / desktops / tablets with stable Wi-Fi or LAN connection for better experience. Members logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.
II. Instructions for remote e-voting
Step 1: Access to NSDL e-voting website

(A) For Individual Members holding shares in dematerialized form:

Type of Member	Login Method
For Individual Members holding shares in demat account with DPs registered with NSDL	If you are registered for ‘IDeAS’ (a) Visit URL: https://eservices.nsdl.com and click on ‘Beneficial Owner’ tab under ‘IDeAS’ section. (b) Enter your user ID, password and verification code shown on the screen. (c) After authentication and login, click on ‘Access to e-voting’ under value added services and you will be able to view the e-voting page. (d) Click on ‘evote’ link available against BWL Limited or ‘e-voting service provider - NSDL’ and proceed to Step 2 to cast your vote. If you are not registered for ‘IDeAS’ (a) Visit URL: https://evoting.nsdl.com and click on ‘Login’ tab under ‘Shareholder / Member’ section. (b) Enter your user ID, password / OTP and verification code shown on the screen. (c) After authentication and login, you will be re-directed to NSDL e-services website wherein you will be able to view the e-voting page. (d) Click on ‘evote’ link available against BWL Limited or ‘e-voting service provider - NSDL’ and proceed to Step 2 to cast your vote. Alternate OTP based login (a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . (b) Enter your DP ID, Client ID, PAN and verification code shown on the screen, and click on ‘Generate OTP’. (c) Enter the OTP received on your registered e-mail address / mobile number and click on ‘Log-in’. (d) After authentication and login, you will be re-directed to NSDL e-services website wherein you will be able to view the e-voting page. (e) Click on ‘evote’ link available against BWL Limited or ‘e-voting service provider - NSDL’ and proceed to Step 2 to cast your vote. You may also download the NSDL Mobile App ‘NSDL Speede’ by scanning the following QR code, for e-voting: 

For Individual Members holding shares in demat account with DPs registered with Central Depository Services (India) Limited ('CDSL')	If you are registered for 'Easi / Easiest' (a) Visit URL: https://web.cdslindia.com/myeasitoken/home/login . (b) Enter your username and password. (c) After authentication and login, you will be able to view the e-voting menu. (d) Click on 'evote' link available against BWL Limited or 'e-voting service provider - NSDL' and proceed to Step 2 to cast your vote. You can also directly access the e-voting page by visiting the URL: https://evoting.cdslindia.com/Evoting/EvotingLogin and login with your demat account number and PAN. After authentication and login, you will be provided link for 'e-voting' against BWL Limited or 'e-voting service provider - NSDL'. Click on the link and proceed to Step 2 to cast your vote.
For Individual Members logging in through websites of their DPs	(a) Login to your demat account, using the login credentials, through the concerned DP registered with NSDL / CDSL. (b) Click on the option available for e-voting. You will be re-directed to NSDL e-services website wherein you will be able to view the e-voting page. (c) Click on 'e-vote' link available against BWL Limited or 'e-voting service provider - NSDL' and proceed to Step 2 to cast your vote.

Note: Members who are unable to retrieve their user ID or password are advised to use 'Forgot User ID' / 'Forgot Password' option(s) available on the websites of the respective Depositories / DPs.

(B) For Non-Individual Members holding shares in dematerialised form and Members holding shares in certificate form:

If you are holding shares in dematerialised form and are registered for NSDL 'IDeAS' facility, you can login at https://eservices.nsdl.com with your IDeAS login and click on 'Access to e-voting' to proceed to Step 2 to cast your vote.

Other Members,

including Members holding shares in certificate form, are required to follow the below-mentioned steps:

(a) Visit URL: https://evoting.nsdl.com and click on 'Login' tab under 'Shareholder / Member' section.

(b) Insert your user ID, password and verification code shown on the screen.

User ID:

For Members holding shares in demat account with DPs registered. – with NSDL – with CDSL	 8 character DP ID followed by 8 digit Client ID 16 digit Beneficiary ID
For Members holding shares in certificate form	EVEN followed by your folio number registered with the Company.

Password:

(i) If you are already registered with NSDL for remote e-voting, use your existing password for login. Members may also use OTP based login.

(ii) If you are using NSDL e-voting website for the first time, use your 'initial password' for login, which has been communicated to you by the Company.

(iii) If you are unable to retrieve the 'initial password' or have forgotten your Password:
Click on 'Forgot User Details / Password?', if holding shares in dematerialised form, or Click on 'Physical User Reset Password?', if holding shares in certificate form.
You may also send an e-mail requesting for password at evoting@nsdl.com , mentioning your name, PAN, registered address and your DP ID & Client ID / folio number.

(c) Click on 'Login'. Home page of remote e-voting opens.

Step 2:
Cast your vote on NSDL e-voting website

(a) Select the EVEN of BWL Limited.

(b) Now you are ready for remote e-voting as 'Cast Vote' page opens.

(c) Cast your vote by selecting appropriate option and click on 'Submit'. Thereafter click on 'Confirm' when prompted; upon confirmation, your vote is cast and the message 'Vote cast successfully' will be displayed. Other Instructions

(a) Corporate and Institutional Members (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the Scrutinizer at www.bhilaiwire.com, with a copy marked to NSDL at evoting@nsdl.com .

(b) Those who become Members of the Company after sending the Notice but on or before 10th August, 2026 (cut-off date), including Members holding shares in certificate form and Non-Individual Members, may write to NSDL at evoting@nsdl.com or to the Company at khetawath@yahoo.com. requesting for user ID and password. On receipt of user ID and password, the steps under 'Step 2: Cast your vote on NSDL e-voting website' should be followed for casting of vote.
(c) In case of any query, you may refer to the Frequently Asked Questions and e-voting User Manual for Shareholders available under the Download section of NSDL's e-voting website www.evoting.nsdl.com.

You may also contact the following persons for any query / grievance:
(i) Mr. Amit Vishal, Deputy Vice President, NSDL, 301, Naman Chambers, 3rd Floor, Plot No. C-32, Block G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051, at telephone no. 022-4886 7000 or e-mail ID AmitV@nsdl.com ;

(ii) Instructions for e-voting during the AGM

(a) The procedure for e-voting during the AGM is same as mentioned under (II) for remote e-voting.
(b) The aforesaid facility will be available only to those Members who participate in the AGM and who do not cast their votes by remote e-voting prior to the AGM.

Members who cast their votes by remote e-voting will not be entitled to cast their votes again.

General Information

(a) There will be one vote for every DP ID & Client ID / folio number irrespective of the number of joint holders.

(b) In case any technical assistance is required with respect to attending the AGM or e-voting during the meeting, you may contact the helpline numbers mentioned above. Individual Members holding shares in dematerialised form may also reach out for any technical issue related to login through their respective Depositories, as follows:

Shares held under NSDL	e-mail at evoting@nsdl.com or call at 022-4886 7000
Shares held under CDSL	e-mail at helpdesk.evoting@cdslindia.com or call at 1800-21-09911 (toll free)

(c) The Results of voting will be declared within two working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.

The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.bhilaiwire.com. under the section 'Investor Relations' and on the website of NSDL; such Results will also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed.