NOTICE OF THE MEETING

NOTICE is hereby given that the **2nd** Annual General Meeting ("AGM") of the Members of **BMW TechWorks India Private Limited** will be held on Thursday, September 24, 2026 at 15th Floor, K Raheja Commerzone, 200 Feet Radial Rd, Ganesh Avenue, Rose Avenue, Pallikaranai, Chennai, Tamil Nadu 600100 at 10.00 a.m. (IST) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the Financial Year ended 31st March 2026, along with the Reports of the Board of Directors and the Auditors thereon.

2. To approve and declare final dividend of Rs. 15,298/- per equity share having face value of Rs. 10 each fully paid up for the financial year 31st March 2026.

SPECIAL BUSINESS

3. Appointment of Mr. Uttam Gujrati (DIN: 11540919) as Non-Executive Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to provisions of Section 149, Section 152, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, made thereunder (including, in each case, any statutory modifications, amendments thereto or re-enactment thereof for the time being in force) and pursuant to the enabling provisions of articles of association of the Company, Mr. Uttam Gujrati (DIN: 11540919) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Act, and the Articles of Association of the Company, with effect from March 05, 2026 and who holds office up to the date of 2nd Annual General Meeting 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 Director and who is eligible for appointment, the approval of the members of the Company be and is hereby accorded to appoint Mr. Uttam Gujrati, bearing director identification number 11540919, as a non-executive director of the Company and as a nominee of Tata Technologies Limited on the board of directors of the Company, with effect from conclusion of this meeting of the shareholders of the Company and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the certified true copy of the resolution be furnished under signature of Company Secretary of the Company, who is hereby authorized, to do all such acts and deeds as may be required, as and when demanded, for proper implementation of the aforesaid resolutions and to ensure that all necessary documents are furnished to the requisite statutory authorities or to any other person concerned or interested in the matter."

4. Appointment of Mr. Markus List (DIN:11626677) as Non-Executive Director of the Company.

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to provisions of Section 149, Section 152, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, made thereunder (including, in each case, any statutory modifications, amendments thereto or re-enactment thereof for the time being in force) and pursuant to the enabling provisions of articles of association of the Company, Mr. Markus List (DIN:11626677) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Act, and the Articles of Association of the Company, with effect from March 24, 2026 and who holds office up to the date of 2nd Annual General Meeting 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 Director and who is eligible for appointment, the approval of the members of the Company be and is hereby accorded to appoint Mr. Markus List, bearing director identification number 11626677, as a non-executive director of the Company and as a nominee of BMW Holding B.V. on the board of directors of the Company, with effect from conclusion of this meeting of the shareholders of the Company and whose office shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT the certified true copy of the resolution be furnished under signature of Company Secretary of the Company, who is hereby authorized, to do all such acts and deeds as may be required, as and when demanded, for proper implementation of the aforesaid resolutions and to ensure that all necessary documents are furnished to the requisite statutory authorities or to any other person concerned or interested in the matter."

By Order of the Board of Directors

BMW TechWorks India Private Limited

Ishan Kulkarni

Company Secretary

Date: 30th April, 2026
Place: Pune

NOTES:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed thereto.
2. In case of joint holders attending the AGM, the members whose name appears as the first holder in order of names as per the Register of Members of the Company will be entitled to vote.
3. The Company has appointed MUFG Intime India Private Limited, Mumbai, as its Registrar and Transfer Agent. All correspondence relating to transfer of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of the Registrar and Transfer Agent at the following address:
   MUFG Intime India Private Limited
   C-101, 1st Floor, 247 Park L.B.S. Marg, Vikhroli (West) Mumbai 400083, Maharashtra Phone No.: 8108116767 Fax No.: (022) 49186060
   Contact person: KARTIK N
4. The Voting at the meeting shall be conducted by show of hand unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member.
5. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on a poll instead of him. The proxy need not be a member of the company. A blank form of proxy is attached herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than forty-eight hours before the scheduled time of the commencement of annual general meeting.
6. Every member entitled to vote at the meeting, or on any resolution to be moved there at, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.
7. The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with this report, duly completed and signed, for admission to the meeting venue.
8. The Registers under the Companies Act 2013 are available for inspection at the Registered Office of the Company during business hours between 9:00 a.m. (IST) to 6:00 p.m. (IST) except on holidays.
9. All documents referred to in the accompanying notice shall be open for inspection at the Registered Office of the Company during business hours between 9:00 a.m. (IST) to 6:00 p.m. (IST) except on holidays, up to and including the date of the General Meeting of the Company.
10. Members requiring information on the audited financial statement for the year ended 31st March, 2026 are requested to write to the Company on email address ishan.kulkarni@bmwtechworks.in at least seven (7) days before the date of the meeting to enable the Company to furnish the information in suitable manner.
11. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution/ Authorization letter authorizing their representative to attend and vote on their behalf at the Meeting, if not already sent.
12. Pursuant to provisions of Section 124 & 125 of the Companies Act, 2013 there are no amounts of dividends remaining unclaimed and unpaid, which is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.
13. Route Map to reach the venue of the AGM is attached to the notice.
14. **Dividend related information:**

i. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, the payment of such dividend shall be done within the due statutory timeline as specified in the Companies Act, 2013 from the conclusion of the AGM to the Members whose names appear on the Company's Register of Members.

ii. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

iii. Dividend, subject to deduction of tax at source, will be preferably paid through National Electronic Clearing Services (NECS), under separate intimation to the Members, wherever the facility is available. To ensure timely payment of dividend, the Members are requested to correctly update their respective bank account details either with Depository Participant or Registrar and Transfer Agent, from time to time.

iv. Tax Deductible at Source / Withholding tax:

a. The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholders with the Company.

b. Resident shareholders:

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10% or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

c. Non-resident shareholders:

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before 24th September, 2026 the following document(s), as mentioned in column no. 3 of the table below, to the Company. In case all necessary documents are not submitted, then the TDS/ Withholding tax will be deducted 20% (plus applicable surcharge and cess).

Particulars (1)	**Withholding Tax Rate (2)**	**Documents required (if any) / Remarks (3)**
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial.	FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received.

Non-Resident shareholders		2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format. 3. Form 10F filled & duly signed 4. Self-declaration for non-existence of permanent establishment / fixed base in India. (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company)

v. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants.

By Order of the Board of Directors

BMW TechWorks India Private Limited

Ishan Kulkarni

Company Secretary

Date: 30th April, 2026

Place: Pune

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

APPOINTMENT OF MR. UTTAM GUJRATI (DIN: 11540919) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors of the Company, at its meeting held on 5th March, 2026 had approved the appointment of Mr. Uttam Gujrati (DIN - 11540919) as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 ("Act") and clause 65 of Part A of Articles of Association and clause 3.1.2 (c) of Part B of Articles of Association. In terms of Section 161(1) of the Act, Mr. Uttam Gujrati holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director.

In this regard, the Company has received notices under Section 160 of the Act from members proposing his candidature for being appointed as the director of the Company

The Additional details of the director seeking appointment at the 2nd annual general meeting in addition to the Secretarial Standard - 2 on General Meetings is mentioned herein below:

Name of the Director	Uttam Gujrati
Director Identification Number	11540919
Date of Birth | Age	15/02/1984 | 42 Years
Date of Appointment	5th March, 2026
Educational Qualification	PGDBM Finance
Experience (including expertise in specific functional areas) / Brief Resume	Mr. Uttam Gujrati is a seasoned finance leader with over 20 years of experience in strategic finance, M&A, pricing, and business transformation across global engineering and technology services. In his role at Tata Technologies Limited, he heads global business finance and strategy, pricing governance, digital finance modernization, and enterprise-wide margin expansion. He has previously served in CxO-level roles, including as a Chief Financial Officer, where he built governance foundations, led multi-cycle audit readiness, and enabled global scale-up and investment preparedness. Earlier, he partnered with global engineering businesses, leading large deal pricing, financial integration, and strategic programs across multiple regions. Recognized with multiple national awards for finance leadership excellence, he is widely regarded for his data-driven, disciplined, and growth-oriented operating style, and is a trusted strategic partner to CEOs and boards.
Directorships held in other companies	Tata Technologies SRL, Romania Tata Manufacturing Technologies Consulting (Shanghai) Limited
Memberships/ Chairmanships of Committees	
Relationship with other Directors, Manager and	Not related to any Director, Manager or Key Managerial Personnel of the Company

other Key Managerial Personnel of the Company	
No. of shares held in the Company either by self or as a beneficial owner	Nil
The number of Meetings of the Board attended during the last financial year	One
The remuneration last drawn	Nil
Details of remuneration sought to be paid	Nil
Name of the Joint Venture partner which proposed the appointment	Tata Technologies Limited

The Board of Directors recommend the members of the Company to pass the resolution for the appointment of Mr. Uttam Gujrati as a non-executive director of the Company, who is not liable to retire by rotation.

Mr. Uttam Gujrati, as additional director of the Company, and his relatives may be deemed to be interested in this resolution.

None of the other directors of the Company or key managerial personnel or their relatives are interested, financially or otherwise, in this resolution.

Item No. 4

APPOINTMENT OF MR. MARKUS LIST (DIN: 11626677) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors of the Company, through a circular resolution had approved the appointment of Mr. Markus List (DIN: 11626677) w.e.f. March 24, 2026, as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 ("Act") and clause 65 of Part A of Articles of Association and clause 3.1.2 (c) of Part B of Articles of Association. In terms of Section 161(1) of the Act, Mr. Markus List (DIN: 11626677) holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director.

In this regard, the Company has received notices under Section 160 of the Act from members proposing his candidature for being appointed as the director of the Company

Additional details of the director seeking appointment at the 2nd annual general meeting in addition to the Secretarial Standard - 2 on General Meetings is mentioned herein below:

Name of the Director	Markus List
Director Identification Number	11626677
/Date of Birth | Age	07/08/1978 | 47 Years
Date of Appointment	25th March, 2026
Educational Qualification	Master's degree
Experience (including expertise in specific functional areas) / Brief Resume	Mr. Markus List is a senior finance leader with over 25 years of international experience across the BMW Group. He currently serves as Vice President, Corporate Investment Management & Controlling (2025–Present) in Munich, where he oversees global corporate finance, investment governance, and strategic financial steering. Prior to this, he was CFO & Vice President – Finance and Compliance at BMW Manufacturing Co., LLC in the United States (2022–2025), leading financial operations, compliance, and business performance for BMW's largest production site. He previously held senior roles in product line controlling for BMW Mid-Size Class and product controlling for BMW M. He has also served as project controller for major BMW vehicle programs and worked in program controlling for profitability initiatives as well as engine development projects under the BMW–PSA collaboration. He brings deep expertise in corporate finance, controlling, cost management, project planning, investment governance, and cross-functional leadership across global automotive operations
Directorships held in other companies	Nil
Memberships/ Chairmanships of Committees	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director, Manager or Key Managerial Personnel of the Company

No. of shares held in the Company either by self or as a beneficial owner	Nil
The number of Meetings of the Board attended during the last financial year	Nil
The remuneration last drawn	Nil
Details of remuneration sought to be paid	Nil
Name of the Joint Venture partner which proposed the appointment	BMW Holding B.V.

The Board of Directors recommend the members of the Company to pass the resolution for the appointment of Mr. Markus List as a non-executive director of the Company, who is not liable to retire by rotation.

Mr. Markus List, as additional director of the Company, and his relatives may be deemed to be interested in this resolution.

None of the other directors of the Company or key managerial personnel or their relatives are interested, financially or otherwise, in this resolution.

By Order of the Board of Directors

BMW TechWorks India Private Limited

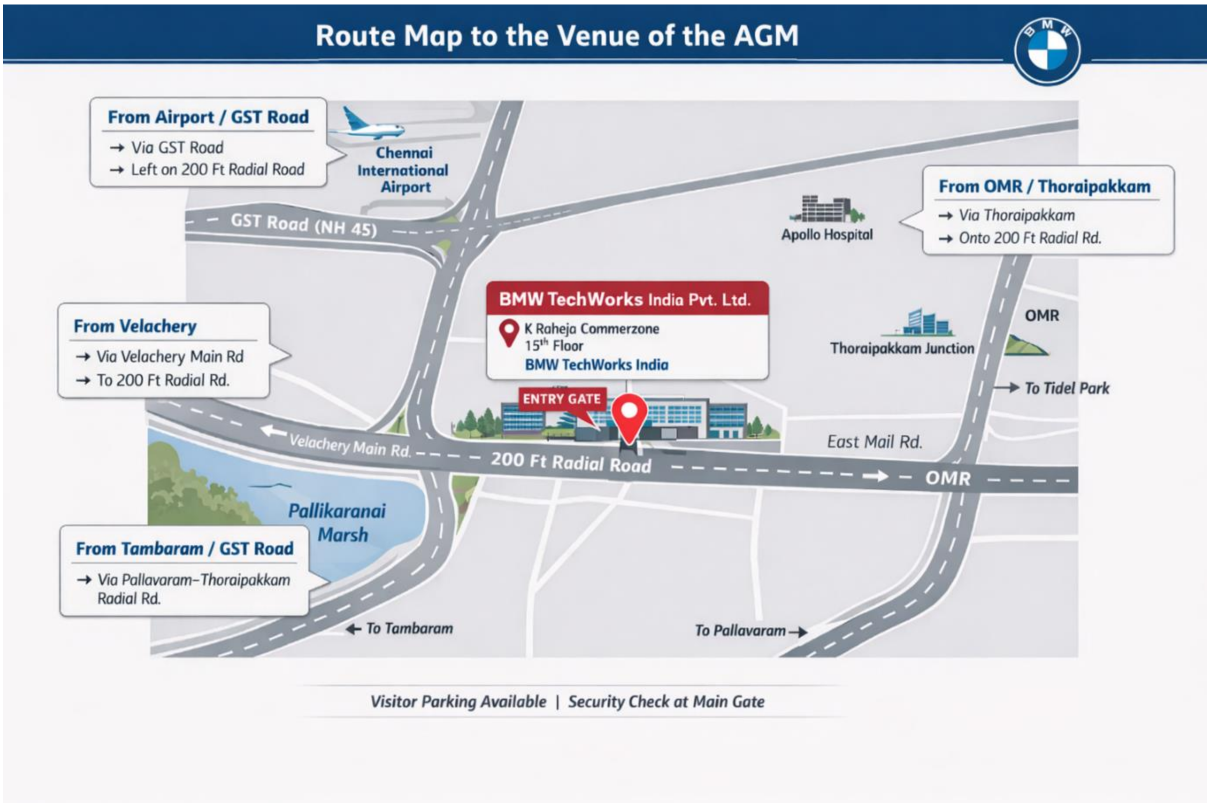
Ishan Kulkarni

Company Secretary

Date: 30th April, 2026

Place: Pune

Route Map for the venue of the Annual General Meeting:



BMW TechWorks India Private Limited
CIN: U62013PN2024PTC233168
Regd. Office: 1st Floor Amar Tech Park, Balewadi
Taluka Haveli Pune 411045
Maharashtra India.
Telephone: +91-70583 23240
Email: contactus@bmwtechworks.in
Website: www.bmwtechworks.in

Attendance Slip

(To be presented at the entrance)

I/We hereby record our presence at the 2nd Annual General Meeting ("AGM") of the Company on Thursday, September 24, 2026 at 15th Floor, K Raheja Commerzone, 200 Feet Radial Rd, Ganesh Avenue, Rose Avenue, Pallikaranai, Chennai, Tamil Nadu 600100 at 10.00 am (IST).

DP ID No.: ___________________ Client ID No.: __________________________

Name of the Member: ____________________________

Name of the Authorised Signatory: ____________________________

Signature: ______________________________

Name of the Proxy holder: _____________________________

Signature: ______________________________

Note:

1. Only Member / Proxy holder can attend the AGM.

2. Member/ Proxy holder should also bring a valid photo identity (i.e. PAN, Passport, Aadhar etc.) for identification purpose.

Form No. MGT-11
PROXY FORM
***[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the* Companies (Management and Administration) Rules, 2014]**

BMW TechWorks India Private Limited
CIN: U62013PN2024PTC233168
Regd. Office: 1st Floor Amar Tech Park, Balewadi
Taluka Haveli Pune 411045
Maharashtra India.
Telephone: +91-70583 23240
Email: contactus@bmwtechworks.in
Website: www.bmwtechworks.in

Name of the member
Registered Address:
Email ID:
Folio no. / Client ID:
DP ID:

I/We, being the member (s) of ………… shares of the above-named company, hereby appoint

1. Name: ……………………
   Address:
   E-mail Id:
   Signature:……………., or failing him

2. Name: ……………………
   Address:
   E-mail Id:
   Signature:……………., or failing him

3. Name: ……………………
   Address:
   E-mail Id:
   Signature:…………….

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Annual General Meeting of the company, to be held on Thursday, September 24, 2026 at 15th Floor, K Raheja Commerzone, 200 Feet Radial Rd, Ganesh Avenue, Rose Avenue, Pallikaranai, Chennai, Tamil Nadu 600100 at 10.00 am (IST) or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the audited Financial Statements for the Financial Year ended 31st March 2026, along with the Reports of the Board of Directors and the Auditors thereon.
2. To approve and declare final dividend of Rs. 15,298/- per equity share having face value of Rs. 10 each fully paid up for the financial year 31st March 2026.
3. Appointment of Mr. Uttam Gujrati (DIN: 11540919) as Non-Executive Director of the Company.
4. Appointment of Mr. Markus List (DIN: 11626677) as Non-Executive Director of the Company.

Signed this…… day of……… 2026

Affix Revenue Stamp

Signature of shareholder:

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.