

**NOTICE OF 1/2024-25 EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that 1/2024-25 Extra-Ordinary General Meeting of BMM Ispat Limited will be held at shorter notice, on Tuesday, 11<sup>th</sup> March, 2025 at 4.00 pm at the registered office of the Company at #114, Danapura Village, Hobli Mariyamanahalli, Hosapete Taluq, Vijayanagara (Formerly Ballari) District, Karnataka- 583222 to transact the following special businesses:

**Item No.1: To consider increase in authorised share capital by amending Memorandum of Association**

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

“RESOLVED THAT pursuant to provisions of Section 13, Section 61(1) and Section 64 of the Companies Act, 2013 read with Rule 15 of the Companies (Share capital & Debentures) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (as may be amended from time to time), consent of the shareholders of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs. 3,00,00,00,000/- (Rupees Three Hundred Crore Only) divided into 30,00,00,000 (Thirty Crore) equity shares of Rs.10/- (Rupees Ten Only) each to Rs. 10,00,00,00,000/- (Rupees One Thousand Crore Only) divided into 1,00,00,00,000 (One Hundred Crore) equity shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the new Equity Shares shall rank pari passu with the existing shares.

RESOLVED FURTHER THAT pursuant to the provisions of the Section 61(1) and other applicable provisions of the Company Act, 2013 and rules thereunder, clause V in the Memorandum of Association of the Company be and is hereby altered to read as follows:

V. The Authorized Share Capital of the Company is Rs. 10,00,00,00,000/- (Rupees One Thousand Crore Only) divided into 1,00,00,00,000 (One Hundred Crore) equity shares of Rs.10/- (Rupees Ten Only) each.”

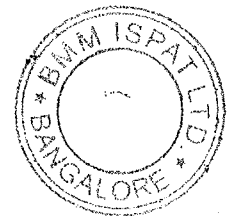
By order of the Board of Directors  
For BMM Ispat Limited

*Swetha S*

Swetha S

Company Secretary

Mem. No.: F11494



Place: Bengaluru

Date: 06.03.2025

Notes:

1. The statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

BMM Ispat Limited.  
(Formerly known as B.M.M. Ispat Limited)  
Registered Office & Works : 114, Danapur Village, Hosapete - 583 222  
Vijayanagara District, Karnataka, India. t. +91 99723 09413 / 417 f. +91 80 3072 3604

BMM Ispat Limited.  
(Formerly known as B.M.M. Ispat Limited)  
Corporate Office : 101, 1st Floor, Pride Elite, 10, Museum Road,  
Bengaluru - 560 001 Karnataka, India, t. +91 80 4149 5660 / 1 / 3 f. +91 80 4149 5664  
CIN : U13100KA2002PLC030365 Email: bmmispat@bmm.in Website: www.bmm.in



ISO 9001 : 2015



ISO 14001 : 2015



ISO 45001 : 2018

2. The meeting is being convened at shorter notice.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The proxy, in order to be effective, must be deposited at the registered office/corporate office of the Company before the commencement of the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

*Please Note: Above said proxy provisions are not applicable if 100% consent from the members to convene the meeting are received by the Company.*

4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified true copy of the Board Resolution, authorising their representative to attend and vote on their behalf at the meeting. The same may be sent (in pdf format) to our email ID: [csswetha@bmm.in](mailto:csswetha@bmm.in).
5. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in demat form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting. Attendance slip is attached to this Notice.
6. During the period before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. The Memorandum and Articles of Association of the Company and all documents referred to in the accompanying notice and statement setting out the material facts, either physically or electronically (request for the inspection to be sent through Shareholder's registered email ID to our email ID: [csswetha@bmm.in](mailto:csswetha@bmm.in)), are available for inspection at the registered office of the Company and will also be available for inspection at the venue of the meeting for the duration of the meeting.
7. Members are requested to notify the Company, from their registered email ID, change in address, email ID, if any, quoting the registered folio number and pin code number, to our email: [csswetha@bmm.in](mailto:csswetha@bmm.in).
8. Members are requested to send their queries, if any, through their registered email ID to [csswetha@bmm.in](mailto:csswetha@bmm.in), before the time of the meeting so that information can be made available at the meeting.
9. Route-map to the venue of the Meeting is provided at the end of the Notice.

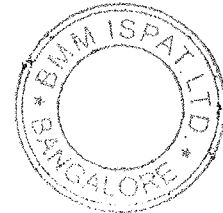


10. In terms of the General Circulars issued by Ministry of Corporate Affairs, the Extra-Ordinary General Meeting can be held through Video Conferencing (VC) / Other Audio Visual Mean (OAVM). Hence, any member intending to attend the meeting through VC/OAVM is requested to communicate the same to our below email ID or to the Company Secretary of the Company before the meeting time. Upon receipt of such request, the Company shall arrange for necessary facilities.

Our Email ID for sending the request is: [csswetha@bmm.in](mailto:csswetha@bmm.in)

General instructions for participating in the General Meeting through VC/OAVM Facility:

- a. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Physical attendance of those Members, who are opting to attend the meeting through VC/OAVM has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra-Ordinary General Meeting. Hence, the Proxy Form and Attendance Slip are not applicable to such Members.
- b. Members attending the Extra-Ordinary General Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- c. If the meeting is held through VC / OAVM and none of the members attend physically, the place of meeting shall be deemed to be the registered office.



## STATEMENT SETTING OUT MATERIAL FACTS

As required by Section 102 of the Companies Act, 2013, the explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 1 of the accompanying Notice dated 6<sup>th</sup> March, 2025

**Item No.1:** To consider increase in authorised share capital by amending Memorandum of Association

In terms of Investment Agreement dated 4<sup>th</sup> March, 2020 read with Amendment Agreement(s) thereof, entered between the Company, Promoters ('the Promoters' as per the definition of Investment Agreement dated 4<sup>th</sup> March, 2020 i.e., Mr. Dinesh Kumar Singhi and Mrs. Snehalatha Singhi) of the Company and M/s JSW Projects Limited, M/s JSW Projects Limited who holds Series-A and Series-C 'Fully and Compulsorily Convertible Debentures' (CCDs) has a right to issue Debenture Conversion Notice for conversion of CCDs into Equity Shares. If the Debenture Conversion Notice is received by the Company, then along with Series-A CCDs and Series-C CCDs, Series-B CCDs, which is held by the Promoters, shall also be converted automatically (as per the terms of CCDs approved by the equity shareholders in 3/2020-21 Extra-ordinary General Meeting held on 26<sup>th</sup> October, 2020). In order to facilitate the conversion, upon the receipt of Debenture Conversion Notice by the Company, if any, and also in view of facilitating the further capital requirement for future business activities, it is proposed to increase the authorised share capital of the Company from Rs. 3,00,00,00,000/- (Rupees Three Hundred Crore Only) divided into 30,00,00,000 (Thirty Crore) equity shares of Rs.10/- (Rupees Ten Only) each to Rs. 10,00,00,00,000/- (Rupees One Thousand Crore Only) divided into 1,00,00,00,000 (One Hundred Crore) equity shares of Rs.10/- (Rupees Ten Only) each. Hence, it is proposed to increase the authorised share capital by Rs. 7,00,00,00,000/- (Rupees Seven Hundred Crore Only) divided into 70,00,00,000 (Seventy Crore) equity shares of Rs.10/- (Rupees Ten Only) each. Accordingly, the Clause V of the Memorandum of Association requires alteration.

Note: the details of outstanding CCDs are as follows:

Particulars	No. of outstanding Debentures	Name of the Holder
Series A Fully and Compulsorily Convertible Debentures of Rs.10 each (Series A CCDs)	23,85,30,953	JSW Projects Limited

BMM Ispat Limited.  
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CIN : U13100KA2002PLC030365 Email: bmmispat@bmm.in Website: www.bmm.in



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Series B Fully and Compulsorily Convertible Debentures of Rs.10 each (Series B CCDs)	20,02,49,805	Dinesh Kumar Singhi
	4,81,16,473	Snehalatha Singhi
Series C Fully and Compulsorily Convertible Debentures of Rs.10 each (Series C CCDs)	11,11,43,410	JSW Projects Limited
<b>TOTAL</b>	<b>59,80,40,641</b>	

The conversion of all the CCDs shall be as per the terms of respective CCDs, which are approved by the Shareholders in their 3/2020-21 Extra-ordinary General Meeting held on 26th October, 2020.

As per the applicable provisions of Companies Act, 2013, the proposal for increase in authorised share capital by amending capital clause of the Memorandum of Association require approval of the Shareholders of the Company in a general meeting, by way of an Ordinary Resolution. The Board has approved alteration of share capital by the Circular Resolution No.3/2024-25 duly passed, by all the Directors, on 6<sup>th</sup> March, 2025.

The Board of Directors recommends Item No.1 for the Shareholders' approval.

*Note:* The Company has obtained approval of ICICI Bank Limited and IndusInd Bank Limited (Lending Banks), as per the respective Transaction Documents entered with them.

None of the Directors or Key Managerial Personnel of the Company nor their respective relatives are concerned or interested, financially or otherwise, in the above resolution.

By order of the Board of Directors  
For BMM Ispat Limited

Place: Bengaluru  
Date: 06.03.2025

*Swetha S*  
Swetha S  
Company Secretary  
Memb. No.: F11494



## 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]*

Name of the member (s):

Registered address:

E-mail 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/her

2. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1/2024-25 Extra-ordinary General Meeting of the Company, to be held at shorter notice, on Tuesday, 11<sup>th</sup> March, 2025 at 4.00 pm, at the registered office of the Company at # 114, Danapura Village, Hobli Mariyammanahalli, Hosapete Taluq, Ballari District, Karnataka- 583222 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Special Business			
1	To consider increase in authorised share capital by amending Memorandum of Association		

Signed this ..... day of ..... 2025

Signature of shareholder

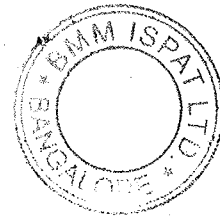
Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

Notes 1. A Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.



2. \*It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. For the Resolutions, Statement and Notes, please refer to the Notice of the 1/2024-25 Extra-Ordinary General Meeting of the Company.
4. This form of Proxy, to be effective, should be duly completed and deposited at the Registered Office/Corporate office of the Company before the commencement of the aforesaid meeting.
5. Please affix revenue stamp at the place indicated above.
6. The proxy form should be signed by the appointer or his attorney duly authorised in writing or if the appointer is body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.



ATTENDANCE SLIP FOR 1/2024-25 EXTRA-ORDINARY GENERAL MEETING  
(TO BE HANDED OVER AT THE REGISTRATION COUNTER)

I/WE hereby record my/our presence at the 1/2024-25 Extra-Ordinary General Meeting of the Company at the Registered Office of the Company at # 114, Danapura Village, Hobli Mariyammanahalli, Hosapete Taluq, Ballari District, Karnataka- 583222, at shorter notice on Tuesday, 11<sup>th</sup> March, 2025 at 4.00 PM.

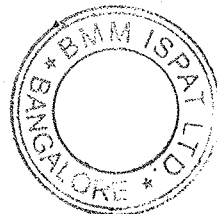
Folio No./DP ID No./Client ID No.:

Name of the Member

Signature of Member .....

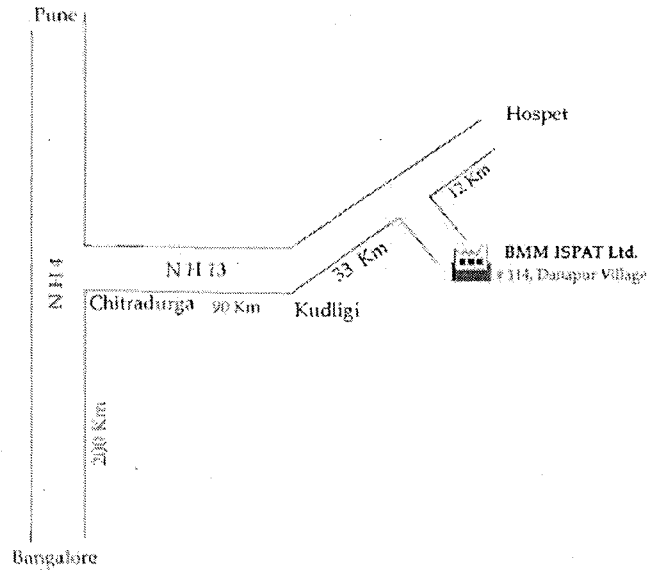
Name of the Proxy holder

Signature of Proxy Present .....





### Location Map



The Companies Act, 2013  
Consent of Shareholder for Shorter Notice

[Pursuant to Section 101(1)]

To,  
The Board of Directors,  
BMM Ispat Limited,  
No. 114, Danapura Village,  
Hobli Mariyamanahalli,  
Hosapete Taluq,  
Vijayanagara (Formerly known as Ballari) District-583222

I, ....., son/daughter/wife of Mr. .... resident of  
....., holding ..... equity shares of Rs 10/-  
each (.....%) in the Company in my own name, hereby give consent, pursuant  
to Section 101(1) of the Companies Act, 2013, to hold the 1/2024-25 Extra Ordinary  
General Meeting on Tuesday, 11<sup>th</sup> March, 2025, at 4:00 p.m. at shorter notice.

(Name of the shareholder)

Dated this .... day ....., 2025

