

NOTICE OF 4/2025-26 EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that 4/2025-26 Extra-Ordinary General Meeting of BMM Ispat Limited will be held at shorter notice, on Wednesday, 10<sup>th</sup> December, 2025 at 12.00 pm at the registered office of the Company at #114, Danapura Village, Hobli Mariyammanahalli, Hosapete Taluq, Vijayanagara (Formerly Ballari) District, Karnataka- 583222 to transact the following special businesses:

Item No.1: To approve shifting of registered office of the Company from the 'State of Karnataka' to the 'State of Maharashtra' and consequent amendments in the Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Rule 30 of the Companies (Incorporation) Rules 2014 including any amendment, re-enactment or statutory modification thereof and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated, and subject to the approval of the Central Government (Power Delegated to Regional Director) and/ or any authority(ies) as may be prescribed from time to time, the consent of the members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the State of “Karnataka” to the State of “Maharashtra” and the existing clause II of Memorandum of Association regarding Registered Office of the Company be substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of Registrar of Companies, Maharashtra, Mumbai.

RESOLVED FURTHER THAT upon receipt of such necessary approvals, altered Memorandum of Association of the Company, as placed before the table of meeting, be and is hereby adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board'), which includes any Committee of the Board, or any officer/executive/representative and/or any other person so authorized by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and execute all such application, forms, deeds, documents, instruments, writings and do such acts, deeds including selection of location of the registered office of the Company within the jurisdiction of Registrar of Companies, Maharashtra, Mumbai, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according /granting approval, consent as may be considered necessary, expedient

or desirable, including power to sub-delegate its authority, and to appoint counsels/consultant and advisors, file applications/ petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the members of the Company.”

**Item No.2: To alter Articles of Association of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such necessary approvals for the shifting of Registered Office of the Company from the State of ‘Karnataka’ to the State of ‘Maharashtra’, consent of the Board be and is hereby accorded to alter the definition of “Company” mentioned in the Part B the Articles of Association of the Company, by the following clause:

“Company” means BMM Ispat Limited, a public limited company incorporated and existing under the laws of India.

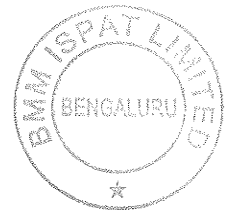
RESOLVED FURTHER THAT upon receipt of such necessary approvals, altered Article of Association of the Company, as placed before the table of meeting, be and is hereby adopted.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, things and matters that are necessary, expedient and incidental, thereof.”

By order of the Board of Directors  
For BMM Ispat Limited

*Swetha S*

Swetha S  
Company Secretary  
Memb. No.: F11494



Place: Bengaluru  
Date: 10<sup>th</sup> December, 2025

**Notes:**

1. The statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. The meeting is being convened at short 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), well before time of the meeting so that information can be made available at the meeting.

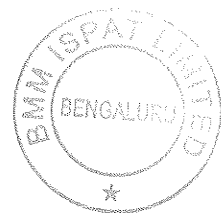


9. Route-map to the venue of the Meeting is provided at the end of the Notice.
10. In terms of the General Circulars issued by Ministry of Corporate Affairs, the Extra-Ordinary General Meeting can be held through Video Conferencing (VC) / Other Audio Visual Mean (OAVM). Hence, any member intending to 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: [cswetha@bmm.in](mailto:cswetha@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 No. 1 & Item No.2 of the accompanying Notice dated 10<sup>th</sup> December, 2025

**Item No.1: To approve shifting of registered office of the Company from the 'State of Karnataka' to the 'State of Maharashtra' and consequent amendments in the Memorandum of Association**

For the purpose of better business strategy, it is proposed to shift the Registered Office of the Company from the State of 'Karnataka' to the State of 'Maharashtra'. Subject to such necessary approvals of such authorities/ officers, as may be required, approval of Shareholders of the Company are requested to approve shifting of registered office of the Company from the 'State of Karnataka' to the 'State of Maharashtra'. Accordingly, the existing clause II of Memorandum of Association regarding Registered Office of the Company requires to be substituted with the following clause:

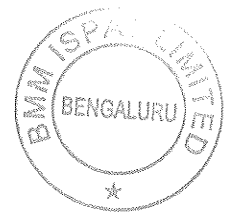
II. The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of Registrar of Companies, Maharashtra, Mumbai.

As per the provisions of Section 4, 12 and 13 of the Companies Act 2013 read with Rule 30 of Companies (Incorporation) Rules 2014, shifting of the Registered Office from one State to another State requires the Company to alter its Memorandum of Association (MOA) with the consent of the Shareholders by way of passing the Special Resolution subject to the confirmation of the Central Government, approval of the Registrar of Companies and any other Statutory or Regulatory Authority, as may be necessary.

The proposed altered Memorandum of Association shall be placed before the meeting and are also available for inspection by the Members of the Company at its Registered Office and Corporate Office.

The Board of Directors in their meeting held on 10<sup>th</sup> December, 2025 has recommend Item No.1 for the Shareholders' approval, by way of special resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are considered to have concerned or interest financially or otherwise in the above resolution.



ISO 9001 : 2015



ISO 14001 : 2015



ISO 45001 : 2018

Item No.2: To amend Articles of Association of the Company

Upon receipt of necessary approval for shifting of Registered Office of the Company to the State of Maharashtra, from the Central Government (the Regional Director), the definition of "Company" mention in the Part-B of the Articles of Association of the Company, which has the reference of the Company's current registered office address and Corporate Identification Numbers (CIN), as below:

"**Company**" means BMM Ispat Limited, a public limited company incorporated and existing under the laws of India, with corporate identification number U13100KA2002PLC030365 and having its registered office at No. 114, Danapura Village, Hobli, Marriamanahalli, Hospet Taluq, Bellary District – 583222, Karnataka, India.

has to be altered to insert the following clause:

"**Company**" means BMM Ispat Limited, a public limited company incorporated and existing under the laws of India.

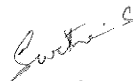
As per the provisions of Section 14 of the Companies Act 2013, alteration of Articles of Association requires shareholders' approval, by way of Special resolution.

The proposed altered Articles of Association shall be placed before the meeting and are also available for inspection by the Members of the Company at its Registered Office and Corporate Office.

The Board of Directors of the Company, in their meeting held on 10<sup>th</sup> December, 2025 has recommend Item No.2 for the Shareholders' approval, by way of special resolution.

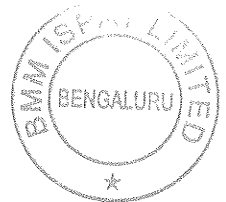
None of the Directors, Key Managerial Personnel of the Company or their relatives are considered to have concerned or interest financially or otherwise in the above resolution.

By order of the Board of Directors  
For BMM Ispat Limited



Swetha S  
Company Secretary  
Memb. No.: F11494

Place: Bengaluru  
Date: 10<sup>th</sup> December, 2025



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:

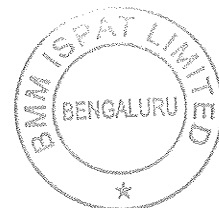
Signature: \_\_\_\_\_, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4/2025-26 Extra Ordinary General Meeting of the Company, to be held, at shorter notice, on Wednesday, 10<sup>th</sup> December, 2025 at 12.00 p.m. at 114, Danapura Village, Hobli Mariyammanahalli, Hosapete Taluk, Vijayanagara (Formerly known as Ballari) District-583222, Karnataka, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
<b>Special Business</b>			
1	To approve shifting of registered office of the Company from the 'State of Karnataka' to the 'State of Maharashtra' and consequent amendments in the Memorandum of Association		
2	To alter Articles of Association of the Company		

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

Signature of shareholder

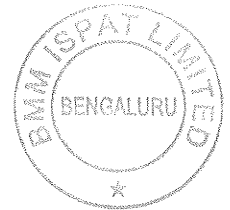


Affix  
Revenue  
Stamp

Signature of Proxy holder(s)

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, Explanatory Statement and Notes, please refer to the Notice of the 4/2025-26 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 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.

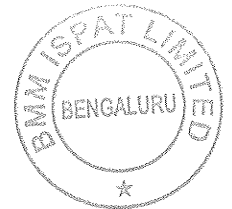


ATTENDANCE SLIP FOR 4/2025-26 EXTRA ORDINARY GENERAL MEETING  
(TO BE HANDED OVER AT THE REGISTRATION COUNTER)

I/WE hereby record my/our presence at the 4/2025-26 Extra Ordinary General Meeting of the Company on short notice, at No.114, Danapura Village, Hobli Mariyammanahalli, Hosapete Taluk, Vijayanagara (Formerly known as Ballari) District -583222, Karnataka, India on Wednesday, 10<sup>th</sup> December, 2025 at 12.00 p.m.

Signature of Member/Proxy Present:

Folio Number / Client Identification number:



The Companies Act, 2013  
Consent of Shareholder for Shorter Notice

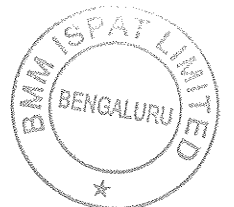
[Pursuant to Section 101(1)]

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

I/We, ....., S/o. / D/o / Authorized representative of ....., resident/  
having registered office at .....  
....., holding ..... equity shares of Rs.10/- each (..... %) in the  
Company in my own name/ in the name of ....., hereby give consent, pursuant to  
Section 101(1) of the Companies Act, 2013, to hold the 4/2025-26 Extra Ordinary General Meeting  
on Wednesday, 10<sup>th</sup> December, 2025, at 12:00 p.m. at shorter notice.

Signature: .....  
(Name)

Dated this ..... day December, 2025



# Location Map

