



BMW Industries Ltd.

Date- 13/03/2025

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip Code: 542669

To,
The Manager
Listing Department
The Calcutta Stock Exchange Limited
Lyons Range,
Kolkata – 700 001
Scrip Code: 12141- CSE

Dear Sir / Madam,

Subject: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') – Second motion order for Merger by Amalgamation of BMW Iron & Steel Industries Limited and Nippon Cryo Private Limited with BMW Industries Limited by the National Company Law Tribunal, Kolkata Bench.

This is to inform you that the Hon'ble National Company Law Tribunal, Kolkata Bench ('NCLT') has pronounced its second motion order for the Hearing dated 06th March 2025 for the Scheme of Merger by Amalgamation of BMW Iron & Steel Industries Limited and Nippon Cryo Private Limited, wholly owned subsidiaries of the BMW Industries Limited (together referred as "Transferor Companies") with BMW Industries Limited. ("Transferee Company") under the provision of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder.

we request you to kindly take the same on record.

Thanking you.

Yours faithfully,
For **BMW INDUSTRIES LIMITED**

Vikram Kapur
Company Secretary

Encl: Second motion order of NCLT, hearing dated 6th March, 2025.

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.P.(CAA)/19(KB)2025
IN
C.A.(CAA)/189(KB)2024

**CORAM: 1. HON'BLE MEMBER(J), SMT. BIDISHA BANERJEE
2. HON'BLE MEMBER(T), CMDE SIDDHARTH MISHRA**

ORDER SHEET OF THE HEARING ON 06TH MARCH 2025

IN THE MATTER OF	BMW IRON & STEEL INDUSTRIES LIMITED
UNDER SECTION	SEC. 230-232 - SECOND MOTION

Appearance (via video conferencing/physically)

Ms. Khushi Nangalia, PCS] For the Petitioner

ORDER

1. Proceedings under Section 230-232 of the Companies Act, 2013 have been instituted.
2. Heard the Ld. Authorized Representative of the Petitioner. The First Motion Petition order was passed on **13th December, 2024** in **CAA No. 189/KB/2024**. In terms thereof, the meeting of shareholders were dispensed with.
3. The report dated **07th February, 2025** of the Chairman approving the scheme has been placed on record.
4. Section 230 (5) of the Companies Act, 2013 read with Rule 8 and Rule 16 of the Companies (Companies Arrangements and Amalgamation) Rules, 2016 provides for issuance of Notice on such Petitions.
5. Section 230 (5) of the Companies Act 2013 and the Rules 8 and 16 of the Companies (CAA) Rules, 2016 read as follows:-

“230. Power of compromise or make arrangements with creditors and members

(5) A notice under sub-section (3) along with all the documents in such form as may be prescribed shall also be sent to the Central Government, the income-tax authorities, the Reserve Bank of India, the Securities and Exchange Board, the Registrar, the respective stock exchanges, the Official Liquidator, the Competition Commission of India established under sub-section (1) of section 7 of the Competition Act, 2002, if necessary, and such other sectoral regulators or authorities which are likely to be affected by the compromise or arrangement and shall require that representations, if any, to be made by them shall be made within a period of thirty days from the date of receipt of such notice, failing which, it shall be presumed that they have no representations to make on the proposals.

Rule 8

8. Notice to statutory authorities.— (1) *For the purposes of sub-section (5) of section 230 of the Act, the notice shall be in Form No. CAA.3, and shall be accompanied with a copy of the scheme of compromise or arrangement, the explanatory statement and the disclosures mentioned under rule 6, and shall be sent to.— (i) the Central Government, the Registrar of Companies, the Income tax authorities, in all cases; (ii) the Reserve Bank of India, the Securities and Exchange Board of India, the Competition Commission of India, and the stock exchanges, as may be applicable; (iii) other sectoral regulators or authorities, as required by Tribunal.*

(2) The notice to the authorities mentioned in sub-rule (1) shall be sent forthwith, after the notice is sent to the members or creditors of the company, by registered post or by speed post or by courier or by hand delivery at the office of the authority.

(3) If the authorities referred to under sub-rule (1) desire to make any representation under sub-section (5) of section 230, the same shall be sent to the Tribunal within a period of thirty days from the date of receipt of such notice and copy of such representation shall simultaneously be sent to the concerned companies and in case no representation is received within the stated period of thirty days by the Tribunal, it shall be presumed that the authorities have no representation to make on the proposed scheme of compromise or arrangement.

Rule 16

16. Date and notice of hearing.—

(1) The Tribunal shall fix a date for the hearing of the petition,

and notice of the hearing shall be advertised in the same newspaper in which the notice of the meeting was advertised, or in such other newspaper as the Tribunal may direct, not less than ten days before the date fixed for the hearing.

(2) The notice of the hearing of the petition shall also be served by the Tribunal to the objectors or to their representatives under sub-section (4) of section 230 of the Act and to the Central Government and other authorities who have made representation under rule 8 and have desired to be heard in their representation”

6. In view of the above, notice to the authorities specified in Section 230(5) of Companies Act 2013 read with Rule 8 and Rule 16 of the Companies (Companies Arrangements and Amalgamation) Rules 2016 for submitting their representation, if any. Notice to be served by all modes and affidavit evidencing proof of service be filed within 7 days.
7. In addition to the service of notice as above,

The Petitioner(s) are directed to take steps for the service of following notice:
 - 7.(a) In Form CAA3 and to the Central Government, through the Ministry of Corporate Affairs to the Jurisdictional Regional Director(s), Ministry of Corporate Affairs, to be sent to **rd.east@mca.gov.in**
 - 7.(b) Notice to the concerned RoC to be sent through the appropriate email addresses i. e. **roc.kolkata@mca.gov.in**
 - 7.(c) Notice to the concerned Official Liquidator to be sent through the appropriate email addresses **ol-ranchi-mca@nic.in** and **ol-kolkata-mca@nic.in** (If applicable).
 - 7.(d) Notice to the concerned Income Tax Authorities through the appropriate email addresses **kolkata.pccit@incometax.gov.in.**
 - 7.(e) Notice to the concerned Statutory Regulators / Sectoral Regulators, if applicable, be served.
8. Notice is also directed to be published in four prominent and widely

circulating daily newspapers “**Business Standard**” (Kolkata) and “**Morning India**” (Jamshedpur) two in **English** and two in vernacular namely “**Aajkal**” (Kolkata) in Bengali and “**Dainik Jagran**”(Jamshedpur) in Hindi in terms of Rule 7 of the Companies (Companies Arrangements and Amalgamation) Rules, 2016 and an affidavit evidencing proof of publication be filed.

9. All the authorities on receipt of the notice, are directed to file their representation, if any, within 30 days from the date of receipt of the notice. In case, no representation is received, it will be presumed that they have no objection to the proposal.
10. List the matter on **2nd May, 2025**.

Comde Siddharth Mishra
Member (Technical)

Bidisha Banerjee
Member (Judicial)