

NOTICE OF 3/2025-26 EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that 3/2025-26 Extra-Ordinary General Meeting of BMM Ispat Limited will be held at shorter notice, on Wednesday, 29th October, 2025 at 2.30 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 re-appoint Dr. Rakhi Jain, Independent Director

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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Articles of Association of Company and the Investment Agreement dated 4th March, 2020 and any amendments thereof, executed by and between the Company, Mr. Dinesh Kumar Singhi and Mrs. Snehalatha Singhi (collectively, the “Promoters”) and JSW Projects Limited (the “Investor”), the re-appointment of Dr. Rakhi Jain, (DIN: 07138042), as an Independent Director of the Company, be and is hereby approved, for a second term of 5 (five) consecutive years, w.e.f 21st January, 2026, that is, with no requirement to retire by rotation.

RESOLVED FURTHER THAT any Executive Directors or Company Secretary be and are hereby authorised to take such necessary steps, as may be required in this regards and to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

By order of the Board of Directors
For BMM Ispat Limited



Swetha S
Company Secretary
Memb. No.: F11494



Place: Danapura
Date: 29th October, 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.
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), 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.
8. Members are requested to send their queries, if any, through their registered email ID to 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

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 of the accompanying Notice dated 29th October, 2025

Item No.1: To re-appoint Dr. Rakhi Jain, Independent Director

Dr. Rakhi Jain, was appointed as Independent Director of the Company for a period of 5 years, with effect from 21st January, 2021. As such, her term will be ending as on 20th January, 2026.

As she is eligible for re-appointment for a second term on the Board of the Company, based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Shareholders, the Board of Directors in their meeting held on 29th October, 2025 has re-appointed Dr. Rakhi Jain as Independent Director for a second term of 5 (five) consecutive years with effect from 21st January, 2026 and shall not be liable to retire by rotation. As per the provision of Section 149(10) of the Companies Act, 2013, Shareholders approval is being sought by way of Special Resolution, in this regards.

The Board is of the opinion that Dr. Rakhi Jain continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

Dr. Rakhi Jain is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Dr. Rakhi Jain is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In addition, the Company has also received the following from Dr. Rakhi Jain:

- (i). Consent Letter to act as an Independent Director of the Company in form DIR-2.
- (ii). Declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.
- (iii). Form DIR-8, giving a declaration that she stands free from any disqualification from being appointed as the Director in terms of the provisions of the Companies Act, 2013.
- (iv). Form MBP-1 under Section 184 of the Companies Act 2013, giving disclosure of her interest in other entities.

Following are the details of the director seeking re-appointment at 3/2025-26 Extra-Ordinary General Meeting (pursuant to Clause 1.2.5 of Secretarial Standards on General Meetings):

Name of the Director	Rakhi Jain
Date of Birth and Age	21 st April, 1969, 56 years
Educational Qualification	Post-graduation in Community Resource Management and Doctorate in Home Science
Date of first appointment on the Board	21 st January, 2021
Relationship with other Director of the Company	NA
Shareholding in the company	NA
Experience	About 3 decades
Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	As per the appointment letter and entitled for sitting fee as approved by the Board from time to time.
Number of Meetings of the Board attended during the year	During FY 2025-26: 4 (Four) meeting
Other Directorships, Membership/ Chairmanship of Committees on other Boards.	Directorships (Independent Directors) on other Boards: 1. Neotrex Steel Limited 2. Piombino Steel Limited 3. JSW Projects Limited 4. Bhushan Power & Steel Limited.

The Nomination and Remuneration Committee taking into consideration of the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation it is concluded and recommended to the Board that Dr. Rakhi Jain, qualifications and the rich experience of over three decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company.

Draft Letter of Appointment is available on the Company's website at www.bmm.in

The Board of Directors in their meeting held on 29th October, 2025, considering the recommendation of the Nomination and Remuneration Committee, has recommended Item no. 1 for the Shareholders' approval, by way of special resolution.

Except Dr. Rakhi Jain, Independent Director, 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

Place: Danapura

Date: 29th October, 2025

Swetha S

Swetha S

Company Secretary

Memb. No.: F11494



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

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 3/2025-26 Extra Ordinary General Meeting of the Company, to be held, at shorter notice, on Wednesday, 29th October, 2025 at 2.30 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
Special Business			
1	To re-appoint Dr. Rakhi Jain, Independent Director		

Signed this day of 2025

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)



ISO 9001 : 2015



ISO 14001 : 2015



ISO 45001 : 2018

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 3/2025-26 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.



ISO 9001 : 2015



ISO 14001 : 2015



ISO 45001 : 2018

ATTENDANCE SLIP FOR 3/2025-26 EXTRA ORDINARY GENERAL MEETING
(TO BE HANDED OVER AT THE REGISTRATION COUNTER)

I/WE hereby record my/our presence at the 3/2025-26 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, 29th October, 2025 at 2.30 p.m.

Signature of Member/Proxy Present:



ISO 9001 : 2015



ISO 14001 : 2015



ISO 45001 : 2018

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 3/2025-26 Extra
Ordinary General Meeting on Wednesday, 29th October, 2025, at 4:00 p.m. at shorter
notice.

Signature:
(Name)

Dated this day October, 2025

