

NOTICE

Shorter Notice is hereby given that 06th Annual General Meeting of the members of **BOMBAY COATED AND SPECIAL STEELS LIMITED** will be held on Saturday, September 06, 2025 at 11:00 a.m. through Video Conferencing ("VC") / other Audio-Visual Means ("OAVM") at a Shorter Notice to transact the following Special Businesses and the venue for this meeting shall be deemed to be considered at the Registered office of the company.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Vijaykumar Gupta (DIN: 08650511), Whole-time Director, who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. **Ratification of Remuneration Payable to Cost Auditor for the Financial Year 2025-2026**

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

"**RESOLVED THAT** pursuant to Section 148(3) and other applicable provisions of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, the remuneration of ₹ 1,50,000 (One Lakh Fifty Thousand only) (excluding applicable taxes and out-of-pocket expenses) payable to M/s. Dinesh Jain & Company, Cost Accountants (Firm Registration No. 100583, appointed by the Board of Directors as the Cost Auditor for conducting the audit of cost records for the financial year 2025-26, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution."

4. **Raising of capital through an Initial Public Offering**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) ("Companies Act"), and in accordance with and subject to the provisions of the Securities Contracts



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(Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India ("GoI"), Securities Exchange Board of India ("SEBI") or Reserve Bank of India ("RBI"), Department for Promotion of Industry and Internal Trade ("DIPP") and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "Applicable Laws"), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed ("the Stock Exchanges"), and subject to any approvals from the GoI, the Registrar of Companies, Maharashtra at Mumbai ("RoC"), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India ("DEA"), Ministry of Commerce and Industry, Government of India, DIPP, the and all other appropriate statutory authorities and departments (the "Regulatory Authorities"), and such other approvals, consents, waivers, permissions and sanctions, and subject to satisfaction of such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, the consent, approval, authority and sanction of the members be and is hereby granted to create, offer, issue and allot equity shares of face value of ₹ 10/- each of the Company (the "Equity Shares") up to an aggregate of Rs. 2,500 million pursuant to a fresh issue (the "Issue"), at a price to be determined in consultation with the book running lead manager appointed in respect of the Issue ("BRLM"), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, which shall include, without limitation, the right to dispose of the unsubscribed portion and any green shoe option of up to a certain number of Equity Shares ("Green Shoe Option") to such persons who may or may not be the members of the Company as the Board may at its discretion decide in consultation with the BRLM's and as may be permissible, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities,



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and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "Investors") by way of the Issue in consultation with the BRLM and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit. Further, in consultation with the stock exchanges an oversubscription, to the extent of 1% of the net Issue to the public may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the "Reservation") or to provide a discount to the issue price to retail individual bidders or eligible employees (the "Discount"); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, in-principle approval of the Shareholders is hereby accorded to allot up to such number of Equity Shares as may be decided by it, to certain investors prior to filing of the red herring prospectus with SEBI ("Pre-IPO Placement"), at such other price as the Board may, determine, in consultation with the BRLM, underwriters, placement agents and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act 2013, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines. In the event of happening of Pre-IPO Placement, the size of the Issue would be reduced to the extent of Equity Shares issued under Pre-IPO Placement.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares pursuant to the Issue, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Equity Shares on the Stock Exchanges



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RESOLVED FURTHER THAT all monies received out of the Issue shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Issue shall be refunded within such time, as specified by SEBI and in accordance with Applicable Law, or the Company shall pay interest on failure thereof, as per applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any transfer of Equity Shares pursuant to the Issue, the Board and any other committee thereof, in consultation with the BRLM, be and is hereby authorized to determine the terms of the Issue including the class of investors to whom the Equity Shares are to be transferred, the number of Equity Shares to be transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Issue, issue, transfer of the Equity Shares and such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.



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RESOLVED FURTHER THAT, the Board and or a duly constituted committee thereof, including the IPO committee, be and is hereby authorised to delegate all or any of the powers to any of the directors/ employees of the Company herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any offer, allotment or transfer of Equity Shares pursuant to the Offer, including, without limitation, to the following:

- (i) constituting a committee for the purposes of issue, offer, allotment and transfer of Equity Shares, credit of Equity Shares to the demat accounts of the successful allottees and other matters in connection with or incidental to the Offer, including, without limitation for, determining the anchor investor portion and allocate such number of Equity Shares to anchor investors, the terms and conditions of the Offer relating to timing (including opening and closing dates of the Offer, etc.) and pricing (price band, offer price, including to anchor investors, etc.), and to accept any amendments, modifications, variations or alterations thereto;
- (ii) to constitute such other committees of the Board, as may be required under the Applicable Laws, including as provided in the SEBI Listing Regulations;
- (iii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue, offer, allotment or transfer of Equity Shares;
- (iv) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (v) appointing the BRLMs in accordance with the provisions of the Applicable Laws;
- (vi) to decide, negotiate and finalise the pricing, the terms of the issue of the Equity Shares and all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with investors, in consultation with the BRLMs;
- (vii) seeking, if required, any approval, consent or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with any offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer;
- (viii) deciding in consultation with the BRLMs, the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, the Offer Price, the price band (including offer price for anchor investors), the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered and transferred in the Offer, the Bid / Offer Opening and Bid/Offer Closing Date (including bid opening and bid closing dates for anchor investors), Discount (if any), Reservation, in accordance with the Applicable Laws;
- (ix) taking on record the approval of the Selling Shareholder for offering their Equity Shares in the Offer for Sale;
- (x) approval of the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP") and the prospectus (the "Prospectus"), the abridged prospectus ("Abridged Prospectus"), Confirmation of Allocation Note, applications and the preliminary and final international wrap (including amending, varying or modifying the same or providing any notices, addenda, or

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corrigenda thereto, together with any summaries thereto, as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLMs, in accordance with the Applicable Laws;

- (xi) withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage, after consultation with the BRLMs in accordance with the Applicable Laws;
- (xii) seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
- (xiii) appointing, instructing and entering into arrangements with the BRLMs, co-managers, underwriters, syndicate members, brokers, escrow collection banks, refund banks, sponsor bank, registrar, legal counsels, printers, advertising agency(ies), experts, auditors and any other agencies, intermediaries or persons (including any successors or replacements thereof) whose appointment is required in relation to the Offer and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters with the BRLMs;
- (xiv) finalization of, approving, adopting and arrangement for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto for the offer of Equity Shares including incorporating such alterations/ corrections/ modifications as may be required by SEBI, Registrar of Companies, Maharashtra at Mumbai, or any other relevant governmental and statutory authorities or in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines;
- (xv) authorization of the maintenance of a register of holders of the Equity Shares;
- (xvi) finalization of the basis of allotment of the Equity Shares;
- (xvii) to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, in accordance with Applicable Laws and on permitting existing shareholders to sell any Equity Shares of the Company held by them;
- (xviii) to issue advertisements in such newspapers as it may deem fit and proper in accordance with Regulation 60 of the SEBI ICDR Regulations and the other Applicable Laws;
- (xix) to open and operate separate escrow accounts and or any other account, with scheduled banks to receive applications along with application monies in relation to the Offer in terms of Section 40(3) of the Companies Act, 2013 and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xx) to determine the price at which the Equity Shares are offered, allocated, transferred and/or allotted to investors in the Offer in accordance with applicable regulations in consultation with the BRLMs and/or any other advisors, if any;
- (xxi) to negotiate, finalise, sign, execute and deliver or arrange the delivery of the offer agreement, syndicate agreement, cash escrow agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Offer and the advertising agency and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, any

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amendment(s) or addenda thereto, including, with respect to the payment of commissions, brokerages and fees with the registrar to the Offer, legal counsels, auditors, stock exchanges, BRLMs and other agencies/intermediaries in connection with the Offer with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;

- (xxii) to open, maintain, operate and close a bank account of the Company in terms of the share escrow agreement and cash escrow agreement for the handling of refunds for the Offer and to authorize one or more officers/ employees of the Company to execute all documents/deeds as may be necessary in this regard;
- (xxiii) to make any applications to, seek clarifications/exemptions and obtain approvals from, if necessary, Foreign Investment Facilitation Portal, RBI, SEBI, Corporate Debt Restructuring Cell or to any other statutory and governmental authorities in connection with the Offer, as may be required, (including for the purpose of offer of shares by the Company to non-resident investors, including NRIs and FIIs) and wherever necessary, incorporate such modifications, amendments, alterations, corrections as may be required in the DRHP, the RHP and the Prospectus;
- (xxiv) to seek, if required, the consent of the lenders to the Company and/or the lenders to the subsidiaries of the Company, industry data providers, joint venture partners, parties with whom the Company has entered into various commercial and other agreements including, without limitation customers, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offer in accordance with the Applicable Laws;
- (xxv) to settle all questions, difficulties or doubts that may arise from time to time in relation to such issues or allotment, as it may in its absolute discretion deem fit;
- (xxvi) to do all acts and deeds, and negotiate, finalise, settle, execute and deliver or arrange the delivery of all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing for the purpose of or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by committee shall be conclusive evidence of the authority of the committee in so doing;
- (xxvii) to authorize and approve the incurring of expenditure, including the payment of fees, commissions and remuneration and expenses in connection with the Offer;
- (xxviii) to submit undertaking/certificates or provide clarifications to SEBI and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed;
- (xxix) to make applications to the Stock Exchanges for in-principle approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with SEBI, as may be required for the purpose;
- (xxx) to issue receipts, allotment letters, confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the afore stated documents;



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- (xxxi) to authorize and empower officers of the Company (each, an "Authorized Officer"), for and on behalf of the Company, to execute and deliver, on a several basis, any declarations, affidavits, certificates, consents, agreements and arrangements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar's agreement, the depositories agreements, the offer agreement with the BRLMs (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement and confirmation of allocation notes, with the BRLMs, lead manager, syndicate members, bankers to the Offer, registrar to the Offer, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsels, depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offer, if any and to do or cause to be done any and all such acts or things that the Authorized Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;
- (xxxii) acceptance and appropriation of the proceeds of the Fresh Issue in accordance with the Applicable Laws; and
- (xxxiii) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Offer.

RESOLVED FURTHER THAT Mr. Nitin Gupta, Managing Director, Mrs. Bhawna Gupta, Whole-Time Director, and/or Ms. Sonam Gupta, Company Secretary & Compliance Officer, be and are hereby severally authorized to take all steps for giving effect to the aforesaid Resolution including filing of the necessary forms with the Registrar of Companies ('RoC').

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by Mr. Nitin Gupta, Managing Director, Mrs. Bhawna Gupta, Whole-Time Director, and/or Ms. Sonam Gupta, Company Secretary & Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action."

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5. Increase in Investment Limits for Non-Resident Indians and Overseas Citizens of India

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

"RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (**FEMA**), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy Circular of 2020, as amended and the Companies Act, 2013, as amended, and the rules and regulations notified thereunder (Collectively, **"Companies Act"**) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (**RBI**), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (**Board**), the limit of investment by NRIs and OCIs in the equity shares bearing face value of ₹ 10/- each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended is increased from 10% to 24% of the paid-up equity share capital of the Company, provided, however, that the shareholding each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time and the total shareholding of all NRIs and OCIs in the Company shall not exceed 24% of the paid-up equity share capital on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time.

RESOLVED FURTHER THAT to give effect to the above resolutions, Mr. Vijaykumar Gupta, Whole-Time Director, Mrs. Bhawna Gupta, Whole-Time Director, and/or Ms. Sonam Gupta, Company Secretary & Compliance Officer be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary."

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by, Mr. Vijaykumar Gupta, Whole-Time Director, Mrs. Bhawna Gupta, Whole-Time Director, and/or Ms. Sonam Gupta, Company Secretary & Compliance Officer be forwarded to concerned authorities for necessary actions."

6. Increase in remuneration to Mr. Nitin Gupta (DIN: 08650512), Managing Director of the Company.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Section 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act,



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2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 (the "Act") , Regulation 17 (6) (e) of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded, revision in remuneration of Mr. Nitin Gupta (DIN: 08650512), Managing Director for a period of three years commencing from September 03, 2025 and ending on September 02, 2028, Up to maximum ₹2,50,00,000/- (Rupees Two Crore Fifty Lakhs only) per annum, which shall include salary, perquisites, allowances, and performance-linked variable remuneration as determined on the basis of evaluation carried out by the Nomination and Remuneration Committee and the Board.

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed to this Notice shall be deemed to form an integral part of this resolution; and in the event of inadequacy or absence of profits in any financial year during the aforesaid period, Mr. Nitin Gupta shall be entitled to receive the minimum remuneration as stated above, i.e., within the overall ceiling of ₹2,50,00,000/- (Rupees Two Crore Fifty Lakhs only) per annum, without requiring any further approval of the members

RESOLVED FURTHER THAT all other terms and conditions of appointment of Mr. Nitin Gupta as approved at the Board Meeting shall remain unchanged.

RESOLVED FURTHER THAT Mr. Vijaykumar Gupta, Whole-Time Director, Mrs. Bhawna Gupta, Whole-Time Director, and/or Ms. Sonam Gupta, Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution, including filing the necessary forms with the Registrar of Companies and issuing certified copies of this resolution as and when required.

7. Increase in remuneration to Mr. Vijaykumar Gupta (DIN: 08650511), Whole-Time Director of the Company.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Section 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 (the "Act") , Regulation 17 (6) (e) of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded, revision in remuneration of Mr. Vijaykumar Gupta (DIN:

Bombay Coated and Special Steels Limited

(Formerly Bombay Coated and Special Steels Private Limited)

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08650511), Whole-Time Director for a period of three years commencing from September 03, 2025 and ending on September 02, 2028, Up to maximum ₹ 1,00,00,000/- (Rupees One Crore only) per annum, which shall include salary, perquisites, allowances, and performance-linked variable remuneration as determined on the basis of evaluation carried out by the Nomination and Remuneration Committee and the Board.

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed to this Notice shall be deemed to form an integral part of this resolution; and in the event of inadequacy or absence of profits in any financial year during the aforesaid period, Mr. Vijaykumar Gupta shall be entitled to receive the minimum remuneration as stated above, i.e., within the overall ceiling of ₹ 1,00,00,000/- (Rupees One Crore only) per annum, without requiring any further approval of the members

RESOLVED FURTHER THAT all other terms and conditions of appointment of Mr. Vijaykumar Gupta as approved at the Board Meeting shall remain unchanged.

RESOLVED FURTHER THAT Mr. Nitin Gupta, Managing Director, Mrs. Bhawna Gupta, Whole-Time Director, and/or Ms. Sonam Gupta, Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution, including filing the necessary forms with the Registrar of Companies and issuing certified copies of this resolution as and when required.

8. Increase in remuneration to Mrs. Bhawna Gupta (DIN: 08650543), Whole-Time Director of the Company.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Section 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 (the "Act") , Regulation 17 (6) (e) of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded, revision in remuneration of Mrs. Bhawna Gupta (DIN: 08650543), Whole-Time Director for a period of three years commencing from September 03, 2025 and ending on September 02, 2028, Up to maximum ₹ 1,00,00,000/- (Rupees One Crore only) per annum, which shall include salary, perquisites, allowances, and performance-linked variable remuneration as determined on the basis of evaluation carried out by the Nomination and Remuneration Committee and the Board.

(Signature)

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RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed to this Notice shall be deemed to form an integral part of this resolution; and in the event of inadequacy or absence of profits in any financial year during the aforesaid period, Mrs. Bhawna Gupta shall be entitled to receive the minimum remuneration as stated above, i.e., within the overall ceiling of ₹ 1,00,00,000/- (Rupees One Crore only) per annum, without requiring any further approval of the members

RESOLVED FURTHER THAT all other terms and conditions of appointment of Mrs. Bhawna Gupta as approved at the Board Meeting shall remain unchanged.

RESOLVED FURTHER THAT Mr. Nitin Gupta, Managing Director, Mr. Vijaykumar Gupta, Whole-Time Director, and/or Ms. Sonam Gupta, Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution, including filing the necessary forms with the Registrar of Companies and issuing certified copies of this resolution as and when required."

BY ORDER OF THE BOARD OF DIRECTORS
FOR BOMBAY COATED AND SPECIAL STEELS LIMITED

Place: Mumbai

Date: September 03, 2025

Sonam Gupta

Company Secretary and Compliance Officer

Membership No.: A53881

ADD: 2602, 26th Floor, Parinee I, 7-A, Shah Industrial Estate,
Andheri (West), Mumbai- 400053, Maharashtra, India.

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") had vide Circulars dated April 8, 2020, April 13, 2020, May 05, 2020, December 30, 2020, December 28, 2022 and September 19, 2024 (collectively referred to as "MCA Circulars") permitted convening of the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 ("the Act") the AGM of the Company will be held through VC / OAVM. The venue for the AGM shall be deemed to be the Registered Office of the Company.
2. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at 2602, Parinee I, 7-A Shah Industrial Estate, Andheri west, Andheri, Mumbai, Maharashtra, India, 400053 which shall be the deemed Venue of the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. However, since this AGM will be held through VC/OAVM, the members cannot appoint a Proxy to attend the AGM; hence, Proxy Form and Attendance Slip are not annexed with the Notice. Any Body Corporate is entitled to appoint an authorized representative to attend the AGM through VC/OAVM, participate thereat, and cast their votes through e-voting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out material facts concerning the special business under agenda Item no. 4 and 5 of the Notice, is annexed hereto. The Board of Directors has considered and decided to include the special business at the AGM.
5. Corporate Members intending to send their authorized representative(s) to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on its behalf at the AGM.
6. In compliance with the MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Procedure for joining the AGM through VC / OAVM:

1. The Link for Joining the meeting on the AGM date will be shared separately
 - a) Members who would like to express their views or ask questions during the AGM may register themselves by sending an email in advance to the email id of the Company at compliance@bcsspl.in. The Company reserves the right to restrict the number of questions and the number of speakers, depending upon the availability of time as appropriate for smooth conduct of the AGM.
 - b) Members will be allowed to attend the AGM through VC / OAVM on a first come, first served basis.
 - c) Facility to join the meeting shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM and fifteen minutes after the AGM is over.

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- d) Members, who need assistance before or during the AGM, can contact the Company on cell no. 9029446251 or email compliance@bcsspl.in. Kindly quote your Name, Folio no. in all your communications.
2. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
3. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
4. Subject to receipt of a requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting.

Procedure for inspection of documents:

5. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members. A member who intends to inspect such documents is requested to send an email to the Company email address at compliance@bcsspl.in.

Voting by Members:

6. Where a poll on any item is demanded or required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails shall not be sent in advance to the designated email address namely compliance@bcsspl.in.
7. Where less than 50 members are present in the meeting, the Chairman may decide to conduct a vote by show of hands, unless a demand for the poll is made by any member in accordance with section 109 of the Companies Act, 2013. Once such demand is made, the procedure provided in the preceding para shall be followed.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 03

The Board of Directors, has appointed M/s. Dinesh Jain & Company, Cost Accountants, as the **Cost Auditor** for the financial year 2025-26 at a remuneration of Rs. 1,50,000 p.a. As per **Section 148(3) of the Companies Act, 2013**, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, the Board recommends the **Ordinary Resolution** as set out in Item No. 03 for the approval of members.

None of the Directors, Key Managerial Personnel, or their relatives are interested in this resolution.

ITEM NO. 04

The Company proposes to offer, allot equity shares of the Company of face value of ₹10/- (the "Equity Shares") each up to an aggregate of 2,500 million on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects *pari passu* with the existing Equity Shares.

The proposed offering ("Issue") is a fresh issue of the Equity Shares by the Company.

Material information pertaining to the Issue is as follows:

(i) Issue Price:

The price at which the Equity Shares will be allotted through the Issue shall be determined and finalized by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) Objects of the Issue:

The objects of the Issue shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the Issue.

(iii) Intention of Directors/Key Managerial Personnel to subscribe to the Issue:

The Company has not made and will not make an offer of Equity Shares to any directors or Key Managerial Personnel. However, the directors or the Key Managerial Personnel may apply for the Equity Shares in the various categories under the Issue in accordance with the SEBI ICDR Regulations.

(iv) Whether a change in control is intended or expected:



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No change in control is intended or expected as a result of the Issue.

(v) Allotment

The allotment of Equity Shares pursuant to the Issue shall be completed within such time period as may be prescribed under applicable law.

(vi) Pre-Issue and post-Issue shareholding pattern

The pre-Issue and post-Issue shareholding pattern (to the extent applicable) shall be as disclosed in the offer documents filed in connection with the Issue.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Issue, the Board will make necessary amendments.

All the directors, Key Managerial Personnel and relatives of directors and/or Key Managerial Personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and, to the extent shares may be subscribed for and allotted in their names.

The Board recommends the resolution for approval of the members of the Company as a special resolution.

ITEM NO. 05:

In terms of Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the **FEMA Regulations**), and the Consolidated Policy Circular of 2020, as amended (together with the FEMA Regulations, the **FEMA Laws**), the Non Resident Indians (**NRI**) and Overseas Citizens of India (**OCI**), together, can acquire and hold on repatriation basis up to an aggregate limit of 10% of the paid up equity share capital of an Indian company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India. Considering the proposal of intending to get the shares of the Company listed, the Board has, at its meeting held on September 03, 2025, proposed, subject to the approval of the shareholders by way of a special resolution, to increase the foreign investment limit of NRIs and OCIs on repatriation basis to 24% of the paid up equity share capital of the Company.

None of the directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

The Board recommends the resolution for approval of the members of the Company as a special resolution.



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ITEM NO. 06, 07, 08:

The Nomination and Remuneration Committee and Board of Directors of the Company, at its meeting held on September 03, 2025 approved the revision in the remuneration of Mr. Nitin Gupta, Managing Director, Mr. Vijaykumar Gupta and Mrs. Bhawna Gupta, Whole-Time Director of the Company, subject to the approval of the members, for the remaining tenure of their appointment, in accordance with the provisions of Sections 196, 197, and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof). This resolution authorised the Company to pay remuneration in excess of the limits specified under Section 197(1) read with Schedule V of the Companies Act, 2013, considering the absence of profits during the relevant period.

Considering the immense contribution of the MD and WTDs in the development and growth of the Company, the Board firmly believes that the remuneration paid is not commensurate with their roles, responsibilities, and long-term contributions, and is significantly modest considering their exceptional academic credentials, domain expertise, and the strategic value they deliver and is less than what is drawn by peers in a similar capacity and in a similar industry, disregard of the size of the Company. The remuneration is therefore fully justified and aligns with the best interests of the Company and its stakeholders.

The Company, as of date, is not in default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, and accordingly, their prior approval is not required, for approval of the proposed Special Resolution/s.

The Company proposes the following remuneration as a minimum remuneration to Mr. Nitin Gupta, Mr. Vijaykumar Gupta and Mrs. Bhawna Gupta as mentioned in the special resolutions and explanatory statement of the notice of 06th AGM, subject to members' approval, which may exceed the limits prescribed under the payment of remuneration to the WTDs in accordance with section 197 read with section II of Part II of Schedule V of the Companies Act, 2013, in case of inadequacy of profits or loss during the aforesaid period i.e. for a period of three years from September 03, 2025 to September 02, 2028 in accordance with the terms and conditions therein:

The Board of Directors recommends passing of the resolution as set out at item nos. 4,5,6 of this Notice as Special Resolutions.

Further, additional information as required under Secretarial Standard-2, as prescribed by the Institute of Company Secretaries of India is annexed hereto as Annexure-A, while disclosures pursuant to Schedule V of the Act are provided in Annexure-B.

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ANNEXURE -A

Additional disclosures pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 (SS-2) issued by the Institute of Company Secretaries of India:

Name of Director	Mr. Nitin Gupta	Mr. Vijaykumar Gupta	Mrs. Bhawna Gupta
Directors Identification Number (DIN)	08650512	08650511	08650543
Date of Birth	19/08/1980	13-10-1950	07-06-1980
Age	45 years	75 years	45 years
Date of first appointment on the Board	26/12/2019	26/12/2019	26/12/2019
Qualifications	Bachelor of Commerce	09 th Standard	Bachelor of Commerce (Honours)
Experience/ Expertise in specific functional area	Mr. Nitin Gupta has more than 13 years of extensive experience in the Steel industry. He has been serving as a Director at M/s. Bombay Coated and Special Steels Limited, where he has played a pivotal role in: Manufacturing Operations: Overseeing the production processes in the iron and steel sector, ensuring quality control and efficiency. Administration & Management: Managing daily business operations, resource allocation, and workflow optimization. Strategic Leadership: Driving key initiatives to enhance productivity, expand market reach, and improve operational	Mr. Vijaykumar Gupta has over 40 years of experience in the steel industry, starting his journey in January 1983. As a Director at M/s. Bombay Coated and Special Steels Limited, he has played a crucial role in overseeing manufacturing operations, ensuring quality control, and optimizing efficiency. His expertise spans administration, strategic leadership, and business development, contributing to Company's growth and market expansion. Under his leadership, the company has strengthened its presence as a key	She has 7 years of experience in the Steel industry, serving as a Director at M/s. Bombay Coated and Special Steels Limited, where she has been actively involved in overseeing manufacturing operations, strategic planning, and overall business administration.



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	efficiency. Business Growth & Development: Contributing to the company's overall success through strategic planning, decision-making, and innovation. His deep industry knowledge and leadership skills have been instrumental in ensuring operational excellence and achieving long-term business objectives.	supplier to top appliance manufacturers in India, driving innovation, operational excellence, and long-term success.	
Terms and conditions of appointment or reappointment	Mr. Nitin Gupta will serve for the period of 05 years commencing February 24, 2025, to February 23, 2030,	Mr. Vijaykumar Gupta will serve for the period of 05 years commencing February 24, 2025, to February 23, 2030	Mrs. Bhawna Gupta will serve for the period of 05 years commencing February 24, 2025, to February 23, 2030
Details of remuneration sought to be paid	Up to maximum ₹2,50,00,000/- (Rupees Two Crore Fifty Lakhs only) per annum, which shall include salary, perquisites, allowances, and performance-linked variable remuneration as determined on the basis of evaluation carried out by the Nomination and Remuneration Committee and the Board.	Up to maximum ₹1,00,00,000/- (Rupees One Crore only) per annum, which shall include salary, perquisites, allowances, and performance-linked variable remuneration as determined on the basis of evaluation carried out by the Nomination and Remuneration Committee and the Board.	Up to maximum ₹1,00,00,000/- (Rupees One Crore only) per annum, which shall include salary, perquisites, allowances, and performance-linked variable remuneration as determined on the basis of evaluation carried out by the Nomination and Remuneration Committee and the Board.
Remuneration last drawn by such person	Rs. 30,00,000	Rs. 18,00,000	Rs. 18,00,000
Directorships in other Companies	None	None	None
Memberships/	NIL	NIL	NIL

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Chairmanships of Board committees in other companies			
Names of listed entities from which Director has resigned in the past three years	None	None	None
Number of shares held in the Company	3,16,79,840	39,60,000	39,60,000
Relationship with other director, manager and KMP of the Company	Son of Mr. Vijaykumar Gupta and spouse of Mrs. Bhawna Gupta	Father of Mr. Nitin Gupta and Father-in-law of Mrs. Bhawna Gupta	Spouse of Mr. Nitin Gupta and daughter-in-law of Mr. Vijaykumar Gupta
Number of Board Meetings attended during FY-2024-25	All	All	All


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ANNEXURE – B

Further information as required to be disclosed pursuant to sub clause (iv) of second proviso to clause (B) of section II of part-II of Schedule V of Companies Act 2013 the following statement is given apart information already provided above:

Sr. No.	Particulars	Mr. Nitin Gupta	Mr. Vijaykumar Gupta	Mrs. Bhawna Gupta
I. General Information				
1.	Nature of industry:	Steel Industry		
2.	Date or expected date of commencement of commercial production:	The Company has been in operation since December 26, 2019		
3.	In the case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus:	Not Applicable		
4.	Financial performance based on given indicators:	The Company has grown at a Compound Annual Growth Rate (CAGR) of 30% in terms of revenue from operations over the last three fiscal years, with a Return on Capital Employed of 39% in Fiscal year 2025		
5.	Foreign Investments or collaborations, if any.	NIL		
II. Information about the appointee				
1	Background details	Mr. Nitin Gupta is a Bachelor of Commerce and has more than 13 years of experience in the steel industry. He has been actively	Mr. Vijaykumar Gupta has studied up to the 9th Standard and brings over 40 years of experience in the steel industry since 1983, providing	Mrs. Bhawna Gupta holds a Bachelor of Commerce (Honours) degree and has over 7 years of experience in the steel industry, contributing to


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		engaged in manufacturing operations, administration, strategic leadership, and business development at M/s. Bombay Coated and Special Steels Limited.	leadership in manufacturing, administration, and strategic growth, thereby strengthening the Company's position as a key supplier in the sector.	manufacturing oversight, strategic planning, and overall business administration.
2	Past remuneration	Rs. 30,00,000	Rs. 18,00,000	Rs. 18,00,000
3	Recognition or awards	-	-	-
4	Job profile and their suitability	Nitin Gupta is the Managing Director and Promoter of the Company. In the Company, he is responsible for driving business growth, strategy, global expansion and investor relations. Drives the thought leadership on Future of Steel and Steel regulations.	Vijaykumar Gupta is the Chairman cum Whole-Time Director and Promoter of the Company. In the Company, he is responsible for driving innovation and for product and technology roadmap.	Bhawna Gupta is the Whole-time Director and Promoter of the Company. In the Company, she is responsible for driving innovation and for product and technology roadmap.
5	Remuneration proposed	It is proposed to pay Mr. Nitin Gupta a remuneration from September 03, 2025, to September 02, 2028 for a period of three years as follows: Up to maximum ₹2,50,00,000/- (Rupees Two Crore Fifty Lakhs only) per annum, which shall include salary, perquisites,	It is proposed to pay Mr. Vijaykumar Gupta a remuneration from September 03, 2025, to September 02, 2028 for a period of three years as follows: Up to maximum ₹1,00,00,000/- (Rupees One Crore only) per annum, which shall include salary, perquisites,	It is proposed to pay Mrs. Bhawna Gupta a remuneration from September 03, 2025, to September 02, 2028 for a period of three years as follows: Up to maximum ₹1,00,00,000/- (Rupees One Crore only) per annum, which shall include salary, perquisites, allowances, and performance-linked

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		allowances, and performance-linked variable remuneration as determined on the basis of evaluation carried out by the Nomination and Remuneration.	allowances, and performance-linked variable remuneration as determined on the basis of evaluation carried out by the Nomination and Remuneration Committee and the Board.	variable remuneration as determined on the basis of evaluation carried out by the Nomination and Remuneration Committee and the Board.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and persons	The remuneration proposed to be paid to the Managing director is in line with the prevailing remuneration structure in the steel industry, keeping in view the size of the Company, its operations, and financial performance. Considering their qualifications, long-standing experience, strategic contribution, and responsibilities in managing and developing the business, the proposed remuneration is comparable with industry standards for similar positions. The Board believes that the remuneration is commensurate with the profile of each	The remuneration proposed for the Whole-time Director is in line with industry standards, considering the size of the Company, its operations, and responsibilities of the position. Given the Director's experience, qualifications, and role in managing business functions, the remuneration is considered fair, reasonable, and commensurate with the profile of the position and the individual.	The remuneration proposed for the Whole-time Directors is in line with the prevailing industry standards, keeping in view the size of the Company, its nature of operations, and the responsibilities entrusted to the positions. Considering their experience, professional background, and contribution to the business, the proposed remuneration is regarded as fair, reasonable, and commensurate with the profile of the position and the individuals.

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Ph. 022-46649191 / 92 info@bcsspl.in www.bcsspl.in

CIN: U27209MH2019PLC335077

		Director and is justified in view of their role in driving growth, ensuring operational excellence, and strengthening the Company's competitive position in the steel sector.		
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:	He does not have any pecuniary relationship, directly or indirectly with the Company or relationship with the managerial personnel, except as Promoter and Managing Director of the Company.	He does not have any pecuniary relationship, directly or indirectly with the Company or relationship with the managerial personnel, except as Promoter and Whole-time Director of the Company.	She does not have any pecuniary relationship, directly or indirectly with the Company or relationship with the managerial personnel, except as Promoter and Whole-time Director of the Company.
III. Other Information				
1	Reasons of loss or inadequate profits	Industry-wide slowdown due to shift in order booking timeline, slowdown in procurement and delay in government spending, majorly due to general elections. Hence, revenue numbers were not maintained as planned at the beginning of the year, while expenses remained almost at a linear rate. We have also focused on building our operational and technological capabilities, so that we can extend our competitive edge and are well-prepared to capitalize on future opportunities.		
2	Steps taken or proposed to be taken for improvement	The Company is making necessary efforts to maintain its leadership and its performance by aggressively implementing its strategies and cost reduction. The Company is fully geared to increase its revenues and to decrease its costs, thereby leading to improved performance in terms of profitability.		
3	The expected increase in productivity and profits in measurable terms	The objective and focus of the Management are to take the business to newer heights hoping to increase the productivity and hence to increase profitability in the coming financial years. During FY 2024-25, the Company had Revenue from Operations of approx. INR 1,05,864.56/- Lacs and Net profit of approx. INR 2,867.28/- Lacs as compared to Revenue from Operations of approx. INR 76,541.26/- Lacs and the Net Profit after tax of approx. INR 2,113.38/- Lacs for FY 2023-24.		

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BY ORDER OF THE BOARD OF DIRECTORS
FOR BOMBAY COATED AND SPECIAL STEELS LIMITED



Sonam Gupta

Company Secretary and Compliance Officer

Membership No.: A53881

ADD: 2602, 26th Floor, Parinee I, 7-A, Shah Industrial Estate,
Andheri (West), Mumbai- 400053, Maharashtra, India.

Place: Mumbai

Date: September 03, 2025

Bombay Coated and Special Steels Limited

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