NOTICE

Shorter Notice is hereby given that 07th Annual General Meeting of the members of **BOMBAY COATED AND SPECIAL STEELS LIMITED (Formerly Known as Bombay Coated And Special Steels Private Limited)** will be held on Friday, September 25, 2026 at 11:00 a.m. through Video Conferencing ("VC") / other Audio-Visual Means ("OAVM") at a Shorter Notice to transact the following Ordinary and 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, 2026 and the reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mrs. Bhawna Gupta (DIN: 08650543), Whole-time Director, who retires by rotation and being eligible, offers herself for re-appointment.

3. Appointment of the Auditors **M/s Shah, Shah & Shah**, **Chartered Accountants** (**Firm Registration No. 116457W**) as the Statutory Auditors of the Company to hold office for 4 years from the conclusion of this meeting until the conclusion of the Tenth Annual General Meeting to be held for the financial year 31/03/2030 of the Company and to pass the following resolution as an ordinary resolution, with or without modification(s):

   "RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby appoints **M/s Shah, Shah & Shah, Chartered Accountants (Firm Registration No. 116457W**) as the Statutory Auditors of the Company to hold office for a period of 4 years from the conclusion of this meeting until the conclusion of the Tenth Annual General Meeting to be held for the financial year 31/03/2030.

   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."

SPECIAL BUSINESS:

4. **Ratification of Remuneration payable to the Cost Auditor for the Financial Year 2026-2027**

   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 ₹ 1,20,000 (One Lakh Twenty Thousand only) (excluding applicable taxes and out-of-pocket expenses) payable to **M/s. Gaurav Jain & Associates, Practising Cost Accountants**, (Firm Registration No.: 004160), appointed by the Board of Directors on 28.05.2026 as the Cost Auditor for conducting the audit of cost records for the financial year 2026-27, 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."

5. **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, 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 26, 2026 and ending on September 25, 2029 up to maximum ₹ 6,00,00,000/- (Rupees Six 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. Nitin Gupta shall be entitled to receive the minimum remuneration as stated above, i.e., within the overall ceiling of ₹ 6,00,00,000/- (Rupees Six Crore 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.

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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.

6. 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: 08650511), Whole-Time Director for a period of three years commencing from September 26, 2026 and ending on September 25, 2029 up to maximum ₹ 2,00,00,000/- (Rupees Two 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 ₹ 2,00,00,000/- (Rupees Two 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.

7. 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 26, 2026 and ending on September 25, 2029 up to maximum ₹ 2,00,00,000/- (Rupees Two 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, Mrs. Bhawna Gupta shall be entitled to receive the minimum remuneration as stated above, i.e., within the overall ceiling of ₹ 2,00,00,000/- (Rupees Two 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."

8. Amendment to the Articles of Association 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 provisions of Sections 5, 14 and 15 and the other applicable provisions of the Companies Act, 2013 and the applicable rules thereunder including any statutory

modification(s), amendment(s) or re-enactment(s) thereof for the time being in force ("Companies Act"), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws, in order to ensure compliance with Regulation 17 of the SEBI ICDR Regulations, and subject to such other approvals, permissions and sanctions as may be necessary, and further pursuant to the amendments carried out to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 vide SEBI notification dated March 21, 2026 and SEBI Circular No. HO/49/(17)2026-CFD-POD2/I/8965/2026 dated April 8, 2026, the consent of the Members of the Company be and is hereby accorded to insert the following new clause in the Articles of Association of the Company:

Article 233: Lock-In and Non-Transferability of Specified Securities:

(a) Notwithstanding anything contained in these Articles, and subject to the provisions of the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996, the Securities Contracts (Regulation) Act, 1956, the Companies Act, 2013, the SEBI ICDR Regulations, and any circulars, notifications, directions, frameworks or guidelines issued by the SEBI, the Stock Exchanges, Depositories or any other competent authority, the Company shall be entitled and authorised to take all necessary actions for ensuring compliance with any lock-in requirements applicable to the specified securities of the Company.

(b) Where any specified securities of the Company are required to be locked-in under applicable law, including under the SEBI ICDR Regulations, and where such lock-in cannot be created or implemented in the manner ordinarily prescribed on account of such specified securities being pledged, encumbered, subject to lien, hypothecation, charge, or any other security interest in favour of any lender, pledgee, debenture trustee, security trustee, financial institution, bank or any other secured creditor, the Company shall be entitled and authorised to cause such specified securities to be recorded, marked, tagged or classified by the relevant depository as "non-transferable" or by such other description as may be prescribed by the relevant Depository, for the duration of the applicable lock-in period.

(c) The recording of such specified securities as "non-transferable" shall have the effect of restricting any transfer, sale, disposal, assignment, alienation, invocation-based transfer, off-market transfer, transmission, pledge release transfer, or any other dealing in such specified securities during the applicable lock-in period, except to the extent expressly permitted under applicable law or with the prior approval of the SEBI, the relevant Stock Exchange, Depository or any other competent authority, as may be applicable.

(d) The Company, its Board of Directors, any committee thereof, and any officer authorised by the Board shall be entitled to issue necessary intimations, confirmations, undertakings, instructions and communications to the concerned shareholders, promoters, promoter group members, lenders, pledgees, security trustees, debenture trustees, Depositories, depository participants, registrar and share transfer agents, Stock Exchanges, merchant bankers and any other persons or authorities, as may be necessary or desirable for implementation of the lock-in or non-transferability mechanism.



(e) Any shareholder or beneficial owner whose specified securities are subject to lock-in or are required to be recorded as non-transferable shall provide such confirmations, consents, undertakings, authorisations, declarations, documents and information as may be required by the Company, the merchant bankers, Stock Exchanges, Depositories, depository participants or any regulatory authority for implementation of the lock-in or non-transferability mechanism.

(f) The Board shall be entitled to refuse, decline, suspend or not recognise any transfer, transmission, pledge invocation, disposal, encumbrance release, corporate action or other dealing in respect of such specified securities during the applicable lock-in or non-transferability period, if such action would result in breach of applicable law, the SEBI ICDR Regulations, any depository framework, or any direction issued by the SEBI, Stock Exchanges or Depositories.

(g) Where any specified securities of the Company are required to be locked-in under applicable law and, due to any pledge, lien, charge, hypothecation, encumbrance or other security interest, such securities are recorded or marked by the relevant depository as "non-transferable" for the duration of the applicable lock-in period, then upon release, removal, discharge or cessation of such "non-transferable" marking for any reason whatsoever, such specified securities shall, automatically and without any further act, deed, consent, approval or corporate action, be deemed to be locked-in for the remaining period of the original lock-in applicable to such specified securities. The release or removal of the "non-transferable" marking shall not be construed as a release from, waiver of, or reduction in the applicable lock-in. The Board and any authorised officer of the Company shall be entitled to issue necessary instructions to the Depository, depository participant, registrar and share transfer agent, shareholders, beneficial owners, lenders, pledgees, security trustees and other concerned persons to implement, continue or record such automatic lock-in for the balance lock-in period.

(h) The provisions of this Article shall apply in addition to, and not in derogation of, any other restrictions on transfer, lock-in, encumbrance, pledge, disposal or dealing in securities under these Articles.

RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, any of the directors of the Board and/or Company Secretary and the Compliance officer, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and

conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board 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 act and deed of the Board, as the case may be.

RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time."

By order of the Board of Directors
For **BOMBAY COATED AND SPECIAL STEELS LIMITED**
(Formerly Known as Bombay Coated and Special Steels Private 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 23, 2026

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, September 19, 2024 and September 22, 2025 (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.

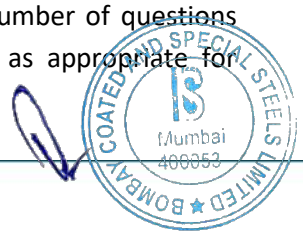
5. Corporate Members intending to send their authorized representative(s) to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on its behalf at the AGM.

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.

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 in 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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ANNEXURE A

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

ITEM NO. 04

The Board of Directors, has appointed M/s. Gaurav Jain & Company, Cost Accountants (Firm Registration No.: 004160) as the Cost Auditor for the financial year 2026-27 at a remuneration of Rs. 1,20,000 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. 04 for the approval of members.

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

ITEM NO. 05, 06, 07:

The Nomination and Remuneration Committee and Board of Directors of the Company, at its meeting held on September 23, 2026 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 resolution and explanatory statement of the notice of 07th AGM, subject to members' approval, which may exceed the limits prescribed under the payment of remuneration to the MD and 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 26, 2026 and ending on September 25, 2029 in accordance with the terms and conditions therein:

The Board of Directors recommends passing of the resolution as set out at item nos. 5,6 and 7 of this Notice as Special Resolution.

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

ITEM NO.08:

The Board of Directors, at its meeting held on September 23, 2026, approved the proposal to amend the Articles of Association of the Company by insertion of a new Article relating to lock-in and non-transferability of specified securities, in order to align the Articles with the amended SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the SEBI Circular dated April 8, 2026 relating to the mechanism for lock-in of pledged shares. The proposed amendment will enable the Company to comply with the applicable lock-in requirements, including recording of specified securities as “non-transferable” by the Depositories where such securities cannot otherwise be locked-in due to pledge or other encumbrance.

Accordingly, the Board recommends passing of the resolution as set out at item no. 8 of this Notice as Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives are interested in this resolution, except to the extent of their respective shareholding, if any, in the Company.



ANNEXURE -B

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
Category	Managing Director	Whole Time Director	Whole Time Director
Age	46 years	76 years	46 years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	26/12/2019	26/12/2019	26/12/2019
Qualifications	Bachelor of Commerce	09th Standard	Bachelor of Commerce (Honours)
Experience/ Expertise in specific functional area	Mr. Nitin Gupta has more than 14 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,	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	She has 8 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.

	and improve operational 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.	presence as a key 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 ₹ 6,00,00,000/- (Rupees Six 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 ₹ 2,00,00,000/- (Rupees Two 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 ₹ 2,00,00,000/- (Rupees Two 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

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

BOMBAY COATED AND SPECIAL STEELS LIMITED
Mumbai
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ANNEXURE – C

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 2026		
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 14 years of experience in the steel industry. He has been actively engaged in	Mr. Vijaykumar Gupta has studied up to the 9th Standard and brings over 40 years of experience in the steel industry since 1983, providing leadership in	Mrs. Bhawna Gupta holds a Bachelor of Commerce (Honours) degree and has over 8 years of experience in the steel industry, contributing to manufacturing

		manufacturing operations, administration, strategic leadership, and business development at M/s. Bombay Coated and Special Steels Limited.	manufacturing, administration, and strategic growth, thereby strengthening the Company's position as a key supplier in the sector.	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 26, 2026 and ending on September 25, 2029 for a period of three years as follows: Up to maximum ₹ 6,00,00,000/- (Rupees Six Crore Fifty Lakhs only) per annum, which shall include salary, perquisites, allowances, and performance-linked	It is proposed to pay Mr. Vijaykumar Gupta a remuneration from September 26, 2026 and ending on September 25, 2029 for a period of three years as follows: Up to maximum ₹ 2,00,00,000/- (Rupees Two Crore only) per annum, which shall include salary, perquisites, allowances, and performance-linked	It is proposed to pay Mrs. Bhawna Gupta a remuneration from September 26, 2026 and ending on September 25, 2029 for a period of three years as follows: Up to maximum ₹ 2,00,00,000/- (Rupees Two Crore only) per annum, which shall include salary, perquisites, allowances, and performance-linked variable remuneration.

		variable remuneration as determined on the basis of evaluation carried out by the Nomination and Remuneration.	variable remuneration as determined on the basis of evaluation carried out by the Nomination and Remuneration Committee and the Board.	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 Director and is justified in view of their role in driving	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.

		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 2025-26, the Company had the total Income from the operation increased by 19.95%. The same was INR 1,26,982.53/- Lacs for the current FY 2025-26 as compared to INR 1,05,864.56/- Lacs for the previous FY 2024-25. Total Net Profit increased by 6.51% the same was INR 3,053.92/- Lacs for the current FY 2025-26 as compared to INR 2,867.28/- Lacs for the previous FY 2024-25.		



By order of the Board of Directors
For **BOMBAY COATED AND SPECIAL STEELS LIMITED**
(Formerly known as Bombay Coated and Special Steels Private 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 23, 2026