



CORPORATE INFORMATION

MENTOR	Mr. Basheshar Lal Bansal
BOARD OF DIRECTORS	<p>Mr. Suresh Chand Bansal - Chairman & Managing Director</p> <p>Mr. Mukesh Chand Bansal - Joint Managing Director</p> <p>Mr. Vikas Bansal - Executive Director</p> <p>Mr. Gautam Bansal - Whole time Director</p> <p>Mr. Manav Bansal - Non-Executive Director</p> <p>Mr. Vijay Bansal - Non-Executive Director</p> <p>Mr. Bhal Chandra Khaitan - Independent Director</p> <p>Mr. Aditya Kumar Sikdar - Independent Director</p> <p>Mr. Brijesh Kumar Dalmia - Independent Director</p> <p>Mr. Ravishankar Sridharan - Independent Director</p> <p>Mr. Krishna Chandra Raut - Independent Director</p> <p>Mr. Srikumar Banerjee - Independent Director</p>
COMPANY SECRETARY & CFO	Mr. Lalit Chand Sharma
BANKERS	<p>Allahabad Bank</p> <p>State Bank of India</p> <p>Punjab National Bank</p> <p>Bank of Baroda</p>
AUDITORS	<p>M/s. Rustagi & Associates</p> <p>Chartered Accountants</p> <p>59, Bentick Street, Kolkata 700069</p>
REGISTERED OFFICE	<p>"Lansdowne Towers" 4th Floor</p> <p>2/1A, Sarat Bose Road, Kolkata 700020</p> <p>Tel: 033 30514444</p> <p>Fax: 033 22833322</p> <p>E-mail: contact@beekaysteel.com</p> <p>Website: www.beekaysteel.com</p>
WORKS	<ul style="list-style-type: none"> • Jamshedpur (Jharkhand) • Chennai (Tamilnadu), • Visakhapatnam (Andhra Pradesh) – (a. Autonagar b. Bheemlipatnam c. Vellanki) • Howrah (West Bengal)
REGISTRARS & SHARE TRANSFER AGENTS	<p>M/s. Maheshwari Datamatics Pvt Ltd</p> <p>6, Mangoe Lane, 2nd Floor, Kolkata 700001</p> <p>Ph: 033 22482248, 22435809, 22435029</p> <p>Fax: 033 22484787</p> <p>Email: mdpl@cal.vsnl.net.in</p>



Financial Trends in last 5 Years

Highlights 2012-13

Gross Turnover

Up by 1.37 % to Rs.608.27 crores

PBT

Up by 4.94 % to Rs.28.23 crores

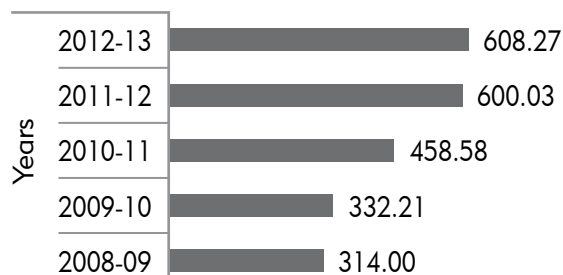
PAT

Up by 4.85 % to Rs.19.03 crores

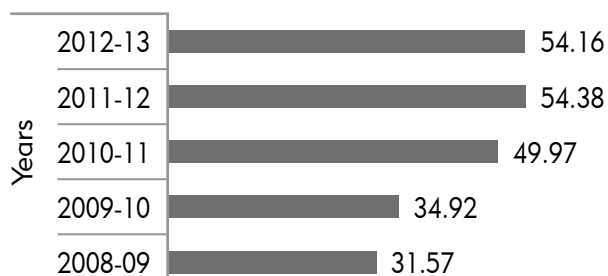
Net worth

Up by 14.66 % to Rs.148.76 crores

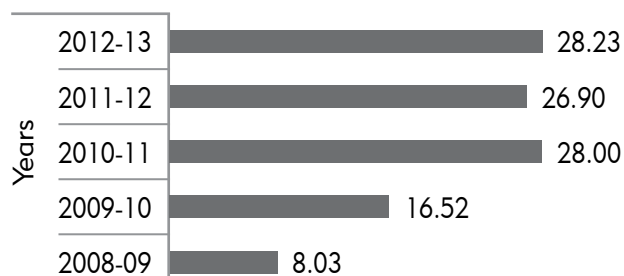
Gross Turnover (Rs. in crores) 5 Years CAGR 13.34%



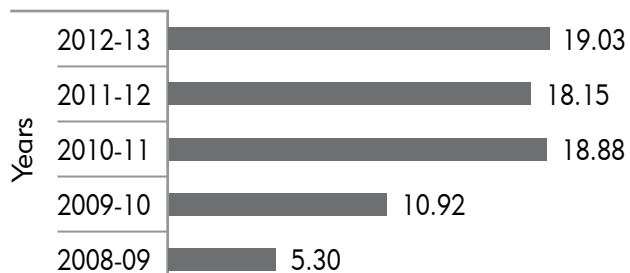
EBIDTA (Rs. in crores) 5 Years CAGR 12.87%



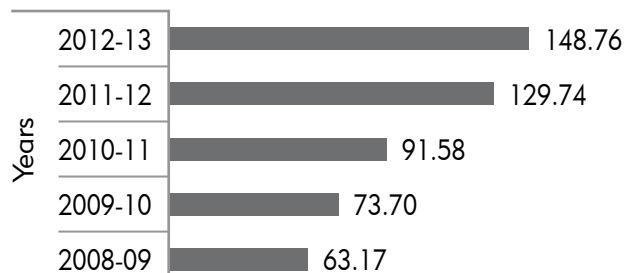
PBT (Rs. in crores) 5 Years CAGR 27.46%



PAT (Rs. in crores) 5 Years CAGR 29.67%



Net Worth (Rs. in crores) 5 Years CAGR 20.63%





NOTICE

The **32nd** Annual General Meeting of BEEKAY STEEL INDUSTRIES LIMITED will be held at the Registered Office of the Company at 'Lansdowne Towers', 4th Floor, 2/1A, Sarat Bose Road, Kolkata - 700 020 on **Saturday, 28th Day of September, 2013 at 11.30 A. M.** to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2013 and the Profit & Loss Account of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Srikumar Banerjee, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Krishna Chandra Raut, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Bhal Chandra Khaitan, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS :

6. RE-APPOINTMENT OF MR. SURESH CHAND BANSAL AS MANAGING DIRECTOR

To consider, and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions –

"RESOLVED THAT in accordance with the provisions of Sections 198, 269 (read with Schedule XIII), 309 and other applicable provisions, if any, of the Companies Act, 1956 and subject to any other approvals as may be necessary, Mr. Suresh Chand Bansal be and is hereby re-appointed as Chairman & Managing Director of the Company for a period of five (5) years w.e.f. 01-10-2013 upon such terms and conditions and such remuneration and perquisites as set out in the Explanatory Statement annexed to the notice convening the Annual General Meeting of the Company, with liberty to the Board to alter and/or vary terms and conditions including remuneration as may be agreed to by the Board of Directors of the Company and Mr. Suresh Chand Bansal, provided that in any year the total remuneration, including perquisites of Mr. Suresh Chand Bansal shall not exceed the limits specified in Schedule XIII to the Companies Act, 1956 or any amendments thereto.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be necessary, usual or proper for giving effect to the above resolution."

7. RE-APPOINTMENT OF MR. VIKAS BANSAL AS EXECUTIVE DIRECTOR

To consider, and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions –



"RESOLVED THAT in accordance with the provisions of Sections 198, 269 (read with Schedule XIII), 309 and other applicable provisions, if any, of the Companies Act, 1956 and subject to any other approvals as may be necessary, Mr. Vikas Bansal be and is hereby re-appointed as Executive Director of the Company for a period of five (5) years w.e.f. 01-10-2013 upon such terms and conditions and such remuneration and perquisites as set out in the Explanatory Statement annexed to the notice convening the Annual General Meeting of the Company, with liberty to the Board to alter and/or vary terms and conditions including remuneration as may be agreed to by the Board of Directors of the Company and Mr. Vikas Bansal, provided that in any year the total remuneration, including perquisites of Mr. Vikas Bansal shall not exceed the limits specified in Schedule XIII to the Companies Act, 1956 or any amendments thereto.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be necessary, usual or proper for giving effect to the above resolution."

Registered Office:

"Lansdowne Towers", 4th Floor,
2/1A, Sarat Bose Road,
Kolkata- 700 020.

Dated : 26th August, 2013

Place: Kolkata

**By Order of the Board
For Beekay Steel Industries Limited**

S/d-
Lalit Chand Sharma
Company Secretary & C.F.O.

NOTES:

- a. The relevant Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 relating to the Special Business to be transacted at the meeting is annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND & VOTE INSTEAD OF HIMSELF & A PROXY NEED NOT BE A MEMBER.
- c. Proxies in order to be effective must be received by the Company not less than forty eight hours before the meeting.
- d. Register of Members and Share Transfer Register shall remain closed from **24th September, 2013 to 28th September, 2013** (both days inclusive).
- e. Members holding shares in physical form are requested to notify immediately changes, if any, in their registered address and bank particulars, to the Company at its Registered Office or to its Registrars & Share Transfer Agent, at the following address quoting their folio numbers :-

M/S. Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata – 700 001. Phone Nos. 91-33-2243-5029 / 5809, 2248-2248 Fax No. 91-33-2248-4787, E-Mail – mdpl@cal.vsnl.net.in.
- f. Members/ Proxies should bring the attendance slips duly filled in for attending the meeting.



- g. The Ministry of Corporate Affairs ("Ministry") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances through electronic mode and has issued Circular No. 17/2011 dtd. 21-04-2011 stating that service of documents by a Company to its Members can be made through electronic mode. In order to support this Green Initiative, the Members are requested to provide their email ID to the Company's Share Transfer Agent: M/S. Maheshwari Datamatics Pvt. Ltd. (E-Mail – mdpl@cal.vsnl.net.in) or to the Company (E-Mail- contact@beekaysteel.com or rksahoo@beekaygroup.co.in).
- h. The Securities and Exchange Board of India ("SEBI") vide its Circular No. CIR/MRD/DP/10/2013 dtd. 21.03.2013 has mandated usage of electronic mode for making cash payments such as dividend, etc to the shareholders of Companies whose securities are listed on the Stock Exchanges.

Payment of dividend through electronic mode is beneficial to the Members since the risks associated with receiving payment through dividend warrants such as loss in transit/ misplacement/revalidation etc. can be easily mitigated.

Therefore, Members holding securities of the Company in physical form are hereby requested to provide their respective Bank Particulars with correct bank details such as Bank Name, MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. and send it to the Company at its Registered Office or to the Registrar and Share Transfer Agents of the Company, M/s. Maheshwari Datamatics Private Ltd., 6, Mangoe Lane, Kolkata –700 001 or you can also e-mail the same to us in the aforesaid E-mail ID.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6

The terms of office of Mr. Suresh Chand Bansal as Managing Director are due to expire on 30th September, 2013. In view of accelerated operating results of the Company in the Financial Year 2012-13 and also due to his extensive involvement in the affairs of the Company, the Board of Directors, in its meeting held on 30th May, 2013 has recommended to re-appoint Mr. Suresh Chand Bansal, as a Chairman and Managing Director for a period of 5 (Five) years w.e.f. 1st October, 2013 to look after day to day affairs of the Company, in accordance with the provisions of Sections 198, 269 (read with Schedule XIII of the Companies Act, 1956), 309 and other applicable provisions, if any, of the Companies Act, 1956 and on the terms as recommended by the Remuneration Committee. The terms and conditions of his re- appointment are as follows :

1. **Salary:** Rs.2,00,000/- per month provided, however, that the aggregate amount of Salary shall not exceed the limits as per the provisions of section 198 of the Companies Act, 1956.
2. **House Rent Allowance:** Rs.40,000/- per month.
3. **Performance Linked Bonus:** Such percentage of the net profits of the Company or such amount as may be decided by the Board of Directors for each financial year or part thereof, provided however that the aggregate amount of Salary and Performance Linked Bonus shall not exceed the limits as per the provisions of section 198 of the Companies Act, 1956.
4. **Perquisites:** The Managing Director, in addition to Salary and Performance Linked Bonus, shall be entitled to the



following perquisites which may be reviewed by the Board from time to time:

- a. **Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
- b. **Leave Travel Concession:** For self and family to and from any place in India, once in a year in accordance with the rules of the Company.
- c. **Clubs Fees:** Fees of Clubs, shall be subject to a maximum of two clubs, provided that no life membership or admission fee shall be paid by Company.
- d. **Personal Accident Insurance:** Premium not to exceed Rs. 5,000/- per annum.
- e. **Provident Fund / Superannuation Fund / Gratuity:**
 - i) Contribution to provident fund, super-annuation fund or annuity fund in accordance with the rules of the Company, so that these either singly or put together are not taxable under the I.T.Act,1961.
 - ii) Gratuity payable shall not exceed half of a month's salary for each completed year of service.
- f. **Car & Telephone:** The Managing Director shall be provided car with driver and telephones at his residence for company's business as well as for personal use. However long distance calls for personal use will be billed by the company.
- g. **Other Benefits:**
 - i) Leave: On full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, Casual and sick leave on full pay and allowance as per rules of the Company.
 - ii) The Managing Director shall be entitled to reimbursement of travelling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
 - iii) The Managing Director shall be reimbursed actual out of pocket expenses incurred by him in the course of discharging his duties in the capacity of Managing Director.
 - iv) The Managing Director as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors of any Committee thereof.

Minimum Remuneration: In the absence or inadequacy of profit of the Company in any financial, Mr. Suresh Chand Bansal will be entitled to aforesaid remuneration as Minimum Remuneration.

A copy of the appointment letter of Mr. Suresh Chand Bansal is open for inspection by the Members at the Registered Office of the Company during Company's business hours.

The terms of revision in the remuneration have been recommended by the Remuneration Committee in its meeting held on 30th May, 2013.



This may be treated as an abstract pursuant to Section 302 of the Companies Act, 1956. Any variation in the terms by the Board from time to time within the limits stipulated above shall be deemed as compliance under section 302 of the Companies Act, 1956.

Your Board, therefore, recommends the resolution for your approval.

None of the Directors except Mr. Suresh Chand Bansal is in any way concerned or interested in the above resolution

ITEM NO.7

The terms of office of Mr. Vikas Bansal as Executive Director are due to expire on 30st September, 2013. In view of accelerated operating results of the Company in the Financial Year 2012-13 and also due to his extensive involvement in the affairs of the Company, the Board of Directors, in its meeting held on 30th May, 2013 has recommended to re-appoint Mr. Vikas Bansal, as Executive Director for a period of 5 (Five) years w.e.f. 1st October, 2013 to look after day to day affairs of the Company, in accordance with the provisions of Sections 198, 269 (read with Schedule XIII of the Companies Act, 1956), 309 and other applicable provisions, if any, of the Companies Act, 1956 and on the terms as recommended by the Remuneration Committee. The terms and conditions of his re- appointment are as follows:

1. **Salary:** Rs.1,14,000/- per month provided, however, that the aggregate amount of Salary shall not exceed the limits as per the provisions of section 198 of the Companies Act, 1956.
2. **House Rent Allowance:** Rs.40,000/- per month.
3. **Performance Linked Bonus:** Such percentage of the net profits of the Company or such amount as may be decided by the Board of Directors for each financial year or part thereof, provided however that the aggregate amount of Salary and Performance Linked Bonus shall not exceed the limits as per the provisions of section 198 of the Companies Act, 1956.
4. **Perquisites:** The Executive Director, in addition to Salary and Performance Linked Bonus, shall be entitled to the following perquisites, which may be reviewed by the Board from time to time:
 - a. **Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
 - b. **Leave Travel Concession:** For self and family to and from any place in India, once in a year in accordance with the rules of the Company.
 - c. **Clubs Fees:** Fees of Clubs, shall be subject to a maximum of two clubs, provided that no life membership or admission fee shall be paid by Company.
 - d. **Personal Accident Insurance:** Premium not to exceed Rs. 5,000/ - per annum.
 - e. **Provident Fund / Superannuation Fund / Gratuity :**
 - i) Contribution to provident fund, super-annuation fund or annuity fund in accordance with the rules of the Company, so that these either singly or put together are not taxable under the I.T.Act,1961.
 - ii) Gratuity payable shall not exceed half of a month's salary for each completed year of service.



- f. **Car & Telephone:** The Executive Director shall be provided car with driver and telephones at his residence for company's business as well as for personal use. However, long distance calls for personal use will be billed by the Company.
- g. **Other Benefits:**
 - i. Leave: On full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, casual and sick leave on full pay and allowance as per rules of the Company.
 - ii. The Executive Director will be entitled to reimbursement of travelling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
 - iii. The Executive Director shall be reimbursed out of pocket expenses as may be incurred by him in the course of discharging his duties in the capacity of Executive Director.
 - iv The Executive Director, as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors of any Committee thereof.

Minimum Remuneration: In the absence or inadequacy of profit of the Company in any financial year, Mr. Vikas Bansal will be entitled to such receive such remuneration as is permissible under Schedule-XIII of the Companies Act, 1956 or any amendments thereof.

A copy of the appointment letter of Mr. Vikas Bansal is open for inspection by the Members at the Registered Office of the Company during Company's business hours.

The terms of revision in the remuneration have been recommended by the Remuneration Committee in its meeting held on 30th May, 2013.

This may be treated as an abstract pursuant to Section 302 of the Companies Act, 1956. Any variation in the terms by the Board from time to time within the limits stipulated above shall be deemed as compliance under section 302 of the Companies Act, 1956.

Your Board, therefore, recommends the resolution for your approval. None of the Directors except Mr. Vikas Bansal is in any way concerned or interested The Executive Director shall not, so long as he functions as such, be subject to retirement by rotation.



DIRECTORS' REPORT TO THE SHAREHOLDERS

To,
The Members of
Beekay Steel Industries Ltd.

Your Directors take pleasure in presenting the Thirty Second Annual Report together with the audited accounts of your Company for the year ended March 31, 2013.

(Rs. in crores)

FINANCIAL RESULTS	As on 31-03-2013	As on 31-03-2012
Sales/Income from Operations	608.27	600.03
Profit before interest, depreciation and tax	54.16	54.38
Interest	16.65	18.23
Depreciation	9.28	9.25
Profit before taxation	28.23	26.90
Provision for tax-Current tax	5.71	8.18
Provision for tax- Deferred tax	3.50	0.58
Profit for the year	19.02	18.14
Add/(Less): Adjustments	–	0.02
Balance of profit for previous year	47.41	34.25
Balance available for appropriation	66.43	52.41
APPROPRIATIONS :		
Dividend-Equity Shares	–	–
Dividend Tax	–	–
Transfer to General Reserve	5.00	5.00
Transfer to Capital Redemption Reserve	–	–
Balance of Profit carried over	61.43	47.41

RESULTS OF OPERATIONS

For the financial year 2012-13, your company has achieved a turnover of Rs.608.27 crores as against last year's revenue of Rs.600.03 crores, resulting in a marginal increase of 1.37%. For boosting the overall sales, the Company has also ventured into exports and the export sales stood at Rs. 34.21 crores. Profit before tax has increased to Rs.28.23 crores from Rs.26.90 crores in the preceding year. Profit after tax also increased to Rs.19.02 crores against Rs.18.14 crores in the year 2011-12.

Owing to imposition of Power-holidays by State Electricity Boards in Andhra Pradesh and Tamilnadu, the capacity utilization has been restricted to 60% for manufacturing sector in both these states. This has resulted in drastic fall in industrial output and the combined production by all manufacturing units of the Company declined to 3,58,213 MT (including conversion 2,82,983 MT) in the year 2012-13 from 3,91,053 MT (including conversion 2,92,816 MT) in the previous year.



The sizeable internal accruals of Rs.37.20 crores to expedite the completion of ongoing 2,00,000 MTPA - TMT manufacturing unit at Parawada (Andhra Pradesh) & Rs.21.55 crores towards 24,000 MTPA Transmission Line Tower manufacturing unit at Pydibhimavaram (Andhra Pradesh) have been deployed.

CREDIT RATING

Deriving strength from your Company's prudent financial management, diversified mix of niche product profile, improved earnings, improved liquidity, sustained leverage in financial debts and proven management capability, the Company's external rating for bank borrowings has been upgraded to 'IND BBB'- for Fund Based Limits (from previous level of BB+) and 'IND A3' for Non Fund Based borrowing limits (from previous level of IND A4) by India Ratings & Research Pvt. Ltd. The improved ratings signify stable outlook and high safety of the borrowings made by the Company.

DIVIDEND

Considering the substantial investments out of internal accruals being made for the TMT manufacturing project at Parwarda (Andhra Pradesh) and Transmission Line Tower (TLT) Manufacturing project at Pydibhimavaram (Andhra Pradesh), your directors do not envisage any dividend payment for the financial year ended on 31st March, 2013.

DIRECTORS

As per the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mr. Srikumar Banerjee, Mr. Krishna Chandra Raut, and Mr. Bhal Chandra Khaitan retire by rotation in the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

AUDITORS

M/s. Rustagi & Associates., The Auditors of the Company, retire at the ensuing Annual General Meeting and being eligible offer themselves for reappointment. In accordance with the provisions of Section 224(1B) of the Companies Act, 1956, the Auditors have furnished certificate of their eligibility for the re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

1. That In the preparation of annual accounts for the period ended 31st March, 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. That the directors have selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
3. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the final accounts for the year under review, have been prepared on going concern basis.