BEEKAY STEEL INDUSTRIES LIMITED

Regd. Office: 'Lansdowne Towers', 4th Floor, 2/1A, Sarat Bose Road, Kolkata -700 020, **Phone No.** 033-4060 4444, **Fax No.** 033-22833322,

Website: www.beekaysteel.com, **E Mail:** contact@beekaysteel.com,

CIN: L27106WB1981PLC033490

N O T I C E

Notice is hereby given that the **37th** Annual General Meeting of **BEEKAY STEEL INDUSTRIES LIMITED (CIN: L27106WB1981PLC033490**) will be held at '**ROTARY SADAN**' , S.S. Hall, 94/2, Chowringhee Road, Kolkata – 700 020 on Friday, **28th day of September, 2018 at 2.30 P.M.** to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2018, Audited Profit & Loss Account and the Cash Flow Statement for the year ended as on that date together with the Report of Directors' and Auditors' thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Manav Bansal, (DIN : 00103024), who retires by rotation and being eligible, offers himself for re- appointment.
4. To appoint a Director in place of Mr. Vijay Kumar Bansal, (DIN : 01979712), who retires by rotation and being eligible, offers himself for re- appointment.
5. **To modify the terms of appointment of Statutory Auditors and to fix their remuneration and in this respect to pass with or without modification the following resolution as an Ordinary resolution** :

   " RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 and Rule 3(7) of The Companies (Audit and Auditors) Rules, 2014 as amended by the Companies (Amendment) Act, 2017 effective from 7th May, 2018 and all other applicable provisions of the Act (including any Statutory modifications or re-enactment thereof for the time being in force), the existing terms of appointment of M/s. Lihala & Co., Chartered Accountants (Firm Registration No. 315052E), Statutory Auditors of the Company be and is hereby modified to the extent that their appointment shall not be subjected to ratification by the Shareholders in the Annual General meeting for remaining duration of their terms of appointment and the Board be and is hereby authorized to fix the remuneration, if any, to be paid to the Auditors in each of the financial years on the recommendation of the Audit Committee.**"**

SPECIAL BUSINESS

6. **RE-APPOINTMENT OF MR. SURESH CHAND BANSAL AS EXECUTIVE CHAIRMAN**

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

   " RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulation, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. **Suresh Chand Bansal** (DIN : 00103134), as Executive Chairman of the Company for a period of 5 (five) years with effect from 1st October, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. **Suresh Chand Bansal**, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.**"**

7. **PAYMENT OF REMUNERATION TO MR. MUKESH CHAND BANSAL AS A MANAGING DIRECTOR IN TERMS OF SEBI (LODR), REGULATIONS, 2015**

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

   "RESOLVED THAT the Company do continue to pay remuneration to Mr. Mukesh Chand Bansal (DIN: 00103098) being the Managing Director of the Company, as approved by the shareholders of the Company in the Annual General Meeting held on September 17, 2016, which in aggregate payable to the Promoter Directors may exceed 5% of the Net Profits of the Company as per terms of his appointment and during his continuance in the office of Managing Director of the Company in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulation, 2018 w.e.f. 1st April, 2019.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.**"**

8. **RE-APPOINTMENT OF MR. VIKAS BANSAL AS EXECUTIVE DIRECTOR**

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

   " RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulation, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. **Vikas Bansal** (DIN : 00103065), as Executive Director of the Company for a period of 5 (five) years with effect from 1st October, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. **Vikas Bansal**, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.**"**

9. **RE-APPOINTMENT OF MR. MANAV BANSAL AS A WHOLE-TIME DIRECTOR CUM CFO**

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

   " RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulation, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. **Manav Bansal** (DIN : 00103024), as Whole-time Director and continue as the Chief Financial Officer (CFO) of the Company for a period of 5 (five) years with effect from 1st April, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. **Manav Bansal**, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.**"**

10. **PAYMENT OF REMUNERATION TO MR. GAUTAM BANSAL AS A WHOLE-TIME DIRECTOR IN TERMS OF SEBI(LODR), REGULATIONS, 2015**

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

    "RESOLVED THAT the Company do continue to pay remuneration to Mr. Gautam Bansal (DIN: 00102957) being the Whole-Time Director of the Company, as approved by the shareholders of the Company in the Annual General Meeting held on September 26, 2015, which in aggregate payable to the Promoter Directors may exceed 5% of the Net Profits of the Company as per terms of his appointment and during his continuance in the office of Whole-time Director of the Company in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulation, 2018 w.e.f. 1st April, 2019.

    RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.**"**

11. **RE-APPOINTMENT OF MR. BHAL CHANDRA KHAITAN AS AN INDEPENDENT DIRECTOR**

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

    " RESOLVED THAT pursuant to Section 149(8), 152 and 197(5) read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bhal Chandra Khaitan (DIN: 00343007), be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2024 and shall not be liable to retire by rotation.

    RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.**"**

12. RE-APPOINTMENT OF MR. RAVISHANKAR SRIDHARAN AS AN INDEPENDENT DIRECTOR

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

" RESOLVED THAT pursuant to Section 149(8), 152 and 197(5) read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ravishankar Sridharan (DIN: 03120944), be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.**"**

13. RE-APPOINTMENT OF MR. SRIKUMAR BANDYOPADHYAY AS AN INDEPENDENT DIRECTOR

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

" RESOLVED THAT pursuant to Section 149(8), 152 and 197(5) read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Srikumar Bandyopadhyay (DIN: 03504452), be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.**"**

14. APPROVAL FOR PAYMENT OF REMUNERATION TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2018-19

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

" RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Musib & Co., the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.**"**

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

Dated : 13th August, 2018
Place : Kolkata

By Order of the Board
For Beekay Steel Industries Limited
Sd/-
Rabindra Kumar Sahoo
Company Secretary

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 6 to 14 of the Notice, is annexed hereto. The relevant details as required under applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchange and Secretarial Standard 2 as issued by Institute of Company Secretaries of India of persons seeking appointment/re-appointment as Directors under Item Nos. 3, 4, 6, 8, 9, 11-13 of the Notice are also formed part of this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND & VOTE ON POLL IN THE MEETING INSTEAD OF HIMSELF/ HERSELF & A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   A person can act as Proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other Member.
3. The instrument appointing the proxy duly completed, to be valid must be deposited at the Company's registered office not later than forty eight hours before the commencement of meeting. The instrument of proxy is valid only for the Annual General Meeting and any adjournment thereof. A proxy form is enclosed.
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date **i.e. 21.09.2018**. A person who is not a member as on cut-off date should treat this notice for information purpose only
5. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business on **17.08.2018.**
6. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date **i.e. 21.09.2018** are requested to send the duly signed written / email communication to the Company at contact@beekaysteel.com and to the RTA at mdpldc@yahoo.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting
7. **The shareholders shall have one vote per equity share held by them as on the cut-off date of 21.09.2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders**
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, and Regulation 42 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of Members and Share Transfer Registers shall remain closed from **22nd September, 2018 to 28th September, 2018** (both days inclusive) for the purposes of AGM.

   a) Dividend on equity shares when approved at the AGM, will be paid to those members :

   (i) whose names appear as Beneficial Owners as at the end of business hours on 21st September, 2018, in the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and

   (ii) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 21st September, 2018.

   b) Shareholders who have not so far encashed their Dividend Warrants for the financial years ended 31.03.2011, 31.03.2015, 31.03.2016 & 31.03.2017 may immediately approach & contact the Company/ RTA for revalidation of unclaimed and un-paid Dividends.

   The Ministry of Corporate Affairs (MCA) has notified provisions regarding unclaimed and unpaid dividend under Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are unclaimed/ unpaid for a period of seven (7) consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven (7) consecutive years to the Dematerialisation account of IEPF Authority. Hence, the Company request to all those shareholders whose dividends are not encashed/unclaimed to encash / claim their respective dividend during the prescribed period. In accordance with the aforesaid IEPF Rules, the Company has already sent notice to all the shareholders whose dividends remain unpaid/unclaimed for a period of seven (7) consecutive years and those shares are due to be transferred to IEPF Authority and has also published notice in newspapers in this regard.
9. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Private Limited.
11. 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 support the "Green Initiative" by registering their E-mail ID with the Company (e-mail- contact@beekaysteel.com or rksahoo@beekaysteel.com) or with Company's Share Transfer Agent: M/S. Maheshwari Datamatics Pvt. Ltd. (E-Mail – mdpldc@yahoo.com)
12. Relevant documents referred to in this Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the AGM.
13. Members whose shareholding is in the electronic mode are requested to update address & bank account details to their respective Depository Participant(s) and the Members whose shareholding is in the physical mode are requested to provide the update in the ECS form attached herewith and send the same to RTA.

14. Members holding shares in physical form are advised to file nominations in respect of their shareholding in the Company, if not already registered and to submit the same to Registrar and Share Transfer Agent.
15. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
16. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. The Proxy shall carry his/her/their Identity proof for attending the meeting to proof his/her/their credentials in terms of the Secretarial Standards.
17. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. Notice of the AGM along with Annual Report, attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode. The documents referred to above are also available on the Company's website www.beekaysteel.com
19. Route-map to the venue of the AGM is annexed for the convenience of the members.
20. **Voting through electronic means**

I. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting vote through the electronic voting system ("remote e-voting") under an arrangement with The Central Depository Services (India) Limited ("CDSL") as specified more particularly in the instruction hereunder provided that once the vote on a Resolution is casted through e-voting, a Member shall not be allowed to change it subsequently.

II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.

III. The instructions for shareholders voting electronically are as under:

(i) The voting through electronic means will commence on **Tuesday**, **the 25th September, 2018 at 10.00. a.m and will end on Thursday, the 27th September, 2017 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of i.e. **21.09.2018**, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-Voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date (by remote e-voting) shall not be entitled to vote at the meeting venue**.**

(iii) Log on to the e-voting website www.evotingindia.com

(iv) Click on "Shareholders" tab.

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company excluding the special characters.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account with the depository or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in above instruction (iv).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <**BEEKAY STEEL INDUSTRIES LTD**> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Institutional Shareholders & Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user using the admin login and password. Then you would be able to link the account(s) for which you wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs) and e-voting manual available at under help section or write an email to helpdesk.evoting@cdslindia.com. or contact them at 1800 200 5533.

(xxi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xxii) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at santibrewalla@gmail.com with a copy mark to helpdesk.evoting@cdslindia.com and the same may also be send to the Scrutinizer on or before 27.09.2018 upto 5.00 p.m. without which the vote shall not be treated as valid.

IV. The Company has appointed Mr. Santosh Kumar Tibrewalla, Practising Company Secretary, Kolkata (FCS No. 3811, CP No. 3982) as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer shall not later than 3(three) days of conclusion of the meeting make a consolidated scrutinizer's Report (which includes remote e-voting and voting as may be permitted at the venue of the AGM by means of ballot paper/poll) of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.

The facility for voting either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.

V. However, in case the members who have casted their votes by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.

VI. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.

VII. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL immediately after declaration of results of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to The BSE Limited, where the shares of the Company are listed.

VIII. Important Communication to Members:-

As per the provisions of Sections 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and pursuant to SEBI LODR Regulations, 2015, the service of notice/documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialized shares with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the Updation of Shareholders Information & E-Communication Mandate Form and hand over the same along with Attendance Slip at the Registration Counter of venue of Annual General Meeting or e-mail the same at the company's e-mail Id: contact@beekaysteel.com or update the same information from the download section of the Company's website: www.beekaysteel.com for registration of Email address for receiving notice/documents including Annual Report & updation of shareholders information.

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

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), sets out all material facts relating to the business mentioned at Item Nos. 6 to 14 of the accompanying Notice dated 13th August, 2018:

Item No. 6

The present terms of appointment of Mr. Suresh Chand Bansal as Executive Chairman would expire on September 30, 2018. Due to extensive involvement in the Business affairs of the Company, the Board of Directors at its Meeting held on 13th August, 2018 has re-appointed Mr. Suresh Chand Bansal as the Executive Chairman of the Company, subject to the approval of members by a special resolution in the ensuing Annual General Meeting of the Company, for a further period of 5 (five) years commencing from 1st October, 2018 on such terms and conditions as recommended by the Nomination and Remuneration Committee in its meeting held on 13th August, 2018 and as approved by the Board are as follow-

1. **Salary:** Rs.7,00,000/- per month and annual increment up to 20% of the salary last drawn or as may be approved by the Board annually.
2. **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 197 and Schedule V of the Companies Act, 2013.
3. **Perquisites**: The Executive Chairman, 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. **Housing:** Residential accommodation including electricity (or reimbursement of House Rent in lieu thereof on actual basis).
   b. **Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
   c. **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.
   d. **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.
   e. **Personal Accident Insurance:** Premium not to exceed Rs. 5,000/- per annum.
   f. **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.
   g. **Car & Telephone: T**he Executive Chairman 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.
   h. **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 Chairman 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 Executive Chairman shall be reimbursed actual out of pocket expenses incurred by him in the course of discharging his duties in the capacity of Executive Director.

Mr. Suresh Chand Bansal, as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.

Minimum Remuneration: In the absence of inadequacy of profit of the Company in any financial, Mr. Suresh Chand Bansal will be entitled to receive such remuneration as is permissible under Section 197 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In accordance to the verification made by the Company and its Nomination Committee, the aforesaid Director is not debarred from holding of office of Directors pursuant to any Securities and Exchange Board of India Order.

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulations, 2018 applicable from 1st April, 2019, when a Company is having more than one executive promoter Director, the aggregate annual remuneration to such Directors cannot exceed 5% of the net profit of the Company unless the same is approved by the shareholders by means of Special resolution in the general meeting.

The remuneration payable to Mr. Suresh Chand Bansal being the Promoter Executive Director along with the other Promoter Executive Directors of the Company in aggregate may exceeds of 5% of Net Profits of the Company during his re-appointment and/ or till continuance of his terms of appointment.

Besides, in view of the provision of Section 197(3) and Part II of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial person, a Company has no profit or its profit are inadequate the appointment of a person as managerial personnel is to be approved by the members by passing a special resolution.

A Statement as per Schedule V (third proviso of Section II of Part II) in respect of appointment of Mr. Suresh Chand Bansal as the Executive Chairman of the Company is annexed hereto which forms part this explanatory statement.

He holds 21,39,050 equity shares of the Company in his own name.

Except for Mr. Mukesh Chand Bansal, Mr. Vikas Bansal, Mr. Manav Bansal and Mr. Gautam Bansal none of the Directors or any Key Managerial Personnel or their relatives is in any way, financially or otherwise, directly or indirectly, concerned or interested in the aforesaid resolution.

The Board recommends the resolution as set forth in Item no. 6 for the approval of the members of the Company.

The letter of Appointment issued to Mr. Suresh Chand Bansal setting out the terms of his re-appointment would deemed to be written memorandum u/s 190 of the Act and is open for inspection at the Registered Office of the Company by any members during business hours in all working days till the conclusion of the ensuing Annual General Meeting.

Item No. 7

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulations, 2018 applicable from 1st April, 2019, when a Company is having more than one executive promoter Director, the aggregate annual remuneration to such Directors cannot exceed 5% of the net profit of the Company unless the same is approved by the shareholders by means of Special resolution in the general meeting.

The Shareholders of the Company in the Annual General Meeting held on September 17, 2016 had approved re-appointment of Mr. Mukesh Chand Bansal including remuneration by means of Special resolution in accordance to Section 196, 197 and Schedule V of the Companies Act, 2013 and rules made thereunder. However, the remuneration payable to Mr. Mukesh Chand Bansal being the Promoter Director along with the other executive promoter Directors of the Company in aggregate may exceeds of 5% of Net Profits of the Company during continuance of their terms of appointment.

Except Mr. Suresh Chand Bansal, Mr. Mukesh Chand Bansal, Mr. Vikas Bansal, Mr. Manav Bansal, and Mr. Gautam Bansal none of the Directors or any key managerial personnel or their relatives is any way, financially or otherwise directly or indirectly, concerned or interested in the aforesaid resolution.

The Board recommends the special resolution as set forth in item no. 7 for the approval of the members of the Company.

Item No. 8

The present terms of appointment of Mr. Vikas Bansal as Executive Director would expire on 30th September, 2018. Due to extensive involvement in the Business affairs of the Company, the Board of Directors at its Meeting held on 13th August, 2018 has re-appointed Mr. Vikas Bansal as the Executive Director subject to the approval of members by a special resolution in the ensuing Annual General Meeting of the Company, for a further period of 5 (five) years commencing from 1st October, 2018 on such terms and conditions as recommended by the Nomination and Remuneration Committee in its meeting held on 13th August, 2018 and as approved by the Board are as follow-

1. **Salary:** Rs. 3,90,000/- per month and annual increment up to 20% of the salary last drawn or as may be approved by the Board annually.
2. **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 197 and Schedule V of the Companies Act, 2013.
3. **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. **Housing:** Residential accommodation including electricity (or reimbursement of House Rent in lieu thereof on actual basis).
   b. **Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
   c. **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.
   d. **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.
   e. **Personal Accident Insurance:** Premium not to exceed Rs. 5,000/ - per annum.
   f. **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.
   g. **Car & Telephone: T**he 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.
   h. **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 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 Executive Director shall be reimbursed actual out of pocket expenses incurred by him in the course of discharging his duties in the capacity of Executive Director.

Mr. Vikas Bansal, as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.

Minimum Remuneration: In the absence of inadequacy of profit of the Company in any financial, Mr. Vikas Bansal will be entitled to receive such remuneration as is permissible under Section 197 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In accordance to the verification made by the Company and its Nomination Committee, the aforesaid Director is not debarred from holding of office of Directors pursuant to any Securities and Exchange Board of India Order.

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulations, 2018 applicable from 1st April, 2019, when a Company is having more than one executive promoter Director, the aggregate annual remuneration to such Directors cannot exceed 5% of the net profit of the Company unless the same is approved by the shareholders by means of Special resolution in the general meeting.

The remuneration payable to Mr. Vikas Bansal being the Promoter Executive Director along with the other Promoter Executive Directors of the Company in aggregate may exceeds of 5% of Net Profits of the Company during his re-appointment and/ or till continuance of his terms of appointment.

Besides, in view of the provision of Section 197(3) and Part II of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial person, a Company has no profit or its profit are inadequate the appointment of a person as managerial personnel is to be approved by the members by passing a special resolution.

A Statement as per Schedule V (third proviso of Section II of Part II) in respect of appointment of Mr. Vikas Bansal as the Whole-time Director of the Company is annexed hereto which forms part this explanatory statement.

He holds 9,53,998 equity shares of the Company in his own name.

Except for Mr. Suresh Chand Bansal, Mr. Mukesh Chand Bansal, Mr. Manav Bansal and Mr. Gautam Bansal none of the Directors or any Key Managerial Personnel or their relatives is in any way, financially or otherwise, directly or indirectly, concerned or interested in the aforesaid resolution.

The Board recommends the resolution as set forth in Item no. 8 for the approval of the members of the Company.

The letter of Appointment issued to Mr. Vikas Bansal setting out the terms of his re-appointment would deemed to be written memorandum u/s 190 of the Act and is open for inspection at the Registered Office of the Company by any members during business hours in all working days till the conclusion of the ensuing Annual General Meeting.

Item No. 9

The present terms of appointment of Mr. Manav Bansal as Whole-Time Director would expire on March 31, 2019. Due to extensive involvement in the Business affairs of the Company, the Board of Directors at its Meeting held on 13th August, 2018 has re-appointed Mr. Manav Bansal as the Whole-Time Director and also continue as Chief Financial Officer (CFO) of the Company, subject to the approval of members by a special resolution in the ensuing Annual General Meeting of the Company, for a further period of 5 (five) years commencing from 1st April, 2019 on such terms and conditions as recommended by the Nomination and Remuneration Committee in its meeting held on 13th August, 2018 and as approved by the Board are as follow-

1. **Salary:** Rs.3,40,000/- per month and annual increment up to 20% of the salary last drawn or as may be approved by the Board annually.
2. **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 197 and Schedule V of the Companies Act, 2013.
3. **Perquisites**: The Whole-Time 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. **Housing:** Residential accommodation including electricity (or reimbursement of House Rent in lieu thereof on actual basis).
   b. **Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
   c. **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.
   d. **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.
   e. **Personal Accident Insurance:** Premium not to exceed Rs. 5,000/ - per annum.
   f. **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.
   g. **Car & Telephone: T**he Whole-Time 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.

h. **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 Whole-time 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 Whole-time Director shall be reimbursed actual out of pocket expenses incurred by him in the course of discharging his duties in the capacity of Executive Director.

Mr. Manav Bansal, as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.

Minimum Remuneration: In the absence of inadequacy of profit of the Company in any financial, Mr. Manav Bansal will be entitled to receive such remuneration as is permissible under Section 197 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In accordance to the verification made by the Company and its Nomination Committee, the aforesaid Director is not debarred from holding of office of Directors pursuant to any Securities and Exchange Board of India Order.

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulations, 2018 applicable from 1st April, 2019, when a Company is having more than one executive promoter Director, the aggregate annual remuneration to such Directors cannot exceed 5% of the net profit of the Company unless the same is approved by the shareholders by means of Special resolution in the general meeting.

The remuneration payable to Mr. Manav Bansal being the Executive Promoter Director along with the other Executive Promoter Directors of the Company in aggregate may exceeds of 5% of Net Profits of the Company during his re-appointment and/ or till continuance of his terms of appointment.

Besides, in view of the provision of Section 197(3) and Part II of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial person, a Company has no profit or its profit are inadequate the appointment of a person as managerial personnel is to be approved by the members by passing a special resolution.

A Statement as per Schedule V (third proviso of Section II of Part II) in respect of appointment of Mr. Manav Bansal as the Whole-time Director of the Company is annexed hereto which forms part this explanatory statement.

He holds 12,58,196 equity shares of the Company in his own name.

Except for Mr. Suresh Chand Bansal, Mr. Mukesh Chand Bansal, Mr. Vikas Bansal and Mr. Gautam Bansal , none of the Directors or any Key Managerial Personnel or their relatives is in any way, financially or otherwise, directly or indirectly, concerned or interested in the aforesaid resolution.

The Board recommends the resolution as set forth in Item no. 9 for the approval of the members of the Company.

The letter of Appointment issued to Mr. Manav Bansal setting out the terms of his re-appointment would deemed to be written memorandum u/s 190 of the Act and is open for inspection at the Registered Office of the Company by any members during business hours in all working days till the conclusion of the ensuing Annual General Meeting.

Item No. 10

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulations, 2018 applicable from 1st April, 2019, when a Company is having more than one executive promoter Director, the aggregate annual remuneration to such Directors cannot exceed 5% of the net profit of the Company unless the same is approved by the shareholders by means of Special resolution in the general meeting.

The Shareholders of the Company in the Annual General Meeting held on September 26, 2015 had approved re-appointment of Mr. Gautam Bansal including remuneration by means of Special resolution in accordance to Section 196, 197 and Schedule V of the Companies Act, 2013 and rules made thereunder. However, the remuneration payable to Mr. Gautam Bansal being the Promoter Director along with the other executive promoter Directors of the Company in aggregate may exceeds of 5% of Net Profits of the Company during continuance of their terms of appointment.

Except Mr. Suresh Chand Bansal, Mr. Mukesh Chand Bansal, Mr. Vikas Bansal, Mr. Manav Bansal, and Mr. Gautam Bansal none of the Directors or any key managerial personnel or their relatives is any way, financially or otherwise directly or indirectly, concerned or interested in the aforesaid resolution.

The Board recommends the special resolution as set forth in item no. 10 for the approval of the members of the Company.

Item No. 11

The present term of appointment of Mr. Bhal Chandra Khaitan as an Independent Director would expire on 31st March, 2019 pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Board at its meeting held on 13th August, 2018, in accordance to performance evaluation report and on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Bhal Chandra Khaitan as an Independent Director, subject to the approval of members in the ensuing Annual General Meeting of the Company for a further period of 5(five) years commencing from 1st April, 2019.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Bhal Chandra Khaitan as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Bhal Chandra Khaitan as an Independent Director, for approval by the shareholders of the Company upto 31st March, 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, he shall not be liable to retire by rotation. Mr. Khaitan has given his consent to act as an Independent Director of the company and has furnished requisite declaration confirming that he meet the criteria of Independence as laid down in Section 149(6) of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (LODR) Regulations, 2015 and that he is not disqualified to be re-appointed under Section 164 of the Act.

The Company has received notice in writing from a member of the Company under Section 160 of the Act proposing the candidature of Mr. Bhal Chandra Khaitan for the office of Independent Directors' of the Company.

In accordance to the verification made by the Company and its Nomination and Remuneration Committee, the aforesaid Director is not debarred from holding of official Director pursuant to any SEBI Order.

In the opinion of the Board, Mr. Bhal Chandra Khaitan is independent of the management and fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 for his re-appointment as an Independent Director.

A brief profile of Mr. Bhal Chandra Khaitan including nature of his expertise and shareholding in the Company are annexed to the notice.

Except Mr. Bhal Chandra Khaitan, no Director, Key Managerial Personnel of your Company and their relatives, are in any way, financially or otherwise, directly or indirectly interested or concerned in the resolution.

Accordingly, the Board recommends the special resolution set forth in Item no. 11 in relation to re-appointment of Mr. Bhal Chandra Khaitan as an Independent Director, for the approval by the shareholders.

Copy of draft letter of appointment setting out the terms of his re-appointment is open for inspection at the Registered Office of the Company by any members during business hours in all working days till the conclusion of the ensuing Annual General Meeting.

Item No. 12

The present term of appointment of Mr. Ravishankar Sridharan as an Independent Director would expire on 31st March, 2019 pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Board at its meeting held on 13th August, 2018, in accordance to performance evaluation report and on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Ravishankar Sridharan as an Independent Director, subject to the approval of members in the ensuing Annual General Meeting of the Company for a further period of 5(five) years commencing from 1st April, 2019.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ravishankar Sridharan as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Ravishankar Sridharan as an Independent Director, for approval by the shareholders of the Company upto 31st March, 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, he shall not be liable to retire by rotation. Mr. Sridharan has given his consent to act as an Independent Director of the company and has furnished requisite declaration confirming that he meet the criteria of Independence as laid down in Section 149(6) of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (LODR) Regulations, 2015 and that he is not disqualified to be re-appointed under Section 164 of the Act.

The Company has received notice in writing from a member of the Company under Section 160 of the Act proposing the candidature of Mr. Sridharan for the office of Independent Directors' of the Company.

In accordance to the verification made by the Company and its Nomination and Remuneration Committee, the aforesaid Director is not debarred from holding of official Director pursuant to any SEBI Order.

In the opinion of the Board, Mr. Ravishankar Sridharan is independent of the management and fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 for his re-appointment as an Independent Director.

A brief profile of Mr. Ravishankar Sridharan including nature of his expertise and shareholding in the Company are annexed to the notice.

Except Mr. Ravishankar Sridharan, no Director, Key Managerial Personnel of your Company and their relatives, are in any way, financially or otherwise, directly or indirectly interested or concerned in the resolution.

Accordingly, the Board recommends the special resolution set forth in Item no. 12 in relation to re-appointment of Mr. Ravishankar Sridharan as an Independent Director, for the approval by the shareholders.

Copy of draft letter of appointment setting out the terms of his re-appointment is open for inspection at the Registered Office of the Company by any members during business hours in all working days till the conclusion of the ensuing Annual General Meeting.

Item No. 13

The present term of appointment of Mr. Srikumar Bandyopadhyay as an Independent Director would expire on 31st March, 2019 pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Board at its meeting held on 13th August, 2018, in accordance to performance evaluation report and on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Srikumar Bandyopadhyay as an Independent Director, subject to the approval of members in the ensuing Annual General Meeting of the Company for a further period of 5(five) years commencing from 1st April, 2019.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Srikumar Bandyopadhyay as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Srikumar Bandyopadhyay as an Independent Director, for approval by the shareholders of the Company upto 31st March, 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, he shall not be liable to retire by rotation. Mr. Bandyopadhyay has given his consent to act as an Independent Director of the company and has furnished requisite declaration confirming that he meet the criteria of Independence as laid down in Section 149(6) of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (LODR) Regulations, 2015 and that he is not disqualified to be re-appointed under Section 164 of the Act.

The Company has received notice in writing from a member of the Company under Section 160 of the Act proposing the candidature of Mr. Bandyopadhyay for the office of Independent Directors' of the Company.

In accordance to the verification made by the Company and its Nomination and Remuneration Committee, the aforesaid Director is not debarred from holding of official Director pursuant to any SEBI Order.

In the opinion of the Board, Mr. Srikumar Bandyopadhyay is independent of the management and fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 for his re-appointment as an Independent Director.

A brief profile of Mr. Srikumar Bandyopadhyay including nature of his expertise and shareholding in the Company are annexed to the notice.

Except Mr. Srikumar Bandyopadhyay, no Director, Key Managerial Personnel of your Company and their relatives, are in any way, financially or otherwise, directly or indirectly interested or concerned in the resolution.

Accordingly, the Board recommends the special resolution set forth in Item no. 13 in relation to re-appointment of Mr. Srikumar Bandyopadhyay as an Independent Director, for the approval by the shareholders.

Copy of draft letter of appointment setting out the terms of his re-appointment is open for inspection at the Registered Office of the Company by any members during business hours in all working days till the conclusion of the ensuing Annual General Meeting.

Item No. 14

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Musib & Co., the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 at a remuneration of Rs. 35000/- as their Audit fees plus taxes and re-imbursement of out of pocket expenses, if any, as their audit fees.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company in the general meeting. Accordingly, consent of the members is sought for passing the Resolution as set out in Item No. 14 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors of the Company or any Key Managerial Personnel or their relatives are in any way, financially or otherwise, directly or indirectly, concerned or interested in the said resolution.

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

Dated : 13th August, 2018
Place : Kolkata

By Order of the Board
For Beekay Steel Industries Limited
Sd/-
Rabindra Kumar Sahoo
Company Secretary

Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting

[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Sl No.	Name of The Director	Mr. Suresh Chand Bansal	Mr. Vikas Bansal	Mr. Manav Bansal	Mr. Vijay Kumar Bansal	Mr. Bhal Chandra Khaitan	Mr. Ravishankar Sridharan	Mr. Srikumar Bandyopadhyay
1	DIN	00103134	00103065	00103024	01979712	00343007	03120944	03504452
2	Date of Birth and age	25/12/1949 & 68 years	18/07/1971 & 46 years	06/12/1974 & 43 years	04/09/1958 & 60 years	20/08/1948 & 70 years	01/06/1953 & 65 years	10/01/1958 & 60 years
3	Nationality	Indian	Indian	Indian	Indian	Indian	Indian	Indian
4	Date of appointment on Board	01/10/2013	02/12/1991	29/11/2006	08/05/2001	15/09/1993	16/07/2010	16/08/2011
5	Terms & Condition of appointment/ re-appointment	Appointed for a period of 5 years w.e.f. 01.10.2018 subject not to retire by rotation	Appointed for a period of 5 years w.e.f. 01.10.2018 subject to retire by rotation	Re-appointed under retire by rotation and then Re-appointed for a period of 5 years w.e.f. 01.04.2019 subject to retire by rotation	Re-appointed under retire by rotation	Re-appointed as ID for further term of 5 years w.e.f. 01.04.2019	Re-appointed as ID for further term of 5 years w.e.f. 01.04.2019	Re-appointed as ID fo further term of 5 years w.e.f. 01.04.2019
6	Remuneration proposed	As per the terms mentioned in explanatory statement attached to this notice of AGM	As per the terms mentioned in explanatory statement attached to this notice of AGM	As per the terms mentioned in explanatory statement attached to this notice of AGM	N.A.	N.A.-	N.A.-	N.A.
7	Remuneration last drawn (Rs. In Lakhs)	92.86	62.38	51.99	N.A.	N.A.	N.A.	N.A.
8	No. of shares held in the Company	2139050	953998	1258196	Nil	Nil	Nil	Nil
9	Qualification & Expertis in specific functional area	Commerce Graduate More than 40 years of experience in steel industry in conceptualizing various business plans & projects, providing guidance in achieving business goals, financial planning and control.	Commerce Graduate from University of Calcutta Having experience of more than 28 years in corporate planning, Operation Management, Financial Management, General Administration, etc.	Commerce Graduate and MBA from University of Wales, UK.17 years of rich experience in corporate planning, financial management, taxation, general administration etc.	Commerce Graduate 27 years of rich experience in the areas of Administration & project works.	B. Com, C.A. 40 years of rich experience in the field of accountancy, taxation & finance	B.E.(Metallurgy) 30 years of extensive experience and excellence in the areas of Project Marketing, Metallurgy Operations, Quality Assurance and Team Management	B. Com, C.A.30 years of rich experience in the field of accounting taxation & finance
10	No. of Board Meetings Attended during the F.Y. 2017-18	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report

11	List of other listed Companies in which Directorships held as on 31st March, 2018	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
12	List of other Companies in which Directorships held as on 31st March, 2018	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
13	Chairman/ Member of the Committee of the Board of other Companies in which he/she is a Director as on 31st March, 2018	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
14	Disclosure of relationship between Directors, Managers and Key Managerial Personnel inter-se	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report

A. Statement as per Schedule V (third proviso of Section II of Part II)of the Companies Act, 2013 in respect of remuneration payable by the Company having no profits or inadequate profits

I. General Information:

1) Nature of industry: Manufacturing of Steel.

2) Date or expected date of commencement of commercial production: Not Applicable as it is an existing Company since 1973.

3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4) Financial performance based on given indicators:

(Rs in Lakhs)

	31.3.2018	31.3.2017	31.3.2016
Turnover (Gross):	992.58	779.43	559.52
Net Profit/(Loss) :	70.79	35.48	19.31

5) Foreign investments or collaborations, if any: No investment is made by the Company during f.y. 2017-18.

II. Information about the appointee:

Name of the appointee:	**Mr. Suresh Chand Bansal**	**Mr. Vikas Bansal**	**Mr. Manav Bansal**	**Mr. Bhal Chandra Khaitan**	**Mr. Ravishankar Sridharan**	**Mr. Srikumar Bandopadhyay**
Background details:	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
Past remuneration (Rs. In Lakhs)	92.86	62.38	51.99	N.A.	N.A.	N.A.
Remuneration proposed	As provided in the notice	As provided in the notice	As provided in the notice	N.A.	N.A.	N.A.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as the Executive Chairman of the Company.	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as the Executive Director of the Company.	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as the Wholetime Director & CFO of the Company.	N.A.	N.A.	N.A.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	No pecuniary relationship with the Company except managerial remuneration.	No pecuniary relationship with the Company except managerial remuneration.	No pecuniary relationship with the Company except managerial remuneration.	No pecuniary relationship with the Company.	No pecuniary relationship with the Company.	No pecuniary relationship with the Company.

III. Other information:

i) Steps taken or proposed to be taken for improvement: Various measures and suitable steps have been taken to cope with the increased cost of productions for increasing efficiency/ productivity/ quality in the coming years.

ii) Expected increase in productivity and profitability in measurable terms: The Company expects substantial increase in production and profitability after implementation of its necessary steps for improvement.

IV. Disclosures:

The requisite disclosure with respect to Mr. Suresh Chandra Bansal, Mr. Vikas Bansal & Mr. Manav Bansal, has been set out in item no. 6, 8 & 9 of the Explanatory Statement annexed to the notice convening this meeting.

BEEKAY STEEL INDUSTRIES LIMITED

Regd. Office: 'Lansdowne Towers', 4th Floor, 2/1A, Sarat Bose Road, Kolkata -700 020, **Phone No.** 033-40604444, **Fax No.** 033-22833322,
Website: www.beekaysteel.com, **E Mail:** contact@beekaysteel.com,
CIN: L27106WB1981PLC033490

FORM NO: MGT – 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 read with rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L27106WB1981PLC033490
Name of the company : **BEEKAY STEEL INDUSTRIES LTD**
Registered office : **Lansdowne Towers, 4th Floor, 2/1A, Sarat Bose Road, Kolkata – 700 020**
Name of the member (s) :
Registered Address :
E-mail Id :
Folio No/ DP ID : Client Id :
I/We, being the member (s) of _____ shares of the above company, hereby appoint;

1. Name: _____ , Address : _____
   E-mail Id : _____ , Signature: _____ , or failing him/her
2. Name: _____ , Address : _____
   E-mail Id : _____ , Signature: _____ , or failing him/her
3. Name: _____ , Address : _____
   E-mail Id : _____ , Signature: _____ .

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, the 28th day of September, 2018 at the **ROTARY SADAN** , 94/2, Chowringhee Road, Kolkata – 700 020 at 2.30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed	Optional	
1.	Adoption of Standalone and Consolidated Audited Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2018, Audited Profit & Loss Account and the Cash Flow Statement for the year ended on that date, together with the Report of Board of Directors' and Auditors' thereon.		
2.	Declaration of dividend on Equity Shares		
3.	Approval for the re-appointment of Mr. Manav Bansal, Director who retires by rotation.		
4.	Approval for the re-appointment of Mr. Vijay Kumar Bansal, Director who retires by rotation.		
5.	Modification of the terms of appointment of Statutory Auditors and to fix their remuneration.		
6.	Re-appointment of Mr. Suresh Chand Bansal as an Executive Chairman.		
7.	Payment of remunaration to Mr. Mukesh Chand Bansal as a Managing Director in terms of SEBI (LODR, Regulations 2015)		
8.	Re-appointment of Mr. Vikas Bansal as an Executive Director.		
9.	Re-appointment of Mr. Manav Bansal as a Whole-time director and CFO.		
10.	Payment of remunaration to Mr. Gautam Bansal as a Whole time Director in terms of SEBI (LODR, Regulations 2015)		
11.	Re-appointment of Mr. Bhal Chandra Khaitan as an Independent Director.		
12.	Re-appointment of Mr. Ravishankar Sridharan as an Independent Director.		
13.	Re-appointment of Mr. Srikumar Bandyopadhyay as an Independent Director.		
14.	Approve the payment of remuneration to Cost Auditors for financial year 2018-19.		

Signed this _____day of _____, 2018

Signature of shareholder(s) : Signature of Proxy holder(s) :

Affix a Revenue Stamp of Re.1/-

Notes:
1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company not less than 48 hours before the commencement of the meeting.**
2. For the full text of the aforesaid resolutions, statements and notes, please refer to the Notice including the explanatory statement, convening this Annual General Meeting of the Company

(cut here)

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)
(37th Annual General Meeting – 28th September, 2018)

I/We hereby record my/our presence at the 37th Annual General Meeting of **"Beekay Steel Industries Limited"** held on Friday, 28th day of September, 2018 at 2.30 P.M. at **ROTARY SADAN** , 94/2, Chowringhee Road, Kolkata – 700 020.

Full Name of the member (in BLOCK LETTERS): _____

Address of the Member : _____

Jointholder(s) (if any) : _____

Folio No. _____ , DP ID No. _____ , Client ID No. _____ No. of Shares held: _____

Full Name of Proxy (in BLOCK LETTERS): _____

Member/ Proxy(s) Signature: _____

1. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting.
2. Please read the instructions carefully before exercising your vote.

Route Map & Venue of AGM

