BEEKAY STEEL INDUSTRIES LIMITED

Regd. Off.: 'Lansdowne Towers', 4th Floor, 2/1A, Sarat Bose Road, Kolkata - 700020
Tel. No.: 033-4060 4444, Fax No.: 033-2282 3322, E-Mail: contact@beekaysteel.com
Website: www.beekaysteel.com, CIN: L27106WB1981PLC033490

N O T I C E

Notice is hereby given that the Thirty Eighth (38th) Annual General Meeting (AGM) of the Members of M/s. BEEKAY STEEL INDUSTRIES LIMITED (CIN: L27106WB1981PLC033490) will be held at 'ROTARY SADAN', S.S. Hall, 94/2, Chowringhee Road, Kolkata – 700 020 on Saturday, 21st day of September, 2019 at 11.30 A.M. to transact the following businesses :

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2019 along with Statement of Profit & Loss Account and the Cash Flow Statement together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Dividend on Equity Shares for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Vikas Bansal (DIN: 00103065), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re- appointment.
4. To appoint a Director in place of Mr. Gautam Bansal (DIN: 00102957), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re- appointment.

SPECIAL BUSINESS

5. APPROVAL FOR CONTINUATION OF DIRECTORSHIP OF MR. SURESH CHAND BANSAL AS EXECUTIVE CHAIRMAN WHO SHALL ATTAIN THE AGE OF 70 YEARS

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

"**RESOLVED THAT** pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for continuation of holding of office of Executive Chairman by Mr. Suresh Chand Bansal (DIN: 00103134) who would attain the age of 70 (Seventy) years as on 25th December, 2019 upto the expiry of his present term of office ,i.e., upto 30th September, 2023, on the existing terms and conditions approved by the shareholders through a special resolution passed at the Annual General Meeting held on 28th September, 2018."

"**FURTHER RESOLVED 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."

6. APPROVAL FOR CONTINUATION OF DIRECTORSHIP OF MR. BHAL CHANDRA KHAITAN (DIN: 00343007) AS AN INDEPENDENT DIRECTOR WHO SHALL ATTAIN THE AGE OF 75 YEARS

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

"**RESOLVED THAT** pursuant to Section 149, 152, 160, 161 and 197 (5) read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the approval of the Members of the Company be and is hereby accorded for the continuation of holding of office of an Independent Director of the Company by Mr. Bhal Chandra Khaitan (DIN: 00343007), who would attain the age of 75 years as on 20.08.2023 upto the expiry of his present term of office ,i.e., upto 31st March, 2024, on the existing terms and conditions approved by the shareholders through a special resolution passed at the Annual General Meeting held on 28th September, 2018."

FURTHER RESOLVED 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. APPOINTMENT OF MR. BHARAT KUMAR NADHANI (DIN:-01842863) AS AN INDEPENDENT DIRECTOR

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Bharat Kumar Nadhani (DIN:01842863), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th April, 2019 in accordance with the provisions of Section 161 of the Act and Articles of Association of the Company and who meets the criteria for independence as provided in Section 149 (6) of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from a member in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) years w.e.f. 29th April, 2019, not liable to retire by rotation, the details regarding his appointment is given in Statement pursuant to Section 102 of the Act annexed to the Notice of this Annual General Meeting.

FURTHER RESOLVED 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 MRS. SHYANTHI DASGUPTA (DIN: 07139909), AS AN INDEPENDENT WOMAN DIRECTOR

To consider and if thought 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Shyanthi Dasgupta (DIN: 07139909), be and is hereby re-appointed as an Independent Woman Director of the Company to hold office for 5(five) consecutive years for a term upto 31st March, 2025 and shall not be liable to retire by rotation.

FURTHER RESOLVED 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. APPROVAL FOR ALTERATION AND ADOPTION OF ARTICLES OF ASSOCIATION OF COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act 2013 ('the Act') read with Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the necessary approval(s) required under all other applicable laws and regulations (if any), consent of the members of the Company be and is hereby accorded to alter the existing Articles of Association of the Company, by replacing it with the new set of Articles of Association in accordance with Companies Act, 2013 and that the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and supersession of the existing Articles of Association of the Company.

FURTHER RESOLVED 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. APPROVAL OF BEEKAY STEEL EMPLOYEES STOCK OPTION SCHEME 2019 (ESOP SCHEME 2019) UNDER SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred as "SEBI SBEB Regulations"), and further subject to such other approvals, permissions and sanctions as may be necessary and upon such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the introduction and implementation of Beekay Steel Employees Stock Option Scheme 2019' (hereinafter referred to as the "ESOP Scheme 2019") authorising the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) to create, and grant from time to time, in one or more tranches, not exceeding 10,00,000 (Ten Lakhs) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company, including any Director, whether whole time or otherwise, (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided under ESOP Scheme 2019, exercisable into not more than 10,00,000 (Ten Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten) each fully paid-up, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP Scheme 2019.

FURTHER RESOLVED THAT the equity shares to be issued and allotted as mentioned herein before shall rank pari-passu with the existing equity shares of the Company for all purposes.

FURTHER RESOLVED THAT the Company shall conform to the accounting policies prescribed form time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP Scheme 2019.

FURTHER RESOLVED THAT in case of any corporate action(s) such as rights issue, bonus issue, buy-back of shares, amalgamation or demerger, split or consolidation of shares etc. of the Company, the number of above mentioned options shall be appropriately adjusted.

FURTHER RESOLVED THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted upon exercise under the ESOP Scheme 2019, on the Stock Exchanges where the Company's shares are listed as per terms and conditions of the agreement entered into with Stock Exchange erstwhile the Listing Agreement and SEBI Listing Regulations, 2015 and other applicable guidelines, rules and regulations.

FURTHER RESOLVED THAT the Board be and is hereby authorized on behalf of the Company, to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP Scheme 2019 or to the terms of Options granted and/or vested but not exercised, including modifications or changes to the quantum and price of such Options, from time to time, which are not detrimental to the interests of the Employees and the Company and are in accordance with applicable laws and regulations prevailing from time to time, as it may deem fit, necessary or desirable, without requiring the Board to secure any further consent(s) or approval(s) of the Members of the Company to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this Resolution.

FURTHER RESOLVED THAT for the purpose of bringing into effect and implementing the ESOP Scheme and generally for giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

11. APPROVAL FOR APPOINTMENT AND PAYMENT OF REMUNERATION TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2019-20

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. Somnath Roy & Associates, 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, 2020, 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

By Order of the Board,
For **BEEKAY STEEL INDUSTRIES LTD**.
Sd/-
Rabindra Kumar Sahoo
Company Secretary

Date: 12th August, 2019

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 11of 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 to 8 of the Notice, are also annexed.
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.**
3. The Proxies to be effective must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A proxy form is enclosed.
4. **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.**
5. The instrument appointing the proxy duly completed, to be valid must be deposited at the Company's registered office not later than 48 (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.
6. 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.13.09.2019. A person who is not a member as on cut-off date should treat this notice for information purpose only.
7. 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 16.08.2019.
8. 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. 13.09.2019 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.
9. The shareholders shall have one vote per equity share held by them as on the cut-off date of 13.09.2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
10. 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 14th September, 2019 to 21st September, 2019(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 13th September, 2019, 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
    b) Shareholders who have not so far encashed their Dividend Warrants for the financial years ended 31.03.2015, 31.03.2016, 31.03.2017 & 31.03.2018 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.
11. 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.
12. 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**.
13. 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 dated. 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)

14. 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.
15. 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.
16. 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.
17. 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.
18. 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.
19. 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.
20. 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
21. Route-map to the venue of the AGM is annexed for the convenience of the members.
22. **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 Wednesday, the 18th September,2019 at 10:00 a.m. and will end on Friday, the 20th September, 2019 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. 13.09.2019, 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. E.g. 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 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 userusing 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 www.evotingindia.com 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 20.09.2019 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 www.beekaysteel.com 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. 5 to 11 of the accompanying Notice dated 12th August, 2019:

Item No. 5 & 6

The Shareholders of the Company at the 37th Annual General Meeting held on 28th September, 2018 approved re-appointment of Mr. Suresh Chand Bansal as an Executive Chairman of the Company for a period of five years effective from 1st October, 2018 and appointment of Mr. Bhal Chandra Khaitan as an Independent Director of the Company for a period of five years effective from 1st April, 2019 through a Special Resolution under the relevant provisions of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2018.

Mr. Suresh Chand Bansal, Executive Chairman shall attain the age of 70 years in the month of December 2019 and Mr. Bhal Chandra Khaitan, Independent Director will attain the age of 75 years in the month of August 2023.

In view of the introduction of the Companies Act, 2013 (new Act) with effect from 1st April 2014 and also for an abundant precaution and SEBI (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2018, the Company seeks consent of the members by way of special resolution for continuation of their holding of existing offices after the age of 70 and 75 years by Mr. Suresh Chand Bansal and Mr. Bhal Chandra Khaitan respectively, during the currency of their term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013. The Board therefore recommends the special resolutions for your approval.

Except Mr.Suresh Chand Bansal (the appointee), Mr. Mukesh Chand Bansal, Mr. Vikas Bansal, Mr. Manav Bansal & Mr. Gautam Bansal (being relatives of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution Nos. 5.

Except Mr. Bhal Chandra Khaitan (the appointee), none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution No. 6.

Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Bharat Kumar Nadhani as an Additional (Independent) Director of the Company, with effective from 29th April, 2019. Pursuant to the provisions of Section 161 of the Act and Article 95 of the Articles of Association of the Company, Mr. Bharat Kumar Nadhani will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing the candidature of Mr. Nadhani for the office of Director. Mr. Nadhani, once appointed shall not be liable to retire by rotation.

The Company has received from Mr. Nadhani:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;

(ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and

(iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority. The profile and specific areas of expertise of Mr. Nadhani are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Nadhani, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

The Board recommends the Resolution set forth in Item No. 7 for the approval of the Members.

Item No. 8

The present term of appointment of Mrs. Shyanthi Dasgupta as an Independent Woman Director would expire on 30th March, 2020 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 12th August, 2019, in accordance to performance evaluation report and on the recommendation of Nomination and Remuneration Committee has re-appointed Mrs. Shyanthi Dasgupta as an Independent Woman 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 31st March, 2020.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Shyanthi Dasgupta as an

Independent Woman Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mrs. Shyanthi Dasgupta as an Independent Woman Director, for approval by the shareholders of the Company upto 30th March, 2025 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, she shall not be liable to retire by rotation. Mrs. Dasgupta has given her consent to act as an Independent Woman 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 Exchange Board of India (LODR) Regulations, 2015 and that she 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 Mrs. Shyanthi Dasgupta for the office of Independent Woman 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, Mrs. Shyanthi Dasgupta is independent of the management and fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 for his re-appointment as an Independent Director.

A brief profile of Mrs. Shyanthi Dasgupta including nature of her expertise and shareholding in the Company are annexed to the notice.

Except Mrs Shyanthi Dasgupta, 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. 8 in relation to re-appointment of Mrs. Shyanthi Dasgupta as an Independent Woman 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. 9

The Articles of Association ('AOA') of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections/provisions of the Companies Act, 1956 and some of the regulations in the existing AOA are no longer valid or not in conformity with the new Companies Act, 2013. Accordingly, several regulations of the existing AOA of the Company require alteration or deletions in several Articles. Therefore, it is considered expedient to replace the entire existing AOA by a new set of Articles.

The proposed new draft AOA is being uploaded on the Company's website for the perusal by the shareholders, which can be viewed by using the link https://www.beekaysteel.com. The AOA as displayed in the website is deemed to be circulated to the Shareholders.

The alteration of AOA requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 14 of the Companies Act, 2013 and accordingly the approval of the Shareholders is being sought.

The Board of Directors of the Company has recommended the resolution(s) at Item No. 9 of the Notice for approval of Members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution as set out at item No. 9 of this Notice except to the extent of their shareholdings in the Company, if any

Item No. 10

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Your Company believes that equity based compensation plans are an effective tool to reward the employees of the Company for their contribution to the growth of the Company, to create an employee ownership in the Company, to attract new talents, to retain the key resources and knowledge in the organization.

With this objective in mind, your Company intends to implement 'Beekay Steel Employees Stock Option Scheme 2019' (hereinafter referred to as the "ESOP Scheme 2019") for the permanent employees including Directors of the Company.

The Company seeks members' approval in respect of ESOP Scheme 2019 and grant of Stock Options to the eligible employees of the Company as decided in this behalf from time to time in due compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations").

Particulars of ESOP Scheme

I. Brief Description Of The Scheme(s):

a) A total of 10,00,000 (Ten Lakhs) Options would be available for grant to the eligible employees under the scheme.
b) Number of options shall be adjusted due to any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company.
c) Each option when exercised would give the option holder a right to get one fully paid equity share of the Company.
d) The options, which will lapse, expire or be forfeited, will be available for further grant to the eligible employees.
e) The Nomination and Remuneration Committee ("Committee") of the Company shall act as Compensation Committee for administration of ESOP Scheme 2019. All questions of interpretation of the ESOP Scheme 2019 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOP Scheme 2019.

II. Total Number Of Options To Be Granted:

The total number of options to be granted under ESOP Scheme 2019 shall not exceed 10,00,000 (Ten Lakhs) each option when exercised would be converted into one Equity Share of Rs. 10/- (Rupees Ten) each fully paid-up.

Vested Option lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation/ termination of the employee or otherwise, would be available for being regranted at a future date. The Board/ Committee is authorized to re-grant such lapsed / cancelled Options as per the provisions of ESOP Scheme 2019, within overall ceiling.

Further, the SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under ESOP Scheme 2019 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 10,00,000 (Ten Lakhs) shall be deemed to be increased to the extent of such additional options issued.

III. Identification Of Classes Of Employees Entitled To Participate In ESOP Scheme 2019:

All present and future, permanent employees and Directors (whether Whole Time Director or not but excluding Independent Directors) of the Company shall be eligible to participate in the ESOP Scheme 2019. The promoter, the person belonging to the promoter group or Director, who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company, shall not be eligible to participate in the ESOP Scheme 2019.

IV. Vesting And Period Of Vesting:

The Employee Stock Options granted under ESOP Scheme shall vest in a minimum period of one year and a staggered vesting period of four years from the date of grant of the options. 25% of the options granted to an employee will become vested after each year.

The Committee may extend, shorten or otherwise vary the vesting period from time to time, in accordance with the applicable law and in the interest of the option grantee.

Options shall vest essentially based on continuation of employment and apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

V. Maximum Period Within Which The Options Shall Be Vested:

All the options granted on any date shall vest not later than a maximum of 5 (Five) years from the date of grant of options as may be determined by the Committee.

VI. Exercise Price Or Pricing Formula:

Exercise price shall be such price being not less than the face value of the equity shares of the Company and as may be determined by the Committee.

VII. Exercise Period and process of exercise:

The Exercise period would commence from the date of vesting and will expire on completion 5 (five) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

VIII. Appraisal Process For Determining The Eligibility of Employees Under ESOP Scheme 2019:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

IX. Maximum No. of Options To Be Granted Per Employee:

The maximum number of options that may be granted in any Financial Year to any specific Employee under the ESOP shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.

X. Maximum Quantum of Benefits To Be Provided Per Employee Under The Esop Scheme 2019:

The maximum number of options that may be granted in any Financial Year to any specific Employee under the ESOP shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.

XI. Route of ESOP Scheme 2019 implementation:

The ESOP Scheme 2019 shall be implemented and administered directly by the Company. In case Company wishes otherwise, it may be intimated to the members in due course as per applicable laws.

XII. Source of acquisition of shares under the ESOP Scheme 2019:

The ESOP Scheme 2019 contemplates fresh/new issue of shares by the Company.

XIII. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization repayment terms, etc

This is currently not contemplated under the present ESOP Scheme 2019.

XIV. Maximum Percentage Of Secondary Acquisition.

This is not relevant under the present ESOP Scheme 2019.

XV. Accounting and Disclosure Policies:

The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.

XVI. Method Of Option Valuation:

The Company shall adopt 'fair value method' for valuation Options as prescribed under Guidance Note or under any relevant accounting standard notified by appropriate authorities from time to time.

XVII. Declaration:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that should have been recognized if it had used the fair value, and the impact of this difference on the profits and EPS of the company and these should also be disclosed in the directors report.

The Company shall comply with the disclosures, the accounting policies and other requirements as may be prescribed under the ESOP Regulations and other Applicable Laws from time to time. The Nomination and Remuneration Committee shall have all the powers to take necessary decisions for effective implementation of the ESOP Scheme 2019. In terms of the provisions of the ESOP Regulations, ESOP Scheme 2019 is required to be approved by the members by passing of special resolution.

A copy of the draft ESOP Scheme will be available for inspection on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. at the Registered office of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them under ESOP Scheme 2019.

The Board recommends passing of the resolution(s) as set out under Item No. 10 for approval of the members as a Special Resolution.

Item No. 11

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Somnath Roy & Associates., Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 at a remuneration Rs. 35,000/-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. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020

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

By Order of the Board,
For **BEEKAY STEEL INDUSTRIES LTD**.
Sd/-
Rabindra Kumar Sahoo
Company Secretary

Date: 12th August, 2019

A. 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. Bhal Chandra Khaitan	Mr. Vikas Bansal	Mr. Gautam Bansal	Mrs. Shyanthi Dasgupta	Mr. Bharat Kumar Nadhani
1.	DIN	00103134	00343007	00103065	00102957	07139909	01842863
2.	Date of Birth and age	25/12/1949 & 70 years	20/08/1948 & 70 years	18/07/1971 & 48 years	29/10/1979 & 39 years	21/11/1981 & 38 years	21/12/1956 & 63 years
3.	Nationality	Indian	Indian	Indian	Indian	Indian	Indian
4.	Date of appointment on Board	01/10/2013	15/09/1993	02/12/1991	29/11/2006	31/03/2015	29/04/2019
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	Re-appointed as ID for further term of 5 years w.e.f.01.04.2019	Re-appointed under retire by rotation.	Re-appointed under retire by rotation.	Re-appointed as ID for further term of 5 years w.e.f. 01.04.2020	Appointed as ID for for term of 5 years w.e.f. 29.04.2019
6.	Remuneration proposed	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

7.	Remuneration last drawn (Rs. In Lakhs)	411.70	N.A.	174.50	87.20	N.A.	N.A.
8.	No. of shares held in the Company	23,95,405	Nil	9,53,998	8,12,856	Nil	Nil
9.	Qualification & Expertise 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.	B. Com, C.A. 40 years of rich experience in the field of accountancy, taxation & finance	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.	B.Com(H), PGDBM - Finance & HR. Having experience of more than 10 years in Business Development, Insurance planning, Financial Management & Administration.	B.Com. (H), FCS, FCMA, ICSA, London DCMFS-ICSI. Having more than 30 years of working experience as M.D. of UP Stock Exchange, Manager-Listing & Compliances - Calcutta Stock Exchanges Ltd., Finance Manager in reputed corporate houses.
10.	No. of Board Meetings Attended during the F.Y. 2018-19	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, 2019	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, 2019	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, 2019	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

B. 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 1983.

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 Crores)

	31.3.2019	31.3.2018	31.3.2017
Turnover (Gross):	967.26	992.38	779.43
Net Profit/(Loss) :	98.26	70.79	35.48

5) Foreign investments or collaborations, if any: No investment is made by the Company during f.y. 2018-19.

II. Information about the appointee:

Name of the appointee:	Mr. Suresh Chand Bansal (ED)	Mr. Bhal Chandra Khaitan (ID)	Mr. Vikas Bansal (ED)	Mr. Gautam Bansal (WTD)	Mrs. Shyanthi Dasgupta(ID)	Mr. Bharat Kumar Nadhani (ID)
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)	140.02	N.A.	90.50	70.00	N.A.	N.A.
Remuneration proposed	As provided in the notice	N.A.	As provided in the notice	As provided in the notice	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.	N.A.	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 of the Company .	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 . .	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.

The disclosure of relationships between Directors inter se as required as per 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 are as follows :

Relationship between the Directors inter se:

Name of Directors	Name of Relationship
Mr. Suresh Chand Bansal	Mr. Mukesh Chand Bansal- Brother, Mr. Vikas Bansal & Mr. Manav Bansal – Sons, Mr. Gautam Bansal- Brother's Son
Mr. Vikas Bansal	Mr. Suresh Chand Bansal- Father, Mr. Mukesh Chand Bansal- Father's Brother/ Uncle, Mr. Manav Bansal – Brother & Mr. Gautam Bansal – Son of Mr. Mukesh Chand Bansal
Mr. Gautam Bansal	Mr. Mukesh Chand Bansal – Father, Mr. Suresh Chand Bansal- Father's Brother, Mr. Vikas Bansal & Mr. Manav Bansal – Sons of Mr. Suresh Chand Bansal
Mr. Bhal Chandra Khaitan	No relation with other Directors
Mr. Bharat Kumar Nadhani	No relation with other Directors
Mrs. Shyanthi Dasgupta	No relation with other Directors

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 Chand Bansal, Mr. Vikas Bansal & Mr. Gautam Bansal, has been set out in item no. 5, 3 & 4 of the Explanatory Statement annexed to the notice convening this meeting.

BEEKAY STEEL INDUSTRIES LIMITED

Regd. Off.: 'Lansdowne Towers', 4th Floor, 2/1A, Sarat Bose Road, Kolkata - 700020
Tel. No.: 033-4060 4444, Fax No.: 033-2282 3322, E-Mail: contact@beekaysteel.com
Website: www.beekaysteel.com, CIN: L27106WB1981PLC033490

FORM NO: MGT – 11

PROXY FORM

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

CIN : L27106WB1981PLC033490
Name of the Company : BEEKAY STEEL INDUSTRIES LIMITED
Registered office : 'Lansdowne Towers', 4th Floor, 2/1A, Sarat Bose Road, Kolkata - 700020
Name of the member (s) :
Registered Address :
E-mail Id :
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of _____ shares of Beekay Steel Industries Limited, hereby appoint;

1. Name : ..... Address : .....
   E-mail Id : ..... Signature: ..... or failing him
2. Name : ..... Address : .....
   E-mail Id : ..... Signature: ..... or failing him
3. Name : ..... Address : .....
   E-mail Id : ..... Signature: ..... or failing him

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 Saturday, the 21st day of September, 2019 at the ROTARY SADAN' , 94/2, Chowringhee Road, Kolkata – 700 020 at 11.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed
1.	Adoption of Standalone and Consolidated Audited Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2019, 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.Vikas Bansal (DIN: 00103065), Director who retires by rotation.
4	Approval for the re-appointment of Mr.Gautam Bansal (DIN: 00102957), Director who retires by rotation.
5	Approval for continuation of Directorship of Mr. Suresh Chand Bansal (DIN: 00103134)as Executive Chairman who shall attain the age of 70 years.
6	Approval for continuation of Directorship of Mr. Bhal Chandra Khaitan (DIN: 00343007) as an Independent Director who shall attain the age of 75 years.
7	Appointment of Mr. Bharat Kumar Nadhani (DIN:-01842863) as an Independent Director.
8	Re-appointment of Mrs. Shyanthi Dasgupta (DIN: 07139909), as an Independent Woman Director.
9	Approve Alteration & Adoption of Articles of Association of the Company.
10	Approve Beekay Steel Employees Stock Option Scheme 2019.
11	Approve the payment of remuneration to Cost Auditors for financial year 2019-20.

Signed this _____day of _____, 2019

Affix of Revenue Stamp of Re 1/-

Signature of shareholder

Signature of Proxy holder(s) :

Note:

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.

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over the entrance. Duplicate slips will not be issued at the venue of the meeting.)

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)
(38th Annual General Meeting – 21st September, 2019)

I/We hereby record my/our presence at the 38th Annual General Meeting of "Beekay Steel Industries Limited" held on Saturday, 21st day of September, 2019 at 11.30 A.M. at ROTARY SADAN' , 94/2, Chowringhee Road, Kolkata – 700 020.

Full Name of the Member (in BLOCK LETTERS):.....

Address of the Member : .....

Joint holder(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.

BEEKAY STEEL INDUSTRIES LIMITED

Regd. Off.: 'Lansdowne Towers', 4th Floor, 2/1A, Sarat Bose Road, Kolkata - 700020
Tel. No.: 033-4060 4444, Fax No.: 033-2282 3322, E-Mail: contact@beekaysteel.com
Website: www.beekaysteel.com, CIN: L27106WB1981PLC033490

Company Name: .....

Reg. Office Address: .....

(Whose shares are held by you)

(NACH NATIONAL AUTOMATED CLEARING HOUSE) MANDATE FORM

1. SHARE HOLDER'S NAME (In Block Letters): .....
2. FOLIO NO: ..... 3. No. of Shares: .....
4. Shareholder's Contact No. ..... 5. Shareholder's Email ID: .....
6. Bank Name: ..... 7. Branch Name: .....
   Address & Phone No: .....
8. Bank Account Number: ..... (10 Digit or more number only)
9. Ledger Folio no. of the Bank Account: ..... (If appearing on Cheque Book)
10. Bank Account Type (Please tick): Savings/Current/Cash Credit .....
11. 9-Digit code No. of the Bank: ..... (As appearing on the MICR cheque issued by the Bank)
12. IFSC Code No. .....

I agree to avail the NACH facility extended by RBI with respect to payment of dividend to me by the company.

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons beyond the control of the company/its Registrar & Share Transfer Agent, I would not hold them responsible.

_____

Signature of the Sole/First Shareholder

Date: _____

_____

Attestation by Bank (with seal)

(Signature, Name of Official, Designation and Employee Code No.)

TO BE ISSUED ON BANK'S LETTER HEAD

1. Name of Account Holder(s): 1) .....
   2) .....
   3) .....

2. Type of Account: Current / SB / O/D / other
3. Address of Account Holder(s) as recorded with the Bank: .....
   .....
   ..... Pin .....
4. Account Number — Signature and Address verified as recorded with the bank
5. Signature of the Holder(s): 1) .....
   2) ..... Signature ..... With Rubber Stamp of the Bank
   3) ..... Name:

Place: Designation:

Date : Employee Code: