



BENGAL STEEL INDUSTRIES LTD.

"TRINITY PLAZA", 3RD FLOOR,
84/1A, TOPSIA ROAD (SOUTH), KOLKATA - 700 046, INDIA
PHONE : (033) 4055 6800 / 2285 1079 & 81
FAX : (033) 4055 6863, E-MAIL : bengalsteel@bengalsteel.co.in
CIN : L70109WB1947PLC015087

NOTICE OF THE ANNUAL GENERAL MEETING TO THE MEMBERS

NOTICE is hereby given that the 72nd Annual General Meeting (AGM) of the Members of the Company will be held on Saturday, the 31st day of August, 2019 at 9.00 a.m. at the Registered Office of the Company at "Trinity Plaza", 3rd Floor, 84/1A, Topsia Road (South), Kolkata-700046 to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Prakash Agarwal (DIN 00249468), who retires by rotation at this Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:-

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

Re-appointment of Mr. K. K. Ganeriwala (DIN 00408722) as an Independent Director

"RESOLVED THAT pursuant to the Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended by Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or enactment thereof for the time being in force) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K. K. Ganeriwala (DIN 00408722) an existing Independent Director who has submitted declaration of independence under Section 149(6) of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and whose current term of office of five years be completed on conclusion of ensuing 72nd Annual General Meeting be and is hereby re-appointed as Independent Director for a period of further five years from the conclusion 72nd Annual General Meeting of the Company to the conclusion of 77th Annual General Meeting of the Company and that his office shall not be liable to retire by rotation"

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

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

Re-appointment of Mr. G. K. Agarwal (DIN 00752191) as an Independent Director

"RESOLVED THAT pursuant to the Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended by Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or enactment thereof for the time being in force) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. G. K. Agarwal (DIN 00752191) an existing Independent Director who has submitted declaration of independence under Section 149(6) of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and whose current term of office of five years be completed on conclusion of ensuing 72nd Annual General Meeting be and is hereby re-appointed as Independent Director for a period of further five years from the conclusion 72nd Annual General Meeting of the Company to the conclusion of 77th Annual General Meeting of the Company and that his office shall not be liable to retire by rotation"

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

REGISTERED OFFICE:
TRINITY PLAZA, 3RD FLOOR,
84/1A, TOPSIA ROAD (SOUTH),
KOLKATA-700046
CIN: L70109WB1947PLC015087
DATE: 14TH MAY, 2019

BY ORDER OF THE BOARD
FOR BENGAL STEEL INDUSTRIES LTD



DIRECTOR

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the commencement of the meeting. Members are requested to note that a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
2. The Register of Members and Share Transfer Books will remain closed from 26.08.2019 (Monday) to 31.08.2019 (Saturday) (both days Inclusive).
3. The Notice of the Meeting will be available on the Company's website www.bengalsteel.co.in and the website of the National Securities Depository Limited (NSDL) www.evoting.nsdl.com
4. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44(1) of SEBI (LODR) Regulations, 2015, the Company is providing Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by the National Securities Depository Limited (NSDL).
5. The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
6. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
7. The remote e-voting period shall commence on 28th August, 2019 (9:00 am) and end on 30th August, 2019 (5:00 pm). During this period the Members of the Company as on the cut-off date of 24th August, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
8. The procedure to login to e-voting website consists of two steps as detailed hereunder:-

Step 1 : Log-in to NSDL e-voting system

- a) Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com>.
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- d) Your User ID details are given below :
 - i) For Members who hold shares in demat account with NSDL. 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - ii) For Members who hold shares in demat account with CDSL. 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - iii) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
- e) Your password details are given below:
 - i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - iii) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - i) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h) Now, you will have to click on "Login" button.
- i) After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-voting system

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c) Select "EVEN" of the Company.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- f) Upon confirmation, the message "Vote cast successfully" will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

- i) Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vidhyabaid@gmail.com with a copy marked to evoting@nsdl.co.in.
- j) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.


In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

- 9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th August, 2019.
- 10. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24th August, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Issuer at bengalsteel@bengalsteel.co.in
- 11. A person, whose name is recorded in the Register of Members as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- 12. Ms. Vidhya Baid, Company Secretary in Practice (Membership No. FCS-8882) has been appointed as the Scrutinizer for providing facility to the Members of the Company and to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 13. The Chairman of Meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 14. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign

the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website and on the website of NSDL immediately after its declaration and shall also be communicated to the Stock Exchanges.

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**BY ORDER OF THE BOARD
FOR BENGAL STEEL INDUSTRIES LTD**


DIRECTOR

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

ITEM NO. 3

The Members of the Company at their 67th Annual General Meeting held on 27th September, 2014 appointed Mr. K. K. Ganeriwala (DIN 00408722) as an Independent Director of the Company for a period of five years from the conclusion of 67th Annual General Meeting to the conclusion of 72nd Annual General Meeting of the Company. In terms of provisions of Section 149(10), an Independent Director may be re-appointed for second consecutive term of five years on approval of Shareholders through special resolution subject to the provisions of 152 of the Companies Act, 2013. A notice in writing, under Section 160 of the Companies Act, 2013 has been received from a member of the Company signifying his intention to propose re-appointment of Mr. K. K. Ganeriwala as Independent Director for second consecutive term of five years from the conclusion of 72nd Annual General Meeting of the Company.

Mr. K. K. Ganeriwala has vast and rich experience in corporate management. His familiarities with the Company's business and industry environment and vast experience in the areas of Corporate Finance, Accounts, Taxation and Legal have contributed appreciably to the growth of business of the Company. The Directors are of the opinion that the Company will derive innumerable benefits from his valuable advice and guidance which will be conducive to the further growth of business of the Company.

The Board of Directors, therefore, recommends that the resolutions set out at item no. 3 of the Notice convening the meeting be approved and passed.

Except Mr. K. K. Ganeriwala, no other Director or Key Managerial Personnel or their respective relatives are concerned or interested in the said resolution.

ITEM NO. 4

The Members of the Company at their 67th Annual General Meeting held on 27th September, 2014 appointed Mr. G. K. Agarwal (DIN 00752191) as an Independent Director of the Company for a period of five years from the conclusion of 67th Annual General Meeting to the conclusion of 72nd Annual General Meeting of the Company. In terms of provisions of Section 149(10), an Independent Director may be re-appointed for second consecutive term of five years on approval of Shareholders through special resolution subject to the provisions of 152 of the Companies Act, 2013. A notice in writing, under Section 160 of the Companies Act, 2013 has been received from a member of the Company signifying his intention to propose re-appointment of Mr. G. K. Agarwal as Independent Director for second consecutive term of five years from the conclusion of 72nd Annual General Meeting of the Company.

Mr. G. K. Agarwal has vast and rich experience in business management. The Directors are of the opinion that the Company will derive innumerable benefits from his valuable advice and guidance which will be conducive to the further growth of business of the Company.

The Board of Directors, therefore, recommends that the resolutions set out at item no. 4 of the Notice convening the meeting be approved and passed.

Except Mr. G. K. Agarwal, no other Director or Key Managerial Personnel or their respective relatives are concerned or interested in the said resolution.

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BY ORDER OF THE BOARD
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DIRECTOR

DISCLOSURE OF DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015

Name of the Director	MR. PRAKASH AGARWAL	MR. K. K. GANERIWALA	MR. G. K. AGARWAL
Date of Birth	14.07.1971	27.03.1963	15.11.1955
Date of First Appointment	11.12.1999	13.11.1998	13.01.1995
Qualifications	B.E. (Mechanical)	B.Com(Hons), FCS, FCMA, LLB	Graduate
No. of shares held	NIL	NIL	NIL
Nature of Expertise	Having professional expertise in the Operations of the Engineering Industry and wide experience in Global Marketing and Overall Business Management and Industrial Operations including acquisitions and turnarounds.	Having wide experience in the areas of Corporate Finance, Accounts, Taxation, Legal and other aspects of Corporate Management.	Having wide experience in the areas of Business Management.
Other Directorships	1. WPIL Ltd 2. Hindusthan Udyog Ltd 3. Hindusthan Parsons Ltd 4. V.N. Enterprises Ltd 5. HSM Investments Ltd 6. Macneill Electricals Ltd 7. Spaans Babcock India Ltd 8. Morgan Finvest Pvt. Ltd 9. Live-Life Buildcon Pvt. Ltd 10. Clyde Pumps India Pvt. Ltd	1. WPIL Ltd 2. Tea Time Ltd 3. Neptune Exports Ltd 4. Orient International Ltd 5. Asutosh Enterprises Ltd 6. Hindusthan Parsons Ltd 7. V.N. Enterprises Ltd 8. Macneill Electricals Ltd 9. Tamil Nadu Alkaline Batteries Ltd 10. Huwood Hindusthan Pvt. Ltd 11. AKA Washeries India Pvt. Ltd	1. Northern Projects Ltd 2. Macneill Electricals Ltd 3. Spaans Babcock India Ltd 4. Bengal Central Building Society Ltd 5. Bharath Oil & Chemical Industries Ltd 6. Tamil Nadu Alkaline Batteries Ltd 7. HSM International Pvt. Ltd 8. Huwood Hindusthan Pvt. Ltd 9. Abacus Consultants Pvt. Ltd
Other Committee Memberships/Chairmanships	In WPIL Ltd: (a) Risk Management Committee - Chairman	WPIL Ltd: (a) Audit Committee – Member	Northern Projects Ltd: (a) Audit Committee – Chairman