



# BEEKAY STEEL INDUSTRIES LIMITED

Regd. Office: 'Lansdowne Towers', 4<sup>th</sup> Floor, 2/1A, Sarat Bose Road, Kolkata -700 020, Phone No. 033-30514444, Fax No. 033-22833322,

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

CIN: L27106WB1981PLC033490

## NOTICE

Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of **BEEKAY STEEL INDUSTRIES LIMITED (CIN: L27106WB1981PLC033490)** will be held at 'EIPC India Conference Room', EIPCINDIA, Vanijya Bhavan, ITFC Building, Ground Floor, 1/1, Wood Street, Kolkata: 700 016 on Friday, 15<sup>th</sup> day of September, 2017 at 10.30 A.M. to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt the Standalone and Consolidated Audited Financial Statement of the Company including Audited Balance Sheet as at 31<sup>st</sup> March, 2017, 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.
- To declare dividend on equity shares.
- To appoint a Director in place of Mr. Vikas Bansal, (DIN : 00103065), who retires by rotation and being eligible, offers himself for re- appointment.
- To appoint a Director in place of Mr. Gautam Bansal, (DIN : 00102957), who retires by rotation and being eligible, offers himself for re- appointment.

### 5. To appoint Statutory Auditors of the Company in place of Retiring Auditors

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution** :-

"**RESOLVED** THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules") including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force and pursuant to the recommendation of the Audit Committee, **M/s. LIHALA & CO.**, Chartered Accountants, (Firm Registration No.315052E) be and are hereby appointed as Statutory Auditors of the Company [in place of M/s. Rustagi & Associates, Chartered Accountants, (Firm Registration No. 314194E) the retiring Auditors], to hold office for a period of Five (5) consecutive years from the conclusion of this Annual General Meeting ( 36<sup>th</sup> ) till the conclusion of the 41<sup>st</sup> Annual General Meeting ("AGM") of the Company to be held in the year 2022 (subject to ratification of their appointment at every subsequent Annual General Meeting till completion of their tenure), at such remuneration as may be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS

#### 6. APPROVAL FOR PAYMENT OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2017-18

To consider and if thought fit, to pass with or without modification, 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, 2018, 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."

#### 7. RE-CLASSIFICATION OF "PROMOTERS & PROMOTERS GROUP"

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

"**RESOLVED** that pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time and subject to necessary approval from the SEBI, Stock Exchange and other appropriate Statutory Authorities as may be required, the consent of the Members of the Company be and is hereby accorded to reclassify the status of the shareholding of 6 shareholders, as per the below list, being 1,20,000 equity shares aggregating to 0.63 % of the paid up capital of the Company from the 'Promoter and Promoter Group' shareholding of the Company to the 'Public' shareholding of the Company.

**FURTHER RESOLVED THAT** the status of the following persons forming part of the Promoter & Promoter Group of the Company and from whom the Company has received the request for reclassification be and are hereby reclassified from "Promoter & Promoter Group Category" to "Public Category" of the Company :

Sl. No.	Name of Outgoing Promoter (individuals)	No. of Shares
1	Ram Niwas Kanodia	12000
2	Krishna Kanodia	60000
3	Bhagwati Prasad Goenka	12000
4	Megha Goenka	12000
5	Gaurav Goenka	12000
6	Usha Goenka	12000

**FURTHER RESOLVED THAT** the above outgoing Promoter & Promoter Group individuals and the person acting in concert with them shall not hold more than 10 % of the paid up equity share capital of the Company nor shall have any special right through formal or informal arrangement and shall not directly or indirectly exercise control over the affairs of the Company.

**FURTHER RESOLVED THAT** on approval of the SEBI/Stock Exchange for the said reclassification, the Company shall effect such reclassification in the statement of Shareholding Pattern of the Company from immediate succeeding quarter under Regulation 31 of the SEBI (LODR), 2015 and in compliance with SEBI (SAST) Regulation, 2011, SEBI (PIT) Regulation, 2015 and other applicable laws.

**FURTHER RESOLVED THAT** the Board of Directors of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper and expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

#### 8. CHANGE IN PLACE OF KEEPING REGISTER OF MEMBERS & OTHER RECORDS BY REGISTRAR & SHARE TRANSFER AGENTS

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 94 and all other applicable provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to shift and maintain the Register of Members, Index of Members and Share Transfer Books and other statutory records with the Company's existing Registrars and Share Transfer Agents, M/s. **Maheshwari Datamatics Pvt. Ltd.** at its new address at 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata – 700 001 w.e.f 1<sup>st</sup> October, 2017."

### Registered Office:

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

Dated : 12<sup>th</sup> August, 2017

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 8 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 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 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. 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.08.09.2017. 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 11.08.2017.
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.08.09.2017 are requested to send the duly signed written / email communication to the Company at [contact@beekaysteel.com](mailto:contact@beekaysteel.com) and to the RTA at [mdpldc@yahoo.com](mailto: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 08.09.2017. 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 **9<sup>th</sup> September, 2017 to 15<sup>th</sup> September, 2017** (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 8<sup>th</sup> September, 2017, 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 8<sup>th</sup> September, 2017.
  - b) Shareholders who have not so far encashed their Dividend Warrants for the financial years ended 31.03.2010, 31.03.2011, 31.03.2015 & 31.03.2016 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 the company 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 provide their email ID to the Company's Share Transfer Agent: M/S. Maheshwari Datamatics Pvt. Ltd. (E-Mail – [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)) or to the Company (e-mail- [contact@beekaysteel.com](mailto:contact@beekaysteel.com) or [rksahoo@beekaysteel.com](mailto:rksahoo@beekaysteel.com)).
12. Relevant documents referred to in this Notice is 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 update their details.
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 credential 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](http://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 12<sup>th</sup> September, 2017 at 10.00. a.m and will end on Thursday, the 14<sup>th</sup> 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. **08.09.2017**, 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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.) 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](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
    - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:santibrewalla@gmail.com) with a copy mark to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 14.09.2017 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](mailto:contact@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 8 of the accompanying Notice dated 12<sup>th</sup> August, 2017:

**Item No. 6**

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 for the Financial Year 2017-18 at a remuneration of Rs. 35,000/- plus service tax and out-of-pocket expenses, if any as their audit fees.

In accordance with the provisions of Section 148 of the Companies Act, 2014, 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 Ordinary Resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2018.

The Board of Directors recommends the resolution set out in Item No. 6 of the accompanying notice for the approval of the members.

None of the Directors, Managers, Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise is concerned or interested in the proposed Resolution.

**Item No. 7**

Disclosures to be filed with the Stock Exchange and other such communication and disclosures as required from time to time, the Promoter and Promoter Group Shareholding in the Company includes the shareholding of 6 nos. of shareholders, being 1,20,000 equity shares aggregating to 0.63 % of the paid up capital of the Company. The Company has received letters from the concerned shareholders for reclassification of their shareholdings in the Company and to de-associate them from the Promoter & Promoter Group. The concerned shareholders are not associated with the day to day affairs of the Company. They do not have a right either to appoint any Director of the Company or has an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of its shareholding.

The Board of Directors of the Company has duly approved for reclassification of above shareholdings.

In accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said reclassification requires the approval of the Stock Exchange, where the shares of the Company is listed. In terms of the procedure adopted by the Stock Exchange for granting such approval, the Stock Exchange, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification. In keeping with the requirement of the Stock Exchange, the Board recommends the resolution set out at Item No. 7 for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

**Item No. 8**

The Members of the Company previously approved to maintain the Register of Members, Index of Members and Share Transfer Books and other statutory records with its Registrars and Share Transfer Agents (RTA) viz. M/s. Maheshwari Datamatics Pvt. Ltd. at 6, Mangoe Lane, 2<sup>nd</sup> Floor, Kolkata – 700001, a place other than the registered office of the Company.

The aforesaid RTA proposed to shift and maintain the records of the Company from its existing place to 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata – 700 001 for their operational and administrative convenience. In accordance to the provisions of Section 94 of the Companies Act, 2013 approval of the Shareholders is required for effecting the change in the place at which the Register, Index of Members and other documents are proposed to be kept.

The Board recommends for approval of the special resolution by the shareholders as set out under Item No.8 of the Notice.

None of the Directors, Key managerial personnel of your Company and their relatives are in any way financially or otherwise, directly or indirectly is concerned or interested in the proposed Resolution.

**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	DIN	Date of Birth	Nationality	Date of appointment	Expertise in Specific Function Areas	Qualification	No. Shares held	No. of Board Meeting attended	List of other Companies in which Directorships held as on 31 <sup>st</sup> March, 2017	Chairman/ Member of the Committee of the Board of other Companies in which he/she is a Director as on 31 <sup>st</sup> March, 2017
1	Mr. Vikas Bansal	00103065	18/07/1971	Indian	2/12/1991	Having experience of more than 27 years in corporate planning, Operation Management, Financial Management, General Administration, etc.	Commerce Graduate	735,998	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
2	Mr. Gautam Bansal	00102957	29/10/1979	Indian	1/6/2015	14 years of rich experience in the areas of Marketing, Production Planning & General Administration etc.	Commerce Graduate and MBA from University of Wales, U.K.	262,856	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report

**Registered Office:**

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

**Dated :** 12<sup>th</sup> August, 2017

**Place :** Kolkata

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



# BEEKAY STEEL INDUSTRIES LIMITED

Regd. Office: 'Lansdowne Towers', 4<sup>th</sup> Floor, 2/1A, Sarat Bose Road, Kolkata -700 020, Phone No. 033-30514444, Fax No. 033-22833322,

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

CIN: L27106WB1981PLC033490

## PROXY FORM

(36<sup>th</sup> Annual General Meeting – 15<sup>th</sup> September, 2017)

FORM NO: MGT – 11

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

CIN : L27106WB1981PLC033490  
 Name of the company : **BEEKAY STEEL INDUSTRIES LTD**  
 Registered office : **Lansdowne Towers, 4<sup>th</sup> 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;

- Name: \_\_\_\_\_, Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_, Signature: \_\_\_\_\_, or failing him/her
- Name: \_\_\_\_\_, Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_, Signature: \_\_\_\_\_, or failing him/her
- Name: \_\_\_\_\_, Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_, Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the AGM of the Company, to be held on Friday, 15<sup>th</sup> day of September, 2017 at 10.30 A.M. at 'EEPC India Conference Room', EEPCINDIA, Vanijya Bhavan, ITFC Building, Ground Floor, 1/1, Wood Street, Kolkata: 700 016 and at any adjournment thereof in respect of such resolution(s) as are indicated below.

Resolution No.	Resolution	Optional	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Standalone and Consolidated Audited Financial Statement of the Company including Audited Balance Sheet as at 31 <sup>st</sup> March, 2017, 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, Director who retires by rotation.		
4	Approval for the re-appointment of Mr. Gautam Bansal, Director who retires by rotation		
5	Appointment of M/s LIHALA & CO., Chartered Accountants (Firm Regin. No.-315052E) as the Statutory Auditors of the Company (in place of M/s. Rustagi & Associates, Chartered Accountants, Retiring Auditors) and authorize the Board to fix their remuneration		
<b>Special Business:</b>			
6	Approval for payment of remuneration to the Cost Auditor of the Company for the financial Year 2017-18.		
7	Approval for Re-classification of Promoter & Promoter Group.		
8	Change in place of keeping Register of Members & other Statutory Records by Registrar and Share Transfer Agents.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

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

Affix a Revenue Stamp of Re.1/-

### Notes:

- 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.
- 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

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## ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

(36<sup>th</sup> Annual General Meeting – 15<sup>th</sup> September, 2017)

I/We hereby record my/our presence at the 36<sup>th</sup> Annual General Meeting of "Beekay Steel Industries Limited" held on Friday, 15<sup>th</sup> day of September, 2017 at 10.30 A.M. at 'EEPC India Conference Room', EEPCINDIA, Vanijya Bhavan, ITFC Building, Ground Floor, 1/1, Wood Street, Kolkata: 700 016.

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: \_\_\_\_\_

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

## Route Map & Venue of AGM

