



## BEEKAY STEEL INDUSTRIES LIMITED

(CIN: L27106WB1981PLC033490)

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

Tel. No.: (033) 4060 4444, Fax: (033) 2283 3322

E- mail: secretarial@beekaysteel.com; Website: www.beekaysteel.com

### NOTICE

Notice is hereby given that the **42<sup>nd</sup> (Forty Second)** Annual General Meeting of **BEEKAY STEEL INDUSTRIES LIMITED** will be held on **Friday, 29<sup>th</sup> day of September 2023 at 12.00 Noon (I.S.T)** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following businesses:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the Financial Year ended 31<sup>st</sup> March, 2023 together with Reports of the Board of Directors and Auditors thereon as on that date.
2. To declare dividend on equity shares of the Company.
3. To appoint a Director in place of Mr. Vikas Bansal (DIN: 00103065), retiring by rotation and being eligible, offered himself for re-appointment.
4. To appoint a Director in place of Mr. Gautam Bansal (DIN:00102957), retiring by rotation and being eligible, offered himself for re-appointment.

#### SPECIAL BUSINESS

##### 5. RE-APPOINTMENT OF MR. SURESH CHAND BANSAL AS AN EXECUTIVE CHAIRMAN

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of **Mr. Suresh Chand Bansal (DIN:00103134)**, as an **Executive Chairman** of the Company for a period of **5 (five) years with effect from 1<sup>st</sup> October, 2023** on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and or remuneration as it may deem fit and as may be acceptable to **Mr. Suresh Chand Bansal**, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and are 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. RE-APPOINTMENT OF MR. VIKAS BANSAL AS AN EXECUTIVE DIRECTOR

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of **Mr. Vikas Bansal (DIN: 00103065)**, as an **Executive Director** of the Company for a period of **5 (five) years with effect from 1<sup>st</sup> October, 2023** on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and or remuneration as it may deem fit and as may be acceptable to Mr. Vikas Bansal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013. 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.

**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. RE-APPOINTMENT OF MR. MANAV BANSAL AS WHOLE-TIME DIRECTOR

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of **Mr. Manav Bansal (DIN: 00103024)**, as a **Whole-time Director** of the Company for a period of **5 (five) years with effect from 1 April, 2024** on the terms and conditions including

remuneration as set out in the Statement annexed to the Notice convening this Meeting and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and or remuneration as it may deem fit and as may be acceptable to Mr. Manav Bansal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013, 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.

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

**8. RE-APPOINTMENT OF MR. BHARAT KUMAR NADHANI AS AN INDEPENDENT DIRECTOR**

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

**"RESOLVED THAT** in accordance with the provisions of Section 149(8), 152 and 197(5) read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bharat Kumar Nadhani (DIN:01842863), be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 28<sup>th</sup> April, 2029 and shall not be liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and are 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. APPOINTMENT OF MR. PRANAB KUMAR CHAKRABARTY AS AN INDEPENDENT DIRECTOR**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Pranab Kumar Chakrabarty (DIN: 07924042)** be and is hereby appointed as an Independent Director of the Company to hold office for 2 (Two) consecutive years w.e.f. February 13, 2023 upto February 12, 2025.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

**10. APPROVAL FOR PAYMENT OF REMUNERATION TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2023-24**

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 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 31<sup>st</sup> March, 2024, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

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

**11. APPROVAL FOR APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY**

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 provision of Sections 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, **M/s. S K Agrawal & Co., Chartered Accountants LLP (Firm Registration Number – 306033E/E300272)**, be and is hereby appointed as the Branch Auditors of the Company for the Branches of the Company viz. Bangalore, Pune, Hyderabad & Coimbatore for the Financial Year 2023-24, on such remuneration as may be fixed by the Board of Directors of the Company."

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

**Registered Office:**

'Lansdowne Towers'  
4th Floor, 2/1A, Sarat Bose Road  
Kolkata - 700 020  
Dated: 11<sup>th</sup> August, 2023

By Order of the Board of Directors  
For **BEEKAY STEEL INDUSTRIES LIMITED**

Sd/-  
**Rabindra Kumar Sahoo**  
**Company Secretary**

**NOTES:**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020 dated 8th April 2020; 17/2020 dated 13th April 2020; 22/2020 dated 15th June 2020; 33/2020 dated 28th September 2020; 39/2020 dated 31st December, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021 ; 3/2022 dated May 5, 2022 and 10/2022 dated 28th December, 2022, respectively, ("MCA Circulars") and The Securities and

Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022; and No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") allow to conduct AGMs through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") facility on or before September 30, 2023,

In compliance with these Circulars, provisions of the Act and Listing Regulations, the 42<sup>nd</sup> AGM of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 42<sup>nd</sup>AGM shall be the Registered Office of the Company.

2. The helpline -number regarding any query/assistance for participation in the AGM through VC/OAVM is-1800-225-533.
3. Since, the AGM is being conducted through VC/ OAVM there is no provision for appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
4. The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice.
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 Friday, 1st September, 2023.
6. The attendance of the Shareholders attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members can raise questions during the meeting or in advance at [secretarial@beekaysteel.com](mailto:secretarial@beekaysteel.com). The members are requested to write to the Company on or before 21<sup>st</sup> September, 2023, through Email on [secretarial@beekaysteel.com](mailto:secretarial@beekaysteel.com). However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
8. Corporate members are requested to send at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) before e-voting/attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Sec 113 of the Companies Act,2013.
9. 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.
10. In terms of the provisions of Regulation 40 of SEBI Listing Regulations and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) could not be processed since 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialized form with the depositories. In view of the same, Shareholders are requested to take action to dematerialize the Equity Shares of the Company/ RTA, promptly.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/ RTA.
12. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form and to the Company/ RTA in case the shares are held by them in physical form.
13. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the 'Investors' zone available on the Company's website i.e. [www.beekaysteel.com](http://www.beekaysteel.com) and is also available on the website of the Company's Registrar and Transfer Agent (RTA) at [www.mdpl.in](http://www.mdpl.in). Members are requested to submit the said details to their Depository Participants in case the shares are held by them in the dematerialized mode and to the Company's 'RTA' in case the shares are held by them in physical form, quoting their folio number, Certificate Nos. & Distinctive Nos. etc.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates alongwith the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
15. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
16. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
- a) **For shares held in electronic/demat form:** to their Depository Participant (DP) only. Changes intimated to the DP will then be automatically reflected in the Company's shareholder records and will help the Company and its RTA to provide efficient and better service to the Members.

- b) **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Investors' Zone available on the Company's website and is also available on the website of the RTA at [www.mdpl.in](http://www.mdpl.in).
18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Investors' Zone available on the Company's website and is also available on the website of the RTA at [www.mdpl.in](http://www.mdpl.in). It may be noted that any service request can be processed only after the folio is KYC Compliant.
19. SEBI vide its notification dated 24.01.2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for assistance in this connection.
20. 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- [secretarial@beekaysteel.com](mailto:secretarial@beekaysteel.com) or [rksahoo@beekaysteel.com](mailto:rksahoo@beekaysteel.com)) or with Company's Share Transfer Agent: M/s. Maheshwari Datamatics Pvt. Ltd. (E-Mail – [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)).
21. Note for Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote. 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
22. 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. I-PHONE 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.
23. **An Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.** Further, the relevant details with respect to Item Nos. 5 to 9 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
24. The profile of the Directors seeking appointment/re-appointment, as required in terms of applicable Regulations of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange is annexed hereto and forms part of this Notice.
25. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 42<sup>nd</sup> AGM of the Company and the KYC Forms as per SEBI circular (viz. ISR-1,ISR-2,ISR-3,ISR-4, SH-13 & SH-14) inter alia indicating the process and manner of e-voting is being sent by Email whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and by speed post/ regd. Post/ courier/ any other specified mode whose email id. are not available/ registered with the Company / RTA.
- Members (Physical/ Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) and [secretarial@beekaysteel.com](mailto:secretarial@beekaysteel.com). Please submit duly filled and signed member updation form to the abovementioned email. Upon verification of the Form the email will be registered with the Company.
- Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 42<sup>nd</sup> AGM of the Company and KYC Forms will also be available on the website of the Company at [www.beekaysteel.com](http://www.beekaysteel.com). The same can also be accessed from the websites of the Stock Exchange i.e. Bombay Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
26. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said

Circulars, the Company is pleased to provide the facility of “e-voting” to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) (“remote e-voting”) as well as e-voting during the proceeding of the AGM (“e-voting at the AGM”).

27. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 23<sup>rd</sup> September 2023 to Friday, 29<sup>th</sup> September, 2023** (both days inclusive).
28. In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed **Friday, 22<sup>nd</sup> September, 2023** as the “cut-off date” to determine the eligibility to vote by remote e-voting or e-voting at the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date/record date, i.e. **Friday, 22<sup>nd</sup> September, 2023** shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure as given below. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email-ids for e-voting for the resolutions are requested to refer the instructions as provided below.
29. Investors who became members of the Company subsequent to the dispatch of the Notice through Email and holds the shares as on the cut-off date i.e. **Friday, 22<sup>nd</sup> September, 2023** are requested to send the duly signed written / email communication to the Company at [secretarial@beekaysteel.com](mailto:secretarial@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.
30. Those Shareholders, who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
31. The Company has appointed Mr. S. K. Tibrewalla, Membership No. F-3811 & Certificate of Practice No. 3982, Company Secretaries in practice (Peer reviewed), as the Scrutinizer to scrutinize the remote e-voting and the e-voting at the AGM in a fair and transparent manner.
32. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPEG 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 Thursday, 28<sup>th</sup> September, 2023 upto 5.00 P.M. without which the vote shall not be treated as valid.
33. Shareholders holding shares in identical order of names in more than one folio are requested to write to the Company or to the office of the Registrar & share Transfer Agent, M/s Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata-700001, enclosing their share certificate to enable the Company to consolidate their holdings in one single folio.
34. The Final Dividend for the financial year ended March 31, 2023, as recommended by the Board, if approved at the AGM, will be paid within 30 days of declaration, to those Members whose name appears in the Register of Members of the Company as on the **record date**, i.e. **Friday, 22<sup>nd</sup> September, 2023**. Members can submit details with the company for receiving dividend directly in their bank accounts through Electronic Clearing Services (ECS) by writing an email at [secretarial@beekaysteel.com](mailto:secretarial@beekaysteel.com). In case any member is unable to submit their details for remittance of dividend through ECS, their dividend warrants/cheque shall be dispatched upon normalization of the postal services, post Covid-19.
35. Members holding shares in physical form are requested to notify immediately any change in their address/mandate/bank details to the Company or to the office of the Registrar & Share Transfer Agent, M/s Maheshwari Datamatics Private Limited, quoting their folio number. The Members updation form is available on the website of the Company.
36. Pursuant to the provisions of the Companies Act, 2013, dividend for the year ended March 31, 2023 and thereafter, which remains unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.
37. Shareholders who have not so far encashed their Dividend Warrants for the financial years ended 31.03.2016, 31.03.2017, 31.03.2018, 31.03.2019, 31.03.2020, 31.03.2021 & 31.03.2022 may immediately approach & contact the Company/ RTA alongwith their bank account details, email address etc. credit of unclaimed and un-paid Dividends to their bank accounts.
38. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“The Rules”) notified by the Ministry of Corporate Affairs effective from September 7, 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more would be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account. The Company has no such shares on which dividend has not been claimed or paid for a consecutive period of seven years.
39. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to [secretarial@beekaysteel.com](mailto:secretarial@beekaysteel.com).

40. Members, who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e- voting, shall be allowed to vote through e-voting system during the meeting.

41. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- i. The voting period begins on **Tuesday, 26<sup>th</sup> September, 2023 at 10:00 A.M.** and ends on **Thursday, 28<sup>th</sup> September, 2023 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 (record date) of Friday, 22<sup>nd</sup> September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email-Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter yolf you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

Type of shareholders	Login Method
	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL holding securities in helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL holding securities in Demat helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

- (v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders:**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders" module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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 e-voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than Individual 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) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, then please enter the member-id / folio number in the Dividend Bank details field as mentioned in above instruction (v).</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant **<Beekay Steel Industries Limited>** on which you choose to vote.

- x. 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.
- xi. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote to the Scrutinizer and to the Company at the email address viz; [secretarial@beekaysteel.com](mailto:secretarial@beekaysteel.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**42. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OVAM & E-VOTING DURING MEETING ARE AS UNDER:**

The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for Remote e-voting.

- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 (three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 (three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**43. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).



3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

#### Other Information:

1. Those persons, who have acquired shares and have become members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on the **cut-off date i.e. Friday, 22<sup>nd</sup> September, 2023** shall view the Notice of the 42<sup>nd</sup> AGM on the Company's website or on the website of CDSL. Such persons may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he/she is already registered with CDSL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.
2. Voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 22<sup>nd</sup> September, 2023. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. Every Client ID No. / Folio No. will have one vote, irrespective of number of joint holders.

#### Scrutinizer's Report and Declaration of results

1. The Scrutinizer shall, after the conclusion of e-voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
2. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.beekaysteel.com](http://www.beekaysteel.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com). The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed.

#### Dividend

1. The Board of Directors has recommended for consideration of the Shareholders a dividend of 10% i.e. Re.1.00 per Equity share of the nominal value of Rs.10/- each for the year ended 31<sup>st</sup> March, 2023.
2. The Register of Members and Share Transfer books of the Company will remain closed from **Saturday, 23<sup>rd</sup> September, 2023 at 10:00 A.M.** and ends on **Friday, 29<sup>th</sup> September, 2023 at 5:00 P.M.(both days inclusive)**, for the purpose of AGM and Dividend. The Dividend, if declared, will be payable within 30 days of declaration from the date of AGM to those Shareholders whose names are registered as such in the Register of Members of the Company as on Friday, 22<sup>nd</sup> September, 2023 and to the beneficiary holders as per the beneficiary list as on Friday, 22<sup>nd</sup> September, 2023 provided by the NSDL and CDSL, subject to deduction of tax at source where applicable.

#### Payment of Dividend through electronic means:

- (a) The Company provides the facility to the Shareholders for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). In view of the outbreak of the COVID-19 pandemic and resultant difficulties involved in dispatching of physical dividend warrants, Shareholders holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), along with their Folio Number, to the Company. Shareholders holding shares in dematerialized form are requested to provide the said details to their respective Depository Participants.
  - (b) In line with the General Circular No. 20/2020 dated 5th May, 2020 issued by the MCA, in case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFSC Code), the Company/ RTA shall upon normalization of the postal services, dispatch the dividend warrant/ cheque to such shareholder by post.
  - (c) Shareholders holding shares in dematerialized form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company/ RTA for payment of dividend. The Company/ RTA cannot act on any request received directly from the Shareholders holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Shareholders.
3. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to the Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and their respective Depository Participants (in case of shares held in dematerialized form). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by Email to [secretarial@beekaysteel.com](mailto:secretarial@beekaysteel.com) by Friday, 22<sup>nd</sup> September, 2023. Effective April 1, 2020, as per the Income Tax Act, 1961, the dividend income is taxable in the hands of shareholders. Accordingly, if any **resident individual shareholder** is in receipt of dividend exceeding Rs. 5,000 in a fiscal year, entire dividend will be subject to TDS @ 10 %. The rate of 10 % is applicable provided the shareholder has updated his/her

Permanent Account Number (PAN) with the depository/ Registrar and Transfer Agent (RTA). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Resident shareholders who are eligible for deduction of TDS at a concessional or NIL rate as per Section 197 of the Income-tax Act, 1961, can submit the certificate/letter issued by the Assessing Officer, to avail the benefit of lower rate of deduction or non-deduction of tax at source by Email to to [secretarial@beekaysteel.com](mailto:secretarial@beekaysteel.com) by Friday, 22<sup>nd</sup> September, 2023. Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an Email to [secretarial@beekaysteel.com](mailto:secretarial@beekaysteel.com). The aforesaid declarations and documents need to be submitted by the Shareholders by Friday, 22<sup>nd</sup> September, 2023. The aforesaid Form No. 15G/15H can be downloaded from website of the Company i.e. [www.beekaysteel.com](http://www.beekaysteel.com).

- 4 In terms of the provisions of Sections 124 and 125 of the Act, dividend which remains unpaid/ unclaimed for a period of 7 (seven) years from the date of declaration is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, in terms of the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), Equity Shares, in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of declaration, are also required to be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority pursuant to the IEPF Rules. All equity shares of the Company on which dividend has not been paid or claimed for 7 (seven) consecutive years or more, shall be transferred by the Company to the IEPF from time to time. Details of unpaid/ unclaimed dividend and equity shares transferred to IEPF are uploaded on the website of the Company as well as that of the Ministry of Corporate Affairs, Government of India ("MCA"), if any. No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF and IEPF Suspense Account, respectively, pursuant to the IEPF Rules. Shareholders can however claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making an online application in web Form No. IEPF-5, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in).
- Shareholders are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or the RTA.
  - Since the AGM will be held through Video Conferencing or Other Audio Visual Means, route map of venue of the AGM and admission slip is not attached to this Notice.

#### **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 11<sup>th</sup> August, 2023:

##### **Item No. 5**

The present terms of appointment of Mr. Suresh Chand Bansal as an Executive Chairman would expire on September 30, 2023. Due to extensive involvement in the Business affairs of the Company, the Board of Directors at its Meeting held on 11<sup>th</sup> August, 2023 has re-appointed Mr. Suresh Chand Bansal as the Executive Chairman of the Company, subject to the approval of members by a special resolution in the ensuing Annual General Meeting of the Company, for a further period of 5 (five) years commencing from 1 October, 2023 on such terms and conditions as recommended by the Nomination and Remuneration Committee in its meeting held on 11<sup>th</sup> August, 2023 and as approved by the Board are as follow –

1. **Salary:** Rs 11,00,000/- per month and annual increment up to 20% of the salary last drawn or as may be approved by the Board annually.
2. **Performance Linked Bonus:** Such percentage of the net profits of the Company or such amount as may be decided by the Board of Directors for each financial year or part thereof, provided however that the aggregate amount of Salary and Performance Linked Bonus shall not exceed the limits as per the provisions of section 197 and Schedule V of the Companies Act, 2013.
3. **Perquisites:** The Executive Chairman, in addition to Salary and Performance Linked Bonus, shall be entitled to the following perquisites which may be reviewed by the Board from time to time:
  - a. **Housing:** Residential accommodation including electricity (or reimbursement of House Rent in lieu thereof on actual basis).
  - b. **Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
  - c. **Leave Travel Concession:** For self and family to and from any place in India, once in a year in accordance with the rules of the Company.
  - d. **Clubs Fess:** Fees of Clubs shall be subject to a maximum of two clubs, provided that no life membership or admission fee shall be paid by Company.
  - e. **Personal Accident Insurance:** Premium not to exceed Rs. 5,000/- per annum.
  - f. **Provident Fund/Superannuation Fund/Gratuity:**
    - i Contribution to provident fund, super-annuation fund or annuity fund in accordance with the rules of the Company, so that these either singly or put together are not taxable under the I.T.Act,1961.
    - ii) Gratuity payable shall not exceed half of a month's salary for each completed year of service.
  - g. **Car & Telephone:** The Executive Chairman shall be provided car with driver and telephones at his residence for Company's business as well as for personal use. However long distance calls for personal use will be billed by the Company.

h. Other Benefits:

- (i) **Leave:** On full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, Casual and sick leave on full pay and allowance as per rules of the Company.
- (ii) The Executive Chairman shall be entitled to reimbursement of travelling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
- (iii) The Executive Chairman shall be reimbursed actual out of pocket expenses incurred by him in the course of discharging his duties in the capacity of Executive Director.  
Mr. Suresh Chand Bansal, as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.

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

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

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

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

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

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

He holds **20,13,854** equity shares of the Company in his own name.

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

The Board recommends the resolution as set forth in Item no. 5 for the approval of the members of the Company.

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

**Item No. 6**

The present terms of appointment of Mr. Vikas Bansal as an Executive Director would expire on September 30, 2023. Due to extensive involvement in the Business affairs of the Company, the Board of Directors at its Meeting held on 11<sup>th</sup> August, 2023 **has re-appointed Mr. Vikas Bansal as an Executive Director of the Company**, subject to the approval of members by a special resolution in the ensuing Annual General Meeting of the Company, for a further period of **5 (five) years commencing from 1 October, 2023** on such terms and conditions as recommended by the Nomination and Remuneration Committee in its meeting held on 11<sup>th</sup> August, 2023 and as approved by the Board are as follow –

1. **Salary:** Rs 10,00,000/- per month and annual increment up to 20% of the salary last drawn or as may be approved by the Board annually.
2. **Performance Linked Bonus:** Such percentage of the net profits of the Company or such amount as may be decided by the Board of Directors for each financial year or part thereof, provided however that the aggregate amount of Salary and Performance Linked Bonus shall not exceed the limits as per the provisions of section 197 and Schedule V of the Companies Act, 2013.
3. **Perquisites:** The Executive Chairman, in addition to Salary and Performance Linked Bonus, shall be entitled to the following perquisites which may be reviewed by the Board from time to time:
  - a. **Housing:** Residential accommodation including electricity (or reimbursement of House Rent in lieu thereof on actual basis).
  - b. **Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
  - c. **Leave Travel Concession:** For self and family to and from any place in India, once in a year in accordance with the rules of the Company.
  - d. **Clubs Fess:** Fees of Clubs shall be subject to a maximum of two clubs, provided that no life membership or admission fee shall be paid by Company.
  - e. **Personal Accident Insurance:** Premium not to exceed Rs. 5,000/- per annum.
  - f. **Provident Fund/Superannuation Fund/Gratuity:**
    - i Contribution to provident fund, super-annuation fund or annuity fund in accordance with the rules of the Company, so that these either singly or put together are not taxable under the I.T.Act,1961.
    - ii) Gratuity payable shall not exceed half of a month's salary for each completed year of service.

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

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

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

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

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

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

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

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

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

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

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

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

#### Item No. 7

The present terms of appointment of Mr. Manav Bansal as a Whole-Time Director would expire on March 31, 2024. Due to extensive involvement in the Business affairs of the Company, the Board of Directors at its Meeting held on 11<sup>th</sup> August, 2023 has re-appointed **Mr. Manav Bansal as the Whole-Time Director of the Company**, subject to the approval of members by a special resolution in the ensuing Annual General Meeting of the Company, for a further period of **5 (five) years commencing from 1<sup>st</sup> April, 2024** on such terms and conditions as recommended by the Nomination and Remuneration Committee in its meeting held on 11<sup>th</sup> August, 2023 and as approved by the Board are as follow :-

- Salary:** Rs 6,50,000/- per month and annual increment up to 20% of the salary last drawn or as may be approved by the Board annually.
- Performance Linked Bonus:** Such percentage of the net profits of the Company or such amount as may be decided by the Board of Directors for each financial year or part thereof, provided however that the aggregate amount of Salary and Performance Linked Bonus shall not exceed the limits as per the provisions of section 197 and Schedule V of the Companies Act, 2013.
- Perquisites:** The Whole-Time Director, in addition to Salary and Performance Linked Bonus, shall be entitled to the following perquisites which may be reviewed by the Board from time to time:
  - Housing:** Residential accommodation including electricity (or reimbursement of House Rent in lieu thereof on actual basis).
  - Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
  - Leave Travel Concession:** For self and family to and from any place in India, once in a year in accordance with the rules of the Company.
  - Clubs Fess:** Fees of Clubs shall be subject to a maximum of two clubs, provided that no life membership or admission fee shall be paid by Company.
  - Personal Accident Insurance:** Premium not to exceed Rs. 5,000/- per annum.

- f. **Provident Fund/Superannuation Fund/Gratuity:**
  - i) Contribution to provident fund, super-annuation fund or annuity fund in accordance with the rules of the Company, so that these either singly or put together are not taxable under the I.T.Act,1961.
  - ii) Gratuity payable shall not exceed half of a month's salary for each completed year of service.
- g. **Car & Telephone:** The Whole-Time Director shall be provided car with driver and telephones at his residence for Company's business as well as for personal use. However long distance calls for personal use will be billed by the Company.
- h. **Other Benefits:**
  - (i) **Leave:** On full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, Casual and sick leave on full pay and allowance as per rules of the Company.
  - (ii) The Whole-Time Director shall be entitled to reimbursement of travelling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
  - (iii) The Whole-Time Director shall be reimbursed actual out of pocket expenses incurred by him in the course of discharging his duties in the capacity of Executive Director.

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

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

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

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

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

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

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

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

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

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

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

#### Item No. 8

The present term of appointment of Mr. Bharat Kumar Nadhani as an Independent Director would expire on 28<sup>th</sup> April, 2024 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 11<sup>th</sup> August, 2023, in accordance to the performance evaluation report and on the recommendation of Nomination and Remuneration Committee, has re-appointed Mr. Bharat Kumar Nadhani as an Independent Director, subject to the approval of members in the ensuing Annual General Meeting of the Company for a further period of 5(five) years commencing from 29<sup>th</sup> April, 2024.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Bharat Kumar Nadhani as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Bharat Kumar Nadhani as an Independent Director, for approval by the shareholders of the Company upto 28<sup>th</sup> April, 2029 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, he shall not be liable to retire by rotation. Mr. Nadhani has given his consent to act as an Independent Director of the company and has furnished requisite declaration confirming that he meet the criteria of Independence as laid down in Section 149(6) of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (LODR) Regulations, 2015 and that he is not disqualified to be re-appointed under Section 164 of the Act.

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

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

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

A brief profile of Bharat Kumar Nadhani including nature of his expertise and shareholding in the Company are annexed to the notice. Except Mr. Bharat Kumar Nadhani, 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 Mr. Bharat Kumar Nadhani as an Independent Director, for the approval by the shareholders.

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

#### **Item No. 9**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Pranab Kumar Chakrabarty as an Additional (Independent) Director of the Company, with effective from 13<sup>th</sup> February, 2023. Pursuant to the provisions of Section 161 of the Act and Article 95 of the Articles of Association of the Company, Mr. Chakrabarty will hold office up to the date of the ensuing Annual General Meeting unless appointed 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. Chakrabarty for the office of Director. Mr. Chakrabarty shall not be liable to retire by rotation.

The Company has received from Mr. Chakrabarty confirmation to the effect that he is not disqualified under Section 164(2) of the Act and 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 Company has also received a declaration from Mr. Chakrabarty confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, under the Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that he do not have any interest and fiduciary relationship with any of the shareholders of the Company and do not have any interested positions in commercial contracts and financial affairs of the Company. In accordance to the verification made by the Company and its Nomination and Remuneration Committee, Mr. Chakrabarty is not debarred from holding of office as Director(s) pursuant to any SEBI order.

The profile and specific areas of expertise of Mr. Chakrabarty are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Chakrabarty, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

A copy of the draft Letter of Appointment for Independent Director is available for inspection through electronic mode and same is available at the website of the Company at [www.beekaysteel.com](http://www.beekaysteel.com).

The Board recommends the Special Resolution set forth in Item No. 9 for the approval of the Members.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 on General Meetings ("SS-2") -2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

#### **Item No. 10**

The Board, on the recommendation of the Audit Committee, has approved the appointment of **M/s. Somnath Roy & Associates**, the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024 at a remuneration of Rs. 45000/- 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. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

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.

#### **Item No. 11**

The Board of Directors, on the recommendation of the Audit Committee, has recommended the appointment of **M/s. S K Agrawal & Co., Chartered Accountants LLP as Branch Auditors**, to conduct the audit of the branches of the Company, viz. Bangalore, Pune, Hyderabad & Coimbatore for the financial year 2023-24 at a remuneration as may be fixed by the Members at the ensuing Annual General Meeting.

In accordance with the provisions of Section 139 and Section 143(8) and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the consent of the members is sought for passing the Resolution as set out in Item No. 11 of the Notice for appointment and remuneration of Branch Auditor of the Company for the financial year 2023-24.

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

#### **Registered Office:**

'Lansdowne Towers'  
4th Floor, 2/1A, Sarat Bose Road  
Kolkata - 700 020  
Dated: 11<sup>th</sup> August, 2023

By Order of the Board of Directors  
For **BEEKAY STEEL INDUSTRIES LIMITED**

Sd/-  
**Rabindra Kumar Sahoo**  
Company Secretary

## ANNEXURES:

### 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. Vikas Bansal	Mr. Manav Bansal	Mr. Gautam Bansal	Mr. Bharat Kumar Nadhani	Mr. Pranab Kumar Chakrabarty
1	DIN	00103134	00103065	00103024	00102957	01842863	07924042
2	Date of Birth and age	25/12/1949 & 73 years	18/07/1971 & 52 years	06/12/1974 & 49 years	29/10/1979 & 40 years	21/12/1956 & 66 years	28/06/1956 & 67 years
3	Nationality	Indian	Indian	Indian	Indian	Indian	Indian
4	Date of appointment on Board	28/03/1981	02/12/1991	29/11/2006	29/11/2006	29/04/2019	13/02/2023
5	Terms & Condition of appointment/ re-appointment	Appointed for a period of 5 years w.e.f. 01.10.2023 subject not to retire by rotation	Appointed for a period of 5 years w.e.f. 01.10.2023 subject to retire by rotation	Re-appointed for a period of 5 years w.e.f. 01.04.2024 subject to retire by rotation	Rotational appointment	Re-appointed as an Independent Director not to retire by rotation	Appointed as an Independent Director for a period of 2 years w.e.f. 13.02.2023 not to retire by rotation
6	Remuneration proposed	As per the terms mentioned in explanatory statement attached to this notice of AGM	As per the terms mentioned in explanatory statement attached to this notice of AGM	As per the terms mentioned in explanatory statement attached to this notice of AGM	N.A.	N.A.	N.A.
7	Remuneration last drawn (Rs. In Lakhs)	407.00	295.00	178.00	144.00	N.A.	N.A.
8	No. of shares held in the Company	2013854	953998	1258196	812856	Nil	Nil
9	Qualification & Expertise in specific functional area	Commerce Graduate. More than 50 years of rich experience in steel industry in conceptualizing various business plans & setting-up new projects, providing guidance in achieving business goals, financial planning and control.	Commerce Graduate. 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. 25 years of rich experience in corporate planning, financial management, taxation, general administration etc.	Commerce Graduate, MBA from University of Wales, UK. 15 years of rich experience in corporate planning, Operational & Marketing Management and planning, general administration etc.	Cost Accountant and Company Secretary, 40 years of rich experience in the areas of Finance, Legal & Administration.	Practising Cost Accountant, Practice as professional as Registered Valuer (From 01-07-2016 to Date), Passed Insolvency Profession in October, 2018 and thereafter obtained certificate as SFA Registered Valuer,
10	No. of Board Meetings Attended during the F.Y. 2022-23	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
11	List of other Listed Companies in which Directorships held as on 31st March, 2023	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
12	List of other Companies in which Directorships held as on 31st March, 2023	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
13	Chairman/Member of the Committee of the Board of other Companies in which he/she is a Director as on 31st March, 2023	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
14	Disclosure of Relationship between Directors, Managers and Key Managerial Personnel	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report

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

#### I. General Information:

- 1) Nature of industry: Manufacturing of Steel.
- 2) Date or expected date of commencement of commercial production: Not Applicable as it is an existing Company since 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)

	<u>31.3.2023</u>	<u>31.3.2022</u>	<u>31.3.2021</u>
Turnover (Gross):	1142.30	1314.32	879.63
Net Profit/ (Loss):	109.20	156.71	80.47

5) Foreign investments or collaborations, if any:

No foreign investment is made by the Company during F.Y. 2022-23.

**II. Information about the appointee:**

Name of the appointee:	Mr. Suresh Chand Bansal	Mr. Vikas Bansal	Mr. Manav Bansal	Mr. Gautam Bansal	Mr. Bharat Kumar Nadhani	Mr. Pranab Kumar Chakrabarty
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)	407.00	295.00	178.00	144.00	N.A.	N.A.
Remuneration proposed	As provided in the notice	As provided in the notice	As provided in the notice	N.A.	N.A.	N.A.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as the Executive Chairman of the Company.	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as the Executive Director of the Company.	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as the Whole-time Director & CFO of the Company.	Retire by Rotation	N.A.	N.A.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	No pecuniary relationship with the Company except managerial remuneration.	No pecuniary relationship with the Company except managerial remuneration.	No pecuniary relationship with the Company except managerial remuneration.	No pecuniary relationship with the Company 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 – Son, Mr. Manav Bansal-Son & Mr. Gautam Bansal – Son of Mr. Mukesh Chand Bansal
Mr. Vikas Bansal	Mr. Suresh Chand Bansal – Father, Mr. Mukesh Chand Bansal- Father's Brother, Mr. Manav Bansal-Brother & Mr. Gautam Bansal – Son of Mr. Mukesh Chand Bansal
Mr. Manav Bansal	Mr. Suresh Chand Bansal – Father, Mr. Mukesh Chand Bansal – Father's Brother, Mr. Vikas 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. Bharat Kumar Nadhani	No relation with other Directors
Mr. Pranab Kumar Chakrabarty	No relation with other Directors

**III. Other information:**

- Reasons of loss or inadequate profits: NA
- Steps taken or proposed to be taken for improvement: NA
- Expected increase in productivity and profitability in measurable terms: NA

**IV. Disclosures:**

The requisite disclosure with respect to Mr. Suresh Chand Bansal, Mr. Vikas Bansal, Mr. Manav Bansal, Mr. Bharat Kumar Nadhani and Mr. Pranab Kumar Chakrabarty has been annexed to the notice convening this meeting.