



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 **43rd (Forty Third)** Annual General Meeting of **BEEKAY STEEL INDUSTRIES LIMITED** will be held on **Friday, the 27th day of September, 2024 at 12.30 P.M.(IST)** 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 31st March, 2024 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. Manav Bansal (DIN: 00103024), retiring by rotation and being eligible, offered himself for re- appointment.

SPECIAL BUSINESS

4. APPOINTMENT OF MS. SHALINI JAIN (DIN: 10484828) AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152, 160, 161 and 197(5) 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, Ms. Shalini Jain (DIN: 10484828) be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years w.e.f. 1st April, 2024 upto 31st March, 2029 and she shall not be liable to retire by rotation.

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

5. APPOINTMENT OF MR. SANDIP KUMAR KEJRIWAL (DIN: 00004333) AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152, 160, 161 and 197(5) 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, Mr. Sandip Kumar Kejriwal (DIN: 00004333) be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years w.e.f. 1st April, 2024 upto 31st March, 2029 and he shall not be liable to retire by rotation.

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

6. RE-APPOINTMENT OF MR. GAUTAM BANSAL AS A WHOLE-TIME DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and/or any other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder ('the Act'), Mr. Gautam Bansal (DIN: 00102957), be and is hereby re-appointed as a Whole-time Director of the Company, for a period of 5 (five) years with effect from 1st June, 2025 on such terms and conditions as detailed in the Explanatory Statement with the power to the Board to revise the remuneration and other terms within the limit prescribed under Section 197 read with Schedule V of the Act.

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. PRANAB KUMAR CHAKRABARTY AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149(8), 152 and 197(5) read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors

of the Company, **Mr. Pranab Kumar Chakrabarty (DIN: 07924042)** be and is hereby re-appointed as an Independent Director of the Company to hold office for a 2nd term of 2 (Two) consecutive years, w.e.f. 13th February, 2025 to 12th February, 2027.

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.”

8. **APPROVAL FOR PAYMENT OF REMUNERATION TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2024-25**

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 other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Explanatory Statement, be paid to **M/s. Somnath Roy & Associates, Cost Auditors** (Firm Registration No. 002072) to conduct the audit of the cost records of the Company for the financial year 2024-25, 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 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.”

Registered Office:

'Lansdowne Towers'
4th Floor, 2/1A, Sarat Bose Road
Kolkata - 700 020
Dated: 13th August, 2024

By Order of the Board of Directors
For **BEEKAY STEEL INDUSTRIES LIMITED**
Sd/-
Rabindra Kumar Sahoo
Company Secretary

NOTES:

- 1. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT THE MATERIAL FACTS IN RESPECT OF THE BUSINESS UNDER ITEM NOS. 4 TO 8 SET OUT IN THIS NOTICE AND THE DETAILS SPECIFIED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 ON GENERAL MEETING ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, IS ANNEXED HERETO.**
- In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2023 dated 25th September 2023, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 issued by SEBI (“the Circulars”), companies are allowed to hold AGM through video conference or other audio visual means (“VC/OAVM”) upto 30th September 2024, without the physical presence of members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM, and video recording and transcript of the same shall be made available on the website of the Company. Central Depository Services (India) Limited (“CDSL”) will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.

Hence, Members can attend and participate in the AGM through VC/ OAVM only, the detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and available at the Company’s Website www.beekaysteel.com.

In compliance with these Circulars, provisions of the Act and Listing Regulations, the 43rd AGM (Annual General Meeting) 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 AGM shall be the Registered Office of the Company.
- Pursuant to the Companies Act, 2013, the documents related to aforesaid resolutions are open for inspection at the registered office of the Company during business hours till the conclusion of the ensuing AGM.
- Since, the AGM is being conducted through VC/ OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
- 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. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 shareholders on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The notice of AGM is being sent to the members, whose names would appear in the register of members / depositories as at closing hours of business on **Friday, 23rd August, 2024**.
- 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 Companies Act.

8. Members can raise questions during the meeting or in advance at secretarial@beekaysteel.com. The members are requested to write to the Company at least 3 days before the AGM, through Email to secretarial@beekaysteel.com for proper response in the AGM. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
9. Corporate members are requested to send at mdpldc@yahoo.com before e-Voting/ attending AGM, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013.
10. 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.

11. Note for Institutional Shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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.

12. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
13. The profile of the Directors seeking appointment/re-appointment, as required in terms of applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange is annexed hereto and forms part of this Notice.
14. In line with Circulars issued by the MCA and said SEBI, the Annual Report including Notice of the 43rd AGM of the Company inter alia indicating the process and manner of e-Voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

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 and secretarial@beekaysteel.com. Please submit duly filled and signed member updation form to the above mentioned 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 43rd AGM of the Company will also be available on the website of the Company at www.beekaysteel.com. The same can also be accessed from the websites of the Stock Exchange i.e. The Bombay Stock Exchange of India Limited (BSE) at www.bseindia.com and on the website of CDSL i.e. www.evotingindia.com.

15. 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").
16. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 21st September, 2024 till Friday, 27th September, 2024 (both days inclusive)**.
17. 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, 20th September, 2024** 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, i.e. **Friday, 20th September, 2024**, 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 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 provided at serial no.32.

18. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. **Friday, 20th September, 2024** are requested to send the duly signed written / email communication to the Company at secretarial@beekaysteel.com, and to the RTA at mdpldc@yahoo.com, by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-Voting.
19. 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.
20. The Company has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary (Membership No.: 3811; CP No.: 3982), as the Scrutinizer to scrutinize the remote e-Voting and the e-Voting at the AGM in a fair and transparent manner.
21. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at santibrewalla@gmail.com with a copy mark to secretarial@beekaysteel.com, and helpdesk.evoting@cdslindia.com on or before **Thursday, 26th September, 2024 upto 5.00 pm (IST)** without which the vote shall not be treated as valid.
22. 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 and Share Transfer Agent (RTA), **M/s Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001**, enclosing their share certificate to enable the Company to consolidate their holdings in one single folio.
23. The Dividend for the financial year 2023-24, 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, 20th September, 2024**.
24. 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 forms a part of the Annual Report and is available on the website of the Company.
25. Pursuant to the provisions of the Companies Act, 2013, dividend for the year ended 31st March, 2024 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.
26. 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 7th September, 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.
27. Shares in respect of which dividend will be transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government shall also be transferred to IEPF pursuant to Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules") read with Section 124 of the Companies Act, 2013 (as amended from time to time). Advertisement would be published in newspapers and intimations would be sent to Shareholders concerned requesting them to encash their unclaimed dividends, if any, falling which the corresponding shares, if any, will be transferred to IEPF.
28. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 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.
29. 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 and until 15 minutes after conclusion of the AGM.
30. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of AGM of the Company.
31. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800-225-533.
32. **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**
 - (i) **In case of individual shareholders holding shares in demat mode** : Access through Depositories CDSL/NSDL e-Voting system.
 - (ii) **Shareholders holding shares in physical mode and non-individual shareholders in demat mode:** Access through CDSL e-Voting system.
 - (iii) The Remote E-voting period begins on **Tuesday, 24th September, 2024 at 10.00 a.m. and ends on Thursday, 26th September, 2024 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 **Friday, 20th September, 2024** may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

- (iv) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (v) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 December 09, 2020, under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are providing remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions.

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, SEBI has allowed e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.

- (vi) Shareholders are advised to update their mobile number and email-id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting and joining virtual meetings for individual shareholders holding securities in demat mode CDSL/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System My easi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) 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: https://eservices.nsd.com 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 and voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 and voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 and 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 above-mentioned 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 CDSL	Members facing any technical issue in login can contact CDSL holding securities in helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders mode with NSDL	Members facing any technical issue in login can contact NSDL holding securities in Demat helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990

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

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
1. The shareholders should log on to the e-Voting website www.evotingindia.com.
 2. Click on “Shareholders” module.
 3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 6. 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"> • 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.
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"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant **<BEEKAY STEEL INDUSTRIES LIMITED>** on which you choose to vote.
- (vi) 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.
- (vii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xi) 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 and enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 will be mapped automatically and can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 at santibrewalla@gmail.com and to the Company at the email address secretarial@beekaysteel.com., if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

33. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM and E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
2. 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 e-Voting.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast **3 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 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.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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 may be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

34. 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 mdpldc@yahoo.com.
2. For Demat shareholders - Please update your email id and mobile no. with your respective **Depository Participant (DP)**.

3. **For Individual demat shareholders** – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.
4. The Company/RTA shall co-ordinate with CDSL and would provide the login credentials to the above mentioned shareholders.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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 or call toll free no. 1800 22 55 33.

35. 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, September 20, 2024 shall view the Notice of the 43rd 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. 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, 20th September, 2024. 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.

36. 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 2 (two) working days 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, and on the website of CDSL i.e. www.evotingindia.com The Company shall simultaneously forward the results to Bombay Stock Exchange(BSE) where the shares of the Company are listed.

37. Dividend

1. The Board of Directors has recommended a dividend of 10% i.e. Re. 1/- Equity share of the nominal value of Rs. 10/- each for the year ended 31st March, 2024 for consideration of the Shareholders.
2. The Register of Members and Share Transfer books of the Company will remain closed from **Saturday, 21st September, 2024 to Friday, 27th September, 2024 (both days inclusive)**, for the purpose of AGM and Payment of Dividend. The Dividend, if declared, will be payable on or after **Friday, 20th September, 2024**, to those Shareholders whose names are registered as such in the Register of Members of the Company as on **Friday, 20th September, 2024** and to the beneficiary holders as per the beneficiary list as on **Friday, 20th September, 2024** 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). Shareholders holding shares in physical mode 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, self- attested copies of PAN, proof of address, cancelled cheque and zerox copies of share certificate(s) to the Company at secretarial@beekaysteel.com or to the RTA at mdpldc@yahoo.com to enable direct credit of dividend electronically into their bank accounts in a secured manner. Shareholders holding shares in dematerialized form are requested to provide/update the said details to their respective Depository Participants.
- (b) **SHAREHOLDERS MAY PLEASE NOTE THAT NO PHYSICAL DIVIDEND WARRANT IS ALLOWED TO BE ISSUED AFTER 1ST APRIL, 2024 AS PER SEBI CIRCULARS DATED 7TH MAY, 2024 AND 10TH JUNE, 2024 AND WILL BE REMITTED ELECTRONICALLY AS STATED IN THE FOREGOING PARA (a) ABOVE.**
- (c) Shareholders holding shares in dematerialized form may please note 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 April 01, 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 by 27th September, 2024. Effective 1st April, 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 secretarial@beekaysteel.com by 27th September, 2024. 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. The aforesaid declarations and documents need to be submitted by the Shareholders by 27th September, 2024. The aforesaid Form No. 15G/15H can be downloaded from Company's website 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.
- 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 1st 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.
 - 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.
 - 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.
 - 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. Shareholders holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the Shareholders holding shares in physical form, are requested to submit the said details to the Company or RTA. The aforesaid Form No. SH 13 can be downloaded from Company's website www.beekaysteel.com.
 - 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(1) OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI(LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

The following Explanatory Statement, pursuant to **Section 102(1) of the Companies Act, 2013 (“Act”)**, and **Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015**, sets out all material facts relating to the business mentioned at Item Nos. 4 to 8 of the accompanying Notice dated 13th August, 2024 :

Item No. 4

The Board at its meeting held on 23rd March, 2024 has appointed Ms. Shalini Jain (DIN: 10484828) as an Additional Director (Independent Director) of the Company w.e.f 1st April,2024, pursuant to provisions of Section 149, 152, 160, 161 and 197(5) of the Companies Act, 2013 and the Articles of Association of the Company.

As per provisions of the Act, she would hold office of Directors up to the date of the ensuing Annual General Meeting (AGM) unless appointed as a Director of the Company by the Shareholders. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Ms. Shalini Jain for the office of an Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013. In accordance to the verification made by the Company and its Nomination & Remuneration Committee, the aforesaid Director is not debarred from holding of office as Director pursuant to any SEBI Order.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval as required has been obtained from the Shareholders by means of Special Resolution through Postal Ballot within the prescribed time.

In the opinion of the Board, Ms. Shalini Jain fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director and she is independent of the management.

Ms. Shalini Jain is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) and a Practicing Chartered Accountant. She is working as a Partner in M/s. Agrahari & Tewari, Chartered Accountants Firm, Kolkata. She specialized in the fields of Finance and Accounting.

Accordingly, the Board recommends the resolution in relation to appointment of Ms. Shalini Jain an Independent Director, for approval by the shareholders of the Company to the office of Independent Directors for 5 years upto 31st March, 2029 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. Further, she shall not be liable to retire by rotation.

Copy of the draft letter of appointment of Ms. Shalini Jain as an Independent Director setting out the terms and conditions is available for inspection by members during working hours at the Registered Office of the Company.

Except Ms. Shalini Jain, no other Director, Key Managerial Personnel or their relatives, is in any way, financially or otherwise interested or concerned in the resolution.

The Board recommends the Ordinary Resolution set forth in Item no. 4 of the Notice, for the approval by the shareholders of the Company.

Item No. 5

The Board at its meeting held on 23rd March, 2024 has appointed Mr. Sandip Kumar Kejriwal (DIN: 00004333) as an Additional Director (Independent Director) of the Company w.e.f 1st April,2024, pursuant to provisions of Section 149, 152, 160, 161 and 197(5) of the Companies Act, 2013 and the Articles of Association of the Company.

As per provisions of the Act, he would hold office of Directors up to the date of the ensuing Annual General Meeting (AGM) unless appointed as a Director of the Company by the Shareholders. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Mr. Sandip Kumar Kejriwal for the office of an Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013. In accordance to the verification made by the Company and its Nomination & Remuneration Committee, the aforesaid Director is not debarred from holding of office as Director pursuant to any SEBI Order.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval as required has been obtained from the Shareholders by means of Special Resolution through Postal Ballot within the prescribed time.

In the opinion of the Board, Mr. Sandip Kumar Kejriwal fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and he is independent of the management.

Mr. Sandip Kumar Kejriwal is a Fellow Member of the Institute of Company Secretaries of India (ICSI) and a Practicing Company Secretary (PCS). He is Practicing for more than 20 years as Company Secretary in various fields like Company Law, NCLT, Finance etc. providing advisory & professional services to various clients. He is serving as a member in various committees of the Institute of Company Secretaries of India (ICSI). He is also associated with various NGOs.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sandip Kumar Kejriwal an Independent Director, for approval by the shareholders of the Company to the office of Independent Directors for 5 years upto 31st March, 2029 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. Further, he shall not be liable to retire by rotation.

Copy of the draft letter of appointment of Mr. Sandip Kumar Kejriwal as an Independent Director setting out the terms and conditions is available for inspection by members during working hours at the Registered Office of the Company.

Except Mr. Sandip Kumar Kejriwal, no other Director, Key Managerial Personnel or their relatives, is in any way, financially or otherwise interested or concerned in the resolution.

The Board recommends the Ordinary Resolution set forth in Item no. 5 of the Notice, for the approval by the shareholders of the Company.

Item No. 6

The present terms of appointment of Mr. Gautam Bansal as a Whole-Time Director would expire on 31st May, 2025. Due to extensive involvement in the Business affairs of the Company, the Board of Directors at its Meeting held on 13th August, 2024 has re-appointed **Mr. Gautam Bansal as the Whole-Time Director of the Company**, subject to the approval of members in the ensuing Annual General Meeting of the Company, for a further period of **5 (five) years w.e.f 1st June, 2025** on such terms and conditions as recommended by the Nomination and Remuneration Committee in its meeting held on 13th August, 2024 and as approved by the Board are as follow :-

1. **Salary:** Rs 5,75,000/- per month and annual increment up to 20% of the salary last drawn or as may be approved by the Board annually.
2. **Performance Linked Bonus:** Such percentage of the net profits of the Company or such amount as may be decided by the Board of Directors for each financial year or part thereof, provided however that the aggregate amount of Salary and Performance Linked Bonus shall not exceed the limits as per the provisions of section 197 and Schedule V of the Companies Act, 2013.
3. **Perquisites:** The Whole-Time Director, in addition to Salary and Performance Linked Bonus, shall be entitled to the following perquisites which may be reviewed by the Board from time to time:
 - a. **Housing:** Residential accommodation including electricity (or reimbursement of House Rent in lieu thereof on actual basis).
 - b. **Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
 - c. **Leave Travel Concession:** For self and family to and from any place in India, once in a year in accordance with the rules of the Company.
 - d. **Clubs 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 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 Wholetime Director.

Mr. Gautam 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. Gautam Bansal will be entitled to receive such remuneration as is permissible under Section 197 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

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

The remuneration payable to Mr. Gautam Bansal being the Wholetime 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. Gautam Bansal as the Whole-time Director of the Company is annexed hereto which forms part this explanatory statement.

He holds **812,856** equity shares of the Company in his own name.

Except for Mr. Suresh Chand Bansal, Mr. Mukesh Chand Bansal, Mr. Vikas Bansal and Mr. Manav 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. Gautam 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 term of appointment of Mr. Pranab Kumar Chakrabarty as an Independent Director would expire on 12th February, 2025 pursuant to the provisions of Section 149, 152 and 197(5) and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Board at its meeting held on 13th August, 2024, in accordance to performance evaluation report and on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Pranab Kumar Chakrabarty as an Independent Director, subject to the approval of members in the ensuing Annual General Meeting of the Company for a further period of 2(two) years commencing from 13th February, 2025.

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. Pranab Kumar Chakrabarty as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Pranab Kumar Chakrabarty as an Independent Director, for approval by the shareholders of the Company upto 12th February, 2027 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. Chakrabarty 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 a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Mr. Pranab Kumar Chakrabarty for the office of an Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

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. Pranab Kumar Chakrabarty 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 Mr. Pranab Kumar Chakrabarty including nature of his expertise and shareholding in the Company are annexed to the notice.

Except Mr. Pranab Kumar Chakrabarty, 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. 7 in relation to re-appointment of Mr. Pranab Kumar Chakrabarty 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.8

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 31st March, 2025 at a remuneration of Rs. 45000/- as their Audit fees plus applicable taxes, if any and reimbursement of out of pocket expenses.

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. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025.

The Board of Directors recommends the resolution set out in Item No. 8 of the accompanying notice for the approval of the members.

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.

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. Manav Bansal	Ms. Shalini Jain	Mr. Sandip Kumar Kejriwal	Mr. Gautam Bansal	Mr. Pranab Kumar Chakrabarty
1	DIN	00103024	10484828	00004333	00102957	07924042
2	Date of Birth and age	06/12/1974 & 50 years	17/08/1982 & 41 years	13/02/1969 & 56 years	29/10/1979 & 45 years	28/06/1956 & 67 years
3	Nationality	Indian	Indian	Indian	Indian	Indian
4	Date of appointment/ re-appointment on Board	29/11/2006	01/04/2024	01/04/2024	29/11/2006	13/02/2025
5	Terms & Condition of appointment/ re-appointment	Rotational Appointment	Appointed for a period of 5 years w.e.f. 01.04.2024 not subject to retire by rotation	Appointed for a period of 5 years w.e.f. 01.04.2024 not subject to retire by rotation	Re-appointed for a period of 5 years w.e.f.01.06.2025 subject to retire by rotation	Re-appointed as an Independent Director for a period of 2 years w.e.f. 13.02.2025 not to retire by rotation
6	Remuneration Proposed	N.A.	N.A.	N.A.	As per the terms mentioned in explanatory statement attached to this notice of AGM	N.A.
7	Remuneration last drawn (Rs. In Lakhs)	178.00	N.A.	N.A.	144.00	N.A.
8	No. of shares held in the Company	12,58,196	Nil	Nil	8,12,856	Nil
9	Qualification & Expertise in specific functional area	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 and FCA 10 years of rich experience in practicing as a Chartered Accountant	Commerce Graduate and FCS 25 years of rich experience in practicing as Company Secretary	Commerce Graduate, MBA from University of Wales, UK. 15 years of rich experience in corporate planning, Operational & Marketing Management and planning, general administration etc.	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. 2023-24	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, 2024	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, 2024	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, 2024	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

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

I. General Information:

- 1) Nature of industry: Manufacturing of Steel.
- 2) Date or expected date of commencement of commercial production: Not Applicable as it is an existing Company since 1983.
- 3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- 4) Financial performance based on given indicators:

(Rs in Crores)

	<u>31.03.2024</u>	<u>31.03.2023</u>	<u>31.03.2022</u>
Turnover (Gross):	1049.05	1142.30	1314.32
Net Profit/ (Loss):	132.98	109.20	156.71

- 5) Foreign investments or collaborations, if any:

No foreign investment is made by the Company during F.Y. 2023-24.

II. Information about the appointee:

Name of the appointee:	Mr. Manav Bansal	Ms. Shalini Jain	Mr. Sandip Kumar Kejriwal	Mr. Gautam Bansal	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
Past remuneration (Rs. in Lakhs)	178.00	N.A.	N.A.	144.00	N.A.
Remuneration proposed	N.A.	N.A.	N.A.	As provided in the notice	N.A.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Retire by rotation.	N.A.	N.A.	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as the Whole-time Director of the Company.	N.A.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	No pecuniary relationship with the Company except managerial remuneration.	No pecuniary relationship with the Company.	No pecuniary relationship with the Company.	No pecuniary relationship with the Company except managerial remuneration.	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. 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
Ms. Shalini Jain	No relation with other Directors
Mr. Sandip Kumar Kejriwal	No relation with other Directors
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. Pranab Kumar Chakrabarty	No relation with other Directors

III. Other information:

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

IV. Disclosures:

The requisite disclosure with respect to Mr. Manav Bansal, Mr. Gautam Bansal, Ms. Shalini Jain, Mr. Sandip Kumar Kejriwal and Mr. Pranab Kumar Chakrabarty has been annexed to the notice convening this meeting.

Registered Office:

'Lansdowne Towers'
4th Floor, 2/1A, Sarat Bose Road
Kolkata - 700 020
Dated: 13th August, 2024

By Order of the Board of Directors
For **BEEKAY STEEL INDUSTRIES LIMITED**
Sd/-
Rabindra Kumar Sahoo
Company Secretary

BEEKAY