



BENGAL STEEL INDUSTRIES LTD.

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

Date: 23rd April, 2019

✓ The Secretary
Bombay Stock Exchange Limited
P. J. Towers, 25th Floor, Dalal Street,
Mumbai-400001

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata-700001

SUB: NOTICE OF POSTAL BALLOT

Dear Sir,

Enclosed please find herewith a copy of notice of Postal Ballot sent to the shareholders of the Company.

The above information is being given in terms of Regulation 30 of SEBI (LODR) Regulations, 2015.

Thanking you.

Yours faithfully,

FOR BENGAL STEEL INDUSTRIES LIMITED


[K. K. GANERIWALA]
DIRECTOR

ENCLO: AS ABOVE



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BENGAL STEEL INDUSTRIES LIMITED

CIN: L70109WB1947PLC015087

**Registered Office: Trinity Plaza, 3rd Floor,
84/1A, Topsia Road (South), Kolkata – 700046**

NOTICE OF POSTAL BALLOT

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies
(Management & Administration) Rules, 2014)*

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and relevant provisions of the SEBI (LODR) Regulations, 2015 including any amendments thereto, the resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot including voting by electronic means ("e-voting").

ITEM NO. 1

CONTINUATION OF DIRECTORSHIP OF MR. V. N. AGARWAL (DIN: 00408731) AS A NON-EXECUTIVE DIRECTOR

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 including any amendment, modification(s), variation or re-enactment(s) thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. V. N. Agarwal (DIN: 00408731), as the Non-Executive Director of the Company beyond the age of 75 years with effect from 1st April, 2019."

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

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

**PLACE: KOLKATA
DATE: 12TH FEBRUARY, 2019**


DIRECTOR

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of The Companies Act, 2013 setting out the material facts is appended herein below.
 2. The Postal Ballot Notice is being sent to all Members, whose names appears on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as of 12th April, 2019.
 3. The Board of Directors of the Company has appointed Ms. Vidhya Baid, Company Secretary in practice (Membership No. FCS-8882) as a Scrutinizer for conducting the entire process of polling (both through e-voting and postal ballot) in a fair and transparent manner.
 4. Members desirous to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed Business Reply Envelope. Unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However Postal Ballot Forms, if sent by courier or registered/speed post at the expense of the Members will also be accepted. The Postal Ballot Form may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of the working hours (i.e. upto 5.00 p.m.) of 17th May, 2019 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the Member. The dispatch of Notice of Postal Ballot and Ballot Form will be completed by 16th April, 2019.
 5. In compliance with provisions of Section 108 and Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of SEBI (LODR) Regulations, 2015, the Company is extending e-Voting facility as an alternate for its Members, to enable them to cast their vote electronically instead of dispatching Postal Ballot Forms.
 6. The e-voting period shall commence on 18th April, 2019 at 9:00 a.m. and end on 17th May, 2019 at 5:00 p.m. During this period the Members of the Company as on the cut-off date of 12th April, 2019 may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter.
- (a) The process and manner for remote e-voting are as under:-
- i. *In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company]*
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID, Verification Code as shown on the screen and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Name of the company".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF 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, to the Scrutinizer through e-mail to vidhyabaid@gmail.com with a copy marked to evoting@nsdl.co.in

II. *In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company or requesting physical copy]*

- (i) Initial password is being provided separately:

<u>EVEN</u> <u>(REMOTE E-VOTING EVENT NO.)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- (b) In case of any queries, you may refer FAQs for Members and remote e-voting User Manual for Members available at www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

- (c) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - (d) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
7. The Postal Ballot Notice along with Statement for the proposed Resolutions, instructions and manner of e-voting process and Postal Ballot Form can also be downloaded from the link <https://www.evoting.nsdl.com>.
 8. The member can opt to vote only on one mode of voting i.e. either by postal ballot or e-voting. In case Members cast their votes by both modes, votes cast through e-voting shall prevail and voting done by valid Postal Ballot will be treated as invalid. The Voting rights shall be reckoned on the paid up value of the shares registered in the name of Members as on 12th April, 2019.
 9. Upon completion of Scrutiny of Forms, the Scrutinizer will submit her report to the Director. The results of the Postal Ballot shall be declared by the Director on 18th May, 2019 at the Registered Office of the Company. The Resolution will be taken as passed effectively on the date of announcement of the result. The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL immediately after its declaration and shall also be communicated to the Stock Exchanges.

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

Item No. 1

SEBI vide its Circular dated 9th May, 2018 has amended SEBI (LODR) Regulations, 2015 and has mandated all listed companies vide a New Regulation 17(1A) to obtain shareholders approval through special resolution for continuation of directorship of any person as a Non Executive Director who has attained the age of 75 years.

Mr. V. N. Agarwal (DIN: 00408731) is a Non Executive Director of the Company who has attained the age of 75 years. Hence, consent of the Members by way of a Special Resolution is sought in terms of the above Regulation 17(1A) for continuation of his directorship with effect from 1st April, 2019.

Mr. V. N. Agarwal is an Industrialist who has got in depth exposure to and involvement in steering diverse business activities. He has considerable experience and expertise in the marketing, management and operations of Engineering Industries. His knowledge of the business and industry environment and vast experience in general management has been an asset to the Company.

The Board therefore recommends passing of the special resolution as set out in item no. 1 of the Notice for continuation of directorship of Mr. V. N. Agarwal as a Non-Executive Director.

Except Mr. V. N. Agarwal, Mr. Prakash Agarwal and Mrs. Ritu Agarwal, no other Director or Key Managerial Personnel or their respective relatives are concerned or interested in the said Resolution.

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


DIRECTOR

**PLACE: KOLKATA
DATE: 12TH FEBRUARY, 2019**

DISCLOSURE OF DETAILS OF DIRECTOR PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015

Name of the Director	V. N. AGARWAL
DIN	00408731
Date of Birth	15.01.1939
Date of Appointment	24.02.1984
Qualification	B.E (Mechanical)
No. of Shares Held	1,18,250
Nature of Expertise	Having in depth exposure to and involvement in steering diverse business and has considerable experience and expertise in marketing, management and operations of Engineering Industries.
Relationship between Directors inter-se	Father of Mr. Prakash Agarwal and Father-in-law of Mrs. Ritu Agarwal
Other Directorships in Indian Companies	<ol style="list-style-type: none"> 1. WPIL Limited 2. Hindusthan Udyog Limited 3. Tea Time Limited 4. Neptune Exports Limited 5. Orient International Limited 6. Asutosh Enterprises Limited 7. Northern Projects Limited 8. V. N. Enterprises Limited 9. HSM Investments Limited

BENGAL STEEL INDUSTRIES LIMITED

CIN: L70109WB1947PLC015087

Registered Office: Trinity Plaza, 3rd Floor, 84/1A, Topsia Road (South), Kolkata – 700046**BALLOT FORM**

Serial No.

1. Name (s) of Shareholder(s) :
(including Joint-holder(s), if any,)
(in Block Letters)
2. Registered Address of the Sole/
First named Shareholder :
3. Registered Folio No./DPID No./
Client Id :
4. No. of Shares held :
5. I/We hereby exercise my/our vote in respect of Resolution to be passed for the business stated in the Notice dated 12th February, 2019 of the Company by conveying my/our assent (For) or dissent (Against) to the said Resolution by placing tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution approving continuation of appointment of Mr. V. N. Agarwal (DIN: 00408731) as a Non-Executive Director of the Company w.e.f. 1 st April, 2019			

Place:

Date:

Signature of the Shareholder**ELECTRONIC VOTING PARTICULARS**

EVEN	USER ID	PASSWORD

NOTES:-

1. Please read the instructions printed overleaf before filling the form.
2. Last date for the receipt of Ballot Form by the Scrutinizer is 17th May, 2019

INSTRUCTIONS FOR BALLOT FORM

1. A member desirous to exercise vote by Postal Ballot may complete this Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelope containing the ballot Form, if sent by courier at the expense of the registered shareholder will also be accepted.
2. The self-addressed Business Reply Envelope bears the address of the Scrutinizer appointed by the Company.
3. The Ballot Form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/Depository Participants) by the first named shareholder. A proxy shall not be eligible to exercise Postal Ballot.
4. Incomplete and/or unsigned or incorrectly signed Ballot Form will be rejected.
5. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours on 17th May, 2019. Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. The Scrutinizer's decision on the validity of the Ballot Form shall be final.
7. In case of shares held by Companies/Trusts, societies etc the duly completed Ballot Form should be accompanied by a certified true copy of Board Resolution/authority.
8. Voting rights shall be in proportion to the share of the paid up equity share capital as on the cut-off date of 12th April, 2019.
9. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed Business Reply Envelope as all such envelopes will be sent to the Scrutinizer any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
11. A member may require a duplicate Ballot Form, if so, required. However, the duly filled in duplicate Ballot Form should reach the Scrutinizer not later than the date specified at Point No. 5 above.
12. The Results shall be declared on 18th May, 2019.