



## NOTICE

NOTICE is hereby given that the 35<sup>th</sup> Annual General Meeting of the **BEST STEEL LOGISTICS LIMITED** will be held on Wednesday, September 27, 2017 at 1:00 P.M. at IMA-East Delhi Building, 35-X, Institutional Area, Karkardooma, Delhi-110092 to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2017 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Saket Agarwal (DIN: 00203084) who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company and their remuneration fixed at thirty third Annual General Meeting of the Company held on 29<sup>th</sup> September, 2015 and in this regard 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 first proviso to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modifications(s) or re-enactment thereof for the time being in force) appointment of M/s. VAPS & Company, Chartered Accountants (Firm Registration No. 03612N) be and is hereby ratified as the Statutory Auditors of the Company, from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may mutually determined between the Board of Directors and the said Auditors of the Company.”

### SPECIAL BUSINESS

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Mrs. Gunjan Agarwal as Non-Executive Director of the Company:**

**“RESOLVED THAT** Mrs. Gunjan Agarwal (DIN: 00202902), who was appointed as an Additional Director of the Company with effect from January 18, 2017 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company.”

**By Order of the Board  
For Best Steel Logistics Limited**

Ghaziabad  
May 23, 2017  
Regd. Office: L-506,  
Agrasen Apartment, Plot No. 66  
I.P. extension, Delhi-110092  
CIN: L74900DL1983PLC014972  
Telephone No.: +91-120-6401829  
Website: [www.beststeel.co.in](http://www.beststeel.co.in)  
Email: [info@beststeel.co.in](mailto:info@beststeel.co.in)

**Surbhi Arora  
Company Secretary**

### Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself. Such a proxy need not be a member of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the meeting. Blank Proxy form is annexed. Proxies submitted on**



**behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.**

**A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. The statement to pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under item No. 4 set out above to be transacted at the meeting is annexed hereto and forms part of this Notice.
3. The detail of Director seeking re-appointment, in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'] and the Companies Act, 2013 (including Secretarial Standard-2) is given in the Corporate Governance Report and also annexed hereto and forms part of this Notice.
4. Route map of the venue of the Meeting (including prominent land mark) is annexed to the Notice.
5. Bigshare Services Private Limited (Bigshare), 1<sup>st</sup> floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-40059, Maharashtra, Phone No. +91-22-6263 8200; Fax No. +91-22-6263 8299; e-mail: investor@bigshareonline.com; Website: www.bigshareonline.com; Contact Person: Mr. K S Lakshminarayana Upadhya, General Manager is the Registrar and Share Transfer Agent (RTA) of the Company. However, keeping in view the convenience of the Members, documents relating to shares will continue to be accepted by Bigshare at (i) 4E/8, first floor, Jhandewalan Extension, New Delhi-110055, Ph.: 011-23522373; by the Company at (ii) Registered Office of the Company; and also (iii) Corporate Office of the Company at Shop No. 29, Sudesh Square, Plot No. 92, Prakash Industrial Estate, Sahibabad, Ghaziabad-201005.
6. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
7. The Register of Members and Share Transfer Books will remain closed from September 23, 2017 to September 27, 2017 (both days inclusive).
8. Relevant documents referred to in the Notice and statutory registers are open for inspection at the Registered Office and/ or Corporate Office of the Company on all working days, between 14:00 - 16:00 hrs. up to the date of the AGM and shall also be available for inspection at the AGM.
9. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank mandates, nominations, power of attorney, change in address and e-mail address etc., to their respective Depository Participants. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and RTA to provide efficient and better services. Members holding shares in physical mode are also requested to intimate such changes to the RTA under the signatures of first/ joint holder(s). Members holding shares in physical mode or in multiple folios are again requested to convert their shares in dematerialized form/ for consolidation.
10. Members desirous of obtaining any information/ clarification(s), intending to raise any query concerning the financial statements and operations of the Company, are requested to forward the same at least 7 days prior to the date of the meeting to the Company Secretary at the Registered/ Corporate Office of the Company, so that the same may be attended to appropriately.
11. In terms of the provisions of the Companies Act, 2013, notice of the AGM may be served on the Members through electronic means. Members who have registered their e-mail IDs



with depositories or with the Company are being sent this Notice along with attendance slip and proxy form by e-mail and the Members who have not registered their e-mail IDs will receive the Notice through post/ courier.

**In order to receive faster communication and to enable the Company to serve the Members better and to promote green initiatives, the Members are requested to provide/ update their e-mail IDs with their respective Depository Participants (DPs) or e-mail at investor@bigshareonline.com to get the Annual Report and other documents/ communication on such e-mail address.**

**Members holding shares in physical form are also requested to intimate their e-mail addresses to the RTA/ Company by e-mailing at info@beststeel.co.in by sending a communication at the address mentioned at Note 5 above or at the Registered Office/ Corporate Office of the Company.**

12. Members may also note that the Notice along with attendance slip and proxy form will also be available on the Company's website www.beststeel.co.in.
13. Pursuant to the Union Budget 2017-18 announcement, SEBI has instructed that necessary steps for linking of demat account with Aadhar be taken. Members holding shares in electronic form are therefore requested to submit a written request alongwith the self certified copy of the Aadhar Card to their Depository Participants with whom they are maintaining their demat accounts.
14. The Securities and Exchange Board of India (SEBI) has made it mandatory the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s. Bigshare Services Private Limited.
15. Electronic copy of Notice of 35<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with attendance slip, proxy form and Road map is being sent to all the members whose email Ids registered with the Company, Depository Participant (s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 35<sup>th</sup> Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with attendance slip, proxy form and Road map is being sent in the permitted mode.
16. Voting through electronic means:
  - I. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 read with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at 35<sup>th</sup> AGM by electronic means. The Members may cast their votes using an electronic system from a place other than the venue of the Meeting ('remote e-voting').
  - II. The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide remote e-voting facility.
  - III. The facility for voting either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their rights at the AGM.
  - IV. The Members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again and if any Member casts a vote at the AGM, then such vote will be considered invalid.
  - V. The Company has appointed Mr. Deepak Kumar Lath, Company Secretary in whole-



time Practice, Proprietor of Lath Deepak & Associates, to scrutinize the e-voting process in a fair and transparent manner. They have given their consents for such appointment.

VI. **The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 20, 2017. A person who is not a Member as on the cut-off date should treat this Notice for information only.**

VII. **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. Wednesday, September 20, 2017 only shall be entitled to avail the facility of remote e-voting/ voting at the AGM.**

VIII. Any person, who acquires shares and become Member of the Company after the despatch of the Notice and holds shares as on the cut-off date i.e. Wednesday, September 20, 2017 may obtain the login ID and password by sending email request to [evoting@nsdl.co.in/](mailto:evoting@nsdl.co.in) [info@beststeel.co.in](mailto:info@beststeel.co.in).

IX. The remote e-voting period will commence from Saturday, September 23, 2017 (9.00 A.M.) and end on Tuesday, September 26, 2017 (5.00 P.M.). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.

**The instructions for e-voting are as under:**

A. Member whose email Ids are registered with the Company/ Depository Participant(s) will receive an email from NSDL informing them of their User Id and Password. Once the members receives the email, he or she will need to go through following steps to complete the e-voting process:

i. Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains

your user ID and password for 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 and password as initial password noted in step (i) above. Click Login.

v. The Password change menu appears. Change the password 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 e-Voting opens. Click on e-Voting: Active Voting Cycles.

vii. Select "EVEN" of BEST STEEL LOGISTICS LIMITED

viii. Now you are ready for 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 the vote on the resolution(s) is cast by a member, such member shall not be allowed to change it subsequently.

xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [fcsdeepaklath@gmail.com](mailto:fcsdeepaklath@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case of Member receive physical copy of the Notice**



- i. Initial password, along with User ID and EVEN (E-voting Event Number) is provided in the table given in the Ballot Form.
  - ii. Please follow all steps from S. No. (ii)-(xii) given above to cast your vote.
- C. Other instructions**
- i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Members available at Download [www.evoting.nsdl.com](http://www.evoting.nsdl.com) section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, National Securities Depository Limited, Trade World, 'A' wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel Mumbai-400013 at the designated Email Id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or call at +91-2499 4600 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at email Id: [info@beststeel.co.in](mailto:info@beststeel.co.in).
  - ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- X. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
- XI. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, by use of "ballot paper" or "polling paper" for all those Members who are present at the annual general meeting but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses, not in the employment of the Company. The Scrutinizer shall submit a consolidated report Scrutinizers' Report of the votes cast in favour or against, if any, not later than 48 (forty eight) hours of conclusion of the meeting to the Chairman or any other person authorized by him in writing declare the result of voting forthwith.
- XIII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.beststeel.co.in](http://www.beststeel.co.in) and on the website of NSDL immediately after the results are declared by the Chairman or any other person authorized by him. The Company shall simultaneously, forward the result to the concerned stock exchange where its equity shares are listed.
- 17. Members are requested:**
- a. To bring Attendance Slip duly completed and signed at the meeting and not to carry briefcase or bag inside the meeting venue for security reasons;
  - b. To quote their Folio No./ DP ID - Client ID and e-mail ID in all correspondence; and
  - c. To please note that no gift/ gift coupon/ refreshment coupon will be distributed at the meeting.
- STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**
- ITEM No. 4**
- Mrs. Gunjan Agarwal was appointed as an Additional Director w.e.f. January 18, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mrs. Gunjan



Agarwal candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Mrs. Gunjan Agarwal on the Board is desirable and would be beneficial to the company and hence recommend resolution No.4 for adoption.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 except Mr. Saket Agarwal (Promoter Director) who is husband of Mrs. Gunjan Agarwal.

The Board of Directors commends resolution as set out at Item No. 4 for approval of the Shareholders as an Ordinary Resolution.

**By the Order of the Board  
For BEST STEEL LOGISTICS LIMITED**

Surbhi Arora  
Company Secretary

Ghaziabad  
May 23, 2017

Regd. Office: L-506, Agrasen Apartments,  
Plot No. 66, I.P. Extension,  
Delhi-110092  
CIN: L74900DL1983PLC014972  
Telephone No. +91-120-6401829  
Website: [www.beststeel.co.in](http://www.beststeel.co.in)  
Email: [info@beststeel.co.in](mailto:info@beststeel.co.in)

**Details of Director retiring by rotation and seeking Re-appointment at the Annual General Meeting  
[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  
and as per Secretarial Standard-2 (SS-2) on "General Meetings"]**

<b>Name of Director</b>	Mr. Saket Agarwal	Mrs. Gunjan Agarwal
<b>Date of Birth</b>	June 11, 1973	August 26, 1975
<b>Age</b>	43 years	41 years
<b>Date of Appointment</b>	May 28, 2016	January 18, 2017
<b>Qualification</b>	Arts Graduate	Post Graduate
<b>No. of Equity shares held as on March 31, 2017</b>	7,222,910	Nil
<b>Expertise in specific functional areas</b>	Extensive expertise and deep understanding of the market place with 20+ years of industry experience.	She is associated with this industry since 2005 and is having experience of more than 11 years.
<b>Other Directorship(s)</b>	Keshwana Ispat Private Limited	P N S Stainless Steels Private Limited
<b>Committee(s) Positions in other Public Companies<sup>#</sup></b>	Nil	Nil
<b>Relationships between Directors inter se</b>	Mrs. Gunjan Agarwal (wife of Mr. Saket Agagrwal)	Mr. Saket Agarwal (Husband of Mrs. Gunjan Agarwal)

<sup>#</sup> Pursuant to Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Membership of only Audit and Stakeholders Relationship Committee of public limited companies have been considered.

# BEST STEEL LOGISTICS LIMITED

Regd. Office: L-506, Agrasen Apartment, Plot no. 66,

I.P. Extension, Delhi-110092

CIN: L74900dl1983PLC014972; Telephone No. 91-120-6401829

Website: [www.beststeel.co.in](http://www.beststeel.co.in); email: [info@beststeel.co.in](mailto:info@beststeel.co.in)



## ATTENDENCE SLIP

35<sup>th</sup> ANNUAL GENERAL MEETING – Wednesday, September 27, 2017 AT IMA-East Delhi Building, 35-X, Institutional Area, Karkardooma, Delhi-110092

DP ID*		NAME AND ADDRESS OF THE REGISTERED SHAREHOLDER/PROXY
Client ID*/ Folio No.		
No. of shares held		

I/We certify that I/We am/are registered shareholder/proxy of the Company.

I/We hereby record my/our presence at the 35<sup>th</sup> Annual General Meeting of the Company on Wednesday, September 27, 2017 at 1:00 P.M. at IMA-East Delhi Building, 35-X, Institutional Area, Karkardooma, Delhi-110092.

.....  
Signature

NOTE: Please complete this and hand it over at the entrance of the hall.

\* Applicable for shares held in electronic form.

No Gift/Gift coupon/Refreshment Coupon will be distributed at the Meeting

# BEST STEEL LOGISTICS LIMITED

Regd. Office: L-506, Agrasen Apartment, Plot no. 66,

I.P. Extension, Delhi-110092

CIN: L74900dl1983PLC014972; Telephone No. 91-120-6401829

Website: [www.beststeel.co.in](http://www.beststeel.co.in); email: [info@beststeel.co.in](mailto:info@beststeel.co.in)



## PROXY FORM

35<sup>th</sup> ANNUAL GENERAL MEETING – Wednesday, 27 September, 2017 AT IMA-East Delhi Building, 35-X, Institutional Area, Karkardooma, Delhi-110092

Name of the Member(s): Registered Address:		Email Id Folio No./Client Id* DP Id*	
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I/We being the member(s) holding.....Shares hereby appoint:

(1) Name: .....Address.....email Id.....or failing him;

(2) Name: .....Address.....email Id.....or failing him;

(3) Name: .....Address.....email Id.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the **35<sup>th</sup> Annual General Meeting** of the Company, to be held on **September 27, 2017** at IMA-East Delhi Building, 35-X, Institutional Area, Karkardooma, Delhi-110092 at 01:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolution	For *	Against#
1.	Adoption of Audited Financial Statements for the year financial year ended March 31, 2017.		
2	Re-appointment of Mr. Saket Agarwal (DIN: 00203084), who retire by rotation.		
3	Ratification of Appointment of M/s VAPS & Co., Chartered Accountants (ICAI Firm Registration No. 03621N), New Delhi, as the Statutory Auditors of the Company.		
4	Appointment of Mrs. Gunjan Agarwal (DIN: 00202902) as Non- Executive Director of the Company.		

\* Applicable for shares held in electronic form.

Signed this.....day of ..... 2017.

.....  
Signature

Affix  
Re. 1

Revenue  
Stamp

.....  
Signature of proxy holder(s)

P.T.O

**Notes:**

- 1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- 2) **A Proxy need not be a member of the Company.**
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) # This is only optional. Please put a 'X' or '√' in the appropriate column against the resolution(s) indicated in the Box. If you leave the 'For'/or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she deems appropriate.
- 5) Appointing a proxy does not prevent a member from attending the meeting in person, if he so desire.
- 6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be mentioned.





Map data ©2017 Google India 200 m