

BEEKAY NIRYAT LIMITED

CIN: L67120RJ1975PLC045573

Regd. Office: SP-825, ROAD NO. 14, VISHWAKARMA INDUSTRIAL AREA, JAIPUR - 302013

Corp Office: 9, Hungerford Street, Kolkata - 700017

Ph. No. : 033-32619344, Fax: 033-30233591

Email: email@beekayniryat.co.in; beekayniryat1975@gmail.com; Website: bkn.bajoriagroup.in

NOTICE OF THE FORTY FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty Fourth Annual General Meeting of **BEEKAY NIRYAT LIMITED** will be held on Friday, 27th September, 2019 at 1.30 P.M. at SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur - 302013 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of the Company for the year ended 31st March, 2019 including Audited Balance Sheet as at 31st March 2019 and the Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To re-appoint Mr. Pratap Kumar Mondal (holding DIN 06730854) as an Independent Director and in this regard to consider and if through fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provision of Section 149, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the rules framed thereunder and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (LODR/Listing Regulations), including any statutory modifications or re-enactments thereof and any rules made thereunder, for the time being in force, Mr. Pratap Kumar Mondal (holding DIN 06730854), who has been appointed by the Board of Directors as an Additional (Independent) of the Company on April 01, 2019 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting of the Company and has submitted a declaration that he meets the criteria of Independence as provided under Section 146 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company to hold office a period of 5 years upto 31st March, 2024, not liable to retire by rotation.”

3. To re-appoint Mrs. Shashi Tibrewal (holding DIN 6912179) as an Independent Director and in this regard to consider and if through fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

“**RESOLVED THAT** pursuant to the provision of Section 149, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the rules framed there under and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (LODR/Listing Regulations), including any statutory modifications or re-enactments thereof and any rules made thereunder, for the time being in force, Mrs. Shashi Tibrewal (holding DIN 06912179), who has been appointed by the Board of Directors as an Additional (Independent) of the Company on April 01, 2019 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting of the Company and has submitted a declaration that she meets the criteria of Independence as provided under Section 146 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company to hold office a period of 5 years upto 31st March, 2024, not liable to retire by rotation.”

4. To re-appoint Mr. Sree Gopal Bajoria (holding DIN 01102078) as a Managing Director and in this regard to consider and if through fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provision of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members of the Company be and is hereby accorded to the re-appointment of Sh. Sree Gopal Bajoria (holding DIN 01102078) as Managing Director for the further period of 3 (three) years with effect from September 26, 2019 upon the revised terms and conditions as well as the remuneration as set out in Explanatory Statement annexed to the notice convening this meeting.”

“**RESOLVED FURTHER THAT** the Board of Directors (which shall deem to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and/or remuneration from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, does not exceed the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.”

“**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profit in any financial year, Sh. Sree Gopal Bajoria shall be paid the minimum remuneration.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto, the board be and is hereby authorized to do and perform all such acts, deeds, matters and things and execute all such deeds, documents, writings and like as the Board in its sole and absolute discretion may deem fit, necessary, expedient, desirable, appropriate or proper.”

By Order of the Board of Directors

For **BEEKAY NIRYAT LIMITED**

Sd/-

Sree Gopal Bajoria

Managing Director

DIN: 01102078

Date: 14th August, 2019

Place: Jaipur

IMPORTANT NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company.

The instrument of Proxy in order to be effective, should be deposited at the Venue of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

2. Members / proxies should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the 44th AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed ‘attendance slip’ along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. 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.
5. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.

6. The Register of members and the Share Transfer books of the Company will remain closed from Saturday, 21st September, 2019 to Friday, 27th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Member are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. **GREEN INITIATIVE:** - ‘Going Green begins at home’ is the company’s mantra in all aspects of its operations. 24 trees are felled for every 1 ton of paper printed, which translates to one tree being felled for printing approximately 132 copies of our Annual Report. Acutely aware of this shocking truth and for maintaining the planet Earth evergreen, Ministry of Corporate Affairs (“MCA”) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliance by the companies. Through its Circulars No. 17/2011 dated 21.04.2011 and No. 18/2011 dated 29.04.2011. We seek whole hearted support for this noble initiative in preserving our forest. Hence members holding shares in physical mode are requested to register their e-mail ID’s with the Niche Technologies Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID’s with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form
11. Electronic copy of the Annual Report for 2018-2019 is being sent to all members whose email IDs are registered with the company/ Depository participants(s) for communication purposes unless any members who have not registered their email address, Physical copies of the Annual report for 2018-2019 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 44th Annual General Meeting of the Company inter alia indicating the process and manner of e- voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDS are registered with the company /Depository Participants(s) for communication purpose unless any member has request for a hard copy of the same. For members who have not registered their email address, Physical copies of the Notices of the 44th Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being seen in the permitted mode.
13. Members may also note that the Notice of the 44th Annual General Meeting and the Annual Report for 2018-2019 will also be available on the company’s website bkn.bajoriagroup.in for their download. The physical copies of the aforesaid documents will also be available at the company’s Registered Office in Jaipur, Rajasthan for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company’s email id: beekayniryat1975@gmail.com
14. All documents referred to in the accompanying Notice and the explanatory Statement shall be open for inspection at the Registered Office of the company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays and Sundays up to and including the date of the general meeting of the company.
15. No dividend has been proposed and recommended by the Board of Directors for the year ended 31st March, 2019.

16. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements (LODR)) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on 24th September, 2019 (09:00 am) and ends on 26th September, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is over printed on your ballot form. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant company name i.e. BEEKAY NIRYAT LIMITED on which you choose to vote.

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the existing password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual Shareholders (i.e. Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 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 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- (xx) 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.
17. 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 beekayniryat1975@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 23rd September 2019, upto 5:00 pm without which the vote shall not be treated as valid.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September 2019. A person who is not a member as on cut-off date should treat this notice for information purpose only.
19. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on 9th August 2019.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date of 20th September 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
22. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
23. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the

cut-off date i.e. 20th September 2019 are requested to send the written / email communication to the Company at beekayniryat1975@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

24. Ms. Shilpa Kanodia, Practicing Chartered Accountant (Membership No.300497) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
25. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website bkn.bajoriagroup.in and on the website of CDSL. The same will be communicated to the listed stock exchanges i.e. BSE Limited.

IV. VOTING AT AGM

26. The members who have not casted their votes electronically can exercise their voting rights at the AGM through ballot paper.
27. Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
28. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents, **M/s. Niche Technologies Private Limited**. Accordingly, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to RTA.
29. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
30. Route Map showing directions to reach to the venue of the 44thAGM is given at the end of this Notice as per the requirement of the Secretarial Standards -2 on "General Meeting."

Annexure I to the Notice

Explanatory Statement

(Pursuant to section 102(1) of the Companies Act, 2013)

The following explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), set out all material facts relating to the business mentioned at the item 2, 3 & 4 the accompanying Notice dated August 14, 2019.

Item No. 2:

Mr. Pratap Kumar Mondal has retired from his first term as an Independent Director on 31st March, 2019. Based on his skills, experience, knowledge and performance evaluation, it is proposed that Mr. Pratap Kumar Mondal be re-appointed for another term of 5 (five) years from 1st April, 2019 to 31st March, 2024 as an Independent Director of the Board.

The Board of Directors of the Company appointed Mr. Pratap Kumar Mondal as an Additional Director (Independent) of the Company with effect from 1st April, 2019, pursuant to Section 161 of the Companies Act, 2013, read with the rules framed thereunder and the Articles of Association of the Company. As per the provisions of Section 161 (1) of the Act, he holds the office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company. The Company received notice under section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company.

Mr. Pratap Kumar Mondal is not disqualified from being appointed as Director in the terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has received a declaration from Mr. Pratap Kumar Mondal that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the companies Act, 2013 and regulation 16(1)(b) of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Brief resume of Mr. Pratap Kumar Mondal, and his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as per Secretarial Standard 2 on General Meeting, are provided in the annexure of the Notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Pratap Kumar Mondal be reappointed as an Independent Director for a term of 5 (five) years commencing from 1st April, 2019. Copy of the draft letter for appointment of Mr. Pratap Kumar Mondal as an Independent Director setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company and will be displayed on the website of the Company. In the opinion of the Board, Mr. Pratap Kumar Mondal fulfils the conditions specified in the Act and the rules made thereunder and that he is independent of the management.

Save and Except, Mr. Pratap Kumar Mondal being appointee, none of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

Item No. 3:

Mrs. Shashi Tibrewal has retired from her first term as an Independent Director on 31st March, 2019. Based on his skills, experience, knowledge and performance evaluation, it is proposed that Mrs. Shashi Tibrewal be re-appointed for another term of 5 (five) years from 1st April, 2019 to 31st March, 2024 as an Independent Director of the Board.

The Board of Directors of the Company appointed Mrs. Shashi Tibrewal as an Additional Director (Independent) of the Company with effect from 1st April, 2019, pursuant to Section 161 of the Companies Act, 2013, read with the rules framed thereunder and the Articles of Association of the Company. As per the provisions of Section 161 (1) of the Act, she holds the office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company. The Company received notice under section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company.

Mrs. Shashi Tibrewal is not disqualified from being appointed as Director in the terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

The Company has received a declaration from Mrs. Shashi Tibrewal that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the companies Act, 2013 and regulation 16(1)(b) of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Brief resume of Mrs. Shashi Tibrewal, and her expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as per Secretarial Standard 2 on General Meeting, are provided in the annexure of the Notice.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Shashi Tibrewal be reappointed as an Independent Director for a term of 5 (five) years commencing from 1st April, 2019. Copy of the draft letter for appointment of Mrs. Shashi Tibrewal as an Independent Director setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company and will be displayed on the website of the Company. In the opinion of the Board, Mrs. Shashi Tibrewal fulfils the conditions specified in the Act and the rules made thereunder and that the he is independent of the management.

Save and Except, Mrs. Shashi Tibrewal being appointee, none of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

Item No. 4:

The Members of the Company at its Annual General Meeting held on September 26, 2014 approved the appointment of Mr. Sree Gopal Bajoria as a Managing Director of the Company for a period of Five years with effect from September 26, 2014 through Special Resolution under the relevant provisions of the Companies Act, 2013. Consequently, the tenure of Sh. Sree Gopal Bajoria got expired on September 25, 2019.

In view of the introduction of the Companies Act, 2013 (new Act) with effect from 1st April, 2014 and also for an abundant precaution, consent of the members by way of special resolution is required for re-appointment of Managing Director after attaining the age of 70 years. Sh. Sree Gopal Bajoria have attained the age of 70 years on August 23, 2016. The Board therefore recommends the special resolution for your approval.

The Nomination & Remuneration Committee (“the Committee”) and the Board of Directors of the Company are of the view that in order to take advantage of Sh. Sree Gopal Bajoria’s knowledge and long business experience and for smooth and efficient running of business, it is consider necessary that the service of Sh. Sree Gopal Bajoria should be available to Company for further period. Hence, in accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 14, 2019, has subject to the approval of shareholders, re-appointed Mr. Sree Gopal Bajoria as the Managing Director of the Company for further period of 3 (three) years from September 26, 2019 on the following revised terms and conditions:

Basic Salary:

Basic Salary of Rs. 6, 00,000/- Per Annum (Rupees Six Lacs only), inclusive of Perquisite and Performance Bonus, etc, with an authority to the Board to increase from time to time in accordance with and within the limits specified in Schedule V of the Act as amended from time to time.

Other Term:

1. He shall be entitled to reimbursement of expenses actually and properly incurred by him for business of the Company.
2. He shall not be paid any sitting fees for attending the meeting of Board of Directors and Committee thereof.
3. Sh. Sree Gopal Bjaoria is not liable to retire by rotation.
4. Sh. Sree Gopal Bajoria is not disqualified from being appointed as Directors in terms of Section 164 of Companies Act, 2013.

The information as required under proviso (iv) to Clause B of Part II of Schedule V of the Act are given hereunder -

I.GENERAL INFORMATION	
1.	Nature of Industry Commercial and Industrial

2.	Date or expected date of commencement of commercial production	The company was incorporated in the year 1975 and is already in commercial production for long.						
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	Financial Parameters	Years					
			2018-19	2017-18	2016-17			
			(Rs.)	(Rs.)	(Rs.)			
		Turnover	26,332,434	19,962,921	19,333,460			
		Net Profit/(Loss)	14,64,652	27,32,166	(49,84,092)			
		Amount of dividend paid	NIL	NIL	NIL			
	Rate of dividend paid	NIL	NIL	NIL				
5.	Foreign Investments or collaboration, if any	NIL						
II. INFORMATION ABOUT THE APPOINTEE								
1.	Background details	Sh. Sree Gopal Bajoria is a graduate and having experience over 48 years in the business. He is having good rapport with various departments and other similar type of industry.						
2.	Past Remuneration	Organization	Period	Total Amount (Rs.)				
		Beekay Niryat Limited	01.04.2015 to 31.03.2016	6,00,000/-				
			01.04.2016 to 31.03.2017	6,00,000/-				
			01.04.2017 to 31.03.2018	6,00,000/-				
3.	Recognition or awards	NIL						
4.	Job Profile and his suitability	<p>He is looking after day to day operations of the Company, coordination with various outside agencies, management of funds etc.</p> <p>He is associated with this company since many years and has vast experience in the working of the Company.</p>						
5.	Remuneration Proposed	<p>Proposed remuneration as approved by the Nomination and Remuneration Committee & Board of Directors at their meeting held on August 13, 2019 and August 14, 2019 respectively, subject to the approval of shareholders in the Annual General Meeting and Central Government, if required.</p> <p>Period 26.09.2019 to 25.09.2022</p> <table border="1"> <thead> <tr> <th>Item Description</th> <th>Rs./PA</th> </tr> </thead> <tbody> <tr> <td>Basic Salary</td> <td>6,00,000 P.A</td> </tr> </tbody> </table> <p>Inclusive of Perquisite and Performance Bonus as approved by the</p>			Item Description	Rs./PA	Basic Salary	6,00,000 P.A
Item Description	Rs./PA							
Basic Salary	6,00,000 P.A							

		members at 44 th Annual General Meeting.				
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of origin)	The remuneration payable to Sh. Sree Gopal Bajoria is in tandem with the remuneration paid in the industry and the size of the Company.				
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Sh. Sree Gopal Bajoria has no pecuniary relationship with the company, directly or indirectly, or with managerial personnel.				
III. OTHER INFORMATION						
1.	Reason of loss or inadequate profits	Due to increase in the cost of inputs.				
2.	Steps taken or proposed to be taken for improvement	The Company is continuously taking up the matter of with its customers for revision in the prices so as to offset the increased input costs. Control and reduction of controllable expenses.				
3.	Expected increase in productivity and profits in measurable terms.	The consistent flow of the orders with revision in the prices corresponding to increase in input cost could result in the better financial performance of the Company.				
IV. DISCLOSURES						
Name of the Directors	Salary & Allowances	Perquisites	Company's Contribution to PF	Commission & Performance Incentives	Sitting Fees	Total
Sh. Sree Gopal Bajoria	6,00,000/- P.A.	-	-	-	-	6,00,000/- P.A.
<p>a. The Non- executive Director of the Company are not paid any remuneration during the year 2018-19.</p> <p>b. The Company enters into service contracts with all executive directors till the duration of their tenure. The service of the executive Directors may be terminated by either party, giving the other party three months' notice or the Company paying three months' salary in lieu thereof. There is no separate provision for payment of severance fees.</p> <p>c. The Company does not have any stock option/ Employee Stock Option scheme.</p>						

The brief resume of Sh. Sree Gopal Bajoria is given under the details of directors seeking appointment/ re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Pursuant to the provision of Companies Act, 2013, the aforesaid re-appointment and terms of remuneration are subject to the approval of member in ensuing Annual General Meeting. Accordingly the Board recommends the passing of Special Resolution as set out in item no. 4 of the notice.

None of the other Directors and Key Managerial Personnel of the Company and their relative except Sh. Sree Gopal Bajoria and his relatives deemed to be connected or interested in the resolution set out in item no.4.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRES UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIRMENTS) REGULATION, 2015.

Mr. Pratap Kumar Mondal

Mr. Pratap Kumar Mondal (DIN: 06730854) (Born on: 05/01/1951), Independent Director of the Company and commerce graduate by qualification. He possess rich experience of over 25 years in manufacturing, trading activities covering all functions of General Management as liaison in public relation for the Bajoria Group of Industries. He is not related with any other Director, Key Managerial Personnel of the Company. Companies (other than Beekay Niryat Limited) in which Mr. Pratap Kumar Mondal holds Directorship:-

- Rajasthan Cylinders and Containers Ltd.
- Rameshwar Properties Pvt. Ltd.
- Swyambhu Construction Pvt. Ltd.
- Rigmadirappa Investment Private Limited

Membership/ Chairmanship of Committee of other public limited companies: Hold Chairmanship in Nomination & Remuneration Committee and Stakeholder Relationship Committee of Rajasthan Cylinders and Containers Ltd.

No. of Shares held in company: NIL

No. of Board meeting attended in the Company during the year-10

Mrs. Shashi Tibrewal

Mrs. Shashi Tibrewal (DIN 06912179) (Born on 03/12/1968), Independent Director of the Company. She is a Graduate by qualification. After considering her vast knowledge and expertise in manufacturing industries, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on March 30, 2019, approved her appointment as Independent Director of the Company for the further period of Five (5) years w.e.f. April 01, 2019 subject to approval of Shareholders in the ensuing Annual General Meeting of the Company. She is not related with any other Directors, Key Managerial Personnel of the Company.

Companies (other than Beekay Niryat Limited) in which Mrs. Shashi Tibrewal holds Directorship: **NIL**

No. of Shares held in company: NIL

Membership/ Chairmanship of Committee of other public limited companies: NIL

No. of Board meeting attended in the Company during the year: - 10

Mr. Sree Gopal Bajoria

Mr. Sree Gopal Bajoria (DIN 01102078) (Born on 23/08/1945), Managing Director of the Company and Commerce Graduate by qualification. He possess rich experience of over 43 years in manufacturing, trading and export activities covering all functions of general management as liaison in public relation for Bajoria Group of Industries. After considering her vast knowledge and expertise in manufacturing industries, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on August 13, 2019 and August 14, 2019 respectively, recommend his re-appointment as Managing Director of the Company for the further period of Three (3) years w.e.f. September 26, 2019 subject to approval of shareholders in the ensuing Annual General Meeting of the Company. Companies (Other than Beekay Niryat Limited) in which Mr. Sree Gopal Bajoria holds Directorship-

- Rameshwar Properties Pvt. Ltd.
- Cairo Niryat Pvt. Ltd.
- Heaven Marketing Pvt. Ltd.
- Mayavati Trading Pvt. Ltd.
- Rigmadirappa Investments Private Limited
- Ganeshkripa Land Developers Private Limited
- Beetle Tie-up Private Limited
- Anshu Venture Private Limited

- Mangalkamna Agency Private Limited
- Swagatam Procon Private Limited

Membership/ Chairmanship of Committee of other public limited companies: NIL

No. of Shares held in company: 274169

No. of Board Meetings attended in the Company during the year: 10

By **Order of the Board of Directors**

For **BEEKAY NIRYAT LIMITED**

Sd/-

Sree Gopal Bajoria

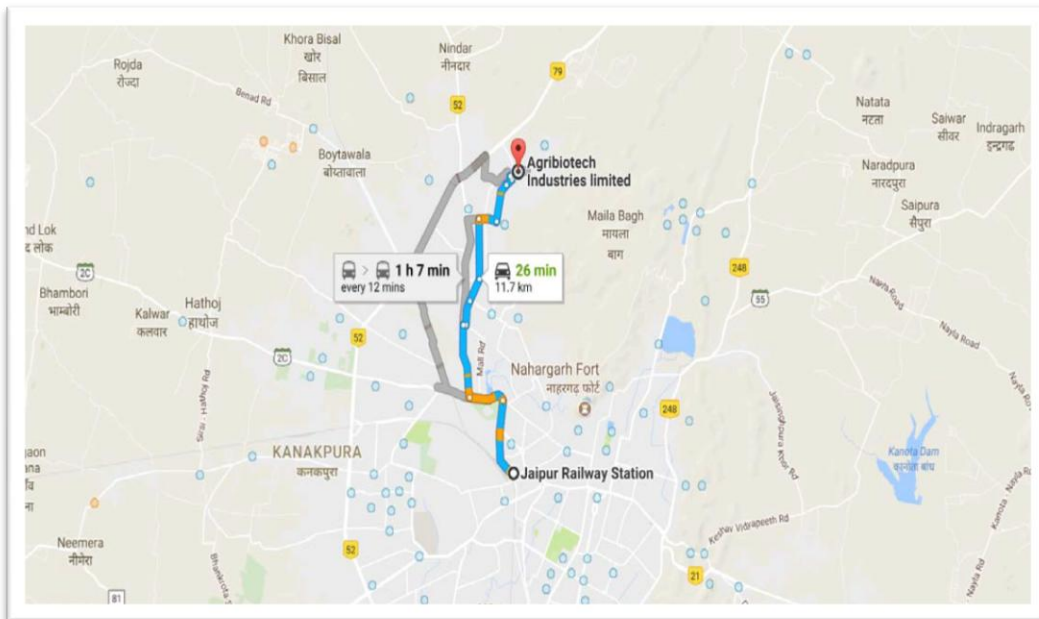
Managing Director

DIN: 01102078

Date: 14th August, 2019

Place: Jaipur

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



BEEKAY NIRYAT LIMITED

Regd. Office: SP-825, Road No.14, Vishwakarma Industrial Area , Jaipur -302013

Corporate Office: 9, Hungerford Street, Kolkata- 700017

Phone No. 033- 32619344, Fax No. 033-30233591

Email: beekayniryat1975@gmail.com ; Website bkn.bajoriagroup.in

CIN: L67120RJ1975PLC045573

ATTENDANCE SLIP

(To be presented at the entrance)

44th Annual General Meeting, Friday, the 27th September, 2019 at 01:30 P.M. at SP-825, Road No. 14, Vishwakarma Industrial Area,
Jaipur - 302013

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorized Representative, if any	

I / We hereby record my / our presence at the 44th ANNUAL GENERAL MEETING of the Company to be held on Friday, the 27th September, 2019 at 01:30 P.M. at SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur – 302013.

Signature of Shareholder/ Proxy/ Authorized Representative

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

BEEKAY NIRYAT LIMITED

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Corporate Office: 9, Hungerford Street, Kolkata- 700017

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Email: beekayniryat1975@gmail.com ; Website bkn.bajoriagroup.in

CIN: L67120RJ1975PLC045573

FORM NO. MGT-11**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / *DP-ID & Client	

**Applicable for Investors holding shares in electronic form.*

I / We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

2.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

3.	Name:	Address:
	E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual General Meeting of the Company, to be held on Friday, 27th September, 2019 at 01:30 P.M. at SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur – 302013, and at any adjournment thereof in respect of such resolutions as is/are indicated below:-

** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Item No.	Resolution(s)	For	Against
1.	Adoption of Financial Statements		
2.	Re-appointment of Mr. Pratap Kumar Mondal as an Independent Director of Company		
3.	Re-appointment of Mrs. Shashi Tibrewal as an Independent Director of the Company		
4.	Re-appointment of Sh. Sree Gopal Bajoria as a Managing Director of Company		

Signed this day of 2019.

Affix Re.1
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s):

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. ***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.***
3. A proxy need not be a member of the Company.
4. A person can act as 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.
5. ****This is only optional. Please put a 'x' in the appropriate column against the resolutions 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 thinks appropriate.**
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

BEEKAY NIRYAT LIMITED

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Email: beekayniryat1975@gmail.com ; Website bkn.bajoriagroup.in

CIN: L67120RJ1975PLC045573

(ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 27th SEPTEMBER 2019)

Name & Registered Address of Sole/First named Member	
Joint Holders Name (If any)	
Folio No. / DP ID & Client ID	
No. of Equity Shares Held	

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 44th Annual General Meeting (AGM) to be held on Friday, 27th September 2019 at 01:30 P.M. at SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur - 302013 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN	User ID	PAN / Sequence No
190809005		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
24 th September 2019 at 9.00 A.M.(IST)	26 th September 2019 at 5.00 P.M.(IST)

Please read the instructions mentioned in Point No.16 of the Notice before exercising your vote.

By Order of the Board
For **Beekay Niryat Limited**

Sd/-

Sree Gopal Bajoria

Managing Director

DIN: 01102078

Place: Jaipur

Date: 14th August, 2019