

NOTICE OF THE FORTY FIFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty Fifth Annual General Meeting of the members of **BEEKAY NIRYAT LIMITED** will be held on Monday, 28th December, 2020 at 02:00 P.M. at the registered office of the company situated 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 Audited Financial Statements of the Company for the Financial Year ended March 31st, 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sree Gopal Bajoria having Director Identification Number 01102078 who retires by rotation and being eligible, offers himself for re-appointment.
3. To approve the appointment, and the fixing of the remuneration of R P Khandelwal & Associates Firm Reg. No. 001795C as the statutory auditor of the company for the period of (5) five years.

"RESOLVED THAT pursuant to Section 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said act and the Rule made thereunder and other applicable rules, if any, under the said act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s R P Khandelwal & Associates Firm Reg. No. 001795C be and is hereby appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 50th Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to reimbursement of expenses."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of the earlier resolution passed by the Postal Ballot on April 25, 2015 authorizing the Board of Directors of the Company to mortgage/create charge on the assets of the Company and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other person or lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 100 Crores (Rupees One Hundred Crores only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT a pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, and the Rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time such sum or sums of money from banks/financial institutions or any other person, firms or body corporate, whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise, whether secured or unsecured, as they may deem fit notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital and free

reserves of the company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed an amount of exceed Rs. 100 Crores (Rupees One Hundred Crores only) at any point of time.

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 considered necessary, incidental and ancillary in order to give effect to this Resolution.”

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of the earlier resolution passed by the Postal Ballot on April 25, 2015 authorizing the Board of Directors of the Company and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 100 Crores (Rupees One Hundred Crores only).

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 considered necessary, incidental and ancillary in order to give effect to this Resolution.”

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

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 considered necessary, incidental and ancillary in order to give effect to this Resolution.”

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the applicable provisions of Section 185 of the Companies Act, 2013 read with Rules made thereunder, and all other applicable laws, for the time being in force, including any statutory modification(s) thereto or re-enactment(s) thereof, , and subject to such other consents, permissions, approvals, as may be required in that behalf, consent of the Members of the Company be and is hereby accorded to a Scheme of Loan for its Managing Directors and Whole-time Directors as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize, sanction, disburse the loan to Managing Director and Whole-time Directors and to ratify such loan given earlier, if any, and also to delegate all or any of the powers to any of the Directors of the Company and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

9. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in partial modification of the resolution passed at the Annual General Meeting of the Company held on September 27, 2019 approving the appointment and the terms of remuneration of Mr. Sree Gopal Bajoria, Managing Director (DIN : 01102078) with effect from September 26, 2019 for the period of 3 years and pursuant to the provisions of Section 190, 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force)(“the Act”) read with Schedule V to the said Act , consent of the members of the Company be and is hereby accorded for revision in the terms of appointment of Mr. Sree Gopal Bajoria [DIN: 01102078], Managing Director for the remaining period of his tenure w.e.f. September 01, 2020 to [*], 2022 on such terms and conditions as reproduced herein below with the authority of the Board to alter or vary the same from time to time with effect from such date or date(s) as may be decided by it and agreed to Mr. Sree Gopal Bajoria, Managing Director (DIN : 01102078):

A. 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.

B. Perquisites

In addition to the Salary, he will be allowed perquisites as specified below:-

- a. Rent free furnished accommodation or House Rent Allowance in lieu thereof subject to a maximum of 50% of the Basic Salary.
- b. Medical Policy for self and family with annual premium upto Rs. Ten Lakh.
- c. Reimbursement of Medical Expenses for self and family upto Rs. 1 Crore (Rupees One Crore Only).
- d. Car with Driver for use on Company’s business.
- e. Provision for telecommunication facilities.
- f. Personal Accident Insurance, the premium of which shall not exceed Rs. 15,000/- per annum.
- g. Leave travel concession for self & family once in a year for any place in India subject to the condition those only actual fares will be allowed.
- h. Reimbursement of actual expenses incurred for gas, electricity, society charges and maintenance of residential premises.
- i. Club fees: Subject to maximum of two clubs.
- j. Following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:
 - i. Gratuity on the basis of 15 days salary for each year completed service, as per rules of the company.
 - ii Leave and encashment of leave at the end of the tenure in accordance with the rules of the Company.
 - iii Contribution to Provident Fund and Superannuation fund as per rules of the Company.
 - iv. Such other perquisites and allowances in accordance with the rules of the company or as may be agreed to by the Board of Directors and Mr. Sree Gopal Bajoria.

Other Term

1. He shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the company.

2. He shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

“RESOLVED FURTHER THAT where in any financial year, during his term of office, the Company makes no profit or its profits are inadequate, the Company may pay Mr. Sree Gopal Bajoria, Managing Director the remuneration as may be approved from time to time, as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.”

RESOLVED FURTHER THAT so long as Mr. Sree Gopal Bajoria functions as the Managing Director of the Company, he will not be paid any fees for attending the Meeting of Board of Directors or any committee.

RESOLVED FURTHER THAT as Managing Director, he shall be liable to retire by rotation u/s 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office as Managing Director of the Company and such appointment as Director shall not be deemed to constitute a break in his appointment as Managing Director of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for 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 the like as the Board

By Order of the Board of Directors

For BEEKAY NIRYAT LIMITED

Sd/-

Sree Gopal Bajoria

Managing Director

DIN: 01102078

Address: 9, Hungerford Street,
Kolkata -700017 West Bengal

Date: 12.11.2020

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 (Form MGT-11) as enclosed 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 45th 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 22.12.2020 (Tuesday) to 28.12.2020 (Monday) (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. 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 2019-2020 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 2019-2020 is being sent in the permitted mode.
12. Electronic copy of the Notice of the 45th 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 request for a hard copy of the same. For members who have not registered their email address, Physical copies of the Notices of the 45th 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 in the permitted mode.
13. Members may also note that the Notice of the 45th Annual General Meeting and the Annual Report for 2019-2020 will also be available on the company's website bkn.bajoriagroup.in. 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, 2020.
16. As per Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, securities of listed companies can be transferred only in dematerialisation form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings into dematerialisation form. Members can contact the company/company's RTA for assistance in this regard

17. **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 Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations"), 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 25.12.2020 – 09.00 AM (Friday) and ends on 27.12.2020 – 05.00 PM (Sunday) During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of -21.12.2020 (Monday), may cast their vote by remote e-voting. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting and voting during the AGM. 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	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"> 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)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <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) A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot. If a Member casts vote by both modes, then voting done through e-Voting shall prevail and Ballot shall be treated as invalid.
- (xii) Click on the EVSN for the relevant company name i.e. BEEKAY NIRYAT LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) 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.
- (xx) 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.
- (xxi) 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.
18. 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 -27th December, 2020 5:00 PM without which the vote shall not be treated as valid.
19. 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 21st December, 2020. A person who is not a member as on cut-off date should treat this notice for information purpose only.
20. 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 27th November, 2020.
21. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21st December, 2020. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
22. 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 21st December, 2020 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
23. 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.
24. 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. 21st December, 2020 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.

25. Mr. Arun Kumar Shrivastav, Practicing Chartered Accountant (Membership No.411224) 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.
26. 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

27. The members who have not casted their votes electronically can exercise their voting rights at the AGM through ballot paper.
28. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM
29. 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.
30. 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.
31. 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.
32. Route Map showing directions to reach to the venue of the 45th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards -2 on "General Meeting."

By **Order of the Board of Directors**

For **BEEKAY NIRYAT LIMITED**

Sd/-

Sree Gopal Bajoria

Managing Director

DIN: 01102078

Address: 9, Hungerford Street,

Kolkata -700017 West Bengal

Date: **12.11. 2020**

Place: Jaipur

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Details of Directors seeking appointment/re-appointment at 45th Annual General Meeting**

Name	Mr. Sree Gopal Bajoria
Category / Designation	Managing Director
Director Identification No (DIN)	01102078
Date of Birth and Age	23/08/1945
Nationality	Indian
Date of first appointment on the Board	26/10/1987
Date of re-appointment	28.12.2020
Brief Profile / Expertise in Specific field/ Qualification	Mr. Sree Gopal Bajoria (DIN 01102078) is the Managing Director of the Company and Commerce Graduate by qualification. He possess rich experience of over 44 years in manufacturing, trading and export activities covering all functions of general management as liaison in public relation for Bajoria Group of Industries. He is a businessman who has vast knowledge in financial and production activities and is serving his company with his great hard work and knowledge
Board Meetings held & attended during the FY 2019-20	Four meetings held and attended all the meetings.
Directorship held in other public companies (Excluding foreign companies and Section 8 Companies)	Nil
Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	Nil
Number of shares held in the company	294442 equity shares
Remuneration paid during financial year 2019-20	6,00,000/-
Relationship with other directors / KMP	None

ITEM NO. 4 & 5:

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;
- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except.

The Board is of the view that in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to borrow money upto Rs 100 crores (Rs. One Hundred Crores) and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs 100 crores (Rs. One Hundred Crores). All the relevant documents, registers and records shall be available for inspection by members during business hours at the registered office of the Company and also at the meeting.

The Board recommends the passing of the Special Resolution set out in Item No. 4 & 5 of the accompanying notice. None of the Directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at Item No. 4 & 5.

ITEM NO. 6:

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186 of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186 of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary.

Accordingly, it is proposed to seek prior approval of Members by way of Special Resolution to provide loans, guarantees and make investments up to a sum of Rs. 100 crores (Rs. One Hundred Crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

All the relevant documents, registers and records shall be available for inspection by members during business hours at the registered office of the Company and also at the meeting.

The Board recommends the passing of the Special Resolution set out in Item No. 6 of the accompanying notice. None of the Directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at Item No. 6.

ITEM NO. 7:

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018.

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. The Company may be required to make such transaction as referred under section 185 with the entities in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders by way of special resolution under said provisions, subject to the condition that the fund be utilized by the borrowers for their principle business activities. Further, the rate of interest charged on such loan(s) shall be on arm's length basis and in any event shall not be less than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan(s).

The Board recommends the passing of the Special Resolution set out in Item No. 7 of the accompanying Notice. None of the Directors and/or Key Managerial Personnel of the Company and their relatives except to the extent of their directorship and/or deemed interest and/or shareholding in respective entity, is concerned or interested, financially or otherwise, as and when the transaction, if any takes place.

ITEM NO. 8:

According to the provisions of Section 185 of the Companies Act, 2013 No company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by,—

- (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or
- (b) any firm in which any such director or relative is a partner.

However the following exemption or relaxations have been given in this regard:
the giving of any loan to a managing or whole-time director—

- (i) as a part of the conditions of service extended by the company to all its employees; or
- (ii) pursuant to any scheme approved by the members by a special resolution; or

In compliance of above enabling provisions, your company introduces a Scheme of Loan to its Managing Director and Whole-time Directors as reproduced herein under:

Objective of Scheme:

To enable the Managing Director and Whole-time Directors to seek Loan assistance from the Company based on their request to meet the urgent requirement/liquidity to them under the provisions of the Companies Act 2013.

Amount of Loan:

The Loan may be upto the limit of three year's salary of respective Managing Director and Whole-time Directors.

Rate of Interest:

We will not charge any administrative fees. The Company may charge the interest as may be decided by the Management at the time of disbursement of loan.

Repayment Terms:

Loan shall be repayable on demand.

All the relevant documents, registers and records shall be available for inspection by members during business hours at the registered office of the Company and also at the meeting.

The Board recommends the passing of the Special Resolution set out in Item No. of the accompanying notice. None of the Directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at Item No. 8 except Managing Director and Whole-time Director.

ITEM NO. 9

Mr. Sree Gopal Bajoria (DIN: 01102078) was reappointed as Managing Director of the company at Annual General Meeting of the Members of the company held on 27th September, 2019, for the period of 3 years commencing from [September 26, 2019]. In accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on [November 12, 2020] has subject to the approval of shareholders, revised the terms of Mr. Sree Gopal Bajoria as the Chairman Cum Managing Director of the company for the Remaining period of his appointment w.e.f. September 01, 2020 on the following terms and conditions:

C. 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.

D. Perquisites

In addition to the Salary, he will be allowed perquisites as specified below:-

- k. Rent free furnished accommodation or House Rent Allowance in lieu thereof subject to a maximum of 50% of the Basic Salary.
- l. Medical Policy for self and family with annual premium upto Rs. Ten Lakh.
- m. Reimbursement of Medical Expenses for self and family upto Rs. 1 Crore (Rupees One Crore Only).
- n. Car with Driver for use on Company's business.
- o. Provision for telecommunication facilities.
- p. Personal Accident Insurance, the premium of which shall not exceed Rs. 15,000/- per annum.
- q. Leave travel concession for self & family once in a year for any place in India subject to the condition those only actual fares will be allowed.
- r. Reimbursement of actual expenses incurred for gas, electricity, society charges and maintenance of residential premises.
- s. Club fees: Subject to maximum of two clubs.
- t. Following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:
- j. Gratuity on the basis of 15 days salary for each year completed service, as per rules of the company.
 - ii Leave and encashment of leave at the end of the tenure in accordance with the rules of the Company.
 - iii Contribution to Provident Fund and Superannuation fund as per rules of the Company.
 - iv. Such other perquisites and allowances in accordance with the rules of the company or as may be agreed to by the Board of Directors and Mr. Sree Gopal Bajoria.

Other Term

3. He shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the company.
4. He shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

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		
			2019-20	2018-19	2017-18
			(Rs.)	(Rs.)	(Rs.)
		Turnover	1,91,30,755	26,332,434	19,962,921
		Net Profit/(Loss)	41,00,866	14,64,652	27,32,166
		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	Mr. Sree Gopal Bajoria (DIN: 01102078) 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	1.04.2019 to 31.03.2020	6,00,000/-	
			1.04.2018 to 31.03.2019	6,00,000/-	
			1.04.2017 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>Item Description Rs./PA</p> <p>Basic Salary 6,00,000 P.A</p> <p>Inclusive of Perquisite and Performance Bonus as approved by the members at 44th Annual General Meeting.</p> <p>*No revision in remuneration is proposed.</p>			
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 Shree 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,	Mr.. Sree Gopal Bajoria has no pecuniary relationship with the company, directly or indirectly, or with managerial personnel.			

	if any.	
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.

The brief resume of Mr. Sree Gopal Bajoria is as hereunder –

Mr. Sree Gopal Bajoria (DIN 01102078) (Born on 23/08/1945) is the Managing Director of the Company and Commerce Graduate by qualification. He was first inducted on 26/10/1987 in the Board of Directors of the company as an Additional Director. He possess rich experience of over 44 years in manufacturing, trading and export activities covering all functions of general management as liaison in public relation for Bajoria Group of Industries. He is a businessman who has vast knowledge in financial and production activities and is serving his company with his great hard work and knowledge

Companies (other than Beekay Niryat Limited) in which Mr. Sree Gopal Bajoria holds the 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: 294442

No. of Board Meetings attended in the Company during the year: 4

Except Mr. Sree Gopal Bajoria, none of the other Directors, Key Managerial Personnel of your company or relatives of Directors/Key Managerial Personnel are concerned or interested in the said resolution.

Therefore, the Board recommends the special resolution as set out at Item No. 9 for the approval of members of the company.

By **Order of the Board of Directors**

For BEEKAY NIRYAT LIMITED

Sd/-

Sree Gopal Bajoria

Managing Director

DIN: 01102078

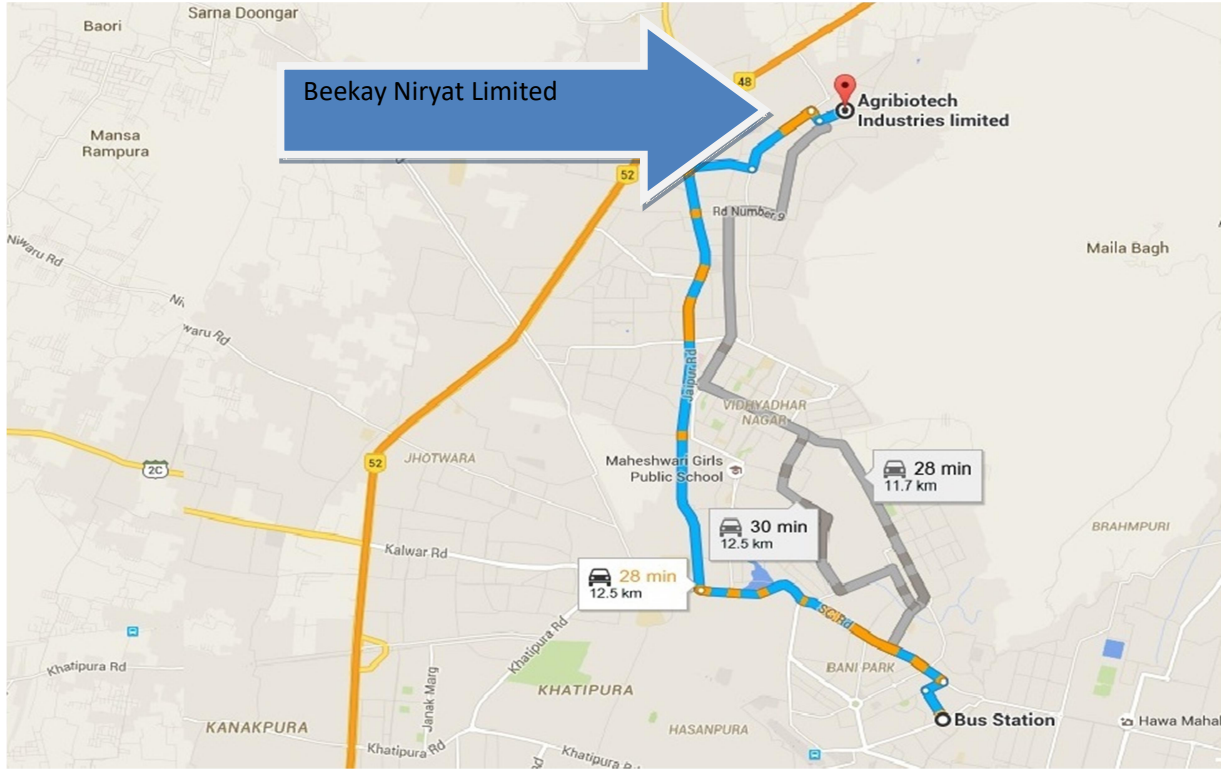
**Address: 9, Hungerford Street,
Kolkata -700017 West Bengal**

Date: 12.11.2020

Place: Jaipur

Route Map to the AGM Venue

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



Landmark:

OPPOSITE POWER GRID CORPORATION LTD. STATION VISHWAKARMA INDUSTRIAL AREA JAIPUR

By Order of the Board of Directors

For BEEKAY NIRYAT LIMITED

Sd/-

Sree Gopal Bajoria

Managing Director

DIN: 01102078

**Address: 9, Hungerford Street,
Kolkata -700017 West Bengal**

Date: 12.11.2020

Place: Jaipur

Attendance Slip

Name of the Company: Beekay Niryat Limited

Registered Address: SP-825, Road No.14, V K I Area, Jaipur-302013, Rajasthan

CIN: L67120RJ1975PLC045573; Email Id - beekayniryat1975@gmail.com; Telephone: 91-141-2331771-2; Website bkn.bajoriagroup.in

45th Annual General Meeting on Monday, 28th December, 2020.

Folio No. / DP ID Client ID No	
Name of First named Member/Proxy/Authorized Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company.

I/we hereby record my/our presence at the 45th (Forty Fifth) Annual General Meeting of the company being held on Monday, 28th day of December, 2020 at Registered office of the Company situated at SP-825,Road No.14, V K I Area, Jaipur-302013, Rajasthan at 02:00 P.M..

Signature of First holder/Proxy/Authorized Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s): 1. please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.

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]

CIN: L67120RJ1975PLC045573

Name of the Company: Beekay Niryat Limited

Registered office: SP-825 Road No. 14 VKI Area Jaipur-302013 Rajasthan

Corporate Office: 9, Hungerford Street, Kolkata- 700017

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

I/ We being the member of, holding.....shares, hereby appoint

1. Name:
Address:
E-mail Id:
Signature: or failing him

2. 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 45th Annual General Meeting of the Company, to be held on Monday, 28th December, 2020 at 02:00 P.M. at the registered office of the Company situated at SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur – 302013, and at any adjournment thereof in respect of such resolutions as are indicated below:-
Resolution No.

- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31st, 2020 and the Reports of the Board of Directors and the Auditors thereon.
- To appoint a Director in place of Mr. Sree Gopal Bajoria having Director Identification Number 01102078, who retires by rotation and being eligible, offers himself for re-appointment.
- To approve the appointment, and the fixing of the remuneration of M/s R P Khandelwal & Associates Firm Reg. No. 001795C as the statutory auditor of the company for the period of (5) five years.
- Authorization to the Board under Section 180(1)(a) of the Companies Act, 2013
- Authorization to the Board under Section 180(1)(c) of the Companies Act, 2013
- Authorization to the Board under Section 186 of the Companies Act, 2013
- Authorization to the Board under Section 185 of the Companies Act, 2013
- Approval of Scheme of Loan to Managing Director and Whole-time Director under Section 185 of the Companies Act, 2013
- To approve revision in other terms of Mr. Sree Gopal Bajoria [DIN: 01102078] as Managing Director of the Company.

Signed this day of 2020.

Affix Re.1
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.