



**Date: 04.09.2024**

To,

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai -400001.

**Attn: Listing Department**

**Sub: Notice of 49<sup>th</sup> Annual General Meeting along with Annual Report for the Financial Year 2023-24 and Book Closure.**

**Ref: Beekay Niryat Limited (Script Code: 539546)**

Dear Sir/Madam,

Pursuant to the applicable regulation of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we hereby intimate as under:

1. The 49<sup>th</sup> Annual General Meeting of the Company will be held on Thursday, September 26, 2024 at 11:30 A.M. (IST) at its registered office situated at 111, Signature Tower, DC-2, Lal Kothi Scheme, Tonk Road, Jaipur -302015 Rajasthan.
2. The Register of Members and the Share Transfer Book will remain closed from Friday, September 20, 2024 to Thursday, September 26, 2024(Both days inclusive) for the purpose of Annual General Meeting.
3. Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we have provided the facility to vote by electronic means (e-voting) on all resolution as set out in the notice of AGM to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. Thursday, September 19, 2024. The Remote e-voting will commence at 09:00 A.M. on Monday, September 23, 2024 and shall end at 05:00 P.M. on Wednesday, September 25, 2024.
4. Pursuant to Regulation 34 (1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are forwarding herewith a copy of Notice and Annual Report for the Financial Year 2023-24.

We request you to kindly take the same on record.

Thanking you.

Yours faithfully,

For **Beekay Niryat Limited**

**VERSHA**  
**GOYAL**  
Digitally signed by  
VERSHA GOYAL  
Date: 2024.09.04  
17:31:27 +05'30'

**Versha Goyal**

**(Company Secretary cum Compliance Officer)**

————— **BEEKAY NIRYAT LIMITED** —————

111, SIGNATURE TOWER, DC 2 LAL KOTHI SCHEME, TONK ROAD, JAIPUR - 15  
0141 4006454/5/6 | INFO@ABIL.CO.IN | CIN NO. L67120RJ1975PLC045573

**Beekay Niryat Limited**

111, Signature Tower, DC-2, Lal Kothi Scheme, Tonk Road, Jaipur-302015

CIN No. L67120RJ1975PLC045573

Contact No (☎): 0141-4006454/5/6 | Email (✉): Info @abil.co.in

**NOTICE**

**NOTICE** is hereby given that the 49<sup>th</sup> Annual General Meeting of the members of **BEEKAY NIRYAT LIMITED** will be held on Thursday, 26<sup>th</sup> September, 2024 at 11:30 A.M. at the registered office of the company situated at 111, Signature Tower, DC – 2, Lal Kothi Scheme, Tonk Road, Jaipur – 302015, (Raj.) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a) The Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2024, the statement of Profit & Loss and Cash Flow Statement, for the year ended on the date and reports of the Board of Directors and Auditors thereon.
  - b) The Audited Consolidated Financial Statement of the company for the Financial Year ended March 31, 2024.
2. To Declare Final Dividend on Equity Shares for the Financial Year ended 31st March, 2024.
3. To appoint a Director in place of Mrs. Puja Bajoria having Director Identification Number 07018123, who retires by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

4. **Alteration of the Objects Clause of the Memorandum of Association of the Company:**

**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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of Registrar of Companies, Jaipur and subject to such terms, conditions, amendments or modifications as may be required or advised by any such appropriate authority(ies), the consent of Members of the Company be and is hereby accorded to amend the Objects clauses of the Memorandum of Association (“MOA”) of the Company by inserting following sub- clause (2) of clause III (A) of Memorandum of Association of Company, respectively:

Under Clause III (A)

2. “To enter with and carry on in India or elsewhere the business as manufactures, distillers, compounder, rectifier, blender, brewer, processors, importers, exporters, agents, brokers, suppliers, whole sellers, retailers, distributors, stockists, dealers, godown keepers, C and F agents, del-creder agents, developers and to ferment, extract, prepare, manipulate, mix, clean, pack, repack, protect, purchase, sell, trade, provide, promote, sponsor, market, modify, produce, bottle, pressure and crush all sorts of liquors, beverages, alcohol, wines and other similar products such as brandy, whisky, rum, gin, beer, or derivatives, non-alcoholic drink, soft drink, aerated water, mineral water, fruit juices, pulps and extracts, combinations, solvents, mixtures and formulas of every kind and descriptions and all products and by-products thereof whether made of malt, molasses, barley, sorgum, bajra, wheat, rice or any other grain, syrup, sugarcane, melada, jaggery, grapes, fruits, vegetables, herbs and plants, or any other natural or synthetic materials.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper, incidental or expedient to give effect to the above stated resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies.”

5. **Changing the name of the Company and Alteration of Memorandum of Association.**

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

The Name Approval Letter received on: **17-08-2024 from CRC (Central registration Office)**.

Board meeting has been conducted on **02-08-2024**.

**“RESOLVED THAT** pursuant to the provisions of Section 4(2) & (3), 13(2) read with rule 8 & 29 and other applicable provisions and rules if any, amended till date, and Name Approval received from the Ministry of Corporate Affairs: on 17-08-2024 vide Name Approval Letter SRN: AA9688387 and as per applicable regulations of SEBI (LODR) regulations, 2015 and, the consent of the Shareholders of the Company be and are hereby accorded, to alter the **Name Clause in the Memorandum of Association.**”

**“RESOLVED FURTHER THAT** the name of the Company is changed from its present name to name mentioned below and as approved by the Central Registration center (CRC) on dated 17-08-2024:

‘New name of the company **‘AGRIBIO SPIRITS LIMITED’**

**“RESOLVED FURTHER THAT** the clause one of memorandum of association of the Company be altered as mentioned below subject to approval of shareholders.”

**Clause I - The name of the Company is “AGRIBIO SPIRITS LIMITED”.**

**“RESOLVED FURTHER THAT** Any Director of the Company be and is hereby authorized to file e-form MGT-14 and e-form INC-24 along with all supporting documents, altered MOA of the Company and to do all other acts, things, Sign, deed, issue copy of resolution, sign e-form, and to take all such Steps and actions as may be necessary in this regard.”

#### **6. To Change of Name of the Company & Alteration in Article of Association.**

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

The Name Approval Letter received on: **17-08-2024 from CRC (Central registration Office)**.

Board meeting has been conducted on **02-08-2024**.

**“RESOLVED THAT** pursuant to the provisions of Section 5,14 read with applicable rule and other applicable provisions and rules if any, amended till date, and Name Approval received from the Ministry of Corporate Affairs on 17-08-2024 vide Name Approval Letter SRN: AA9688387 and as per applicable regulations of SEBI (LODR) regulations, 2015, the consent of the Shareholders of the Company be and are hereby accorded, to alter the name of the Company in Article of Association of the Company From **BEEKAY NIRYAT LIMITED** to **AGRIBIO SPIRITS LIMITED** wherever it appears in the Article of Association of the Company.

**“RESOLVED FURTHER THAT** Any Director of the Company be and is hereby authorized to file e-form MGT-14 and e-form INC-24 along with all supporting documents, altered AOA of the Company and to do all other acts, things, sign, deed, issue copy of resolution, sign e-form, and to take all such steps and actions as may be necessary in this regard.

#### **7. Increase In Authorised Share Capital of the Company and Consequent Alteration In Clause V of the Memorandum of Association:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 (the ‘Act’) and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the existing Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- each to Rs.11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- each and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

**V The Authorised Share Capital is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lacs) Equity Shares of Rs. 10/- each.**

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Directors of the

Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

#### 8. TO APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (“SEBI Listing Regulations”), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), BSE Limited (the “Stock Exchange”) on which equity shares of the Company is listed and/ or any other competent authorities (hereinafter collectively referred to as “Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to create, offer, issue and allot **up to 9,75,000 (Nine Lakhs Seventy Five Thousand)** Equity Shares having a face value of Rs. 10/- (Rupee Ten Only) at an issue price of Rs. 51/- (Rupees Fifty One only) per Equity Share [including premium of Rs. 41/- (Rupees Forty One only) per Equity Share], aggregating to **Rs. 4,97,25,000 (Rupees Four Crore Ninety Seven Lakhs Twenty Five Thousand only)** (“Consideration”) by way of preferential allotment to the below mentioned persons (“Proposed Allottees”) at a price not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations.”

The details of the Proposed Allottees and the maximum number of equity shares of the Company proposed to be allotted are set forth in the below table:

Sr. No.	Name of the Proposed Allottees(s)	Category	No. of Equity Shares Proposed to be allotted	Total Amount (In Rs.)
1.	Bindiya Ambalal Gami	Non-Promoter	50,000	25,50,000
2.	Suresh Bhanji Gami	Non-Promoter	1,00,000	51,00,000
3.	Murji Bhanji Gami	Non-Promoter	1,00,000	51,00,000
4.	Jayshree Savji Gami	Non-Promoter	1,10,000	56,10,000
5.	Jyoti Suresh Gami	Non-Promoter	1,10,000	56,10,000
6.	Urmila Ambalal Gami	Non-Promoter	1,10,000	56,10,000
7.	Mana Murji Gami	Non-Promoter	1,10,000	56,10,000
8.	Rashila Pravin Gami	Non-Promoter	1,10,000	56,10,000
9.	Varsha Shyam Patel	Non-Promoter	50,000	25,50,000
10.	Shyam Vasta Patel	Non-Promoter	50,000	25,50,000
11.	Sumit Kumar Maheshwari	Non-Promoter	20,000	10,20,000
12.	Madhu Amit Mundra	Non-Promoter	15,000	7,65,000
13.	Jay Haresh Vora	Non-Promoter	20,000	10,20,000
14.	Vinod Radheyshyam Agarwal	Non-Promoter	20,000	10,20,000
	<b>Total</b>		<b>9,75,000</b>	<b>4,97,25,000</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for the purpose of determining floor price of Equity Shares shall be August 27, 2024, being the date 30 days prior to the date on which the meeting of shareholders is being held i.e. September 26, 2024, to consider the proposed preferential issue;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the Proposed Allottees through private placement offer letter in Form PAS-4 as prescribed under the Companies Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 42, 62(1) (c) and any other related provisions of the Act and rules and regulations made thereunder, the shareholders hereby accord their approval to the record of private placement offer to be maintained by the Company in Form PAS-5 with details of the Proposed Allottees to whom Equity Shares are proposed to be offered on a preferential allotment basis by way of private placement.

**“RESOLVED FURTHER THAT** the Preferential Allotment shall be made on the following terms and conditions: (i) The Allottees shall be required to bring in 100% of the consideration for the relevant Equity Shares on or before the date of allotment hereof. (ii) The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the bank account of the Allottees and shall be kept by the Company in a separate bank account. The monies received by the Company from the Investor(s) for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account. (iii) Allotment of Equity Shares shall only be made in dematerialized form. (iv) The Equity Shares allotted to the Allottees shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company (“**MOA & AOA**”) and any applicable lock-in requirements in accordance with Regulation 167 of the ICDR Regulations. (v) In accordance with the provisions Chapter V of the ICDR Regulations, the pre-preferential allotment shareholding of the shareholder/allottee shall be locked-in (vi) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Equity Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any member of the Board or any committee thereof or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchange for obtaining in-principle / final approval for issuance of the subscription and listing of the Equity Shares; (b) to file requisite application or documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchange, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies (“**ROC**”) and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

#### **9. TO APPROVE THE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-

enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('LODR Regulations'), and subject to other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any of its committees duly constituted/to be constituted by the Board of Directors to exercise its powers including powers conferred under this resolution); the consent of the members of the Company be and is hereby accorded to offer, issue and allot **22,25,000 (Twenty Two Lakhs Twenty Five Thousand) Warrants convertible into equity shares, at a price of Rs. 51/-** (Rupees Fifty one only) each payable in cash ('Warrants Issue Price'), aggregating to Rs. 11,34,75,000 (Rupees Eleven Crore Thirty Four Lakhs Seventy Five Thousand only) convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Re. 10/- (Rupees Ten Only) each at a premium of Rs. 41/- (Rupees Forty One only) per share in one or more tranches on preferential basis ("Preferential Issue") to the Proposed Allottees as stated herein below, upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR regulations, or other applicable laws in this regard;

Sr. No.	Name of the Proposed Allottees(s)/ Warrant Holder(s)	Category	Maximum No. of warrant to be issued and allotted	**Total Amount (In Rs.)
1.	Kalpna Sharma	Non-Promoter	2,55,000	13,00,5000
2.	Vedant Sharma	Non-Promoter	2,50,000	1,27,50,000
3.	Anuradha Chaudhary	Non-Promoter	60,000	30,60,000
4.	Daulat Mal Jain	Non-Promoter	5,00,000	25,50,0000
5.	Saboo Sodium Chloro Limited	Non-Promoter	4,00,000	20,40,0000
6.	Rajeev Sharma	Non-Promoter	15,000	7,65,000
7.	Hitesh Mehra	Non-Promoter	50,000	25,50,000
8.	Jeewan Mehra	Non-Promoter	50,000	25,50,000
9.	Dharmendra Agrawal	Non-Promoter	20,000	10,20,000
10.	Hemant Sarvaiya	Non-Promoter	3,60,000	1,83,60,000
11.	Trupti Hemant Sarvaiya	Non-Promoter	1,75,000	89,25,000
12.	Sarvaiya Hemant Kumar	Non-Promoter	50,000	25,50,000
13.	Hemali Mihir Shah	Non-Promoter	10,000	5,10,000
14.	Abha Chandrakant Shah	Non-Promoter	10,000	5,10,000
15.	Rakhee Amit Atawane	Non-Promoter	20,000	10,20,000
	<b>Total</b>		<b>22,25,000</b>	<b>11,34,75,000</b>

\*\* Twenty Five percent of the total consideration amount shall be paid by the respective proposed allottees on or before the allotment Warrants and balance consideration i.e. Seventy-Five Per Cent shall be paid at the time of exercise of option attached to the Warrants.

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the warrants convertible into Equity Shares and the Equity Shares that would arise upon exercise of conversion of the warrant is August 27, 2024, being the date 30 days prior to the date on which the meeting of shareholders is being held i.e. September 26, 2024 to consider the proposed preferential issue;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of warrants convertible into equity shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

1. The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted in one or more tranches, 1 (one) fully paid up equity share against each Warrant. The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.

2. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date') together with the balance payment of 75% of the value of warrants to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.
3. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
4. Warrants and resultant equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and equity shares shall rank pari- passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights.
5. The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
6. The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.
7. The warrants allotted may be listed on the Stock Exchange at the discretion of the Board of the Company and for this purpose, the Board or any committee thereof or Company Secretary of the Company be and is hereby authorised to make requisite application to the appropriate authorities, including the Stock Exchanges, Depositories and other regulatory authorities. The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be. The Board or any committee thereof or Company Secretary of the Company be and is hereby authorised in this regard to seek or make application to the appropriate authorities, including the Stock Exchanges, Depositories and other regulatory authorities.
8. The proposed warrants shall be issued and allotted by the Company to Proposed Allottees within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date receipt of last of such approvals, if any.
9. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottees.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees is recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting it to subscribe to the Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, memoranda, documents (including for appointment of agencies, intermediaries and advisors/ consultants for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares upon conversion of warrants and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority including National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which

may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issuance of warrants and the subsequent conversion of these warrants into equity shares is made in accordance with SEBI ICDR Regulations.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any member of the Board or any committee thereof or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchange for obtaining in-principle / final approval for issuance of the subscription and listing of the Warrants and/or Equity Shares arising upon conversion of the Warrants; (b) to file requisite application or documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchange, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies (“**ROC**”) and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

**Date: 30.08.2024**

**Place: Jaipur**

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

Sd/-

**Versha Goyal**

**(Company Secretary cum Compliance Officer)**

**Registered Office:**

111, Signature Tower, DC-2,  
Lal Kothi Scheme, Tonk Road,  
Jaipur-302015 Raj.

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. AND SUCH 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 per cent of the total share capital of the company.

A Member holding more than ten per cent of 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.

The instrument of Proxy (Form MGT-11) as enclosed in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the 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.

Every member entitled to vote at a meeting of the company, or on any resolution to be moved thereat and 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.

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 49th 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. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.



2. Corporate Members intending to send their authorized representatives to attend the AGM in terms of Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
3. 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.
4. The explanatory statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to Special Business to be transacted at item no. 4, 5 and 6 of the above notice at the Meeting is annexed hereto.
5. All The Register of members and the Share Transfer books of the Company will remain closed from September 20, 2024 (Friday) to September 26, 2024 (Thursday) (both days inclusive) for the purpose of Annual General Meeting.
6. All the requisite Registers 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.
7. 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.
8. 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.
9. Electronic copy of the Annual Report for 2023-2024 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 2023-2024 is being sent in the permitted mode.
10. Electronic copy of the Notice of the 49th 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
11. /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 49th 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.
12. Members may also note that the Notice of the 49th Annual General Meeting and the Annual Report for 2023-2024 will also be available on the company's website [www.beekayniryat.com](http://www.beekayniryat.com). 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: [info@abil.co.in](mailto:info@abil.co.in)
13. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company. Blank forms will be supplied on request.
14. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company. Blank forms will be supplied on request.
15. Final Dividend of Rs. 0.20 (2%) per Equity Share as recommended by the Board, if approved by the members, will be paid to those members whose name appear on Register of Members of the company/ beneficial owners as per the records of depositories as at the end of September 19, 2024 (Thursday) (Record date).
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.

### Dividend Related Information:

**17.** The Board of Directors at their Meeting held on 14<sup>th</sup> August, 2024, had recommended a final dividend of 2% of face value of equity share of ₹ 10 each for the financial year ended 31st March, 2024 subject to approval of the shareholders at the ensuing Annual General Meeting.

**18.** Considering the above fact, the Register of Members and Share Transfer Books of the Company will remain closed from September 20, 2024 (Friday) to September 26, 2024 (Thursday), (both days inclusive). The 'Record Date' for determining entitlement of Members to dividend for the Financial Year ending March 31, 2024, if approved at the AGM, has been fixed as Thursday, September 19, 2024.

**19.** If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source will be paid within a period of 30 days from the date of declaration as under:

- i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on 19<sup>th</sup> September, 2024.
- ii. To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company/RTA as of the close of business hours on 19<sup>th</sup> September, 2024.

**20.** Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Niche Technologies Private Limited.

**21.** In line with the General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, in case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of their latest bank account details (Core 11 Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFSC Code), the Company shall dispatch the dividend warrant/ cheque to such shareholder by post.

**22.** Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in E-Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). Members may note that, the Company shall not be in a position to entertain the claims of the Shareholders for the unclaimed dividends, which have been transferred to the credit of IEPF.

**23.** Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their PAN with the Company/ Company's RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual Shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) by 11:59 p.m. IST on 19<sup>th</sup> September, 2024. Shareholders are requested to note that if their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com). The aforesaid declarations and documents need to be submitted by the Shareholders by 11:59 p.m. IST on 19<sup>th</sup> September, 2024.

### **24. 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"), in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, 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 asunder:

- a. The remote e-voting period commences on 23.09.2024– 09.00 AM (Monday) and ends on 25.09.2024 – 05.00 PM (Wednesday) During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of -19.09.2024 ( Thursday), 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.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- b. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities ine with CDSL	<p>1.) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach eVoting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System My easi.</p> <p>2.) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3.) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/">https://web.cdslindia.com/myeasi/Registration/</a> Easi Registration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> <p>4) meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk Details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.</p>

- c. The Shareholder should logon to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- d. Click on Shareholders.

- e. Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- h. 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"> <li>▪ 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.</li> <li>▪ 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.</li> </ul>
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"> <li>▪ Please Enter the DOB or Bank Account Number in order to Login.</li> <li>▪ 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).</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 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.
- Click on the EVSN for the relevant company name i.e. BEEKAY NIRYAT LIMITED on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 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
- Note for Non – Individual Shareholders and Custodians
  - ❖ Non-Individual Shareholders (i.e. HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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.
- u. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
  - v. 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.

**25.** 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 [info@abil.co.in](mailto:info@abil.co.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before -25.09.2024 (Wednesday) 5:00 PM without which the vote shall not be treated as valid.

**26.** 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 19<sup>th</sup> September, 2024. A person who is not a member as on cut-off date should treat this notice for information purpose only.

**27.** 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 23<sup>rd</sup> August, 2024.

**28.** The shareholders shall have one vote per equity share held by them as on the cut-off date of 19<sup>th</sup> September, 2024. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

**29.** 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 19<sup>th</sup> September, 2024 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

**30.** 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.

**31.** 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. 19<sup>th</sup> September, 2024 (Thursday) are requested to send the written / email communication to the Company at [info@abil.co.in](mailto:info@abil.co.in) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

**32.** 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.

**33.** The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.beekayniryat.com](http://www.beekayniryat.com) and on the website of CDSL. The same will be communicated to the listed stock exchanges i.e. BSE Limited.

#### IV. VOTING AT AGM

**34.** The members who have not casted their votes electronically can exercise their voting rights at the AGM through ballot paper.

**35.** 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.

**36.** 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.

**37.** 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.

**38.** 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.

**39.** Route Map showing directions to reach to the venue of the 49<sup>th</sup> AGM is given at the end of this Notice as per the requirement of the Secretarial Standards -2 on "General Meeting."

**Date: 30.08.2024**

**Place: Jaipur**

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

**Registered Office:**

111, Signature Tower, DC-2,  
Lal Kothi Scheme, Tonk Road,  
Jaipur-302015 Raj.

Sd/-  
**Versha Goyal**  
**(Company Secretary cum Compliance Officer)**

**EXPLANATORY STATEMENT**  
**(Pursuant to section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 4, 5, 6, 7, 8 & 9:

**SPECIAL BUSINESS:**

**Item No.4: Alteration of the Objects Clause of the Memorandum of Association of the Company:**

The alteration in the Objects Clause of the MOA as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge its area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The "Main Object" clause of the MOA of the Company is being amended by inserting new clause referred as sub-clause (2) of clause III (A) of Memorandum of Association of Company. Therefore the Board of Director of the company has decided to delete the sub-clause (2) of clause III (A) of Memorandum of Association of Company.

The Board at its meeting held on Friday, August 30, 2024 has approved alteration of the MOA of the Company and the Board now seeks Members' approval for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

**Item No. 5 & 6: Change of Name of Company and consequent alteration of Memorandum of Association & Articles of Association of Company.**

The Board of Directors of the Company in its meeting held on Friday, August 30, 2024 decided to change the name of the Company from "BEEKAY NIRYAT LIMITED" to "AGRIBIO SPIRITS LIMITED" and the Board considered the same as an auspicious name for the company. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused.

The name "AGRIBIO SPIRITS LIMITED" has been duly approved and made available for changing the name by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs vide its name approval letter dated 17.08.2024 which is valid for 60 days. The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes. As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

The New Name "AGRIBIO SPIRITS LIMITED" shall be updated everywhere where the Old Name of the Company is there.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

Hence, the resolution is put up for Shareholders approval.

**Item No. 7: Increase in Authorized Share Capital of the Company and Consequent Alteration In Clause V of the Memorandum of Association:**

In order to broad base capital structure of the Company and to enable the Company to raise funds, it is proposed to increase the Authorised Share Capital of the Company from Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty



Lakhs ) Equity Shares of Rs. 10/- each to Rs.11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- each.

As a consequence of increase of authorized share capital of the Company, the existing Authorised Share Capital Clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly.

The proposed increase of Authorized Share Capital requires the approval of Members of the Company in General Meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

Therefore, The Board of Directors recommends the resolution at item no. 7 of this notice to be passed as Ordinary Resolution.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

#### **Item No. 8 & 9**

In order to meet long-term funding requirements of the Company inter-alia to fund Company's growth capital requirements, to meet the Company's capital expenditure to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting Company's working capital requirements and for other general corporate purposes and purposes permitted by applicable laws the Board of Directors of the Company in its meeting held on Friday, August 30, 2024 accorded its approval for raising funds aggregating upto Rs. 16,32,00,000 (Rupees Sixteen Crore Thirty Two Lakhs only) through issuance securities as under :

- (a) Upto **9,75,000 (Nine Lakhs Seventy Five Thousand)** Equity Shares of Rs. 10/- each for cash at a price of Rs. 51/- (Rupees Fifty One only) per Equity Share (including premium of Rs. 41/-per Equity Share) to the proposed allottees (defined hereinafter)
- (b) Upto **22,25,000(Twenty Two Lakhs Twenty Five Thousand)** Warrants convertible into Equity Shares to the proposed allottees giving the warrant holder a right to apply and be allotted, in one or more tranches, 1 (one) Equity Share of Rs. 10/- each, per warrant, at a price of Rs. 51/- (Rupees Fifty One only) per share (including premium of Rs. 41 per Equity Share) within a period of 18 months from the date of allotment of the Warrants

As per Section 62(1) (c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

The details of the proposed allotment are as under:

Serial	Name of the proposed allottees	Securities proposed to be issued / allotted	
		Equity Shares	Warrants
1	Bindiya Ambalal Gami	50,000	
2	Suresh Bhanji Gami	1,00,000	
3	Murji Bhanji Gami	1,00,000	
4	Jayshree Savji Gami	1,10,000	
5	Jyoti Suresh Gami	1,10,000	
6	Urmila Ambalal Gami	1,10,000	
7	Mana Murji Gami	1,10,000	
8	Rashila Pravin Gami	1,10,000	
9	Varsha Shyam Patel	50,000	
10	Shyam Vasta Patel	50,000	
11	Sumit Kumar Maheshwari	20,000	
12	Madhu Amit Mundra	15,000	
13	Jay Haresh Vora	20,000	
14	Vinod Radheyshyam Agarwal	20,000	

15.	Kalpana Sharma		2,55,000
16.	Vedant Sharma		2,50,000
17.	Anuradha Chaudhary		60,000
18.	Daulat Mal Jain		5,00,000
19.	Saboo Sodium Chloro Limited		4,00,000
20.	Rajeev Sharma		15,000
21.	Hitesh Mehra		50,000
22.	Jeewan Mehra		50,000
23.	Dharmendra Agrawal		20,000
24.	Hemant Sarvaiya		3,60,000
25.	Trupti Hemant Sarvaiya		1,75,000
26.	Sarvaiya Hemant Kumar		50,000
27.	Hemali Mihir Shah		10,000
28.	Abha Chandrakant Shah		10,000
29.	Rakhee Amit Atawane		20,000
<b>Total</b>		<b>9,75,000</b>	<b>22,25,000</b>

The Equity Shares and the Warrants issued pursuant to the above shall be subject to lock-in in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

The Equity Shares arising out of the conversion of the warrants shall rank pari passu inter se and with the then existing equity shares of the Company in all respects, including in relation to dividend.

The disclosures prescribed under the Companies Act, 2013 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, in respect of the Resolution proposed at Item No. 1 are as follows:

**a) The objects of the preferential issue:**

The objects of the present preferential issue is to meet long-term funding requirements of the Company inter-alia to fund Company's growth capital requirements, to meet the Company's capital expenditure to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting Company's working capital requirements and for other general corporate purposes and purposes permitted by applicable laws

**Interim Use of Issue Proceeds:**

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

**b) Monitoring of utilisation of funds**

As the present preferential issue does not exceed Rs. 100 crore, No Monitoring Agency has been appointed.

**c) Relevant Date**

The "Relevant Date" in accordance with SEBI ICDR Regulations would be August 27, 2024 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Equity Shares and Warrants convertible into Equity Shares.

**d) Particulars of the Preferential Issue including date of passing of Board resolution.**

The Board of Directors of the Company in its meeting held on Friday, August 30, 2024 accorded its approval for raising funds aggregating upto **Rs. 16,32,00,000 (Rupees Sixteen Crore Thirty Two Lakhs only)** through issuance securities as under:

- (a) Upto **9,75,000 (Nine Lakhs Seventy Five Thousand)** Equity Shares of Rs. 10/- each for cash at a price of Rs. 51/- (Rupees Fifty One only) per Equity Share (including premium of Rs. 41/-per Equity Share) to the proposed allottees (defined hereinafter)

- (b) Upto **22,25,000 (Twenty Two Lakhs Twenty Five Thousand)** Warrants convertible into Equity Shares to the proposed allottees giving the warrant holder a right to apply and be allotted, in one or more tranches, 1 (one) Equity Share of Rs. 10/- each, per warrant, at a price of Rs. 51/- (Rupees Fifty One only) per share (including premium of Rs. 41 per Equity Share) within a period of 18 months from the date of allotment of the Warrants

This issuance will be conducted through a preferential allotment on a private placement basis.

**e) Type and maximum number of securities to be issued.**

It is proposed to issue and allot in aggregate upto **9,75,000 (Nine Lakhs Seventy Five Thousand)** Equity Shares of Rs. 10/- each at a price of Rs. 51 (Rupees Fifty One only) per Equity Share (including premium of Rs. 41 per Equity Share) aggregating upto Rs. 4,97,25,000 (Rupees Four Crore Ninety Seven Lakhs Twenty Five Thousand only); and upto **22,25,000 (Twenty Two Lakhs Twenty Five Thousand)** Warrants at a price of Rs. 51 (Rupees Fifty One only) per warrant, each convertible into or exchangeable for One (1) Equity Share of the face value of Rs. 10/- at a premium of Rs. 41 per share aggregating upto Rs. 11,34,75,000 (Rupees Eleven Crore Thirty Four Lakhs Seventy Five Thousand only), to proposed allottee(s), subject to fulfilment of their obligations at such price being not less than the floor price as on the relevant date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The details of the proposed allottees and the securities proposed to be allotted are:

Serial	Name of the proposed allottees	Securities proposed to be issued / allotted	
		Equity Shares	Warrants
1	Bindiya Ambalal Gami	50,000	
2	Suresh Bhanji Gami	1,00,000	
3	Murji Bhanji Gami	1,00,000	
4	Jayshree Savji Gami	1,10,000	
5	Jyoti Suresh Gami	1,10,000	
6	Urmila Ambalal Gami	1,10,000	
7	Mana Murji Gami	1,10,000	
8	Rashila Pravin Gami	1,10,000	
9	Varsha Shyam Patel	50,000	
10	Shyam Vasta Patel	50,000	
11	Sumit Kumar Maheshwari	20,000	
12	Madhu Amit Mundra	15,000	
13	Jay Hareesh Vora	20,000	
14	Vinod Radheyshyam Agarwal	20,000	
15	Kalpana Sharma		2,55,000
16.	Vedant Sharma		2,50,000
17.	Anuradha Chaudhary		60,000
18.	Daulat Mal Jain		5,00,000
19.	Saboo Sodium Chloro Limited		4,00,000
20.	Rajeev Sharma		15,000
21.	Hitesh Mehra		50,000
22.	Jeewan Mehra		50,000
23.	Dharmendra Agrawal		20,000
24.	Hemant Sarvaiya		3,60,000
25.	Trupti Hemant Sarvaiya		1,75,000
26.	Sarvaiya Hemant Kumar		50,000
27.	Hemali Mihir Shah		10,000
28.	Abha Chandrakant Shah		10,000
29.	Rakhee Amit Atawane		20,000
<b>Total</b>		<b>9,75,000</b>	<b>22,25,000</b>

Total amount proposed to be raised through the Preferential Issue – upto Rs. 16,32,00,000/- (Rupees Sixteen Crore Thirty Two Lakhs only) only).

**f) Basis on which the price has been arrived at:**

In terms of the SEBI ICDR Regulations, the floor price at which the Equity Shares and the Warrants can be issued is Rs. 51 (Rupees Fifty One only) per Equity Share / Warrant, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:-

- The 90 trading day volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange preceding the Relevant Date i.e. Rs. 48.85 per Equity Share;
- The 10 trading days volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange preceding the Relevant Date i.e. Rs. 50.78 per Equity Share;
- Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

The pricing of the Equity Shares and the Warrants convertible into Equity Shares to be allotted on preferential basis is Rs. 51 (Rupees Fifty One only) per Equity Share / Warrant (each warrant convertible into 1 Equity Share of Rs. 10/- at a price of Rs. 51 (Rupees Fifty One only), including premium of Rs. 41 per Equity Share), which price is not lower than the price determined in accordance with the applicable provisions of SEBI ICDR Regulations.

**g) Amount which the company intends to raise by way of such securities.**

The Company intends to raise upto Rs. 16,32,00,000 (Rupees Sixteen Crore Thirty Two Lakhs only) only) through issue of upto **9,75,000 (Nine Lakhs Seventy Five Thousand)** Equity Shares and Upto **22,25,000 (Twenty Two Lakhs Twenty Five Thousand)** Warrants that are convertible into Equity Shares.

**h) The class or classes of persons to whom the allotment is proposed to be made.**

The Preferential Issue of Equity Shares and Warrants Convertible into Equity Shares are proposed to be made to the Proposed Allottees, who do not belong or form part of the promoter group of the Company and belong to the public category.

**i) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.**

The Company has not made any preferential allotment during the current financial year FY 2024-25.

**j) Proposal / Intent of the promoters, directors or key management personnel of the Company to subscribe to the offer:**

The proposed allottees are part of the public category. The promoters, directors or the Key Managerial Personnel(s) or senior management or their respective relatives have no intent or proposal for subscribing to this preferential offer of Equity Shares and Warrants.

**k) Equity Shareholding Pattern of the Company before and after the Preferential Issue:**

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares and the Equity Shares arising upon conversion of the Warrants and assuming conversion of all the Warrants (Convertible within a period of 18 (eighteen) months from the date of allotment) proposed to be allotted to the entities / individuals belonging to the public category:

Sr. no	Category	Pre-issue		Issue of Equity & Warrants	Post-issue #	
		Shares	%		Shares	%
A	Promoters' holding	-		-		
1	Indian			-		
	Individuals	28,51,360	37.1	-	28,51,364	26.20
	Body corporates	18,83,207	24.51	-	18,83,207	17.30
				-		
2	Foreign			-		
	<b>Sub-total (A)</b>	<b>47,34,567</b>	<b>61.61</b>	<b>-</b>	<b>47,34,567</b>	<b>43.50</b>
				-		
B	Non promoters' holding			-		
1	Institutional Investors			-		

	(FPI)					
2	Non-institutional investors			-		
	Body corporates			-		
	Directors & relatives	-		-		
	Public	29,49,670	38.39	32,00,000	61,49,670	56.50
	Others (including NRIs)	-	-	-	-	-
	<b>Sub-total (B)</b>	<b>29,49,670</b>	<b>38.39</b>	<b>32,00,000</b>	<b>61,49,670</b>	<b>56.50</b>
	<b>GRAND TOTAL</b>	<b>76,84,237</b>	<b>100</b>	<b>32,00,000</b>	<b>1,08,84,237</b>	<b>100</b>

# assuming full conversion of the warrants

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on June 30, 2024.
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre-issue shareholding pattern was prepared.

**l) Proposed time frame within which the preferential warrant issue shall be completed.**

As required under the SEBI ICDR Regulations, the Equity Shares and the Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

**m) Principal terms of assets charged as securities.**

Not Applicable

**n) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees**

The warrants are proposed to be allotted to entities / individuals who do not form part of the Promoter group of the Company and belong to the public category. The details of the proposed allottees are as per the following table. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity shares and the Warrants and resultant Equity Shares being allotted. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees are as under:

Sr. No.	Name of proposed allottees	Ultimate Beneficial Owners of the proposed allottees	Pre-issue		Issue of Warrants	Issue of Shares	Post-issue#	
			Shares	%			Shares	%
1.	Kalpna Sharma	N.A.	-	-	2,55,000	-	2,55,000	2.34
2	Vedant Sharma	N.A.	-	-	2,50,000	-	2,50,000	2.30
3	Anuradha Choudhary	N.A.	100	0.001	60,000	-	60,100	0.55
4	Daulat Mal Jain	N.A.	-	-	5,00,000	-	5,00,000	4.59
5	Saboo Sodium Chloro Limited	Saboo Sodium Chloro Limited is a listed public company promoted by Mr. Girdhar Saboo and Mrs. Archana Devi Saboo	-	-	4,00,000	-	4,00,000	3.67
6	Rajeev Sharma	N.A.	-	-	15,000	-	15,000	0.14
7	Hitesh Mehra	N.A.	-	-	50,000	-	50,000	0.46
8	Jeewan Mehra	N.A.	-	-	50,000	-	50,000	0.46
9	Dharmendra Agrawal	N.A.	-	-	20,000	-	20,000	0.18
10.	Hemant Sarvaiya	N.A.	-	-	3,60,000		3,60,000	3.31

11.	Trupti Hemant Sarvaiya	N.A.	-	-	1,75,000	-	1,75,000	1.61								
12.	Sarvaiya Hemant Kumar (HUF)	<table border="1"> <tr> <td><b>Karta</b></td> <td><b>Co-parceners</b></td> </tr> <tr> <td>Hemant Sarvaiya</td> <td>Hetasvi Hemant Sarvaiya</td> </tr> <tr> <td></td> <td>Trupti Hemant Sarvaiya</td> </tr> <tr> <td></td> <td>Viraj H Sarvaiya</td> </tr> </table>	<b>Karta</b>	<b>Co-parceners</b>	Hemant Sarvaiya	Hetasvi Hemant Sarvaiya		Trupti Hemant Sarvaiya		Viraj H Sarvaiya	-	-	50,000	-	50,000	0.46
<b>Karta</b>	<b>Co-parceners</b>															
Hemant Sarvaiya	Hetasvi Hemant Sarvaiya															
	Trupti Hemant Sarvaiya															
	Viraj H Sarvaiya															
13.	Hemali Mihir Shah	N.A.	-	-	10,000	-	10,000	0.09								
14.	Abha Chandrakant Shah	N.A.	-	-	10,000	-	10,000	0.09								
15.	Rakhee Amit Atawane	N.A.	1,111	0.01	20,000	-	21,111	0.19								
16.	Bindiya Ambalal Gami	N.A.	-	-	-	50,000	50,000	0.46								
17.	Suresh Bhanji Gami	N.A.	2,04,175	2.66	-	1,00,000	3,04,175	2.85								
18.	Murji Bhanji Gami	N.A.	2,10,195	2.74	-	1,00,000	3,10,195	2.79								
19.	Jayshree Savji Gami	N.A.	-	-	-	1,10,000	1,10,000	1.01								
20.	Jyoti Suresh Gami	N.A.	-	-	-	1,10,000	1,10,000	1.01								
21.	Urmila Ambalal Gami	N.A.	-	-	-	1,10,000	1,10,000	1.01								
22.	Mana Murji Gami	N.A.	-	-	-	1,10,000	1,10,000	1.01								
23.	Rashila Pravin Gami	N.A.	-	-	-	1,10,000	1,10,000	1.01								
24.	Varsha Shyam Patel	N.A.	-	-	-	50,000	50,000	0.46								
25.	Shyam Vasta Patel	N.A.	-	-	-	50,000	50,000	0.46								
26.	Sumit Kumar Maheshwari	N.A.	-	-	-	20,000	20,000	0.18								
27.	Madhu Amit Mundra	N.A.	-	-	-	15,000	15,000	0.14								
28.	Jay Haresh Vora	N.A.	-	-	-	20,000	20,000	0.18								
29.	Vinod Radheshyam Agarwal	N.A.	-	-	-	20,000	20,000	0.18								
	<b>Total</b>		<b>4,15,581</b>	<b>5.41</b>	<b>22,25,000</b>	<b>9,75,000</b>	<b>36,15,581</b>	<b>33.19</b>								

#Assuming full conversion of warrants

It is also confirmed that:

- The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee;
- The Proposed Allottees are Indian Residents

**o) Material terms of issuance of Warrants**

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

• **Tenure:**

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants in one or more tranches at the option of the warrant holder(s).

• **Rights:**

The Warrants shall not carry any voting rights until they are converted into equity shares.

• **Conversion and other related matters pertaining to the Warrants :**

- The Warrant holder is entitled to convert the Warrants into fully paid-up equity shares of the Company, each with a face value of Rs. 10/-, in one or more tranches. This conversion is initiated by submitting a Conversion Notice to the

Company, specifying the desired number of Warrants to be converted into equity shares, on the Conversion Date designated in the Conversion Notice

- (ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant. Before the Conversion Date, the Warrant holder must remit the Warrant exercise amount for the respective Warrants intended for conversion. Upon receipt of this payment in the designated bank account, the Company will issue and allot equity shares to the Warrant holder on the Conversion Date, complying with applicable laws. These equity shares will be issued free from any encumbrances except those mandated by applicable law, such as any lock-in requirements.
- (iii) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.
- (iv) The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 7 (seven) business days from the Conversion Date.
- (v) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- (vi) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with (i) above.

**p) Lock in**

The Equity Shares proposed to be issued / allotted as per Item No. 8 as well as the Warrants and Equity Shares to be allotted upon conversion of Warrants as per Item No. 9, including the pre-preferential allotment shareholding, of the proposed allottees, will be subject to applicable lock-in and transfer restrictions as stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations

**q) The current and proposed status of the (allotees) post the preferential issues namely, promoter or non-promoter.**

The Proposed Allottee(s) are entities / individuals under the 'Non-Promoter' category. There will be no change in the status of the Proposed Allottee(s) post the preferential issue

**r) Practicing Company Secretary's Certificate**

The certificate from **M/s Prachi Bansal and Associates**, Practicing Company Secretaries, certifying that the proposed Preferential Issue is in accordance with the requirements contained in the SEBI ICDR Regulations will be placed before the Members at the AGM and is also hosted on website of the Company which can be accessed at the link: [www.beekayniryat.com](http://www.beekayniryat.com)

**s) Undertaking**

The Company hereby undertakes that:

- (i) Neither the Company nor any of its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- (ii) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- (iii) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- (iv) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- (v) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.
- (vi) The Proposed Allottee(s) have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.

In accordance with the SEBI ICDR Regulations, (i) all the Equity Shares held by the proposed allottee in the Company are in dematerialized form only; and (ii) Neither the Company nor any of its promoters and directors is a wilful defaulter or a fraudulent borrower or a fugitive economic offender.

t) The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

Sr. No.	Name of proposed allottees	Ultimate Beneficial Owners of the proposed allottees	Pre-issue		Issue of Warrants	Issue of Shares	Post-issue#									
			Shares	%			Shares	%								
1.	Kalpana Sharma	N.A.	-	-	2,55,000	-	2,55,000	2.34								
2	Vedant Sharma	N.A.	-	-	2,50,000	-	2,50,000	2.30								
3	Anuradha Choudhary	N.A.	100	0.001	60,000	-	60,100	0.55								
4	Daulat Mal Jain	N.A.	-	-	5,00,000	-	5,00,000	4.59								
5	Saboo Sodium Chloro Limited	Saboo Sodium Chloro Limited is a listed public company promoted by Mr. Girdhar Saboo and Mrs. Archana Devi Saboo	-	-	4,00,000	-	4,00,000	3.67								
6	Rajeev Sharma	N.A.	-	-	15,000	-	15,000	0.14								
7	Hitesh Mehra	N.A.	-	-	50,000	-	50,000	0.46								
8	Jeewan Mehra	N.A.	-	-	50,000	-	50,000	0.46								
9	Dharmendra Agrawal	N.A.	-	-	20,000	-	20,000	0.18								
10.	Hemant Sarvaiya	N.A.	-	-	3,60,000	-	3,60,000	3.31								
11.	Trupti Hemant Sarvaiya	N.A.	-	-	1,75,000	-	1,75,000	1.61								
12.	Sarvaiya Hemant Kumar (HUF)	<table border="1"> <thead> <tr> <th>Karta</th> <th>Co-parceners</th> </tr> </thead> <tbody> <tr> <td>Hemant Sarvaiya</td> <td>Hetasvi Hemant Sarvaiya</td> </tr> <tr> <td></td> <td>Trupti Hemant Sarvaiya</td> </tr> <tr> <td></td> <td>Viraj H Sarvaiya</td> </tr> </tbody> </table>	Karta	Co-parceners	Hemant Sarvaiya	Hetasvi Hemant Sarvaiya		Trupti Hemant Sarvaiya		Viraj H Sarvaiya	-	-	50,000	-	50,000	0.46
Karta	Co-parceners															
Hemant Sarvaiya	Hetasvi Hemant Sarvaiya															
	Trupti Hemant Sarvaiya															
	Viraj H Sarvaiya															
13.	Hemali Mihir Shah	N.A.	-	-	10,000	-	10,000	0.09								
14.	Abha Chandrakant Shah	N.A.	-	-	10,000	-	10,000	0.09								
15.	Rakhee Amit Atawane	N.A.	1,111	0.01	20,000	-	21,111	0.19								
16.	Bindiya Ambalal Gami	N.A.	-	-	-	50,000	50,000	0.46								
17.	Suresh Bhanji Gami	N.A.	2,04,175	2.66	-	1,00,000	3,04,175	2.85								
18.	Murji Bhanji Gami	N.A.	2,10,195	2.74	-	1,00,000	3,10,195	2.79								
19.	Jayshree Savji Gami	N.A.	-	-	-	1,10,000	1,10,000	1.01								
20	Jyoti Suresh Gami	N.A.	-	-	-	1,10,000	1,10,000	1.01								
21.	Urmila Ambalal Gami	N.A.	-	-	-	1,10,000	1,10,000	1.01								
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		<b>Total</b>	<b>4,15,581</b>	<b>5.41</b>	<b>22,25,000</b>	<b>9,75,000</b>	<b>36,15,581</b>	<b>33.19</b>								



# The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company.

The Proposed Allottees belong to the non-promoter category.

There will be no change in the control of the Company consequent to the Proposed Preferential Issue.

**u) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

The securities are proposed to be issued for cash consideration and hence not applicable. The total quantum of preferential issue is in excess of 5% of the post preferential capital (assuming full conversion of the Warrants). The Company has, as specified in Regulation 166A of the SEBI ICDR Regulations, 2018, obtained a Valuation Report from **M/s Dinesh Kumar Deors**, a Registered Valuer, who has certified the fair value of the Equity Shares of the Company at Rs. 44.57 per Equity Share. This valuation report will be placed before the members at the AGM and is also hosted on website of the Company which can be accessed at link [www.beekayniryat.com](http://www.beekayniryat.com)

The issue of Equity Shares and the Warrants and resultant Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

The Board of Directors of the Company recommends passing of the resolution as set out at Item No. 4,5,6,8 and 9 as a special resolution.

None of the other Directors or any key managerial personnel or any relative of any of the other directors / key managerial personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

**Date: 30.08.2024**

**Place: Jaipur**

**By Order of Board of Directors**

**For Beekay Niryat Limited**

**Registered Office:**

111, Signature Tower, DC-2,  
Lal Kothi Scheme, Tonk Road,  
Jaipur-302015 Raj.

Sd/-

**Versha Goyal**

**(Company Secretary cum Compliance Officer)**