

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF BEEKAY NIRYAT LIMITED HELD ON FRIDAY 30.2024 AT THE REGISTERED OFFICE OF THE COMPANY AT 111, SIGNATURE TOWER, DC-2 LAL KOTHI SCHEME, TONK ROAD JAIPUR - 302015 (RAJ)

1. To Change the Name of the Company and consequent alteration in the Memorandum and Article of Association of Company.

The Board after due perusal passed the following resolution unanimously:

RESOLVED THAT pursuant to the provisions of Section 4(4), Section 13 and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder including any statutory modification or re-enactments thereof, for the time being in force) subject to the approval of Registrar of Companies and subject to the consent of the Shareholders in General Meeting, the consent of the Board of Directors of the Company be and hereby accorded, to change the name of Company to the following name, which is approved by Central Registration Centre (CRC) as on letter dated 17th August, 2024 vide SRN No. AA9688387, Ministry of Corporate Affairs."

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

I. The Name of the Company will be "AGRIBIO SPIRITS LIMITED" in MOA.

RESOLVED FURTHER THAT 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.

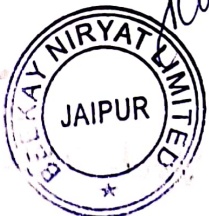
RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Pankaj Sharma (DIN: 09512492) Director of the Company and Ms. Versha Goyal Company Secretary of the company be and are hereby, severally, authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as deem necessary, proper or desirable for the purpose of giving effect to this resolution."

2. RAISING OF FUNDS UP TO RS. 16.32 CRORES BY WAY OF PREFERENTIAL ISSUE.

The Chairman informed the Board that the Company proposes to Raising of funds up to Rs. 16.32 Crores by way of **Preferential Issue**:

In terms of the company's long-term business growth plans and in order to widen the business horizons and to augment the long-term financial resources of the Company through raising of funds, by way of creating, issuing and allotting securities as under:

- Upto **9,75,000** (Nine Lacs Seventy Five Thousand) **Equity Shares** of Rs. 10/- each at a price of Rs. 51/- per Equity Share aggregating upto Rs. **4,97,25,000** (**Four Crore Ninety Seven Lacs Twenty Five Thousand Rupees only**)
- Upto **22,25,000** (**Twenty Two Lacs Twenty Five Thousand only**) convertible into equal number of Equity Shares at the option of the proposed allottee at a price of Rs. 51/- per instrument aggregating upto Rs. **11,34,75,000** (**Rupees Eleven Crore Thirty Four Lacs Seventy Five Thousand only**).



Pankaj Sharma

BEEKAY NIRYAT LIMITED

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Versha Goyal



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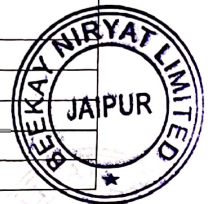
The total amount proposed to be raised would be upto Rs. 16, 32, 00,000 (Rupees Sixteen Crore Thirty Two Lacs only) to the Promoters under the applicable provisions of Sections 42, 62 and other provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations"), Securities & Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company. The equity share warrants will be priced on Rs. 51/- (Equity share Face Value Rs.10/- at a premium of Rs. 41/-) under the relevant SEBI regulations. The issue also needs the approval of the members which is proposed to be obtained by an AGM on Thursday, 26th September, 2024 to be held at the Registered Office of the Company.

The Board discussed the same and passed the following resolution;

"RESOLVED THAT the Board do hereby approve, subject to the consent of the Members by way of a Special Resolution the creation, issue, offer and allotment from time to time of **issue and allotment of 9, 75,000 Equity Shares and 22,25,000 warrants convertible into equity shares** to the Non - Promoters of the Company under the applicable provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (ICDR) Regulations, 2018, as amended, SEBI (LODR) Regulations, 2015, as amended and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the SEBI and the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board do approve the convening and holding of an Annual General Meeting (AGM) of members of the Company on Thursday, 26th September, 2024 at their Registered Office for the purpose of securing the approval of the members for the aforesaid preferential issue of **issue and allotment of 9, 75,000 Equity Shares and 22,25,000 warrants convertible into equity shares** to the Non-Promoters of the Company as per list given below:

Sr. No.	Name of the proposed allottees(s)	PAN	Category	No. of Warrant	No. of Shares
1.	Kalpana Sharma	ACIPS5427R	Non-Promoter	2,55,000	
2.	Vedant Sharma	LHNPS7430P	Non-Promoter	2,50,000	
3.	Anuradha Chaudhary	ABYPC1956C	Non-Promoter	60,000	
4.	Daulat Mal Jain	AAWPJ9711F	Non-Promoter	5,00,000	
5.	Saboo Sodium Chloro Limited	AACCS2613L	Non-Promoter	4,00,000	
6.	Rajeev Sharma	BQNPS8499B	Non-Promoter	15,000	
7.	Hitesh Mehra	AFAPM5780Q	Non-Promoter	50,000	
8.	Jeewan Mehra	AGEPM6812E	Non-Promoter	50,000	
9.	Dharmendra Agrawal	ALTPA6793J	Non-Promoter	20,000	
10.	Hemant Sarvaiya	AACPS1549J	Non-Promoter	3,60,000	
11.	Trupti Hemant Sarvaiya	ANUPS3577K	Non-Promoter	1,75,000	
12.	Sarvaiya Hemant Kumar	AABHS3070L	Non-Promoter	50,000	
13.	Hemali Mihir Shah	AZXPS8848L	Non-Promoter	10,000	
14.	Abha Chandrakant Shah	AEBPS7737P	Non-Promoter	10,000	



Sanjay

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Varsha Goyal





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15	Rakhee Amit Atawane	BXTPA3854R	Non-Promoter	20,000	
16	Bindiya Ambalal Gami	BIRPG3201R	Non-Promoter		50,000
17	Suresh bhanji gami	AHCPG0473G	Non-Promoter		1,00,000
18	Murji bhanji gami	AAOPP8909K	Non-Promoter		1,00,000
19	Jayshree Savji gami	AEWPG4189A	Non-Promoter		1,10,000
20	Jyoti suresh gami	BKZPG2607K	Non-Promoter		1,10,000
21	Urmila ambalal gami	AEVPG8333F	Non-Promoter		1,10,000
22	Mana Murji gami	AHTPG5550B	Non-Promoter		1,10,000
23	Rashila Pravin gami	AHJPG1885H	Non-Promoter		1,10,000
24	Varsha Shyam Patel	AGYPP4651J	Non-Promoter		50,000
25	Shyam Vasta Patel	AGKPP3061E	Non-Promoter		50,000
26	Sumit Kumar Maheshwari	AZMPM2920Q	Non-Promoter		20,000
27	Madhu Amit Mundra	AKEPM8725C	Non-Promoter		15,000
28	Jay Haresh Vora	AMHPV0393G	Non-Promoter		20,000
29	Vinod Radheyshyam Agarwal	ADJPA3869K	Non-Promoter		20,000
Total				22,25,000	9,75,000

"RESOLVED FURTHER THAT the Board do appoint Mr. Arun Kumar Shrivastav Practicing Chartered Accountant as scrutinizer for the AGM and to issue the necessary certificate to the Exchanges that the issue is in compliance with the relevant applicable regulations."

"RESOLVED FURTHER THAT Mr. Ashutosh Bajoria (DIN: 01399944), Director of the Company and Versha Goyal, Company Secretary of the Company be and is hereby directed to do all the necessary acts, to comply with the regulations and submit the necessary forms and returns to ROC / Stock Exchanges / SEBI."

3. To consider and approve the Director's Report and its annexures.

"RESOLVED THAT the draft of the Director's Report for the Financial Year ended March 31, 2024, as submitted before the meeting, be and is hereby approved and that same be signed on behalf of the Board of Directors of the company by Mrs. Puja Bajoria, Chairperson cum Managing Director (DIN: 07018123) and Mr. Ashutosh Bajoria, Director (DIN: 01399944) of the Company."

RESOLVED FURTHER THAT Mrs. Puja Bajoria, Chairperson cum Managing Director (DIN: 07018123) and Mr. Pankaj Sharma, Director (DIN: 09512492), of the Company be and is hereby severally authorized to take all such steps as may be necessary, proper or expedient and to do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution."

4. Increase in Authorised Share Capital of the Company and Consequent Alteration in Clause V of the Memorandum of Association.

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company and subject to the approval of members of the Company, the consent of Board of Directors be and is hereby accorded to increase the Authorized 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 by creating additional 30,00,000 (**

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Versha Goyal





Thirty Lakhs) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following **Clause V**.

The Authorized Share Capital of the Company is 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.

RESOLVED FURTHER THAT Any Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

5. Alteration of Object Clause of the Memorandum of Association of the Company.

RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013, and any other applicable provisions of Companies Act, 2013 read with rules thereunder (including any statutory modification(s) or re-enactment(s) thereto for the time being in force), subject to the approval of the members of the Company and Registrar of Companies, Jaipur, the consent of Board of Directors of the Company be and is hereby accorded to amend the Objects clause 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 as follows:

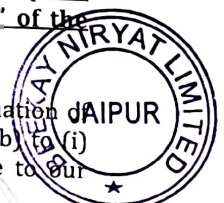
Under Clause III (A)

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 Mr. Pankaj Sharma (DIN: 09512492), Director of the Company and Versha Goyal, Company Secretary of the Company be and is hereby authorized to sign and file all the requisite e-forms including form MGT-14 along with such other documents as may be required, with the Registrar of Companies, Jaipur and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to the above resolution."

6. To consider and approve Re-designation of Mr. Pankaj Sharma (DIN: 09512492) as "Chairman" in the capacity of "Non- Executive and Non Independent Director" and Mrs. Puja Bajoria (DIN: 07018123) as "Managing Director" only after relinquishment of her position as "Chairman" of the Company.

The chairman informed to the Board that due to increase in Net Worth of the Company due to valuation of share investment of our non-listed associate entity, the provisions of Regulation 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are applicable to our



Pankaj

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Versha Goyal



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Company. Therefore according to Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if the Chairman of the Board should be Executive Director then 50% Board of Directors should be Independent Directors and if Chairman of Board should be Non-executive director then 1/3rd of Board of Directors should be Independent Directors, accordingly at present the Chairman of the Board is an Executive Director and Board includes only two Independent Directors which cannot fulfill the above mentioned condition that if the Chairman of the Board should be Executive Director then 50% Board of Directors should be Independent Directors, Considering this our Board of Directors decided to Re-designate Mrs. Puja Bajoria (DIN: 07018123) as "Managing Director" only after relinquishment of her position as "Chairman" of the Company and Re-designate Mr. Pankaj Sharma (DIN: 09512492) as "Chairman" in the capacity of "Non- Executive and Non Independent Director" of the Company.

After discussion, the Board of Directors pass the following resolution:

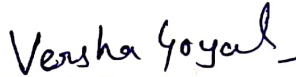
"RESOLVED THAT consent of the Board of Directors of the Company be and is hereby accorded to Re-designation of Mr. Pankaj Sharma (DIN: 09512492) as "Chairman" in the capacity of "Non- Executive and Non Independent Director" and Mrs. Puja Bajoria (DIN: 07018123) as "Managing Director" only after relinquishment of her position as "Chairman" of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, to do all acts, deeds, and execute such document as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution."

#Certified True Copy#
FOR BEEKAY NIRYAT LIMITED


(Pankaj Sharma)
Director
DIN: 09512492




(Versha Goyal)
Company Secretary

Date: 30.08.2024
Place: Jaipur

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