



PRACHI BANSAL AND ASSOCIATES
COMPANY SECRETARIES
Address- House no 837Sector 28
Faridabad,121008
Phone no-9899563128
Mail id-Prachi.jain2805@gmail.com

COMPLIANCE CERTIFICATE

[Pursuant to Regulations 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018]

August 30, 2024

To,
The Board of Directors,
Beekay Niryat Limited
111, Signature Tower,
DC 2 Lalkothi Scheme,
Tonk Road, Jaipur -302015

Subject: Certificate of Practicing Company Secretary in respect of compliance of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for issue and allotment of 32,00,000 Equity Shares of the face value of Rs.10/-each on Preferential Basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Dear Sir/ Ma'am,

We, [], Practicing Company Secretaries, having office at (address of PCS), were appointed by Beekay Niryat Limited (the "Company") to certify that the proposed Preferential Issue of 32,00,000 Equity Shares of the face value of Rs.10 /- each, to the following proposed allottees(s), is in compliance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder subject to the approval of the Members of the Company.

Sr. No.	Name of the proposed allottees(s)	PAN	Category	No. of Warrant	No. of Shares
1.	Kalpna 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	AEBPS7737P	Non-Promoter	10,000	

Y. J. Jain





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	Shah				
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

As per requirement of Regulations 163(2) of the SEBI ICDR Regulations, this certificate shall be placed before the General Meeting of the Shareholders of the Company considering the proposed Preferential Issue. Since the resolution is being proposed passed at the AGM, this certificate shall be available on website of the Company at link specified in the notice of AGM.

Managements' Responsibility

The compliance with the relevant provisions of SEBI ICDR Regulations and the Act for the proposed Preferential Issue of Equity Shares and preparation of the Annual General Meeting Notice, including its content, is the responsibility of the management of the Company. This responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/or the Stock Exchange(s).

In terms of Regulation 166A of the SEBI ICDR Regulations, the management of the Company has obtained a valuation report from an Independent Registered Valuer **Mr. Dinesh Kumar Deora- Registration No. IBBI/RV/07/2019/12711 PVAIRVO COP Number COP/01/OFL/23-24/496** to consider the same for determining the price of the Equity Shares to be allotted pursuant to the Preferential Issue.

The Management of the Company has also obtained a pricing certificate from the undersigned in terms of Regulation 164(1) of SEBI ICDR Regulations,





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Practicing Company Secretary's Responsibility

Pursuant to the requirements of Regulation 163(2) of the SEBI ICDR Regulations, it is our responsibility to provide limited assurance that the proposed Preferential Issue of the Equity Shares to the proposed allottees as mentioned above, are being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the SEBI ICDR Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the Preferential Issue, more specifically, the following:

1. We have verified that all the present Equity Shares are fully paid up.
2. We have reviewed and verified the draft notice of Annual General Meeting, inter alia seeking approval of the Shareholders of the Company for the Issue of Equity Shares or Securities or Convertible Warrants or any other eligible securities on preferential basis.
3. We have noted that the relevant date for proposed Preferential Issue is **August 27, 2024**.
4. On the basis of documents produced before us and undertaking produced by the proposed allottees, we certify that the none of the proposed allottee(s) has/ have sold any Equity Shares of the Company during the ninety (90) trading days preceding the relevant date. Further, ~~where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any Equity Share of the Company during the ninety (90) trading days preceding the relevant date.~~
5. Except as mentioned below, none of the proposed allottees(s) hold(s) any Equity Shares in the Company. None of the following proposed allottees have sold or transferred their shareholding in the Company during the past 90 trading days from the Relevant Date. Further, none of these allottees have sold or transferred their shareholding post the Relevant Date till date. The Company has initiated steps for lock-in of the pre-preferential shareholding of the following shareholders as per the requirements in accordance with Regulation 167 (6) SEBI ICDR Regulations, 2018.

COMPANY TO INITIATE STEPS FOR LOCK-IN OF THE PRE-PREFERENTIAL SHAREHOLDING AND CARRY OUT REQUISITE CORPORATE ACTION FOR THE SAME

Sr. No.	Name	PAN NO.	No. of Shares (Pre-Preferential)
1.	Anuradha Choudhary	ABYPC1956C	100 Shares
2.	Suresh bhanji gami	AHCPG0473G	2,04,175 Shares
3.	Murji bhanji gami	AAOPP8909K	2,10,195 Shares
4.	Rakhee Amit Atawane	BXTPA3854R	1,111 Shares

Y. Prachi





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6. On the basis of documents produced before us and undertaking produced by the proposed allottee(s), we certify that none of the proposed allottee(s) is ineligible for allotment in terms of Regulations 139 of SEBI ICDR Regulations, 2018.
7. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations, Section 42 and 62 of the Act and Rule 13 and 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Act. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.
8. The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MOA) and Article of Association (AOA) of the Company. It is further confirmed that AOA of the Company does not require that the price of the Equity Shares of the Company for Preferential Issue to be determined through valuation requirements. However, as the proposed Preferential Issue is for more than five percent of the post issue fully diluted share capital of the Issuer, the Company has obtained a valuation report from an Independent Registered Valuer to consider the same for determining the issue price in terms of Regulation 166A of the SEBI ICDR Regulations.
9. The Equity Shares of the Company are listed on BSE Limited. Ninety (90) trading days' volume weighted average price of Equity Shares of the Company quoted on Bombay Stock Exchange of India Limited (BSE) preceding the relevant date is Rs. 48.85. Ten (10) trading days' volume weighted average price of Equity Shares of the Company quoted on Bombay Stock Exchange of India Limited (BSE) preceding the relevant date is Rs. 50.78. In terms of valuation report from an Independent Registered Valuer, the minimum issue price of the Equity Shares to be allotted pursuant to the Preferential Issue is Rs. 51. Accordingly, minimum issue price shall be Rs. 51.
10. We have verified the Permanent Account Number and other relevant details of the proposed allottees subscribing to the Preferential Issue.
11. The total allotment to the allottee or allottees acting in concert in the present Preferential Issue or in the same Financial Year i.e. FY 2023-24 is more than 5% of the post issue fully diluted share capital of the Issuer.

Conclusion

Based on our examination, as above and the information, explanations and written representation provided to us by the management and employees of the Company as well as proposed allottees, we hereby state that the proposed Preferential Issue of Equity Shares is being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

Restriction of Use

This Certificate is issued solely for the information and use of the Board of Directors/Shareholders of the Company in connection with the proposed Preferential Issue of shares and listing thereof and should not be used by any person or for any other purpose. Accordingly We do not accept or assume any liability or any

Prachi Jain

Prachi Bansal & Associates
CS
M.No. 43055
COP No. 2717
Faridabad



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duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without my prior consent in writing.

**For PRACHI BANSAL & ASSOCIATES
(Company Secretaries)**



CS Prachi Bansal
Proprietor
Membership No: 43355,
UDIN: A043355F001083900
Place: Faridabad
Date: 30-08-2024