

BEEKAY NIRYAT LIMITED
(CIN No. L67120RJ1975PLC045573)

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

Email (✉): Info@abil.co.in; **Website:** www.beekayniryat.com

Contact No (☎): 0141-4006454/5/6

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015]

Voting starts on	Voting ends on
Sunday, October 27, 2024 (09:00 A.M. Onwards)	Monday, November 25, 2024 (upto 05:00 P.M.)

Dear Member(s),

NOTICE is hereby given to the shareholders (“Members”) of BEEKAY NIRYAT LIMITED (“Company”) that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Management Rules”) and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of Secretarial Standard on General Meetings (“SS-2”) read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (together “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (together “SEBI Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto (“SEBI Listing Regulations”), the resolution appended below is proposed to be passed as a Special Resolution by way of a postal ballot (“Postal Ballot”) through remote electronic voting process (“remote e-voting/e-voting”).

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this **Postal Ballot Notice**.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/ depository participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The remote e-voting period commences from 9.00 A.M. (1ST) on Sunday, October 27, 2024 and ends at 5.00 P.M. (1ST) on Monday, November 25, 2024.

The Company has appointed Mr. Arun Kumar Shrivastav (Membership No 411224) of M/s Arun Shrivastav & Co., Practicing Chartered Accountants, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (the Chairman) or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.beekayniryat.com. The same will be communicated to the listed stock exchanges i.e. BSE Limited.

SPECIAL BUSINESS:

1. Appointment of Mr. Ratan Singh (DIN: 06818520), as Managing Director of the Company.

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 Section 2(54), 190, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/ amendments or re-enactments thereof) read with Schedule V and on recommendation of Nomination and Remuneration Committee (NRC), subject to the approval of Members at this Meeting, consent of the members be and is hereby accorded to appoint Mr. Ratan Singh (DIN: 06818520) as Managing Director of the Company for a term of five years commencing from **28th November, 2024**, on such other terms and conditions as placed before the Board with the authority to the Board to alter or vary the same from time to time as may be decided by it and agreed to by **Mr. Ratan Singh (DIN: 06818520)**.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Ratan Singh (DIN: 06818520) as Managing Director, the Company has no profits or its profits are inadequate the Company will pay her remuneration as approved by the Board of Directors, subject to approval of Members by way of Special Resolution and subject to other provisions as prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, if any.

RESOLVED FURTHER THAT so long as Mr. Ratan Singh (DIN: 06818520) functions as Managing Director of the Company, he will not be paid any fees for attending the Meeting of Board of Directors or any committee.

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

RESOLVED FURTHER THAT a written Memorandum setting out the terms of appointment of Mr. Ratan Singh (DIN: 06818520) as Managing Director prepared in terms of the provisions of Section 190 of the

Companies Act, 2013 and all other applicable provisions, if any, be and is hereby considered and approved which shall be kept at the registered office and shall also be open for inspection by the Members of the Company.

RESOLVED FURTHER THAT any one of the Director and Company Secretary of the Company be and are hereby authorized severally to do all such other acts, deeds, matters and things and take all such steps as may be deemed to be incidental, necessary, consequential, proper or expedient to give effect to the appointment of Mr. Ratan Singh as Managing Director of the Company.”

2. Change in designation of Mrs. Puja Bajoria (DIN: 07018123) from Executive- Managing Director to Non-Executive and Non- Independent Director of the company.

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

“RESOLVED THAT pursuant to the provisions of section 152 and 160 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, and on request of **Mrs. Puja Bajoria (DIN: 07018123)** and pursuant to approval of Nomination and Remuneration Committee and Board of Directors of the Company, the Consent of the Members be and is hereby accorded to change in designation of **Mrs. Puja Bajoria** from Executive-Managing Director to Non-Executive Director of the company, liable to retire by rotation, effective from **October 19, 2024.**

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies.”

Date: 24.10.2024

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 & Compliance Officer)
(M. No: A72164)**

IMPORTANT NOTES:

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of the resolutions contained in the above Notice is appended and forms part of the Notice. Details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) form part of the Explanatory Statement forming part of this Notice.
2. As per the MCA Circulars, physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
3. The E-voting Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on October 18, 2024. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
4. You are requested to read carefully the instructions before exercising the vote and complete the E-voting on or before 5.00 p.m. on November 25, 2024.
5. The Company is offering only Remote E-voting facility to its Members to enable them cast their vote. A Member has to carefully follow the instructions as given for E-voting. He/ She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.

6. Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "**the Rules**" for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations read with MCA Circulars and applicable SEBI Circulars, the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on October 18, 2024 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by Central Depository Services (India) Limited (CDSL).

7. The instructions for E-voting are as under:

- I. The remote e-voting period commences on 27.10.2024 – 09.00 AM (Sunday) and ends on 25.11.2024 – 05.00 PM (Monday) During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of -18.10.2024 (Friday), 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 Postal Ballot . 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.

- II. 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 in with CDSL	<p>1.) Users who have opted for CDSL Easy / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easy / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easy.</p> <p>2.) After successful login the Easy / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & 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 https://web.cdslindia.com/myeasi/Registration/EasyRegistration</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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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: https://eservices.nsdl.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.</p> <p>4) 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 & 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 & 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020</p>

Demat mode with NSDL	990 and 1800 22 44 30
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- c. The Shareholder should logon to the e-voting website www.evotingindia.com
- d. Click on Shareholders.
- e. Now enter your User ID
 - i) For CDSL: 16 digits beneficiary ID,
 - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii) 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 and voted on an earlier voting of any company, then your existing password is to be used.

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

	Number details field as mentioned in above instruction (iv).
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- h. If you are a first time user follow the steps given below:
- i. After entering these details appropriately, click on “SUBMIT” tab.
- j. 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.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. 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.
- m. Click on the EVSN for the relevant company name i.e. BEEKAY NIRYAT LIMITED on which you choose to vote.
- n. 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.
- o. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- p. 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.
- q. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- r. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- s. 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
- t. 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 and register themselves as Corporates.
 - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- ❖ After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - ❖ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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, under help section or write an email to 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.
8. 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 18th October, 2024. A person who is not a member as on cut-off date should treat this notice for information purpose only.
9. The notice of the Postal Ballot will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on 18th October, 2024.
10. The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th October, 2024. The facility of e- voting would be provided once for every folio / client id, irrespective of the number of joint holders.
11. 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 18th October, 2024 and not casting their vote electronically, may only cast their vote at the Postal Ballot.
12. 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. 18th October, 2024 are requested to send the written / email communication to the Company at info@abil.co.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
13. 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 Postal Ballot in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the Postal Ballot, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.

14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.beekayniryat.com and on the website of BSE Limited. The same will be communicated to the listed stock exchanges i.e. BSE Limited.

15. Voting at Postal Ballot

1. The Remote E-voting period commences from 9.00 a.m. (IST) on Sunday, October 27, 2024 and ends at 5.00 p.m. (IST) on Monday, November 25, 2024. During this period, the members of the Company, holding shares either in physical form or in Demat form, as on the cut-off date of 18th October, 2024 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
2. 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.
3. 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.
4. 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.

Date: 24.10.2024

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 & Compliance Officer)
(M. No: A72164)**

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 below-mentioned **Special Resolutions**:

SPECIAL BUSINESS:

ITEM NO. 1:

Appointment of Mr. Ratan Singh (DIN: 06818520), as Managing Director of the Company.

Mr. Ratan Singh (DIN: 06818520) was appointed as Managing Director of the company at Board Meeting of the Directors of the company held on October 24, 2024, for the period of 5 years commencing from November 28th, 2024. In accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors and subject to the approval of the shareholders of the Company at its will be held on [November 27, 2024] on the following terms and conditions:

A. Basic Salary

NIL

B. Perquisites

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

NIL

Other Term

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

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

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

I. GENERAL INFORMATION					
1.	Nature of Industry	Commercial and Industrial			
2.	Date or expected date of commencement of commercial production	The company was incorporated in the year 1975 and is already in commercial production for long.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial Performance based on given indicators	Financial Parameters	Years		
			2023 -24	2022-23	2021-22
			(Rs.)	(Rs.)	(Rs.)

		Turnover	2185.78	1,905.88	98.39
		Net Profit/(Loss)	97.62	97.37	41.86
		Amount of dividend paid	₹ 15.37 Lacs	₹ 38.42 Lacs	Nil
		Rate of dividend paid	2% on face value of Rs. 10 each i.e. 0.20 paise per equity share	5% on face value of Rs. 10 each i.e. 0.50 paise per equity share	Nil
5.	Foreign Investments or collaboration, if any	NIL			
II. INFORMATION ABOUT THE APPOINTEE					
1.	Background details	Mr. Ratan Singh (DIN: 06818520) is a commerce graduate. He is having good rapport with various departments and other similar type of industry.			
2.	Recognition or awards	NIL			
4.	Job Profile and his suitability	Prior to his current appointment as Managing Director of the Company w.e.f. November 28, 2024, he was not associated with the company in any capacity. He has vast knowledge and experience in industry.			
5.	Remuneration Proposed	Item Description Rs./PA Basic Salary NIL Inclusive of Perquisite and Performance Bonus as approved by the members at postal ballot. *No revision in remuneration is proposed.			
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of origin)	The remuneration payable to Mr. Ratan Singh is NIL.			
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Mr. Ratan Singh has no pecuniary relationship with the company, directly or indirectly, or with managerial personnel.			
III. OTHER INFORMATION					
1. Reason of loss or inadequate profits		Due to increase in the cost of inputs.			
2. Steps taken or proposed to be taken for improvement		The Company is continuously taking up the matter of with its customers for revision in the prices so as to offset the increased input cost. Control and reduction of controllable expenses.			
3. Expected increase in productivity and profits in measurable terms.		The consistent flow of the orders with revision in the prices corresponding to increase in input cost could result in the better financial performance of the Company.			

The brief resume of **Mr. Ratan Singh** is as hereunder –

Mr. Ratan Singh (DIN: 06818520) is the Managing Director of the Company and Commerce Graduate by qualification. He is a businessman who has vast knowledge in financial and production activities.

Companies (other than **Beekay Niryat Limited**) in which **Mr. Ratan Singh** holds the Directorship – NIL
Membership/ Chairmanship of Committee of other public limited companies: **NIL**

No. of Shares held in company: **NIL**

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

Except **Mr. Ratan Singh**, none of the other Directors, Key Managerial Personnel of your company or relatives of Directors/Key Managerial Personnel are concerned or interested in the said resolution.

Therefore, the Board recommends the special resolution as set out at Item No. 1 for the approval of members of the company.

ITEM NO. 2

Change in Designation of Mrs. Puja Bajoria (07018123) from Managing Director of the Company to Non-Executive Director- ORDINARY RESOLUTION

On a request of Mrs. Puja Bajoria (07018123) to change his designation from Managing Director to Non-Executive Director of the Company, Board of Directors in their meeting held on October 24, 2024, approved the change in designation of the Mrs. Puja Bajoria (07018123) from Managing Director to Non-Executive Director of the Company w.e.f October 19, 2024.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mrs. Puja Bajoria (07018123) for the office of Non-Executive Director of the Company.

Mrs. Puja Bajoria (DIN 07018123) (Born on 03/06/1979) is the Chairperson cum Managing Director of the Company and Commerce Graduate by qualification. He was first inducted on 29/12/2020 in the Board of Directors of the company as an Additional Director (Chairperson cum Managing Director). He possess rich experience of over 05 years in manufacturing, trading and export activities covering all functions of general management as liaison in public relation for Bajoria Group of Industries. She is a businesswoman who has vast knowledge in financial and production activities and is serving her company with her great hard work and knowledge.

The Company has received from Mrs. Puja Bajoria:-

(i) Consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,

(ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Subsection (2) of Section 164 of the Companies Act, 2013.

Mrs. Puja Bajoria resigned as Managing Director vide his resignation letter dated October 18, 2024. The resolution seeking the approval of members for the appointment of Mrs. Puja Bajoria as Non-Executive Director of the Company w.e.f October 19, 2024 liable to retire by rotation, pursuant to Section 152 and 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder is proposed by the Board of Directors.

The Board recommends the matter and the resolution set out under Item No. 2 for the approval of the Members by way of passing Ordinary Resolution.

Mrs. Puja Bajoria is spouse of Mr. Ashutosh Bajoria who is a Non-Executive Director of the company.

Date: 24.10.2024

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 & Compliance Officer)
(M. No: A72164)**



BEEKAY
NIRYAT

REGISTERED OFFICE:

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

Phone No. ☎: 0101- 4006454/5/6

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