

**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](mailto:Info@abil.co.in); **Website:** [www.beekayniryat.com](http://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]

<b>Voting starts on</b>	<b>Voting ends on</b>
Sunday, February 25, 2024 (09:00 A.M. Onwards)	Monday, March 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, February 25, 2024 and ends at 5.00 P.M. (1ST) on Monday, March 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 and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website [www.beekayniryat.com](http://www.beekayniryat.com). The same will be communicated to the listed stock exchanges i.e. BSE Limited.

## **SPECIAL BUSINESS**

### **1. Re-appointment of Mrs. Puja Bajoria (DIN: 07018123) as a Chairperson cum 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 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 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, the Audit Committee, and the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), and subject to such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded to the re-appoint Mrs. Puja Bajoria (DIN: 07018123) as a Chairperson and Managing Director of the Company for a further term of (5) Five years commencing from December 29, 2023 to December 28, 2028; on the remuneration and other terms and conditions, details of which are given in Explanatory Statement at item no. 1 annexed hereto;

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds, and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the forgoing resolution.”

### **2. To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013**

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

**“RESOLVED THAT** in supersession of earlier resolution passed by the Company in this regard and pursuant to Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) & any other applicable laws and provisions of Articles of Association of the Company, the Members be and hereby accord their approval to borrow from time to time from banks and/or financial institutions and /or multilateral agencies and/or export import banks and/or other creditors any sum or sums of money, in any form whatsoever, including in the form of cash credit, term loan, working capital facility , bank guarantee facility, debentures, which together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business), shall not exceed in the aggregate, at any point of time, **₹150 Crores (Rupees One Hundred and Fifty Crore)** irrespective of the fact that such aggregate amount of borrowing outstanding at any one time may exceed the aggregate for the time being of the paid up capital of the Company, securities premium and its free reserves, that is to say, reserves not set apart for any specific purpose.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

**3. To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company.**

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

**“RESOLVED THAT** in supersession of earlier resolution passed by the Company in this regard and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, the Members be and is hereby accorded their approval, to create charge, hypothecation, mortgage on any movable and/or immovable properties/assets of the Company whosoever situated, both present and future and on the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of any banks, financial institutions, hire purchase/lease companies, body corporate or any other persons on such terms and conditions as the Board may think fit, for the benefit of the Company and as agreed between Board and lender(s) towards security for borrowing of funds from time to time, not exceeding **₹150 Crore (Rupees One Hundred and Fifty Crore only)** in Indian Rupees for the purpose of business of the Company or otherwise as per the requirements of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other statutory and procedural formalities to be complied with in this regard.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

#### **4. Authorization to the Board under Section 186 of the Companies Act, 2013**

**“RESOLVED THAT** in supersession of the earlier resolution passed at the Annual General Meeting of Members of Company held on December 28, 2020 authorizing the Board of Directors of the Company and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, consent of the Members of the Company be and is hereby accorded to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of **₹ 150 Crores (Rupees One Hundred and Fifty Crores only)**.

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

#### **5. Authorization to the Board under Section 185 of the Companies Act, 2013**

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

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

#### **6. Approval of Scheme of Loan to Managing Director and Whole-time Director under Section 185 of the Companies Act, 2013**

**“RESOLVED THAT** pursuant to the applicable provisions of Section 185 of the Companies Act, 2013 read with Rules made thereunder, and all other applicable laws, for the time being in force, including any statutory modification(s) thereto or re-enactment(s) thereof, and subject to such other consents, permissions, approvals, as may be required in that behalf, consent of the Members of the Company be

and is hereby accorded to a Scheme of Loan for its Managing Directors and Whole-time Directors, a draft of which placed before the Meeting, initialed by the Chairman.

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

**Date: 14.02.2024**

**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.

**Puja Bajoria  
(Chairperson cum Managing Director)  
(DIN: 07018123)**

**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 February 09, 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 March 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 February 09, 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 25.02.2024 – 09.00 AM (Sunday) and ends on 25.03.2024 – 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 -09.02.2024 (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 <a href="https://web.cdslindia.com/myeasy/home/login">https://web.cdslindia.com/myeasy/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 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 &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/myeasy/Registration/EasyRegistration">https://web.cdslindia.com/myeasy/Registration/EasyRegistration</a></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>
Individual Shareholders holding securities in demat mode with NSDL	<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.</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-</p>

	Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

**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
Individual Shareholders holding securities in Demat mode with CDSL	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.
Individual Shareholders holding securities in Demat mode with NSDL	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

- 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
  - 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](http://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"> <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>

- 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](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.

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 09th February, 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 09th February, 2024.
10. The shareholders shall have one vote per equity share held by them as on the cut-off date of 09th February, 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 09th February, 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. 09th February, 2024 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.
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](http://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, February 25, 2024 and ends at 5.00 p.m. (IST) on Monday, March 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 09th February, 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: 14.02.2024**  
**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.

**Puja Bajoria**  
**(Chairperson cum Managing Director)**  
**(DIN: 07018123)**

## 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:

#### 1. Re-Appointment of Mrs. Puja Bajoria (DIN: 07018123) as a Managing Director of the Company.

The members of the Company at the Annual General Meeting held on Thursday, 30th September, 2021 appointed Mrs. Puja Bajoria (DIN: 07018123) as Chairperson cum Managing Director of the Company for a period of 3 (three) years commencing from [December 29, 2020].

In order to reap the benefits of the continued leadership of Mrs. Puja Bajoria and considering the substantial contribution made by him to the growth and progress of the company over the past few years and based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the company, at its meeting held on January 5, 2024, recommended the reappointment of Mrs. Puja Bajoria as a Chairman and Managing Director on the Board of the company, subject to the approval of shareholders for the further period of Five years with effect from December 29, 2023 to December 28, 2028 on the following terms and conditions:

#### A. Basic Salary

Basic Salary Rs. Nil/- per month.

#### B. Perquisites

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

NIL

#### c. Other Term

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

She 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		
			2022-23	2021-22	2020-21
		Turnover (Rs./Lakhs)	1,905.88	98.39	95.84
		Net Profit /(Loss) (Rs./Lakhs)	97.37	41.86	36.60
		Amount of dividend paid	₹ 38.42 Lacs	Nil	NIL
	Rate of dividend paid	5% on face value of Rs. 10 each i.e. 0.50 paise per equity share	Nil	NIL	
5	Foreign investments or collaborations, if any	Nil			

## II. INFORMATION ABOUT THE APPOINTEE

1	Background details	Mrs. Puja Bajoria (DIN: 07018123) is a graduate and having experience over 05 years in the business. She is having good rapport with various departments and other similar type of industry.		
2	Past Remuneration	<b>Organization</b>	<b>Period</b>	<b>Total Amount (Rs./Lakhs)</b>
		Beekay Niryat Limited	1.04.2022 to 29.12.2023	NIL
			1.04.2021 to 31.03.2022	NIL
29.12.2020 to 31.03.2021	NIL			

3	Recognition or awards	Nil
4	Job profile and his suitability	<p>She is looking after day to day operations of the Company, coordination with various outside agencies, management of funds etc.</p> <p>She is associated with this company from 29th, December 2020 and has vast experience in manufacturing, trading and export activities covering all functions of general management as liaison in public relation for Bajoria Group of Industries.</p>
5	Remuneration proposed	<p><b>Item Description Rs./PA</b></p> <p>Basic Salary NIL</p> <p>Inclusive of Perquisite and Performance Bonus as approved by the members at Extraordinary General Meeting.</p> <p>*No revision in remuneration is proposed.</p>
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of origin)	The remuneration payable to Mrs. Puja Bajoria is NIL.
7	Pecuniary relationship directly or indirectly with the Company,	Mrs. Puja Bajoria has no pecuniary relationship with the company, directly or indirectly, or with managerial personnel, except that she is of one of the promoters of the Company.
8	Relationship with the Managerial personnel, if any.	Mrs. Puja Bajoria is spouse of Mr. Ashutosh Bajoria who is a Non-Executive Director of the company and is not debarred from holding the office of director by virtue of SEBI order or any statutory authority.
<b>III. OTHER INFORMATION</b>		
1	Reasons of loss or inadequate profits	NA
2	Steps taken or proposed to be taken for improvement	NA

3	Expected increase in productivity and profits in measurable terms.	On financial front, this was a good year for the company and on consolidated level the Company achieved a total income of ₹ 1,905.88 Lacs on as against ₹ 98.39 Lacs during the FY 2022, Net Profit after tax (PAT) on consolidated basis for FY 2023 is ₹ 245.76 compared to ₹ 156.64 during the FY 2022. On standalone Basis, the total income for FY 2023 was ₹ 1,905.88 Lacs on as against ₹ 98.39 Lacs in the previous FY 2022. During the year, Standalone Profit after current tax for the year is ₹ 97.37 Lacs as against ₹ 41.86 Lacs for the previous year ended on March 31, 2022. It is expected that company will earn more profit in FY 2023-24 and coming years. With the increase in prices and also meeting the requirement of regulatory compliances the company in future likely to have regular production and profits.
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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 & 3:

As per the provisions of section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the members of the company in a postal ballot, borrow money, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital of the company, its free reserves, that is reserves not set apart for any specific purpose and securities premium. The Members Earlier had accorded their consent to the board of directors for borrowing up to an outstanding amount of Rs. 100 (One Hundred Crore only).

Now the Company requires additional Working Capital to meet its short term capital needs for participating in the medium term as well as short term tenders and further planning to tie up for additional Overdraft Facility which will help the company to manage its fund more effectively and efficiently and for this it is necessary to enhance/increase the present borrowing limit of the company. The approval of the members is, therefore, being sought by way of a special resolution, pursuant to section 180 (1) (c) of the Companies Act, 2013, to increase the limit for Outstanding Borrowings from Rs. 100 Crore (One Hundred Crore) to an amount of Rs.150 Crore (One Hundred and Fifty Crore).The said borrowings may be secured by way of pledge, charge, mortgage, hypothecation and assignment or otherwise on the company's assets in favour of financial institutions , investment institutions and their subsidiaries, banks, other body corporate etc. for creation of such pledge, charge, mortgage, hypothecation and assignment or otherwise on the company's assets it is necessary for the company to pass a special resolution under section 180 (1) (a) of the Companies Act, 2013, consenting to the creation of the said pledge, charge, mortgage, hypothecation and assignment or otherwise on the company's assets for amount not exceeding Rs. 150 crore (One Hundred and Fifty Crore).

The Board of Directors in their meeting held on 14<sup>th</sup> February, 2024 recommended the Special Resolutions as mentioned at item no.2 and 3 of the accompanying notice for approval of the members of the company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.



**ITEM NO. 4:**

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

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

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

Accordingly, it is proposed to seek prior approval of Members by way of Special Resolution to provide loans, guarantees and make investments up to a sum of Rs. 150 Crores (Rs. One Hundred and Fifty Crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

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

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

**ITEM NO. 5:**

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

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. The Company may be required to make such transaction as referred under section 185 with the entities in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders by way of special resolution under said provisions, subject to the condition that the fund be utilized by the borrowers for their principle business activities. Further, the rate of interest charged on such loan(s) shall be on arm's length basis and in any event shall

not be less than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan(s).

The Board recommends the passing of the Special Resolution set out in Item No. 5 of the accompanying Notice. None of the Directors and/or Key Managerial Personnel of the Company and their relatives except to the extent of their directorship and/or deemed interest and/or shareholding in respective entity, is concerned or interested, financially or otherwise, as and when the transaction, if any takes place.

**ITEM NO. 6:**

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

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

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

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

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

**Objective of Scheme:**

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

**Amount of Loan:**

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

**Rate of Interest:**

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

**Repayment Terms:**

Loan shall be repayable on demand.

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

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

**Date: 14.02.2024**  
**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.

**Puja Bajoria**  
**(Chairperson cum Managing Director)**  
**(DIN: 07018123)**

**ANNEXURE -I TO THE NOTICE**

**Brief Profile of Person Proposed to be Appointed/ Reappointed as Director and additional information on Director Recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards.**

**Mrs. Puja Bajoria**

<b>Name</b>	<b>Mrs. Puja Bajoria</b>
<b>Category / Designation</b>	Chairman Cum Managing Director
<b>DIN</b>	07018123
<b>Educational Qualification</b>	Commerce Graduate by qualification
<b>Date of Birth</b>	03/06/1979
<b>(Age in years)</b>	44
<b>Brief Profile</b>	Mrs. Puja Bajoria (DIN: 07018123) is a graduate and having experience over 05 years in the business. She is looking after day to day operations of the Company, coordination with various outside agencies, management of funds etc. She is associated with this company from 29th, December 2020 and has vast experience in manufacturing, trading and export activities covering all functions of general management as liaison in public relation for Bajoria Group of Industries.
<b>Date of appointment on the Board</b>	29/12/2020
<b>Nature of his/her experience in specific functional areas</b>	She is having experience over 05 years in the business. she is a businesswomen who has vast knowledge in financial and production activities and is serving his company with his great hard work and knowledge and has vast experience in manufacturing, trading and export activities covering all functions of general management as liaison in public relation for Bajoria Group of Industries.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Mrs. Puja Bajoria is spouse of Mr. Ashutosh Bajoria who is a Non-Executive Director of the company and is not debarred from holding the office of director by virtue of SEBI order or any statutory authority.
<b>Shareholding</b>	1506467
<b>No of Board Meetings attended during the year (FY 2022-23) (Conducted/Attended)</b>	11/11
<b>Terms and conditions of appointment or reappointment including remuneration</b>	Re-appointment as Chairman Cum Managing Director of the Company, for a second term of Five (5) years with effect from December 29, 2023 to December 28, 2028. Remuneration and other terms - as provided in the Resolution.
<b>Last drawn remuneration (For FY 2022-23)</b>	Nil
<b>Names of the entities (other than Beekay Niryat Limited) in which Mrs. Puja Bajoria holds the Directorship</b>	1) Rigmadirappa Investments Private Limited 2) Agribiotech Industries Limited



**REGISTERED OFFICE:**

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

**Phone No.** ☎: 0101- 4006454/5/6

**Email** ✉: [info @abil.co.in](mailto:info@abil.co.in)