



BEEKAY NIRYAT LIMITED

Regd Office : SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur - 302013

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") including any statutory modification or re-enactment thereof for the time being in force, the Resolutions appended below is proposed to be passed by way of Postal Ballot which includes voting by electronic means.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts' concerning the resolutions and the reasons thereto is annexed hereto for your consideration. The Postal Ballot Form for voting by you as Member of the Company is also enclosed. The Company has appointed Ms. Ankita Deora, Practicing Company Secretary (Certificate of Practice No.: 12604 & Membership No. 31851), as Scrutinizer for conducting this Postal Ballot process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours (i.e., 5.00 P.M.) on 25th April, 2015.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form and vice versa. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link www.evotingindia.com. Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit her report to the Managing Director/Compliance Officer of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The Director of the Company and in his absence the Company Secretary will announce the results post at the Board Meeting scheduled to be held at 08.00 P.M. on 25th April, 2015 at the Registered Office of the Company. The said results would be displayed at the notice board of the Registered Office of the Company, intimated to the Calcutta Stock Exchange Limited where the Company's shares are listed, published in the newspaper and displayed on the Company's website viz. www.beekayniryat.co.in

By Order of the Board
For BEEKAY NIRYAT LIMITED

Sree Gopal Bajoria
Managing Director

DIN : 01102078

Place : Kolkata

Date : 19th March, 2015



BEEKAY NIRYAT LIMITED

Regd Office : SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur - 302013

PROPOSED RESOLUTIONS:

SPECIAL RESOLUTION:

GRANTING OF POWERS TO CREATE CHARGE ON COMPANY'S PROPERTIES UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

1. To consider and if thought fit, to pass with modifications(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof), the consent of the members hereby accorded, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully / partly Convertible Debentures and / or Non- Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose and/or one or more Directors of the Company authorised by the Board of Directors to exercise the power under this resolution, be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

GRANTING OF POWERS TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013

2. To consider and if thought fit, to pass with modifications(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Companies Act, 2013 (including any statutory modification or re-enactment thereof), if any, the consent of the members is accorded, to make any loans or investments and to give any guarantees or to provide security in connection with a loan made by any other person to, or to any other person by, a body corporate as the Board of Directors may think fit, for an amount not exceeding Rs. 50 Crore



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(Rupees Fifty Crore only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of Companies Act, 2013 as in their absolute discretion deem beneficial and in the interest of the Company."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose and/or one or more Directors of the Company authorised by the Board of Directors to exercise the power under this resolution, be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans made or to be made and to give all such guarantees given or securities to be provided and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

By Order of the Board
For BEEKAY NIRYAT LIMITED

Sree Gopal Bajoria
Managing Director

DIN : 01102078

Place : Kolkata

Date : 19th March, 2015



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NOTES

1. Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 13th March, 2015.
3. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the relevant Rule 20 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a Member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating e-voting. Please note that e-voting is optional.
4. The Board of Directors of the Company has appointed Ms. Ankita Deora, Practicing Company Secretary (Certificate of Practice No. 12604 & Membership No. 31851), having her office at 8, Camac Street, Shanti Niketan Building, 8th Floor, Room No. 807, Kolkata - 700016, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. The Resolution will be taken as passed effectively on the date of announcement of the result by the Managing Director/Compliance Officer and in his absence by the Company Secretary, if the result of the Postal Ballots indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot will be declared at the Board Meeting scheduled to be held at 08.00 P.M. on 25th April, 2015 at the Registered Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website www.beekayniryat.co.in besides communicating the same to the Calcutta Stock Exchange where the shares of the Company are listed.
6. A copy of the document referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by the Scrutinizer i.e. Anitka Deora
7. The Postal Ballot Form and the prepaid self-addressed business reply envelope are enclosed for use of Members. Members are requested to carefully read the instructions of the Postal Ballot Form before exercising their vote.
8. Voting rights shall be reckoned in proportion to the paid-up Equity Shares registered in the name of the Member as on 13th March, 2015.
9. **GENERAL INFORMATION**
 - (i) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.

Corporate Office :

9, Hungerford Street,
Kolkata - 700016

CIN : L67120RJ1975PLC045573
Website : www.beekayniryat.co.in

Tel : +91 - 33- 32619344
Fax : +91-33 -23293753
Email : email@beekayniryat.co.in



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- (ii) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- (iii) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

10. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- (i) Members desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and send it to the Scrutinizer, Ms. Ankita Deora, Practicing Company Secretary (Certificate of Practice No. 12604 & Membership No. 31851), at the Company's Registered Office at I, R. N. Mukherjee Road, Martin Burn Building, 4th Floor, Room No. 52, Kolkata - 700001 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- (ii) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- (iii) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- (iv) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- (v) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (i.e. 05.00 P.M.) on 25th April, 2015 at the Registered Office of the Company. Postal Ballot Forms received after this date & time will be considered invalid.
- (vi) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- (vii) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to Niche Technologies Pvt. Ltd. D-511, Bagree Market, 71, B. R. B. Basu Road, Kolkata-700001 Phone : (033) 2235 7270-71, Fax : (033) 2215 6823, E-mail: nichetechpl@nichetechpl.com or to the e-mail ID email@beekayniryat.co.in Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours (i.e. 05.00 P.M.) on 25th April, 2015 at the Registered Office of the Company. Postal Ballot Forms received after this date & time will be considered invalid.
- (viii) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" above) along



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with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

11. VOTING THROUGH ELECTRONIC MEANS

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right passed through Postal Ballot vide electronic means. and the voting may be done through E-voting Services provided provided by Central Depository Services Limited (CDSL)
- II. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on March 27, 2015 at 09.00 A.M. and ends on April 25, 2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 13, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) 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.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. • 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



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	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
Dividend Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <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 Beneficiary-ID / Folio Number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant (E-voting Sequence Number - 150319010 for the relevant "Beekay Niryat Limited" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



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- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 they have to create a compliance user which 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.
- (xix) 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
12. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at email@beekayniryat.co.in with a copy marked to helpdesk.evoting@cdslindia.com on or before April 25, 2015, upto 5 pm. without which the vote shall not be treated as valid.
13. 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 March 13, 2015.
14. The notice of Postal Ballot will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on March 13, 2015.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of March 13, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
16. Ms. Ankita Deora, Practising Company Secretary (Certificate of Practice No. 12604 & Membership No. 31851), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a reasonable period of time a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witnesses not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
17. The results shall be declared by April 25, 2015. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL and that of company at www.beekayniryat.co.in and will be communicated to the Stock Exchanges, The Calcutta Stock Exchange.



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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO.1

The Share Holders of the Company at the AGM held on 26th September, 2014 approved resolution under Section 180(1)(c) granting powers to the Board to borrow upto 25 Crores (Rupee Twenty Five Crores) in excess of the aggregate of the paid up share capital and free reserve of the Company at any given point of time.

The proposed borrowings by the Company, if required, is to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favour of any lender including the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013 .

The resolutions contained in Item No. 4 of the accompanying Notice, accordingly, seek members' approval for disposal of the Company's undertaking(s) by creation of mortgage / charge etc. thereon and for authorizing the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) of the Company to complete all the formalities in connection with creating charge on Company's properties, respectively.

The Board of Directors of your Company recommends this Resolution for your approval to be passed as Special Resolution.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.1 except to the extent of their shareholding.

ITEM NO.2

These investments, loans, guarantees and securities are made / proposed to be made out of own /surplus funds internal accruals / borrowed funds, the objective of which is optimum utilization of funds of the Company and also to achieve long term strategic and business objectives. The investments, loans, guarantees and securities will be made on terms and conditions most beneficial to the Company and at prevailing market rates and in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.



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Board of Directors of your company if of the view that in the betterment of the Company's future and growth prospective, passing of a resolution under Section 186 of the Companies Act, 2013 is the need of the time. The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend the Resolutions for your approval.

The Board of Directors of your Company recommends this Resolution for your approval to be passed as Special Resolution.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.2 except to the extent of their shareholding.

By Order of the Board

For BEEKAY NIRYAT LIMITED

Managing Director

Sree Gopal Bajoria

DIN: 01102078

Place : Kolkata

Date :19th March, 2015



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POSTAL BALLOT FORM

(Please read the instructions overleaf carefully before completing this form)

BALLOT FORM NO.:

Name and Registered Address of the Sole/First named Shareholder	
Name(s) of Joint Holder(s) (if any) :	
Registered Folio No. / DPID No. and Client ID No. :	
Number of Share(s) held :	

I/We, hereby exercise my/our vote(s) in respect of the resolutions to be passed through Postal Ballot for the businesses set out in the Notice dated 19th March, 2015 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	RESOLUTIONS	No. of Shares	For	Against
	Special Business		I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution for Granting of Powers to create charge on Company's Properties under section 180(1)(a) of the Companies Act, 2013.			
2.	Special Resolution for Granting of Powers to make loans or investments and to give guarantees or to provide security under section 186 of the Companies Act, 2013.			

Place: Kolkata

Date: 19.03.2015

(Signature of Sole/ First Shareholder)

Note: Please read the instructions carefully before exercising your vote.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number) :	USER - ID [Refer note no. 11 (iv) of the Notice]	PERMANENT ACCOUNT NUMBER (PAN) [Refer note no. 11 (vii) of the Notice]
150319010		

Please refer to e-voting instructions mentioned in annexure attached

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From Friday, 27th March, 2015 at 9.00 am

End of e-voting : : Up to Saturday, 25th April, 2015 at 5.00 pm



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INSTRUCTIONS

1. A shareholder desiring to exercise his vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer in the attached pre-paid self-addressed envelope. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be filled up and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. Unsigned postal ballot forms will be rejected.
5. Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
6. A shareholder need not use all his votes nor needs to cast all his votes in the same way.
7. Duly completed postal ballot forms should reach the Scrutinizer not later than 5.00 P.M. on 25th April, 2015. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
8. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified in point no. 7 above.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date 13th March, 2015
10. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. Pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to members to exercise their right to vote for the resolution proposed to be passed through postal ballot vide electronic means and the voting may be done through e-voting services provided by Central Depository Services (India) Limited. However, the e-voting is optional for the members.
12. The shareholders shall have one vote per equity share held by them as on the cut-off date of 13th March, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
13. Ms. Ankita Deora, Practising Company Secretary (ACS - 31851 / CP - 12604) has been appointed as the Scrutinizer to conduct the entire postal ballot process in a fair and transparent manner.
14. Members are informed that the votes casted electronically shall be treated as final, in case, votes are casted by any member through both the modes, i.e., electronically as well as by exercising the votes vide postal ballot forms.
15. The Scrutinizer's decision on the validity of the vote shall be final and binding.

CERTIFIED TO BE TRUE COPY

BEEKAY NIRYAT LIMITED

Director

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Corporate Office :
9, Hungerford Street,
Kolkata - 700016

CIN : L67120RJ1975PLC045573
Website : www.beekayniryat.co.in

Tel : +91 - 33- 32619344
Fax : +91-33 -23293753
Email : email@beekayniryat.co.in