

BEEYU OVERSEAS LIMITED
REGD. OFFICE: Fulhara (Bhingachh), P. O. Ramganj, Block, Islampur - 733207, Dist. Uttar Dinajpur (W.B)
EMAIL- info@beeyuoverseas.in, WEBSITE: www.beeyuoverseas.in
CIN: L51109WB1993PLC057984

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of Beeyu Overseas Limited (the Company) will be held at the Registered Office of the Company at Fulhara (Bhingachh), P.O. Ramganj, Block: Islampur –733207, Dist: Uttar Dinajpur, West Bengal on Monday, 18th September, 2017 at 12 Noon to transact the following business:-

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 alongwith the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hemant Premji Thacker (holding DIN: 01662072) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** M/s Rohit Shukla & Associates, Chartered Accountants (Registration No 315178E) be and are hereby appointed as Auditors of the Company for a consecutive term of 5 years to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General meeting of the Company to be held in calendar year 2022 (subject to ratification of their appointment at every intervening AGM) at such remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ramesh Kumar Jhavar (DIN-05167601), a Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment for a second term in accordance with the provisions of Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company for a term of 5 years till the conclusion of the annual general meeting to be held in the calendar year 2022 and his term shall not be subject to retirement by rotation.”

5. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and other applicable provisions,if any, of the Companies Act,2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act,as amended from time to time, Mr. Santanu Chattopadhyay (DIN – 00278300), a Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment for a second term in accordance with the provisions of Companies Act,2013 be and is hereby re-appointed as an Independent Director of the Company for a term of 5 years till the conclusion of the annual general meeting to be held in the calendar year 2022 and his term shall not be subject to retirement by rotation.”

Date: 29.05.2017

Place: Kolkata

By Order of the Board of Directors

Hemant Premji Thacker
WHOLETIME DIRECTOR
DIN: 01662072

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting. In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy such person shall not act as a proxy for any person or shareholder.**
3. Shareholders are requested to bring their copy of Annual Report of the Meeting.
4. Members/ Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID number and those who hold shares in Physical form are requested to write their Folio No. in the Attendance Slip for attending the Meeting.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 & Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 15/09/2017 to Monday, 18/09/2017 (both days inclusive)**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cutoff date i.e., **Monday, 11/09/2017** only shall be entitled to avail the facility of either e-voting or voting at the AGM through ballot paper.
6. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/ bank account details to the Registrar & Share Transfer Agents (RTA), M/s. Maheshwari Datamatics Pvt. Ltd. at 23, R.N. Mukherjee Road, 5th Floor, Kolkata- 700001. Members holding shares in electronic form are requested to notify the change in the above particulars, if any, directly to their Depository Participants (DP).
7. Equity Share of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.

8. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended effective 19th March, 2016 and Listing Regulations with stock exchange, the Resolutions proposed at this AGM will be transacted through electronic voting system from a place other than the venue of the Meeting (“remote e-voting”) for which purpose the Company has engaged the services of CDSL. The Board of Directors has appointed Mr. A.K. Labh, Company Secretary in Practice, M/s A.K. Labh & Co, as the Scrutinizer for this purpose.
9. The facility for ballot will be available at the AGM venue for those Members who do not cast their votes by remote e- voting prior to the AGM. Members, who cast their votes by remote e- voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again.
10. Ministry of Corporate Affairs has taken Green Initiative in the Corporate Governance by allowing the companies to send various notices/documents including audited financial results, director’s report, auditor’s report, general meeting notices to the members through electronic mode to the registered email addresses of the shareholders.

Members are therefore requested to register their email addresses with the Company and also keep a note to inform any change in your email address.

As per SEBI’s circular in respect of transaction involving transfer of shares in physical form of a listed company, it is mandatory for the transferee(s) to furnish copy of PAN card for registration of transfer of Shares.

11. Corporate Members are requested to send to the Company/RTA, a duly certified copy of the Board Resolution/Power of Attorney pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
12. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
13. The Company’s Equity Shares are listed on BSE Ltd.
14. Members who are holding Shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holding into one folio. The Share Certificates will be returned to the Members after incorporating requisite changes thereon.

15. Electronic copy of the Annual Report, 2017 and Notice are being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice 2017 are being sent in the permitted mode.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication- Annual Report, Notices, Circulars, etc. from the Company electronically.

E-voting Instruction sheet

1. The instructions for e-voting are as under:

- (i) The voting period for remote e-voting begins on Friday, 15/09/2017 at 9 A.M. and ends on Sunday, 17/09/2017 at 5 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 (record date) of Monday, 11/09/2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper shall be made available at the Meeting to the Members as on the “cut-off date i.e., record date attending the meeting, who have not cast their vote by remote e-voting to exercise their right to vote at the Meeting through ballot paper.
- (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.
- (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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 letters e.g. if your name is Hemant Premji with sequence number 1 then enter HE00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (v).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then reach directly 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 **BEEYU OVERSEAS 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as promoted by the system.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- 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 linked in the login 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.

II. 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 Monday, 11/09/2017.

III. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Monday, 11/09/2017, may obtain the Sequence No. from RTA.

IV. Mr. A.K. Labh, Company Secretary in practice, M/s A.K. Labh & Co., has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

V. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.beeyuoverseas.in> and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.

1) The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. 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.

2) The Route map of the venue of the AGM is in the Annual Report 2016-2017

EXPLANATORY STATEMENT (UNDER SECTION 102 OF THE COMPANIES ACT, 2013)

The following statement sets out all material facts relating to all Special Businesses mentioned in the accompanying notice;

ITEM NO. 4 & 5

Mr. Ramesh Kumar Jhavar & Mr. Santanu Chattopadhyay, Independent Directors of the Company were appointed pursuant to approval of members passed through resolutions passed at the Annual General Meeting of the Company held on 30th September, 2014. Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 29.05.2017 approved and recommended to shareholders for their approval appointment of Mr. Ramesh Kumar Jhavar & Mr. Santanu Chattopadhyay as Independent Directors for a second term till the conclusion of annual general meeting to be held in the calendar year 2022. In the opinion of the Board they fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors. The Board has considered rich experience, knowledge, skills and overall evaluation and recommended their re-appointment as second term to the Members of the Company for their approval. The Company has received notices in writing from members along with a deposit of Rs. 1 lac each proposing their candidature to be re-appointed as Independent Directors of the Company in accordance with the provisions of the Companies Act, 2013. Brief profile, qualifications, experience, date of appointment on Board, No. of Board Meetings attended during the financial year 2016-2017, shareholding in the company along with Directorship, membership, Chairmanship of Committees held in other companies are enclosed alongwith explanatory statement.

Except Mr. Ramesh Kumar Jhavar and Mr. Santanu Chattopadhyay, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the resolutions set out at item no 4-5.

Details of Directors seeking appointment/reappointment at the ensuing Annual General Meeting

Name of Director	Date of Birth	Date of Appointment	Nature of Expertise	No. of Shares Held In The Company	Directorship Held In Other Public Companies	No of Board meetings attended	Inter se relation between Directors
Mr. Ramesh Kumar Jhavar	30 th August, 1956	03/04/2012	Management Expertise	NIL	NIL	5	None
Mr. Santanu Chattopadhyay	19 th January, 1969	04/06/2013	B.Com, 19 years of experience in the field of capital market	NIL	5 out of which 2 are listed	5	None
Mr. Hemant Premji Thacker	24 th February, 1956	16/03/2011	Expertise in finance & legal matters	NIL	1 which is listed	5	None

Date: 29.05.2017

Place: Kolkata

By Order of the Board of Directors

Hemant Premji Thacker
WHOLETIME DIRECTOR
DIN: 01662072

BEEYU OVERSEAS LIMITED

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EMAIL- info@beeyuoverseas.in, WEBSITE- www.beeyuoverseas.in

CIN: L51109WB1993PLC057984

Folio No./DP ID/ Client ID No.	
No. of Shares Held	

ATTENDANCE SLIP

I/ We record my /our presence at the Annual General Meeting of the Company at Registered Office of the Company at Fulhara (Bhingachh), P.O. Ramganj, Block: Islampur –733207, Dist: Uttar Dinajpur, West Bengal on Monday, 18th September, 2017 at 12 noon.

NAME OF THE SHAREHOLDER(S) (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY (in Block Letters)	
SIGNATURE OF THE PROXY	

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.

Your e-voting User ID and Password are provided below:

Electronic Voting Sequence Number (EVSN)	User ID	Password
	As Per Instruction Sheet	As Per Instruction Sheet

BEEYU OVERSEAS LIMITED
REGD. OFFICE: Fulhara (Bhimgachh), P. O. Ramganj, Block, Islampur - 733207, Dist.
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FORM NO. MGT 11
Proxy Form

{Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration Rules), 2014}

Name(s) of the Shareholder(s) (including joint-holders, if any):	
Registered address of the Shareholder(s):	
Registered Folio No. /Client ID No. /DP ID No.:	
No. of equity Shares Held	

I/ We being the member(s) of ____ equity share of the above mentioned Company hereby appoint:

(1) Name: _____ Address : _____
E-mail ID: _____ Signature: _____

Or failing him

(2) Name: _____ Address : _____
E-mail ID: _____ Signature: _____

Or failing him

(3) Name: _____ Address : _____
E-mail ID: _____ Signature: _____

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, 18th September, 2017 at 12 noon at the registered office of the Company at Fulhara (Bhimgachh), P.O. Ramganj, Block: Islampur – 733207, Dist: Uttar Dinajpur, West Bengal in respect of the such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicate in the box below:

Resolution No.	Resolutions	Optional	Optional
Ordinary Business	Ordinary Resolution	For	Against
1.	Adoption of Balance Sheet, Statement of Profit and Loss, report of the Board of Directors and Auditors for the financial year ended 31 st March, 2017		
2.	Re-appointment of Mr. Hemant Premji Thacker, as a Director who retires by rotation		
3.	Appointment of M/s. Rohit Shukla & Associates., Chartered Accountants (Firm Registration No. 315178E) as Statutory Auditors and fixing their remuneration		
Special Business	Special Resolution		
4.	Re-Appointment of Mr. Ramesh Kumar Jhavar, as an Independent Director		
5.	Re-Appointment of Mr. Santanu Chattopadhyay, as an Independent Director		

Signed this _____ day of _____ 2017

Signature of Shareholder: _____

Signature of Proxy holder: _____

Affix Revenue Stamp

Note:

- 1. The Proxy Form signed across revenue stamp should reach the Registered Office of the Company at least 48 hours before the scheduled time of Meeting.**
- For the Resolutions, explanatory statements and notes please refer to the Notice of the 24th Annual General Meeting.
- ** This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If You leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.

