

Quarterly Compliance Report On Corporate Governance

Name of the Company : Beeyu Overseas Limited

Quarter ending on : 31st March, 2015

| Particulars | | Clause of Listing Agreement | Compliance Status Yes / No | Remarks |
|-------------|---|-----------------------------|----------------------------|---|
| II. | Board of Directors | 49(II) | | |
| (A) | Composition of Board | 49(IIA) | Yes | Out of 4 Directors, 1 is Executive Director and 3 Non- Executive Independent Directors out of which there is one Woman Director appointed on 31.3.2015 |
| (B) | Independent Directors | 49(II B) | Yes | 3 Independent Directors are on the Board of the Company complying with the provisions of clause 49. |
| (C) | Non-Executive Directors' compensation & disclosures | 49(II C) | Yes | |
| (D) | Other provisions as to Board and Committees | 49(II D) | Yes | |
| (E) | Code of Conduct | 49 (II E) | Yes | Code of Conduct is uploaded on the website of the Company. |
| (F) | Whistle Blower Policy | 49(II F) | Yes | Whistle Blower Policy is in place which is uploaded on the website of the Company. |
| III. | Audit Committee | 49(III) | | |
| (A) | Qualified & Independent Audit Committee | 49(III A) | Yes | Committee consists of 3 members. The Chairman of the committee is Independent Director. |
| (B) | Meeting of Audit Committee | 49(III B) | Yes | Atleast four meetings are held in a year and time gap between the meetings is not more than 4 months. Normally all Independent members attend the meetings. |
| (C) | Powers of Audit Committee | 49(III C) | Yes | |
| (D) | Role of Audit Committee | 49(III D) | Yes | |
| (E) | Review of Information by Audit Committee | 49(III E) | Yes | |
| IV. | Nomination and Remuneration Committee | 49 (IV) | Yes | Committee consists of 3 members and all members are Independent Director. |
| V. | Subsidiary Companies | 49(V) | Yes | Company has no subsidiary company. |

BEYU OVERSEAS LTD.

H.R. Dicker
Director,

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|-------|---|-------------|-----|--|
| VI. | Risk Management | 49 (VI) | N.A | As per Cir no CIR/CFD/POLICY CELL/7/2014 dated 15.9.2014 not applicable to our company |
| VII. | Related Party Transactions | 49 (VII) | Yes | Related Party Transaction Policy is in place which is uploaded on the website of the Company. |
| VIII. | Disclosures | 49(VIII) | | |
| (A) | Related party transactions | 49 (VIII A) | Yes | There is no Material Transactions with related parties during the quarter ended 31.03.2015 |
| (B) | Disclosure of Accounting Treatment | 49 (VIII B) | Yes | |
| (C) | Remuneration of Directors | 49 (VIII C) | Yes | For the year 2014-15 will be complied in Annual Report of 2014-15. |
| (D) | Management | 49 (VIII D) | Yes | For the year 2014-15 will be complied in Annual Report of 2014-15. |
| (E) | Shareholders | 49 (VIII E) | Yes | For the year 2014-15 will be complied in Annual Report of 2014-15. |
| (F) | Disclosure of resignation of directors | 49 (VIII F) | | Stands deleted vide SEBI Cir No CIR/CFD/POLICY CELL/7/2014 dated 15.9.2014 |
| (G) | Disclosure of formal letter of appointment | 49 (VIII G) | | Stands deleted vide SEBI Cir No CIR/CFD/POLICY CELL/7/2014 dated 15.9.2014 |
| (H) | Disclosures in the Annual report | 49 (VIII H) | | Stands deleted vide SEBI Cir No CIR/CFD/POLICY CELL/7/2014 dated 15.9.2014 |
| (I) | Proceeds from public issues, rights issue, preferential issues etc. | 49(VIII I) | Yes | Company has not come out with any Public Issues. Rights Issue, Preferential Issues etc. |
| IX. | CEO/CFO Certification | 49 (IX) | Yes | CEO/CFO certificate for the year ended 31 st March, 2014 was placed in the Board Meeting held on 14 th August, 2014. For the year 2014-15 will be complied in Annual Report of 2014-15 |
| X. | Report on Corporate Governance | 49 (X) | Yes | For the year 2014-15 will be complied in Annual Report of 2014-15. |
| XI. | Compliance | 49 (XI) | Yes | For the year 2014-15 will be complied in Annual Report of 2014-15. |

For Beeyu Overseas Limited
BEYU OVERSEAS LTD,

H. Thacker

Hemant Premji Thacker
Whole-time Director
(DIN: 01662072)