



**NOTICE**

Notice is hereby given that the 31st Annual General Meeting of the Members of Beeyu Overseas Limited will be held through Video conferencing (VC) / Other Audio Visual means (OAVM), from the registered office on Friday, 20th September, 2024 at 2 P.M. to transact the following business:-

**AS ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 along with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pranab Chakraborty (holding DIN : 09030036) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

**AS SPECIAL BUSINESSES:**

3. Re- appointment of Mr. Pranab Chakraborty (DIN:09030036) as Wholetime Director of the company designated as **Executive 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 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) including any statutory modification (s) or re-enactment thereof, for the time being in force, and applicable provisions of SEBI(LODR)2015, if any, and in line with the Articles of Association of the Company and on recommendation of Nomination & Remuneration Committee and the Board of Director s of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee constitutes / empowered by the Board from time to time to exercise its powers conferred by this resolution, Mr Pranab Chakraborty (DIN:09030036) be and is hereby re-appointed as Wholetime Director designated as Executive Director of the Company for a period of three years liable to retire by rotation w.e.f 20th September, 2024 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice of this meeting with authority to the Board to alter the said terms and conditions of appointment including remuneration so as not to exceed the limits as specified in Schedule V of the Companies Act, 2013 in such manner as may be agreed to between the Board and Mr. Chakraborty in the best interest of the company subject to the limits approved by the Members if any, contained in the Act or permission by law .

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee/Board of Directors of the Company be and is hereby authorized to finalise other terms of appointment and scope of work as may be in the interest of the company.

**FURTHER RESOLVED THAT** the Board of Directors/Key Managerial Personnel except Mr. Pranab Chakraborty be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may deemed necessary, desirable, proper or expedient to give effect to this resolution.”

4. **APPOINTMENT OF M/S. AGARWAL & ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014 (the Rules), including any statutory modification or amendment thereto or re-enactment thereof for the time being in force and pursuant to the recommendation of the Audit Committee, and Board of Directors of the company, M/s. Agarwal & Associates, Chartered Accountants (Firm Registration No. 323210E) with ICAI having peer Review Certificate No. 015041 issued by the peer review Board of ICAI be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) years to hold office from the conclusion of 31st AGM of the company till the conclusion of 36th AGM of the company to be held in calendar year 2029 at such remuneration plus applicable taxes and out of pocket expenses as may be determined and recommended by the Audit Committee .in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** any of the Director /CFO / company secretary of the Company be and are hereby empowered and authorised singly or jointly to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-Forms with Registrar of Companies, W.B.”

5. **CONSIDERATION AND APPROVAL OF THE SCHEME FOR CAPITAL REDUCTION (“SCHEME”) 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 Section 66 and other applicable provisions of the Companies Act, 2013, (including any statutory medication(s) or re-enactment thereof for the time being in force) and the rules made thereunder (the “Act”),



and pursuant to the Articles of Association of the Company, based on the report of Audit Committee & report of the Independent Directors and subject to confirmation by the Hon'ble National Company Law Tribunal, Kolkata bench ("NCLT") and such other approvals, consents, permissions and sanctions as may be necessary, to be obtained from any government or statutory authority, consent of the members by way of a special resolution be and is hereby accorded to reduce the issued, subscribed and paid-up capital of the Company from INR 14,14,14,530/- (Rupees Fourteen Crores Fourteen Lakhs fourteen thousand five hundred and Thirty Only) consisting of 1,41,41,453 equity shares of INR 10 each (One Crores forty-one Thousand Forty-One Lakh Four Hundred and Fifty-Three) equity shares of Rs. 10/- (Rupees Ten Only) each to INR 8,28,200/- (Rupees Eight Lakhs Twenty-Eight Thousand Two Hundred only) consisting of 82,820 (Eighty-Two Thousand Eight Hundred and Twenty) equity shares of Rs. 10/- (Rupees Ten) each by cancelling and extinguishing, in aggregate, 99.42% of the total issued, subscribed and paid-up equity share capital of the Company, comprising of 1,40,58,633 (One Crore Forty Lakhs Fifty-Eight Thousand Six Hundred and Thirty-Three) Equity Shares of Rs. 10/- (Rupees Ten) held by the shareholders of the Company.

**RESOLVED FURTHER THAT** upon the Capital Reduction being confirmed by the NCLT and becoming effective and operative, without any further act or deed by the equity shareholders (including but not limited to surrendering of share certificates), comprising of 1,40,58,633 (One Crore Forty Lakhs Fifty-Eight Thousand Six Hundred and Thirty-Three) Equity Shares of Rs. 10/- (Rupees Ten) held by the members of the Company shall stand cancelled and extinguished and rendered invalid.

**RESOLVED FURTHER THAT** the Bombay Stock Exchange is the designated Stock Exchange for the purpose of coordinating with SEBI.

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel ("KMP") of the Company be and is hereby authorized to take all necessary steps and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Company and its members in connection with and relating to the Capital Reduction, including any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the Capital Reduction, or to any modification thereof, and as the Board may in its absolute discretion deem and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, (including but not limited to):

- a) Finalizing, amending and settling, the draft scheme, application / petition, and assent to such alterations, conditions and modifications, if any, or effect any other modification or amendment, as the Board of Directors of the Company may consider necessary or desirable to give effect to the proposed reduction of share capital;
- b) Filing any affidavit, petition, pleading, application, form or reports before NCLT or any other statutory or regulatory authority including the concerned stock exchanges, SEBI, the Registrar of Companies, the Regional Director or such other authority as may be required in connection with the proposed reduction of capital or its sanction thereof and to do all such acts and deeds as they may deem necessary in connection therewith and incidental thereto;
- c) Furnishing an Undertaking, certified by the Statutory Auditors and Board that the approval of the Scheme by public shareholders through e-voting is not applicable as per SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023;
- d) Making such alterations and changes in the scheme, application to be made to NCLT, as may be expedient or necessary or satisfying the conditions / requirement imposed by NCLT, SEBI and/or any other statutory /regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said application.
- e) Signing all applications, petitions, affidavits, undertakings, documents, letters relating to the proposed reduction of capital and represent the Company before the NCLT and any other authorities in relation to any matter relating to the proposed reduction of capital or delegate such authority to any other person through a valid power of attorney;
- f) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all manner of documents, petitions, affidavits and applications under the applicable laws including Companies Act, 2013, and Rules made thereunder and other applicable laws/regulations in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings and any nature whatsoever in relation to the above;
- g) To engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, registrars or any other one or more agencies, as may be required in relation to or in connection with the proposed reduction of share capital, on such terms and conditions as they may deem fit, finalize fees, terms and conditions of their appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favor of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard.



- h) Incur such other expenses as may be necessary with regard to the above transaction, including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them.
- i) Make any modifications as they may consider necessary in relation to the procedure and modalities of effecting the transactions contemplated in this resolution.
- j) Consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent / required to be sent to concerned authorities on behalf of the Company.
- k) To file requisite forms with the Registrar of Companies in connection with the proposed reduction of share capital during and after the process of sanction thereof.
- l) Sign, execute and deliver such documents as may be necessary and do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid.
- m) To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- n) To do all such acts and things and deal with all such matters and take all steps as may be necessary including any modification, if required, and do all such other acts, matters, deeds and things necessary, proper or desirable in connection with or incidental to giving effect to the purposes of this Resolution.
- o) To give such directions as they may think fit and proper, including directions for settling any questions or difficulties that may arise and to do all acts, deeds and tasks, as may be deemed necessary, expedient or proper to give effect to the proposed reduction of capital and for matters connected therewith or incidental thereto.
- p) To delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer (s) of the Company."

**By Order of the Board of Directors**

**Gunjan Bagla**

Company Secretary and Compliance Officer  
Membership No. A53102

Date : 08/08/2024  
Place : Kolkata

**NOTES :**

1. The Ministry of Corporate Affairs (the MCA) has, vide its circular dated 28th December, 2023 , read with circulars dated 5th May, 2023 , 5th May, 2020, 8th April, 2020 & 13th April, 2020 (collectively referred to as the MCA Circulars) and the Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/ HO/ CFD / CMD2 / CIR/P/2023/62 dated 13th May, 2023, and 5th January, 2024 read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, (the SEBI Circulars) permitted the holding of the Annual General Meeting (AGM/the Meeting) through VC/OAVM, without the physical presence of the Members at a common venue upto 31ST December, 2024. In compliance with the said provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations), the MCA Circulars and the SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue of meeting for the purpose of recording of the minutes of the proceedings of the AGM.

Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

The Company has appointed Mrs. Sweety Kapoor, Practising Company Secretary (FCS-6410, C.P.No 5738) as Scrutiniser to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the AGM the AGM in a fair and transparent manner

Corporate Shareholders (other than individuals/HUF/NRI etc. ) are required to send a scanned copy (PDF/JPG Format of its Board or governing body Resolution/ Authorization etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution can also be sent by email to scrutinizer at [sweetykapoor53@rediffmail.com](mailto:sweetykapoor53@rediffmail.com) with a copy mark to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.



2. The requisites details under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment / re-appointment at the AGM, forms integral part of the Notice.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice of this AGM will be available electronically (scanned copy) for inspection by the Members during the AGM. Members who wish to inspect such documents can send their requests to the Company to [info@beeyuoverseas.in](mailto:info@beeyuoverseas.in) by mentioning name and Folio number/DP ID and Client ID.
4. **Book Closure:** The Register of Members and Transfer Books of the Company shall remain closed from **Wednesday, 18th September, 2024 to Friday, 20th September, 2024** (both days inclusive) for the purpose of the AGM or any adjournment thereof.
5. **Green Initiative:** In order to support the “Green initiative”, Members holding shares in physical mode are requested to register their e-mail IDs with Company’s Share Transfer Agent (STA) and Members holding shares in Demat mode are requested to register their e-mail Ids with their Depository Participant. Members are entitled to receive communication in physical form, free of cost, upon making a request for the same. An electronic copy of the Annual Report for the year 2023-24 along with the Notice are being sent to all those Members whose e-mail addresses are registered with the Company / Depository Participant(s). Members may also note that the Notice of the AGM and the Annual Report are available on the Company’s website - [www.beeyuoverseas.in](http://www.beeyuoverseas.in) under Investor Relations section.
6. **Nomination Facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said form can be downloaded from the Company’s website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form or to STA in case the shares are held in physical form.

The format of the Register of Members prescribed by the MCA under the Act, requires the Company/STA to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

7. **Updation of PAN and other details:** The SEBI, vide its circular dated March,16,2024 , has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and Nomination details, by the holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. The relevant details and forms prescribed by SEBI to give effect to the aforesaid circular are available on the Company’s website. Members are requested to notify any change in their address or bank mandate to: (a) their respective Depository Participants in case of shares held in electronic form; or (b) the Company’s RTA, in case of shares held in physical form.
8. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or RTA for assistance in this regards.

Further, Members may please note that SEBI vide its Circular dated 25th January, 2023 mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website – [www.beeyuoverseas.in](http://www.beeyuoverseas.in).

9. In line with the MCA Circulars and SEBI Circular, the Notice of the AGM along with the Annual Report for the Financial Year 2023-2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, 23rd August, 2024. The Notice of the AGM will be also available on the website of the Company at [www.beeyuoverseas.in](http://www.beeyuoverseas.in), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
10. Central Depository Services Limited (“CDSL”) will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM.



11. The Members can join this AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. **The facility of participation at this AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis.** This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend this AGM without restriction on account of first come first served basis.

**GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 31ST AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:**

- (i) The remote e-Voting period will commence on **Tuesday, 17th September, 2024 (9:00 am IST) and ends on Thursday 19th September, 2024 (5:00 pm IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 13th September, 2024**, may cast their vote by remote e-Voting. 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.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting

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.

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 abovesaid 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 Demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ul style="list-style-type: none"> <li>i. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on New System Myeasi</li> <li>iii. Login with your registered user id and password.</li> <li>iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>v. Click on e-Voting service provider name to cast your vote.</li> </ul> <p><b>2. User not registered for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>i. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/">https://web.cdslindia.com/myeasi/Registration/</a> Easi Registration.</li> <li>ii. Proceed with completing the required fields.</li> <li>iii. Follow the steps given in point 1.</li> </ul> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>i. Visit URL : <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide your demat Account Number and PAN No.</li> <li>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>iv. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e-Voting is in progress.</li> </ul>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>i. Visit URL : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>i. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Proceed with completing the required fields.</li> <li>iv. Follow steps given in points 1</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>i. Open URL : <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>iv. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech.</li> <li>v. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, 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.</li> <li>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 <b>CDSL</b>	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 toll free no. : 1800 1020 990 and 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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.

**LOGIN METHOD FOR E- VOTING AND JOINING VIRTUAL MEETINGS FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM**

- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on “Shareholders” module.



- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi using** your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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 e-voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below :

	For Shareholders holding shares in Demat Form and Physical Form
<b>PAN</b>	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.</li> </ul>
<b>Dividend Bank Details, OR Date of Birth (DOB)</b>	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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (ix) After entering these details appropriately, click on **“SUBMIT”** tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the **EVSN** for the relevant < **BEEYU OVERSEAS LIMITED**> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app **“m-Voting”**. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.



**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to company - [info@beeyuoverseas.in](mailto:info@beeyuoverseas.in) or Registrar – [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card).

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops /iPad for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**NOTE FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS :**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
2. 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).
3. 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.
4. The list of accounts linked in the login 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.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.





6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email id – [sweetyp Kapoor53@rediffmail.com](mailto:sweetyp Kapoor53@rediffmail.com) and to the Company at the email address – [info@beeyuoverseas.in](mailto:info@beeyuoverseas.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Bhavesh Pimputkar (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**OTHER INSTRUCTION FOR MEMBERS:**

- (i) The Board of Directors of the Company has appointed Mrs. Sweety Kapoor, (Membership No. F6410 and C.P.No. 5738) Practicing Company Secretary as “Scrutinizer” to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the AGM in a fair and transparent manner.
- (ii) The Chairman shall, at the AGM, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
- (iii) The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 2 working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith
- (iv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.beeyuoverseas.in](http://www.beeyuoverseas.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.
- (v) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. The members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company’s website at [www.beeyuoverseas.in](http://www.beeyuoverseas.in) and the members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, Maheshwari Datamatics Pvt. Ltd., in case the shares are held in physical form.



Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India Details of Directors seeking appointment/reappointment is given hereunder:

Name of the Director	<b>Pranab Chakraborty</b>
DIN	09030036
Date of Birth/Age	15/06/1965, 59 Years
Nationality	Indian
Date of first appointment on the Board	April 15, 2021
Terms and conditions of appointment	Whole time Director for a term of three (3) years whose office shall liable to retire by rotation
Remuneration proposed to be paid	NIL
Relationship with other Directors and KMP of the company	NONE
Qualifications	B.A Graduate
Remuneration Last drawn	NIL
Experience and expertise in the specific functional area	He has vast experience of around 28 years in Management Development, interpersonal and communication skills. He brings with him a wide and rich experience of public service in various departments.
List of Directorship / in other Companies as on date	East India Green Fuels Private Limited Mayukh Vincom Private Limited Dhanlabh Marketing Private Limited Commercial Properties and Mercandise Limited
List of Membership / Chairmanship of other Committees of other companies as on date	NIL
Listed entities from which the Director has resigned in the past three years	NIL
Number of shares held in the company as on 31.03.2024	NIL
Number of meetings of the Board attended during the financial year 2023-2024	5 out of 5



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR ITEM NO 3, 4 and 5 OF THE ACCOMPANYING NOTICE**

**ITEM NO.3**

The Board of Directors of the company on the recommendation of the Nomination and Remuneration Committee re-appointed Mr Pranab Chakraborty as Wholetime Director of the Company, designated as Executive Director subject to approval of the members for a period of three years without any remuneration on the terms and conditions as contained in the appointment letter subject to approval of shareholders .

Mr.Chakraborty has conveyed his consent to continue to act as WTD of the company and has made the necessary disclosures .Mr.Chakraborty is not disqualified from being appointed in terms of Section 164 of the Companies Act,2013 and other applicable provisions . He is not debarred from holding office of director by virtue of any order passed by SEBI or any such authority .He satisfies all the conditions as set out in Part -I Of Schedule V to the Act and also conditions under Section 196(3) of the Companies Act,2013 He brings with him decades of experience and a wide spectrum of deep understanding of business ,and significant experience and in due recognition of his significant contribution in reviving the company the Board was of the opinion that for smooth and efficient working of the Company it is desirable to consider his re-appointment considering his knowledge of various aspects related to business affairs .

The terms and conditions of appointment of Mr. Chakraborty interalia includes the following;

1. Remuneration- Mr.Chakraborty appointment as an Executive Director of the company be not paid any remuneration from the date of his re-appointment and his appointment will be governed by the relevant provisions of Companies Act, 2013 and SEBI (LODR) Regulations at any time of his tenure. Mr. Chakraborty will be entitled to reimbursement of all the expenses incurred by him for and on behalf of the company and/or incurred by him in performance of the duties of the company.
2. Upon termination or upon his resignation for any reason, duly intimated to the Company he will not be liable to entitled to compensation for loss of office.

He shall be liable to retire by rotation in terms of the provisions of the Act and .he does not hold any equity shares in the company.

He shall not be entitled to any sitting fees for attending the meetings

The Board recommends the resolution as set out in the Item No 3 of this Notice for approval of the members.

Except the appointee, none of the Directors, Key Managerial personnel of the company and their relatives are concerned or interested financially or otherwise in the said resolution

**ITEM NO .4**

**M/s Agarwal & Associates**, Chartered Accountants, (FRN: 323210E) were appointed by the Board of Directors in the casual vacancy caused by resignation of M/s P. G.Shah &Co ,Chartered Accountants (FRN: 320154E) on recommendation of Audit Committee and their appointment was passed by shareholders through postal ballot to hold office till the ensuing AGM of the Company .

Further the Board of Directors in its meeting held on 21<sup>st</sup> May, 2024 based on recommendation of Audit Committee proposed to the Members the appointment of M/s Agarwal & Associates,Chartered Accountants as Statutory Auditors of the Committee to hold office from the conclusion of this AGM till the conclusion of AGM at such remuneration plus applicable taxes, and out of pocket expenses ,as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the company

**M/s Agarwal & Associates**., Chartered Accountants, (FRN: 323210E) have been in the profession for several years and provide varied services of audit and have tremendous experience.

The Audit Committee having considered various parameters recommended the re-appointment of M/s Agarwal & Associates., Chartered Accountants to the Board of Directors of the Company which has accepted and recommended the same for approval of the members for a term of 5 years ,

Pursuant to Section 139 of the Act and the Rules framed thereunder, M/s. Agarwal & Associates., Chartered Accountants, (FRN: 323210E), have conveyed their consent to be re-appointed as the Statutory Auditors of the Company along with a confirmation that their re- appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.and they satisfy the criteria provided under Section 141 of the Act and that their appointment if made shall be in accordance with the applicable provisions of the Act and the Ryules framed thereunder . As required under Listing Regulations, The Auditors hold a valid peer review certificate .issued by the Peer Review Board of ICAI .



Pursuant to Regulation 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditors:	The fees proposed to be paid to M/s Agarwal & Associates towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) to Rs. 40000/- plus applicable taxes for the financial year 2024-2025. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on recommendation of the Audit Committee.
Terms of appointment	Pursuant to Section 139(8)(i) of the Companies Act, 2013, M/s Agarwal & Associates., Statutory Auditors of the Company, shall hold office up to the conclusion of the ensuing Annual General Meeting to be held in the year 2029.
Material change in fee payable	No material change in fee for the proposed auditors
Basis of recommendation and auditor Credentials	The Audit Committee and the Board, based on the eligibility criteria prescribed under section 141 of the Companies Act, 2013 recommends the appointment of M/s. Agarwal & Associates as Statutory Auditors of the Company. Profile: Have an expertise in providing Auditing, finance, taxation, & regulatory services.

The Board recommends the ordinary resolution as set out in the Item No. 4 in this Notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the company or their relatives are interested financially or otherwise in the Resolution. in Item No 4 of this Notice.

**ITEM NO. 5**

The proposed reduction of the Equity Share Capital of Beeyu Overseas Limited ("the Company") is being undertaken in accordance with the provisions of Section 66 (l)(b)(i) of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made there under (the "Act") and specifically the Hon'ble National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("Reduction Rules"), which permits the Company to undertake a reduction of its share capital.

Subject to the receipt of the requisite approval of the Shareholders and confirmation by the Hon'ble National Company Law Tribunal ("NCLT") and such other approvals as may be required, it is proposed to reduce the issued, subscribed and paid-up capital of the Company from INR 14,14,14,530/- (Rupees Fourteen Crores Fourteen Lakhs fourteen thousand five hundred and Thirty Only) consisting of 1,41,41,453 equity shares of INR 10 each (One Crores forty-one Thousand Forty-One Lakh Four Hundred and Fifty-Three) equity shares of Rs. 10/- (Rupees Ten Only) each to INR 8,28,200/- (Rupees Eight Lakhs Twenty-Eight Thousand Two Hundred only) consisting of 82,820 (Eighty-Two Thousand Eight Hundred and Twenty) equity shares of Rs. 10/- (Rupees Ten) each by cancelling and extinguishing, in aggregate, 99.42% of the total issued, subscribed and paid-up equity share capital of the Company, comprising of 1,40,58,633 (One Crore Forty Lakhs Fifty-Eight Thousand Six Hundred and Thirty-Three) Equity Shares of Rs. 10/- (Rupees Ten) held by the shareholders of the Company.

As per Section 66 of the Act, the said resolution approving the Capital Reduction has to be passed by the Members of the Company as a Special Resolution.

**BACKGROUND**

The issued, subscribed and paid-up capital of the Company is INR 14,14,14,530 comprising of 1,41,41,453 equity shares of Rs 10 each and the securities premium is INR 2,85,18,897/- based on the Audited financial statements for the F.Y. ended March 31, 2024. Further, these financial statements reflect accumulated losses (i.e., debit balance of profit and loss account) of INR 23,14,53,545/- for the period ended March 31, 2024. Such accumulated losses have substantially wiped off the value represented by the share capital.

Considering the future prospects of growth and value addition to the Company and its Shareholders, it is proposed to realign the relationship between its capital and assets in accordance with Section 52 and Section 66 read with the National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (to the extent applicable), by writing-off the accumulated losses of INR 23,14,53,545/- reflecting in the Audited financial statements for the F.Y. ended March 31, 2024 against the Securities Premium Account, Capital Reserve and paid-up share capital balance of the Company, to have a rational structure which is commensurate with its remaining business and assets.



All documents referred to in the accompanying Special Resolution and Explanatory Statement annexed thereto are made available on the Company's website at: in and would also be available for inspection to the members at the Registered Office of the Company between 10:00 a.m. (IST) and 1:00 p.m. (IST) on any working day, except Saturdays, Sundays and public holidays.till the date of agm

The Board recommends the Special resolution as set out in the Item No. 5 in this Notice for approval of the members of the Company.as a Special Resolution

None of the Directors or Key Managerial Personnel of the company or their relatives are interested financially or otherwise in the Resolution in Item No 5 of this Notice.