



BEEYU OVERSEAS LTD.

31ST ANNUAL REPORT

2023-2024



BEEYU OVERSEAS LTD.

[CIN: L51109WB1993PLC057984]

BOARD OF DIRECTORS

Mr. Sovan Chatterjee - Independent Director and Chairman (appointed w.e.f 4th December, 2023)
Ms. Simran Saha - Independent Woman Director
Mr. Pranab Chakraborty - Wholetime Director
Mr. Harendra Kumar Baitha - Independent Director (appointed w.e.f 4th December, 2023)
Mr. Gautam Chakraborty - Independent Director (resigned w.e.f 6th December, 2023)
Mr. Ajay Deora - Independent Director (resigned w.e.f 6th December, 2023)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Gunjan Bagla

CHIEF FINANCIAL OFFICER

Mr. Shouvik Kundu

STATUTORY AUDITORS

M/s. Agarwal & Associates
Room No. 216 & 303, 7A, Bentinck Street
Kolkata - 700 001
Phone : (033) 3568-3415, 98300-21767
E-mail : rk_agarwal@rediffmail.com

REGISTRAR & SHARE TRANSFER AGENTS

Maheshwari Datamatics Pvt. Ltd.
23, R. N. Mukherjee Road
5th Floor, Kolkata - 700 001
Phone : (033) 2243-5029 / 5809, 2248-2248
E-mail : mdpldc@yahoo.com

REGISTERED OFFICE ADDRESS

15, Chittaranjan Avenue
Ground Floor, Kolkata - 700 072
E-mail : info@beeyuoverseas.in, investors.beeyu@rediffmail.com
Website : www.beeyuoverseas.in

BANKERS

DBS Bank Ltd.
3, Red Cross Place
Kolkata - 700 001

CONTENTS :

Notice	1
Board Report	14
Secretarial Audit Report	21
Directors' Non-disqualification Certificate	24
WTD & CFO Certificate	25
Management Discussion & Analysis	26
Report on Corporate Governance	28
Corporate Governance Certificate	40
Auditor's Report	41
Balance Sheet	50
Statement of Profit & Loss	51
Cash Flow Statement	52
Statement of Change in Equity	53
Notes to Financial Statements	54



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 with a copy mark to 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 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 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.

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



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> i. Visit URL : https://eservices.nsdl.com ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 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. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> i. To register click on link : https://eservices.nsdl.com ii. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> i. Open URL : https://www.evoting.nsdl.com/ ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. iv. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfintech. v. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. 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.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. : 1800 1020 990 and 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.
- (iv) Click on “Shareholders” module.



- (v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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
PAN	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">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.
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. <ul style="list-style-type: none">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).

- (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 or Registrar – 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 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.
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 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 and to the Company at the email address – 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, under help section or write an email at 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 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 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 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	Pranab Chakraborty
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 21st 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.

**BOARD'S REPORT**

Dear Shareholders,

Your Directors present the 31st Annual Report together with the Audited Financial Statements of Beeyu Overseas Ltd. for the financial year ended 31st March, 2024.

SUMMARISED FINANCIAL HIGHLIGHTS

Particulars	Current Year (in Rs.)	Previous Year (in Rs)
Total Revenue	1,564,200	1,573,000
Total Expenses	3,379,400	1,468,200
Profit /(Loss) for the year before Tax for the year from continuing operations	(1,815,200)	104,800
Less; Deferred Tax	83,000	16,200
Profit/(Loss) for the year after tax	(1,823,500)	88,600

DIVIDEND

Your Directors have not declared any dividend for the financial year ended 31st March, 2024. As permitted under the Act, the Company has incurred losses during the year under review and efforts are being made to make it profitable .

OPERATIONAL REVIEW

The Company has discontinued all its manufacturing activities. The Company is exploring suitable opportunities. The business scenario is gaining ground and the Board is optimistic that our Company will soon be able to regain its past status.

SHARE CAPITAL

There was no change in paid up capital of the Company. The paid up equity shares as on 31st March, 2024 was Rs.141,414,530. During the year under review the Company has not issued any shares or any convertible debentures. The company has not issued shares with differential voting rights to this effects.

PUBLIC DEPOSITS

Your Company has not accepted any public deposits and as such during the year, no amount on account of principal or interest on public deposits was outstanding as on date of the Balance Sheet.

BUSINESS RISK MANAGEMENT

Although the Company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. The Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the Company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter-alia are: Regulations, Competition, Business Risk, Technology Obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. Since the Company is non operational the above mentioned risks does not exist.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control commensurate with size, scale and complexity of its operations to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The Internal Auditors of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company. Further ,Statutory Auditors in its report expressed an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls.



VIGIL MECHANISM/ WHISTLE BLOWER POLICY

In order to ensure that the activities of the company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted the vigil mechanism policy. This policy is accessible on the website of the Company and the weblink for the same is http://www.beeyuoverseas.in/Whistle_Blower_Policy.pdf.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Based on recommendation of Nomination & Remuneration Committee, the Board approved the appointment of following two Non Executive Independent Directors during FY 2023-2024 and such appointment was approved by the Members by postal ballot, results of which were declared on 26th September, 2023.

1. Mr. Sovan Chatterjee - DIN : 10349322
2. Mr. Harendra Kumar Baitha - DIN : 10349324

Mr. Goutam Chakraborty and Mr. Ajay Kumar Deora Independent Directors resigned w.e.f 6th December, 2023 and they have stated that there was no other material reason for their resignation other than stated in their resignation letter.

RE-APPOINTMENT OF DIRECTOR RETIRING BY ROTATION

As per provisions of Section 152 of the Companies Act, 2013, Mr. Pranab Chakraborty (DIN : 09030036) retires by rotation and being eligible offers himself for appointment. The Board recommends his appointment to the shareholders. He has furnished requisite declaration pursuant to Section 164(2) of the Companies Act, 2014 to the effect that he is not disqualified from being continuing as a Director of the Company.

There are no Directors on the Board of the Company that has been debarred or disqualified from being appointed or continuing as director of companies by SEBI, Ministry of Corporate Affairs or any such other Statutory Authorities.

DECLARATION BY INDEPENDENT DIRECTORS

The Directors has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, the Directors eligible for appointment fulfills the conditions of being Independent as specified in the Act and Regulation 16 of the Listing Regulations which has been

INDEPENDENT DIRECTORS

There has been no change in circumstances affecting their status as Independence of the Company during the year.

The Board affirms that Independent directors are persons of integrity, possess relevant expertise and experience and are independent of management regarding proficiency the Company has adopted requisite steps towards the inclusion of the names of all Independent Directors in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar (IICA). Accordingly, the Independent Directors of the Company have registered themselves with the IICA for the said purpose. In terms of Section 150 of the Act read with Rule (4) of Companies (Appointment & Qualification of Directors) Rules, 2014 the Independent Directors are required to undertake online proficiency self assessment test conducted by IICA within a period of 2 years from the date of inclusion of their names in the data bank.

None of the Non-Executive Directors hold any equity shares of the Company. There were no inter-se relationship between any of the Directors of the Company

KEY MANAGERIAL PERSONNEL

The following persons have been appointed as Key Managerial Personnel of the Company in compliance with the provisions of section 203 of the Companies Act, 2013:

1. Mr. Gunjan Bagla - Company Secretary/ Compliance Officer
2. Mr. Shouvik Kundu - Chief Financial Officer
3. Mr. Pranab Chakraborty - Wholetime Director

BOARD EVALUATION, ITS COMMITTEE AND INDIVIDUAL DIRECTOR

Pursuant to the provision of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders Relationship Committee. The evaluation of all the Directors and the Board as a whole was conducted and the Board approved the evaluation results as collated by the Nomination and Remuneration Committee. The Board expressed satisfaction on overall functioning of the Board, Committee and performance of Directors.



DIRECTORS APPOINTMENT AND REMUNERATION

The Nomination and Remuneration Committee has laid down the criteria for Director's appointment and remuneration. These are set out in the Nomination and Remuneration Policy.

NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company Secretary is the secretary of this Committee. For maintaining the independence of the Board and separate its functions, Company's policy is to have an appropriate combination of Executive and Independent Directors.

The objectives of the NRC policy is to lay down criteria and terms and conditions with regard to identifying person who are qualified to become Directors and persons who may be appointed in KMP and SMP position and to evaluate the performance of Directors. The NRC committee of the Board (the Committee) along with the Board consider the positive attributes, independence, appropriate and diverse qualifications and skills. The Policy is available on the website of the Company and the weblink for the same is http://www.beeyuoverseas.in/docs/NOMINATION_REMUNERATION_POLICY.PDF.

BOARD MEETINGS

During the year, 5 (Five) Board Meetings were held. The maximum interval between any two meetings was within the maximum allowed gap pursuant to the Companies Act, 2013 and SEBI Listing Regulations. The dates on which the Board Meetings were held are as follows:

19.05.2023, 08.08.2023, 06.11.2023, 04.12.2023 & 16.01.2024 respectively

The details of which are also given in Corporate Governance Report. The provisions of Companies Act, 2013 and listing regulations were adhered to while considering the time gap between two meetings and did not exceed 120 days

The Board meets at regular intervals to discuss and decide on the Company affairs. The agenda for the Board and Committee Meetings include detailed notes on the items to be discussed to enable the Directors to make an informed decision.

COMMITTEES OF THE BOARD

Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee has been constituted and the composition, attendance and their terms of reference has been furnished in the Corporate Governance Report. The constitution of these committee is in compliance with provisions of the Act and Listing Regulations

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) I of the Companies Act, 2013:

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed with no material departures, if any;
- (ii) that the Directors such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the losses of the Company for that period;
- (iii) that proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the annual financial statements have been prepared on a going concern basis.
- (v) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- (vi) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

All related party transactions are placed before the Audit committee for review and approval. In line with the requirements of the Act and SEBI listing regulations the Company has formulated the Policy on materiality of related party transactions which is also available on the website of the Company. Pursuant to the provisions of the Act and SEBI Listing Regulations no material related party transactions were entered during the year by the company. Accordingly the disclosure of Related Party Transaction as required under the Section 134(3)(h) of the Act in Form AOC-2 is not applicable. Further there are no material related party transaction during the year into the Promoters, directors, KMP which may have potential conflict with the Company.



The policy on related party transactions can be accessed at

https://www.beeyuoverseas.in/Disclosures_under_Regulation_46/5/5_iv.pdf

SUBSIDIARY & ASSOCIATE COMPANIES

The Company does not have any subsidiary or associate companies or Joint Ventures

INVESTMENTS, LOANS AND GUARANTEE

There are no investments made, loans given & guarantees and securities provided by the Company during the current year and previous years.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Member of the Board and all employees in the course of day to day business operations of the Company.

The Code has been posted on the Company's website :

https://www.beeyuoverseas.in/Disclosures_under_Regulation_46/5/5_i.pdf

All the Board Members and KMP have confirmed compliance with the Code.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new Act. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act, every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Our Company has adopted a policy for prevention of Sexual Harassment of Women at workplace. During the year, Company has not received any complaint of harassment from any person dealing in association with the Company.

The following is a summary of Sexual Harassment Complaints received and disposed off during the financial year 2023-2024.

- | | |
|---|-------|
| a. Number of complaints pending at the beginning of the year | - NIL |
| b. Number of complaints of Sexual Harassment received during the year | - NIL |
| c. Number of cases pending for more than ninety days | - NIL |
| d. Number of cases pending for more than ninety days | - NIL |
| e. Number of workshops or awareness programme against Sexual Harassment carried out | - One |
| f. Nation of action taken by the Company | - N.A |
| g. Number of complaints pending at the end of the year | - NIL |

RISK MANAGEMENT

The Company has laid down well defined risk management mechanism covering the risk exposure, potential impact and risk mitigation process. The Board periodically reviews the risks and suggest steps to be taken to control and mitigate the same through a properly framework.

PREVENTION OF INSIDER TRAINING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors have confirmed compliance with the Code and the weblink is

https://www.beeyuoverseas.in/docs/BOL_code_of_Insider_Trading.pdf



AUDITORS

A) STATUTORY AUDITORS

M/s Agarwal & Associates, Chartered Accountants (ICAI Firm Registration No. 323210E) hold office upto the ensuing AGM . M/s Agarwal & Associates, Chartered Accountants (ICAI Firm Registration No. 323210E) were appointed as Statutory Auditors for a consecutive term of 5 years to hold office from the conclusion of 30th Annual General Meeting till the conclusion of the 36th Annual General meeting of the Company to be held in calendar year 2029.by the Board of Directors on recommendation of Audit Committee, subject to shareholders' approval in ensuing AGM. The Board recommends their re-appointment for approval.

There are no qualifications/ adverse remarks in the Audit Report. The Auditors have not reported any fraud during the year.

SECRETARIAL AUDITORS

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **M/s. Ekta Goswami & Associates** (ACS: 40657, C.P. No. 16778), Company Secretary in Practice to undertake the secretarial audit of the Company. The Secretarial Audit Report is annexed herewith as 'Annexure- I'.

There are no qualifications or adverse remarks by the Secretarial Auditors

B) INTERNAL AUDITORS

The Internal Audit of the Company is conducted by Mr. Sudipto Roy Chowdhury, Company Secretary in Practice (Mem No. 17131, CP No. 7420). The findings of the Internal Audit and the Action Taken Report on the Internal Audit are placed before the Audit Committee which reviews the audit findings, steps taken and the adequacy of Internal Control System.

CORPORATE GOVERNANCE

A separate section on corporate governance, practices followed by the Company, together with a certificate from the Statutory Auditors confirming compliance forms as integral part of this report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology, absorption is not applicable as no manufacturing activity took place during the year.

Foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies Act, 2014 is NIL.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is uploaded on the website of the Company and can be accessed at <https://www.beeyuoverseas.in/investors.shtml>.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is NIL as no employee falls within the limits of the Section.

The Company has Executive Director and CFO and due to financial constraints being faced by the company they have foregone their remuneration. Further, no sitting fees have been paid to any Director during the year. The Company Secretary only draws remuneration.

The particulars of the employees who are covered by the provisions contained in rule 5(2) and Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- a) Employed throughout the year : Nil
- b) Employed for part of the year : Nil

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act, 2013 and Rules made under, the Corporate Social Responsibility is not applicable to the Company for the year under review.



PRACTICING COMPANY SECRETARY CERTIFICATE ON DIRECTOR DISQUALIFICATION

The Company has obtained a Certificate from a Practicing Company Secretary confirming that none of the Directors has been debarred or disqualified from being appointed or continuing on the Board as Directors of any Company by any statutory authority.

OTHER DISCLOSURES

1. There were no material disclosures changes and commitments affecting the financial position of the Company occurring between 31st March, 2024 and the date of the Report:
2. There is no change in business of the Company.
3. Website of the Stock Exchange; Disclosure and filing with the BSE Ltd by the Company are also hosted on website of the Company.
4. Disclosures : The Company also informs by way of intimation to the Stock Exchange all price sensitive matters as such other matters which is in its opinion are material and have relevant to the shareholders.
5. The Company has hosted on its websites all the policies and other required information's.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION

There is no such amount of Unpaid or Unclaimed Dividend to be transferred to Investor and Education and Protection Fund for the financial year ended 31st March, 2024.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has undertaken familiarization programme for the Independent Directors.

DISCLOSURE UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION), RULE, 2014

The information required pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration) Rules, 2014 in respect of employees of the Company and Directors is not given as no remuneration is given to Directors, Whole time Director and CFO is not receiving any remuneration and a Company Secretary who is receiving salary.

The ratio of the remuneration of each Director to the median remuneration of the employee for the financial year- NIL as no remuneration paid to Directors/CFO.

- | | |
|--|-------|
| 1. Percentage increase in remuneration of each Director, CFO, CS in financial year | - NIL |
| 2. The percentage increase in the median remuneration of employees in the financial year | - NIL |
| 3. Average percentile increase already made in the salaries of employees other than Managerial personnel | - NIL |

BOARD EVALUATION

In compliance with the requirements of the provisions of Section 178 of the Companies Act, 2013 read with Rules made thereunder and provisions of Schedule IV to the Act as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your company has carried out a performance evaluation programme for the Board of Directors, Committees of the Board and Individual Directors for the financial year ended 31st March, 2024 The Board looking into the market scenario and present economic conditions have evaluated the performance to be satisfactory.

COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with Secretarial Standards I and II, issued by the Institute of Company Secretaries of India, pursuant to the provisions of the Companies Act, 2013.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to the provisions of the Listing Regulations, a Management Discussion and Analysis Report is enclosed and forms part of Annual Report.

ANNUAL SECRETARIAL COMPLIANCE REPORT

In terms of the provisions of Circular NO.CIR/CFD/CMD/27/2019 dated 8th February, 2019 issued by SEBI, the Company has obtained the Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2024 from Practicing Company Secretary confirming compliance of applicable SEBI Regulations and circulars thereunder.



SUBSIDIARY / ASSOCIATE / JOINT VENTURE

The Company does not have any subsidiary / associate / joint venture company. on record their sincere appreciation for the support and co-operation received from all associated with the Company.

PROCEEDINGS PENDING, IF ANY, UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

The Company has neither filed an application during the year under review nor are any proceedings pending under the Insolvency and Bankruptcy Code, 2016 as at March 31, 2024

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

No such event has occurred during the year under review.

DISCLOSURE OF CERTAIN TYPE OF AGREEMENTS BINDING ON LISTED ENTITIES PURSUANT TO SCHEDULE III PARA A, CLAUSE 5 A OF LISITNG REGULATION

There are no agreements impacting management or control of the company or imposing any restriction or create any liability upon the company.

ACKNOWLEDGEMENTS

The Company has been very well supported from all quarters and therefore your directors wish to place on record their sincere appreciation for the support and co-operation received from all associated with the Company.

For and on behalf of the Board of Directors

Place : Kolkata
Date : 21.05.2024

Sovan Chatterjee
DIN : 10349322
(Chairman)



**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2024**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9
of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Beeyu Overseas Limited
15, Chittaranjan Avenue
Ground Floor
Kolkata - 700 072

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Beeyu Overseas Limited (CIN: L51109WB1993PLC057984) having its Registered Office at 15, Chittaranjan Avenue, Ground Floor, Kolkata - 700 072, West Bengal (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31.03.2024 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the audit period)
 - (d) The Securities and Exchange Board of India (Share based employee benefit) Regulations, 2014; (Not applicable to the company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the Company during the audit period)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- (vi) The Company presently has no manufacturing activities as confirmed by the Management of the Company and as such there is no specific law applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.



- (ii) Listing Agreement entered into by the Company with BSE Limited read with (Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015)

I, further confirm that compliance of applicable financial laws including Direct & Indirect Laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I report that during the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

A. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including one woman director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- i. Mr. Sovan Chatterjee (DIN: 10349322) appointed as an Independent Director of the Company w.e.f., 04.12.2023.
- ii. Mr. Harendra Kumar Baitha (DIN: 10349324) appointed as an Independent Director of the Company w.e.f., 04.12.2023.
- iii. Mr. Goutam Chakraborty (DIN: 06966463) resigned from directorship of the Company w.e.f., 06.12.2023.
- iv. Mr. Ajay Kumar Deora (DIN: 09526857) resigned from directorship of the Company w.e.f., 06.12.2023.

B. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

I further report that during the Audit Period, the Company has not undertaken any specific event/ action that can have a bearing on the Company's compliance responsibility in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc.

I further report that during the audit period there were no instances of:

- Public/Rights/Preferential Issue of Shares/ Debentures/Sweat Equity, etc.
- Redemption/ Buy Back of Securities
- Major decisions taken by the members in pursuance of section 180 of the Companies Act, 2013
- Merger/Amalgamation/ reconstruction, etc.
- Foreign Technical Collaboration
- I further report that the

The Company has sought shareholders approval through postal ballot for the following three matters

1. APPOINTMENT OF MR. SOVAN CHATTERJEE (DIN - 10349322) AS AN INDEPENDENT DIRECTOR OF THE COMPANY
2. APPOINTMENT OF MR. HARENDRA KUMAR BAITHA (DIN - 10349324) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.
3. APPOINTMENT OF M/S. AGARWAL & ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF EXISTING AUDITORS M/S. P.G. SHAH & CO.

For Ekta Goswami & Associates

Ekta Goswami
Practising Company Secretary
ACS 40657, COP : 16778

UIN : S2016WB405300
PRCN : 2234/2022
UDIN : A040657F000409311
Date : 21/05/2024
Place : Kolkata



To

The Members

Beeyu Overseas Limited

15, Chittaranjan Avenue, Ground Floor
Kolkata - 700 072

My report of even date is to be read along with this letter.

- 1) Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I, followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Ekta Goswami & Associates**

Ekta Goswami

Practising Company Secretary
ACS : 40657, COP : 16778

UIN : S2016WB405300
PRCN : 2234/2022
UDIN : A040657F000409311

Date : 21/05/2024

Place : Kolkata

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Beeyu Overseas Limited
15, Chittaranjan Avenue
Kolkata - 700 072

We have examined the relevant registers, records, forms, returns and disclosure received from the Directors of M/s. Beeyu Overseas Limited having CIN: L51109WB1993PLC057984 and having registered office at **15, Chittaranjan Avenue, Ground Floor, Kolkata - 700072** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para – C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, West Bengal or any such other Statutory Authority.

Sl. No.	DIN	Name	Date of appointment in Company
1	09030036	PRANAB CHAKRABORTY	15/04/2021
2	09438380	SIMRAN SAHA	20/12/2021
*3	06966463	GOUTAM CHAKRABORTY	05/08/2022
**4	09526857	AJAY KUMAR DEORA	05/08/2022
5	10349324	HARENDRA KUMAR BAITHA	04/12/2023
6	10349322	SOVAN CHATTERJEE	04/12/2023

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

* MR. GOUTAM CHAKRABORTY (DIN: 06966463) resigned from directorship of the Company w.e.f., **06/12/2023**.

** MR. AJAY KUMAR DEORA (DIN: 09526857) resigned from directorship of the Company w.e.f., **06/12/2023**.

For Ekta Goswami & Associates

Ekta Goswami
Practising Company Secretary
ACS 40657, COP : 16778

UIN : S2016WB405300
PRCN : 2234/2022
UDIN : A040657F000409344

Date : 21/05/2024
Place : Kolkata



WHOLE TIME DIRECTOR (WTD) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

We, Pranab Chakraborty, Whole time Director and Shouvik Kundu, Chief Financial Officer of the Company, to the best of our knowledge and belief, certify that:

- a. We have reviewed the financial statements including cash flow statement for the financial year ended 31st March, 2024 and to the best of our knowledge and belief :
 - I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - II. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to address these deficiencies.
- d. We have indicated to the auditors and the Audit Committee:
 - I. significant changes in the internal control over financial reporting during the year;
 - II. significant changes in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - III. that there are no instances of significant fraud of which they have become aware of and involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 21/05/2024
Place: Kolkata

Pranab Chakraborty
Wholetime Director
DIN: 09030036

Shouvik Kundu
Chief Financial Officer

**MANAGEMENT DISCUSSION AND ANALYSIS****A. OUTLOOK**

The year gone by was a difficult year for the global economy, inflation and the war in Ukraine taking their toll. While these headwinds remain, the economic scenario could be changing for the better in the current year. IMF in its latest report says that 2024 could represent a turning point with pressure on growth bottoming out and inflation declining, India remains a bright spot. Notwithstanding the challenges posed by the global economy the economy is estimated to have grown over 6.5% in FY2024. Russia's invasion of Ukraine and the lingering COVID-19 pandemic continue to weigh heavily on the outlook. Global growth estimated at 3.2% in 2023 is projected to continue at the same pace in 2024 and 2025. With disinflation and steady growth, the likelihood of hard living seems to be have receded and risks to global growth seems broadly balanced.

RISKS & CONCERNS

The risk identification and assessment process is dynamic and hence the Company has been able to identify, monitor and mitigate the most relevant strategic and operational risks both during the period of accelerated growth as well as through the recessionary phase of the economy we recently witnessed. All inherent risks are measured, monitored and regularly reported to the management. Your Company has diligently followed all the Government issued guidelines including adoption of social distancing norms at work place and all necessary precautions for all employees. Cyber Security has also become necessary. Cyber frauds have become a matter of concern.

B. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your company has instituted adequate control systems commensurate with its size and scale of operation, The Audit Committee periodically reviews such systems with the help of internal and Statutory Auditors and reports to the Board on its inadequacy. The Auditors have access to all records and information of the Company. Internal Controls form an integral part of the Company's general organizational structure.

C. INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls are adequate and functioning actively. Your Company remains committed to improve the effectiveness of internal control and processes. The IFC with regard to Financial Statement are adequate in opinion of the Board of Directors.

D. HUMAN RESOURCES

Human capital continues to be a vital resource for all Company. The Company has a continuous process to monitor individual performance.

E. PROHIBITION OF INSIDER TRADING

The Company has implemented a policy prohibiting Insider Trading in conformity with applicable regulations. The trading window disclosure are intimated to Stock Exchange in advance.

F. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS;**Ratios**

Sl. No.	Ratio	31.03.2024	31.03.2023	% Variance
1	Current Ratio	18.42	23.42	21.35%
2	Debt-Equity Ratio	31.94	10.20	-213.14%
3	Debt Service Coverage Ratio	(10.87)	2.30	-572.61%
4	Return on Equity (ROE) %	(105.00)	4.00	-27.25
5	Inventory Turnover Ratio	N.A	N.A.	N.A.
6	Trade Receivable Turnover Ratio	N.A	N. A.	N.A.
7	Net Capital Turnover Ratio (in times)	N.A	N. A.	N.A.
8	Net Profit Ratio (%)	N.A	N. A.	N.A.
9	Return on Capital Employed (%)	(219.00)	4.00	-223.00
10	Return on Investment (ROI) (%)	N.A	N.A.	N.A.

The detail of key financials ratios are given in Note 12 to Financial Statement



G. CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis describing the Company's objectives, expectations or projections may be forward looking statement within the meaning of applicable securities, law and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include global and Indian demand supply conditions, finalized goods prices, changes in Government regulations tax regimes, economic development within India.

Place : Kolkata

Date : 21.05.2024

**REPORT ON CORPORATE GOVERNANCE****Company's Philosophy**

Our Company believes that any meaningful policy on Corporate Governance must provide executive freedom to the management to drive the enterprise forward without undue hindrance and simultaneously create a framework of effective accountability within which the freedom of management is to be exercised so that the decision making power vested in the executive management is used with care and responsibility to meet stakeholders' aspirations and expectations of Society. These core principles form the cornerstone of the corporate governance philosophy of your Company, namely trusteeship, transparency, empowerment and accountability, control and ethical corporate citizenship. Your Company believes that the practice of each of these leads to the creation of right corporate culture that enables the Company to be managed in a manner that fulfills the purpose of Corporate Governance.

Board of Directors**i) Composition and category of the Board**

The Board of Directors of the Company is constituted with the optimum mix of each category of Directors. The Board of Directors of the Company having expertise and experience in various fields. The size and composition of the Board confirm to the requirements of the Corporate Governance Code under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in conformity with Regulation 17 read with Rule 149 of the Act.

As on 31st March, 2024, the Board of Directors of your Company consisted of four directors out of which three are Non-Executive Independent Directors including one woman Independent director and One Executive Director and the Chairman of the Board is a Non Executive Director not related to the promoter, and accordingly has the following Composition:-

Category of Director	No. of Directors	Percentage(%)
Executive Director	1	25%
Non Executive Independent Director	3	75%

ii) Conduct of Board Proceedings, Attendance at the Board Meetings/last AGM etc.

In terms of the Company's Corporate Governance Policy, all statutory and other significant material information are placed before the Board to enable it to discharge its responsibilities of strategic supervision of the Company as trustees of the Shareholders. Five (5) Board Meetings were held during the year and the maximum interval between any two meetings was less than 120 days which is within the maximum allowed gap pursuant to the Companies Act, 2013 and SEBI Listing Regulations. The necessary quorum was present for all Board Meetings. The dates on which the Board Meetings were held are as follows:

19.05.2023, 08.08.2023, 06.11.2023, 04.12.2023 & 16.01.2024 respectively

None of the present directors are "Relative" of each other as defined in Section 2(77) of Companies Act, 2013 and Rule 4 of the Companies (Specification of Definition Details) Rules, 2014.

None of the Directors on the Board holds the office of director in more than 10 public companies or memberships in committees of the Board in more than 10 committees or Chairmanship of more than 5 committees. The attendance of the directors at the Board Meetings held during the year is given here under. It also shows details on the number of Directorships and Committee Chairmanship / Memberships held by them in Regulation 26(1)(b) in other companies excluding directorships/ memberships held in private limited companies, foreign companies, membership of managing committees of various chambers/bodies and alternate directorships. Further, only two committees viz. the Audit Committee and the Shareholders' Grievance Committee have been considered for this purpose. The composition of Board of Directors during the year as on 31st March, 2024 are as follows:

Name of the Directors	Category and Designation	Attendance at		Directorships and Chairmanship/ Membership of Board Committees in other public limited companies		
		Board meetings out of 5 held	The last AGM held on 26.09.2023	Directorship	Committee Membership including Chairmanship	Committee Chairmanship
Mr. Goutam Chakraborty	Non-Executive Chairman & Independent Director	4	YES	0	-	-
Mr. Ajay Kumar Deora	Non-Executive & Independent Director	4	YES	0	-	-
Mr. Pranab Chakraborty	Executive Director (Whole time)	5	YES	1	-	-
Ms. Simran Saha	Non-Executive & Independent Director	5	YES	0	-	-
Mr. Harendra Kumar Baitha	Non-Executive & Independent Director	1	N.A	0	-	-
Mr. Sovan Chatterjee	Non-Executive & Independent Director	1	N.A	0	-	-

**Notes :**

1. Mr. Sovan Chatterjee appointed as Non Executive Independent Chairman and Director w.e.f 04/12/2023.
2. Mr. Harendra Kumar Baitha appointed as Non Executive Independent Director w.e.f. 04/12/2023.
3. Mr. Goutam Chakraborty resigned from directorship w.e.f., 06/12/2023.
4. Mr. Ajay Kumar Deora resigned from directorship w.e.f., 06/12/2023.

None of the Directors of the Company are related as per the Companies Act, 2013 None of the Directors hold any Directorship in listed company as on 31.03.2024.

BOARD PROCEDURE

During the year, information as mentioned in Annexure X to Regulation 29 of the Listing Obligations and Disclosure

Requirements Regulations has been placed before the Board for its consideration. The company issued formal letters of appointment to independent directors in the manner as provided in the Companies Act, 2013 and Listing Regulations. The terms and conditions of appointment are disclosed on the website of the company. www.beeyuoverseas.com As required under Regulation 36(3) of Listing Regulations and revised Secretarial Standards issued by ICSI ,particulars of Directors seeking re-appointment are given in Notice of AGM.

TERMS & CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

Two Independent Directors resigned during the year due to personal reasons and have stated in their resignation letters that there was no other reason of resignation other than what stated in letter . Two Independent Directors were appointed w.e.f 04.12.2023 by the Board of Directors on recommendation of Nomination & Remuneration Committee and subsequently shareholders approved through Special Resolution by way of postal ballot .

Based on declarations received from Independent Directors , the Board of Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Act and are Independent of management . Independent Directors of the company are non executive Directors as defined under Regulation 16(1)(b) of Listing Regulation read with Section 147 (6) of the Act. The Independent Director have confirmed that they are not aware of any circumstances or situation that exists or may be reasonable anticipated that could impart or impact their ability to discharge their duties

INDUCTION & FAMILIARISATION PROGRAMME

The company has formulated a policy to familiarize the independent directors with the company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company, etc through various programmes. The details of such familiarization programmes are disclosed on the website of the company and weblink is http://www.beeyuoverseas.in/docs/FAMILIARISATION_PROGRAMME.pdf.

SKILLS /EXPERTISE/COMPETENCIES OF THE BOARD OF DIRECTORS

The Board of Directors has identified the list of core skills/expertise /competencies of the Board in Marketing, Finance and Accounts, diversified leadership and regulatory compliance, corporate legal matter, strategy planning, administration and management .all the directors in general have the appropriate mix of skills.

Name of Directors	Skills
Mr. Pranab Chakraborty	Management Development, Industry experience, interpersonal and communication skills, Knowledge of accounting
Ms. Simran Saha	Technical skills, Financial Management, Project planning and Research and Development
Mr. Sovan Chatterjee	Leadership and Legal Skill, Strategic thinking and decision making
Mr. Harendra Kumar Baitha	Financial, Operations and Marketing Skill, Behavioral skills

Code of Conduct for Board Members and Senior Management

The Board of Directors has laid down the code of conduct for all the Board members and senior management. Additionally all the independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules there under. All the Board members have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the Company.

Board Committees

There are three committees of the Board viz., the Audit Committee, Nomination & Remuneration Committee & Stakeholder Relationship Committee. The terms of reference of the Board Committees are determined by the Board from time to time. Minutes of Board Committee meetings are placed for the information of the Board. Matters requiring the Board's attention/



approval are placed before the Board by the respective Committees. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance of the Members, are provided below:

AUDIT COMMITTEE

As on 31st March, 2024, the Audit Committee of the Board consisted of three Directors namely Mr. Sovan Chatterjee, Mr. Pranab Chakraborty and Ms Simran Saha. Mr. Sovan Chatterjee acts as the Chairman of the Committee is a Non- Executive Independent Director.

The Audit Committee met 4(Four) times on 19.05.2023, 08.08.2023, 06.11.2023 & 16.01.2024 during the year respectively and the maximum interval between any two meetings was within the maximum allowed gap pursuant to the Companies Act, 2013 and SEBI Listing Regulations. And did not exceed 120 days. The attendance of each member at the Audit Committee Meetings is given herein below. The representative of the Statutory Auditors are Permanent Invitees to the Audit Committee. The Company Secretary is in attendance to the meetings.

Attendance of each member at the Audit Committee Meetings held during the year :-

Name of the Committee Member	No of Meetings entitled to attend	No. of Meetings attended
**Mr. Sovan Chatterjee, Independent (Chairman)	1	1
Mr. Pranab Chakraborty, Non Independent	4	4
Ms. Simran Saha, Independent	4	4
*Mr. Goutam Chakraborty, Independent	3	3

* Mr. Goutam Chakraborty ceased to be Member/Chairman of Audit Committee w.e.f., 06/12/2023

** Mr. Sovan Chatterjee appointed as Member and Chairman of Audit Committee w.e.f., 04/12/2023

The role and terms of reference of the Audit Committee are in accordance with all the items listed in Regulation 18 of SEBI (LODR) Regulation, 2015 with the Stock Exchange and in Section 177 of the Companies Act, 2013. Brief description of the terms of reference of the Audit Committee is as follows:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to :
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of subsection 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same,
 - c. Major accounting entries involving estimates based on the exercise of judgment by management,
 - d. Significant adjustments made in the financial statements arising out of audit findings,
 - e. Compliance with listing and other legal requirements relating to financial statements,
 - f. Disclosure of any related party transactions,
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
7. Approval of any subsequent modification of transaction of the Company with related parties.and material modifications
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
9. Discussing with internal auditors any significant findings and follow up thereon.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.



11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (In case of non payment of declared dividends) and creditors, if any
13. To review the functioning of the Whistle Blower mechanism,
14. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

STAKEHOLDERS RELATIONSHIP COMMITTEE

As on 31st March, 2024, the Stakeholders Relationship Committee of the Board consisted of three Directors namely Mr. Sovan Chatterjee, Mr. Pranab Chakraborty and Ms Simran Saha. Mr. Sovan Chatterjee acted as the Chairman of the Committee is a Non-Executive Independent Director.

There were 3 (Three) meetings held during the year- 19/05/2023, 04/12/2023 & 16/01/2024 respectively. Attendance of each member at the Stakeholder Relationship Committee Meetings held during the year

The terms of reference of the Committees are briefly set out below -

- to approve transfers/transmission/sub-division/duplicate share certificates and looks into Redressal of Shareholders'/ Investors' complaints relating to non-receipt of notices, share certificates, annual reports, dividends, transfer of shares, dematerialization of shares and other grievances.
- Review of measures taken for effective exercise of voting rights by shareholders
- review of adherence to service standards adopted by the company.
- Any other matter as prescribed by the Act and SEBI

Share transfers if any are processed weekly and approved by the Stakeholder Relationship Committee. Investor grievances are placed before the Committee. There were no pending investor complaints which remained unresolved. The Company also monitors grievance received through SEBI Complaints Redress System (SCORES) - a centralized web based complaints redress system which serves as a centralized database of all complaints received, enables uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by the investors of actions taken on the complaint and its current status. All share transfers/transmission lodged up to March 31, 2024, have been processed by the Company.

As per SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LADNRO/GN/2018/49 dated November 30, 2018, w.e.f., April 1, 2019 the transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form (Demat) with a depository. Hence, the members of the company are requested to dematerialize their shareholding to avail the benefits of dematerialization. Only the requests for transmission and transposition of securities in physical form, will be accepted by the RTA.

Name of the Committee Member	No of Meetings entitled to attend	No. of Meetings attended
Mr Pranab Chakraborty ,	3	3
Ms Simran Saha	3	3
*Mr Goutam Chakraborty	2	2
**Mr Sovan Chatterjee	2	2

* Mr. Goutam Chakraborty ceased to be Member/Chairman of Stakeholders Relationship Committee w.e.f., 06/12/2023

** Mr. Sovan Chatterjee appointed as Member- Chairman of Stakeholders Relationship Committee w.e.f., 04/12/2023

The details of complaints received and attended to during the year are given below:

- a. No. of complaints received from shareholders : NIL
- b. No. of complaints resolved / redressed : N.A
- c. No. of complaints pending as on 31st March, 2024 : NIL

No requests for share transfers and dematerialization received during the financial year were pending for more than two weeks.

Mr. Gunjan Bagla, Company Secretary, acts as the Compliance Officer.

**NOMINATION & REMUNERATION COMMITTEE**

In compliance with the provisions of Section 178 of the Companies Act, 2013 the Board of Directors of the Company had constituted a Committee. The Nomination and Remuneration Committee acts in accordance with the prescribed provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR), Regulations, 2015.

Composition

As on 31st March, 2024, the Nomination & Remuneration Committee of the Board consisted of three Directors namely Mr. Harendra Kumar Baitha, Mr Sovan Chatterjee and Ms Simran Saha. Ms Simran Saha acted as the Chairperson of the Committee is a Non-Executive Independent Director.

There were 3 (Three) meetings held during the year -19.05.2023, 04.12.2023 & 16.01.2024 respectively. No Remuneration has been paid to the Directors of the Company during the year.

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and / or removal.
- To carry out evaluation of every Director's performance
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees
- To formulate the criteria for evaluation of independent Directors and the Board
- To device a policy on Board Diversity
- To recommend / review remuneration of Managing Director(s)/ and Whole time Director(s) based on their performance and defined assessment criteria

3 (Three) Meetings were held during the year under review on 19.05.2023, 04.12.2023, and 16.01.2024 respectively. No Remuneration has been paid to the Directors of the Company during the year.

Name of the Committee Member	No of Meetings entitled to attend	No. of Meetings attended
**Mr Sovan Chatterjee	2	2
** Mr Harendra Kumar Baitha	2	2
Ms Simran Saha	3	3
*Mr Goutam Chakraborty	2	2
*Mr.Ajay Kumar Deora	2	2

**Mr. Goutam Chakraborty and Mr. Ajay Kumar Deora Ceased to be Members of Nomination and Remuneration Committee w.e.f., 06/12/2023.

* Mr. Sovan Chatterjee and Mr. Harendra Kumar Baitha appointed as Independent Directors - Members of Nomination and Remuneration Committee w.e.f., 04/12/2023.

PERFORMANCE EVALUATION OF BOARD, COMMITTEES & DIRECTORS

Pursuant to the governing provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a formal annual evaluation was carried out by the Board of its own performance and that of its committee and individual directors. During the year under review, one meeting of the Independent Directors was held wherein the performance of non-independent directors, Chairman of the Company and the Board, as a whole was reviewed. The performance evaluation of the Committees and Independent Directors was carried out by the entire Board, excluding the Director being evaluated.

INDEPENDENT DIRECTORS

Schedule IV to the Companies Act, 2013 and the Listing Regulations mandates that the Independent Directors to hold at least one meeting in every financial year, without the presence of Non-Independent Directors and members of the management.

During the year under review, One (1) separate meetings of Independent Directors was held on 16.01.2024 to discuss:

- Evaluation of the performance of Non-Independent Directors and Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company taking into accounts the views of the Executive & Non Executive Directors.
- Evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and necessarily perform its duties.



All the Independent Directors were present in the Meeting.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act, 2013 and Rules made thereunder, the Corporate Social Responsibility is not applicable to the Company.

General Body Meetings

Location and time of last three Annual General Meetings :

Sl.	Annual General Meeting	Date, Time & Venue	Special Resolutions passed
1.	30th Annual General Meeting	Video Conferencing / Other Audio Visual Means from the registered office of the Company at 15, Chittaranjan Avenue, Ground Floor Kolkata – 700 072 (Deemed Venue) on Tuesday, 26th September, 2023 at 1 p.m	NIL
2.	29th Annual General Meeting	Video Conferencing / Other Audio Visual Means from the registered office of the Company at 15, Chittaranjan Avenue, Ground Floor Kolkata – 700072 (Deemed Venue) on Monday, 26th September, 2022 at 1 p.m	1. Appointment of Ms.Simran Saha (DIN : 09438380) as an Independent Director of the company for a term of 5 (five) consecutive years. 2. Appointment of Mr.Goutam Chakraborty (DIN : 06966463) as an Independent Director of the company for a term of 5 (five) consecutive years 3. Appointment of Ms. Ajay Kumar Deora DIN: 09526857) as an Independent Director of the company for a term of 5 (five) consecutive years
3.	28th Annual General Meeting	Video Conferencing / Other Audio Visual Means from the registered office of the Company at 15, Chittaranjan Avenue, Ground Floor Kolkata – 700 072 (Deemed Venue) on Monday, 27th September, 2021 at 1 p.m	1. Regularization of appointment of Mr. Pranab Chakraborty (DIN: 09030036) as a Whole time Director of the Company for a term of 3 (three) consecutive years

There were no Extra-Ordinary General Meeting of the Company was held during the last three financial years.

During the Financial Year ended March 31, 2024, following resolutions were passed through Postal Ballot in accordance with the Section 110 of the Companies Act, 2013 and Rules framed thereunder –

Sr. No.	Particulars	Resolution Type	No. of votes in favour	No. of votes against	Remark
1	Appointment of Mr. Sovan Chatterjee (DIN - 10349322) as an Independent Director of the Company	Special	3499235 (98.0017%)	71351 (1.9983%)	Passed with requisite majority
2	Appointment of Mr. Harendra Kumar Baitha (DIN - 10349324) as an Independent Director of the Company	Special	3499245 (98.0020%)	71341 (1.9980%)	Passed with requisite majority
3	Appointment of M/S. Agarwal & Associates, Chartered Accountants as Statutory Auditors of the Company to fill the Casual Vacancy caused by resignation of existing Auditors M/s P. G. Shah & Co.	Ordinary	3499245 (98.0020%)	71341 (1.9980%)	Passed with requisite majority

The aforesaid Resolutions were passed on Thursday, 29th February, 2024, being the last date of end of e-voting, i.e. upto 5 p.m. on 29th February, 2024.

Ms. Sweety Kapoor, a Practising Company Secretary, appointed as the Scrutinizer, conducted the Postal Ballot voting process.

No Special Resolution is proposed to be passed through Postal Ballot under Section 110 of the Companies Act, 2013 and Rules framed thereunder on or before the forthcoming AGM.

No resolution requiring postal ballot is being proposed at the ensuing Annual General Meeting.



Disclosures

(a) Related party transactions

The Company has not entered into transaction(s) of materially significant nature with its Promoters, Directors or the Management, their subsidiaries or relatives, etc. that have potential conflict with the interest of the Company at large.

Related Party Transaction Policy has been formulated to regulate the transactions between Company and Related Parties. The Related party transactions policy is available at the website of the Company and the weblink is [http:// www.beeyuoverseas.in/Related_Party_Transaction_Policy.pdf](http://www.beeyuoverseas.in/Related_Party_Transaction_Policy.pdf).

(b) Compliances by the Company

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the Company by Stock Exchanges, SEBI or any statutory authorities on matters related to capital markets, during the last three years.

(c) Whistle Blower Policy

Transparency forms an integral part of the Company's Corporate Philosophy and employees are encouraged to be guardians of the Code of Conduct and Ethics and to report any variance and the weblink is http://www.beeyuoverseas.in/ Whistle_Blower_Policy.pdf.

(d) Risk Minimization Policy

The Company has formulated risk minimization policy for the guidance of the Board Members to ensure that executive management controls risk through means of a properly defined framework. The same is being monitored from time to time to ensure that all identified risks are provided for adequately.

(e) Compliance with Mandatory requirements and adoption of Non-mandatory requirements

All mandatory requirements of the Corporate Governance Code have been complied with. Among the non-mandatory requirements, the same is reviewed by the Board periodically and the same is put in place when it is required.

1. The Board –The Non Executive Chairman maintain a separate Chairman office for which company is not required to reimburse expenses
2. Modified Opinion in Audit Report During the year under review, there was no audit qualification in the Company financial statement .The Company continues to adopt the best practice to ensure a regime of unmodified audit report

3. REPORTING OF INTERNAL AUDITOR

The Internal Auditor report to the Audit Committee

The Executive Director and CFO of the Company has furnished a duly signed certificate to the Board for the year ended 31st March, 2024 in terms of Regulation 17(8) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the same has been placed in the Board Meeting on 19.05.2024.

Particulars of reappointment of Directors

This forms part of the Notice convening the Thirty Annual General Meeting.

Means of Communication

- a. The quarterly, half-yearly and annual results of the Company are generally published in The Echo of India and Arthik Lipi (English & Bengali newspaper). Therefore, no separate communications are sent to the Shareholders. The results are also posted on the Company's website www.beeyuoverseas.in shortly after these is submitted to the BSE Ltd.
- b. No presentations to the Shareholders, Institutional Investors or to Analysts have been made during the year under review.

Code of Conduct

A Code of Conduct has been laid down by the Board. This code is derived from the fundamental principle on which Beeyu Overseas Limited's corporate philosophy is based, namely, trusteeship, accountability and ethical corporate citizenship and is applicable to all Directors, senior management and employees of the Company. This has been accepted by all Directors and posted on the Company's website.

An affirmation from the Executive Director that all the Members of the Board of Directors have confirmed compliance with the Company's Code of Conduct during April, 2023 to 31st March, 2024 has been given to the Board. The weblink for the same is http://www.beeyuoverseas.in/docs/POLICY_ON_CODE_OF_CONDUCT.pdf.



Code of Conduct for Prevention of Insider Trading

Beeyu Overseas Ltd has a Code of Conduct for Prevention of Insider Trading in the shares of the Company. The Code, inter alia, prohibits purchase/sale of shares of the Company by employees while in possession of unpublished price sensitive information in relation to the Company and the weblink for the same is

http://www.beeyuoverseas.in/docs/ BOL_CODE_Of_insider_Trading.pdf.

Policy for determining Material Information

As required by Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors have approved the Policy for determining Material Information and is available at the website of the Company

Policy for Preservation of Documents and Archival Policy

As required by Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Board of Directors have approved the Policy for Prevention of Documents and Archival Policy and same is available at the website of the Company at

https://www.beeyuoverseas.in/POLICY_OF_DOCUMENT_PRESERVATION_ ARCHIVAL_OF_DOCUMENTS.pdf

Details of utilization of funds raised through preferential allotment or qualifies institutions placement:

The Company has not raised any funds through the disclosure by the Company.

Loans and advances in the nature to loans to firms/ companies in which directors are interested by name and amount

The Company has not granted any loans or advances to any firms/ companies in which any Directors are interested.

Subsidiary Company

The Company does not have any subsidiary / associates / joint venture company.

Payment made to the Statutory Auditors

During the financial year ended 31st March, 2024 the total fees paid by the Company to Auditors is given in Notes to Financial Statement No. 10.

Management Discussion & Analysis Report

This Annual Report contains a separate and detailed Management Discussion & Analysis Report.

Disclosures Under Sexual Harassment Of Women At Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at work place and has adopted a policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the Rules thereunder for prevention, prohibition and redressal of complaints of sexual harassment at workplace. There were no cases of sexual harassment reported during the year and no complaints pending as on March 31, 2024.

Disclosure with respect to demat Suspense account /Unclaimed Suspense Account – NOT APPLICABLE

During FY 2023-2024 the Company has not provided Loans and Advances in the nature of Loans to firms/companies in which the directors are interested

Particulars of directors seeking re-appointment at the ensuing agm have been provided in the Notice of AGM

The Company has followed all relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements for the Year 2023-2024.

CREDIT RATINGS

During the year, the Company has not issued any debt instruments or accepted any public deposits .

PREFERENTIAL ALLOTMENT TOQUALIFIED INSTITUTIONAL PLACEMENT

The Company has not made any preferential allotment or qualified institutional placements during the financial year 2023-2024.

**DETAILS OF SENIOR MANAGEMENT PERSONNEL AS DEFINED UNDER LISTING REGULATIONS FOR FY2023-2024**

Name	Designation
Gunjan Bagla	Company Secretary
Shouvik Kundu	CFO

SHARE TRANSFER SYSTEM

Pursuant to SEBI Circular No. SEBI/HO/ MRSD/MIRDPoD-1 dated March 16,2024 issued in supersession of earlier circulars issued by SEBI SEBI mandated all listed companies to record PAN/Nomination , contact details ,BankA/c details and Specimen signature for their corresponding folio numbers of holders of physical securities Shareholders are advised to refer the latest SEBI guidelines/circular issued for all the holders holding securities in listed companies.in physical form from time to time. And keep their KYC details updated all the time.

As per Listing regulations, shares cannot be transferred unless they are held in dematerialized form

The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 ,SH-3 and the said SEBI Circular are available on the website of the company. Members who hold shares in dematerialized form and wish to update their PAN,KYC , Bank details and Nomination are requested to contact their respective Depository Participants .

Further, shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhar to avoid freezing of folios.

Pursuant to SEBI circular dated January,25,2023 securities of the company shall be issued in dematerialized form only while processing service request in relation to issue of duplicate securities certificate ,renewal /exchange of securities certificates, endorsements, sub-division ,splitting of securities ,transmission or transposition

AGREEMENT EXECUTED BINDING ON THE COMPANY

During the financial year no such agreement executed which were binding to the company as per Clause 5 A of paragraph A of Part A of Schedule III of Listing Regulation .

SCORES

Investors can lodge complaints only through new version of SCORES from 01.04.2024 in the old scores, investors would not be able to lodge any new complaints.

General Shareholder Information 31st Annual General Meeting

Date, Time & Venue	: Friday, 20th September, 2024 at 2 pm 15,Chittaranjan Avenue, Ground Floor, Kolkata - 700 072 (W.B) through Video Conferencing/OAVM
Financial Calendar (tentative)	: Unaudited Financial Results for the First Quarter ended 30th June, 2024 on or before 14th August, 2024 Unaudited Financial Results for the Second Quarter ended 30th September, 2024 on or before 14th November, 2024 Unaudited Financial Results for the Third Quarter ended 31st December, 2024 on or before 14th February, 2025 Audited Financial Results for the Financial Year ended 31st March, 2025 on or before 30th May, 2025
Date of Book Closure	: Wednesday, 18th September, 2024 to Friday, 20th September, 2024
Dividend	: The Board of Directors have not recommended any dividend for the year ended 31st March, 2024
Listing on Stock Exchanges	: The Company's shares are listed on BSE Limited (BSE). The Company has paid the Listing Fees for 2023-2024.
Stock Code	: BSE Limited : 532645 (Physical) INE052B01011 (Demat)
Market Price Data	: BSE Limited

**Market Price Data during 2023-2024**

Month	High	Low	No. of Shares
APRIL, 2023	2.47	1.80	1,52,894
MAY, 2023	2.33	1.92	1,15,358
JUNE, 2023	2.25	1.91	1,08,637
JULY, 2023	2.40	1.72	2,05,923
AUGUST, 2023	2.04	1.65	2,50,729
SEPTEMBER, 2023	4.09	1.73	7,86,087
OCTOBER, 2023	3.24	2.35	3,81,218
NOVEMBER, 2023	2.87	2.41	1,33,572
DECEMBER, 2023	3.22	2.33	2,91,615
JANUARY, 2024	3.97	2.70	5,48,397
FEBRUARY, 2024	3.90	2.70	2,37,546
MARCH, 2024	3.34	2.71	1,74,078

Performance in comparison to broad-base indices such as BSE Sensex

Month	Monthly Closing Sensex at BSE	Monthly Closing Price In Rupees
April 2023	61112.44	1.99
May 2023	62622.24	2.01
June 2023	64718.56	2.02
July 2023	66527.67	1.85
August 2023	64831.41	1.88
September 2023	65828.41	2.89
October 2023	63874.93	2.87
November 2023	66988.44	2.49
December 2023	72240.26	2.75
January 2024	71752.11	3.97
February 2024	72500.30	2.76
March 2024	73651.35	3.16

Distribution of Shareholding as on 31st March, 2024

Shareholding	Number of Holders	Percentage (%)	Number of Shares	Percentage (%)
Upto 500	10662	81.3210	1549183	10.9549
501 to 1000	1194	9.1069	1017171	7.1928
1001 to 2000	581	4.4314	911291	6.4441
2001 to 3000	218	1.6627	571276	4.0397
3001 to 4000	93	0.7093	334555	2.3658
4001 to 5000	106	0.8085	508836	3.5982
5001 to 10000	146	1.1136	1123961	7.9480
Above 10000	111	0.8466	8125180	57.4565
Grand Total	13111	100.0000	14141453	100.0000



Shareholding Pattern as on 31st March, 2024

Category	Shareholding	
	Number of Shares Held	Shareholding %
A. PROMOTER'S HOLDING		
Promoters	-	-
a. Indian Promoters	3482460	24.6259
b. Foreign Promoters	-	-
Sub-total	3482460	24.6259
B. NON-PROMOTER'S HOLDING		
1. Institutional Investors	-	-
a. Mutual Funds and UTI	-	-
b. Banks, Financial Institutions, Insurance Companies	-	-
c. FII's	-	-
Sub-total	-	-
2. Others		
a. Bodies Corporate	175737	1.2427
b. Indian Public	9136261	64.6062
c. Others	1346995	9.5252
Sub-total	10658993	75.3741
GRAND TOTAL	14141453	100

Note : The Promoters have not pledged the shares of the Company against any loan drawn by them. This disclosure may be treated as a disclosure as required under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as a disclosure required under specified regulation of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

Corporate Governance Compliance

The Company has complied with the requirements as laid down in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Status of Dematerialization of Shares

The Company's scripts form part of the SEBI's Compulsory Demat segment for all investors. The Company has established connectivity with both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through the Registrar & Share Transfer Agent – M/s. Maheshwari Datamatics Pvt. Ltd.

The breakup of Equity Shares held in dematerialized and physical form as on 31st March, 2024 are as follows:

Particulars	No. of shareholders	No. of shares	% of Equity
NSDL	3955	9368471	29.8693
CDSL	7159	4553087	54.0670
Physical	2127	219895	16.0637
Total	13241	14141453	100

Outstanding GDRs / ADRs / Warrants or any convertible instruments, etc.

The Company has not issued these types of securities.

Address for Correspondence:

Registered Office : 15, Chittaranjan Avenue, Ground Floor, Kolkata – 700 072
E-mail: info@beeyuoverseas.in, investors.beeyu@rediffmail.com
Website: www.beeyuoverseas.in

Registrar and Share Transfer Agents : Maheshwari Datamatics Pvt. Ltd.
23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001
Phone : (033) 2248-2248
E-mail : mdpldc@yahoo.com



Pursuant to SEBI circular ,Trading Window Closure period under Clause 4 of Schedule B read with Regulation 9 of SEBI (Prohibition of Insider Trading Regulations ,2015 (PIT Regulations) Extending framework for restricting trading by Designated Persons (DPs) by freezing PAN at security level to all listed companies ,the company complied with the said requirements .

Compliance of Non Mandatory Requirements under Part E of Schedule II of Listing Regulations

1. Maintenance of Chairman office –The Non Executive Chairman has a separate office which is not maintained by the company
2. Shareholders Rights –The quarterly performance are published in newspapers and hosted on Company,s website
3. Modified opinion in Auditors Report - The Company 's financial statement for year 2023-2024 does not contain any modified audit opinion
4. Reporting of Internal Auditor – The Internal Auditor report to the Audit Committee are placed in meetings of Audit Committee

CERTIFICATE ON COMPLIANCE WITH THE CODE OF CONDUCT

As provided under Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct, for the financial year ended 31st March, 2024.

FOR BEEYU OVERSEAS LIMITED

Date : 21st May, 2024
Place : Kolkata

Pranab Chakraborty
Wholetime Director
DIN : 09030036



CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members of Beeyu Overseas Limited
15, Chittaranjan Avenue
Ground Floor
Kolkata - 700 072

I have examined the compliance of conditions of Corporate Governance by Beeyu Overseas Limited [CIN: L51109WB1993PLC057984] ('the Company'), for the year ended 31st March, 2024, as stipulated under Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, read with the matter described hereinabove, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on 31st March, 2024.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Ekta Goswami & Associates

Ekta Goswami
Practising Company Secretary
ACS 40657, COP : 16778

UIN : S2016WB405300
PRCN : 2234/2022
UDIN : A040657F000409366

Date : 21/05/2024
Place : Kolkata



INDEPENDENT AUDITOR’S REPORT

**TO THE MEMBERS OF
BEEYU OVERSEAS LIMITED**

Report on the Standalone Ind AS Financial Statements

1. We have audited the accompanying standalone Ind AS financial statements of BEEYU OVERSEAS LIMITED (“the Company”), which comprise the Balance Sheet as at March 31 2024 and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as ‘the Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us. the aforesaid Ind AS Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules. 2015, as amended. (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31. 2024, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

2. We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (“the SAs”) specified under section 143(10) of the Companies Act, 2013 (the Act”) Our responsibilities under those standards are further described in the “Auditor’s Responsibilities for the Audit of the Standalone Financial Statements” section of our report We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“the ICAI”) together with the independence requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Key Audit Matters

3. Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No.	Key Audit Matter	Auditors’ Response
1	<p>Evaluation of Going Concern Aspect</p> <p>The Company’s accumulated loss as on 31 March 2024 exceeds fifty percent of the net worth.</p>	<p>Principal Audit Observations</p> <p>The Company sold its tea manufacturing unit at Ooty. Tamilnadu a few years ago and presently it is not carrying on any tea manufacturing activity.</p> <p>The Company has also leased out its office in Kolkata.</p> <p>The revenue from leasing activity does not commensurate with the operating expenses for the past several years. Only in the financial year 2022-23, the Company earned a pre-tax profit of Rs. 1,04,826.</p> <p>These factors raise substantial doubt that the Company will be able to continue as a going concern.</p>

Information Other than the Standalone Financial Statements and Auditor’s Report thereon

4. The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis. Board’s Report including Annexures to Board’s Report. Corporate Governance, and Shareholders’ information, but does not include the Standalone Financial Statements and our Auditor’s Report thereon.
5. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.



6. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
7. If based on the work we have performed, we conclude that there is a material misstatement of this “Other Information” we are required to report that fact, we have nothing to report in this regard

Management’s Responsibility for the Standalone Financial Statements

8. The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind-AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent, and design, implementation, and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. In preparing the Standalone Financial Statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.
10. The Board of Directors is also responsible for overseeing the Company’s financial reporting process

Auditor’s Responsibility for the Audit of the Standalone Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance; but is not a guarantee that an audit conducted in accordance with the SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
12. As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also
 - i. identify and assess the risks of material misstatement of the Standalone Financial Statements whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - ii. obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls,
 - iii. evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - iv. conclude on the appropriateness of Management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
 - v. evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.



13. Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
14. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
15. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
17. Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matter which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

Report on Other Legal and Regulatory Requirements

18. As required by Section 143(3) of the Act based on our audit, we report that
 - i) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
 - ii) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - iii) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account
 - iv) in our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - v) on the basis of the written representations received from the directors of the Company as on 31 March 2024 taken on record by the Board of Directors none of the directors are disqualified from being appointed as a director in terms of Section 164(2) of the Act as on 31 March 2024.
 - vi) with respect to the adequacy of the internal financial controls over the financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - vii) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended.

In our opinion and to the best of our information and according to the explanations given to us, no remuneration for the year ended 31st March 2024 has been paid/provided by the Company to its Directors and therefore no comments are made in respect of compliance as enumerated in Section 197(16) read with Schedule V to the Act,
 - viii) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - a. the Company has some pending litigations, but impact thereof on its financial position is estimated to be not material and hence, the same has not been accounted for in its standalone Ind AS financial statements.
 - b. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts:



- c. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
- d. the Management has represented that other than those disclosed in the notes to accounts:
- no funds have been advanced or loaned or invested by the Company to or in any other person(s) or entities, including foreign entities (“intermediaries”) with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries;
 - no funds have been received by the Company from any person(s) or entities including foreign entities (“funding parties”) with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the ultimate beneficiaries; and
 - Based on the audit procedures performed, we report nothing has come to our notice, that has caused us to believe that the above representations given by the Management contain any material mis-statement.
- e. no dividend was declared or paid during the year by the Company,
- f. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 provides for maintaining books of account using accounting software which has a feature of recording audit trail (edit log). But the company has maintained the accounts manually, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the current year. And
19. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B’ a statement on the matters specified in paragraphs 3 and 4 of the Order.
-

For AGARWAL & ASSOCIATES

Chartered Accountants

[Firm’s Regn. No. 323210E]

RAJ KUMAR AGARWAL

Partner

Membership No. 052130

UDIN : 24052130BKAJPY7880

Kolkata, 21.05.2024



“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT

[Referred to in Paragraph 18(vi) under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of BEEYU OVERSEAS LIMITED on the Standalone Financial Statements for the year ended 31 March 2024]

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of BEEYU OVERSEAS LIMITED (“the Company”) as of 31 March 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act. 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act. 2013. to the extent applicable to an audit of internal financial controls Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating, effectiveness of internal control based on the assessed risk The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of un-authorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

For AGARWAL & ASSOCIATES

Chartered Accountants

[Firm's Regn. No. 323210E]

RAJ KUMAR AGARWAL

Partner

Membership No. 052130

UDIN : 24052130BKAJPY7880

Kolkata, 21.05.2024



“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT

[Referred to in Paragraph 19 under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of BEEYU OVERSEAS LIMITED on the Standalone Financial Statements for the year ended 31 March 2024]

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that -

- i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress, investment properties and relevant details of right-of-use assets.
 - B. The Company did not have any intangible assets during the year
- (b) Some of the property, plant and equipment, capital work-in-progress, investment properties and right-of-use assets were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the property, plant and equipment, capital work-in-progress, investment properties and right-of-use assets at reasonable intervals having regard to the size of the Company and the nature of its activities According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment, capital work-in progress investment property and non-current assets held for sale, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued its PPE (including right-of-use assets) or Intangible Assets or both during the year
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act. 1988 (45 of 1988) and rules made thereunder.
- ii) (a) The Company is a service company, primarily rendering rental services. Accordingly, it does not hold any physical inventories. Hence, reporting under paragraph 3(n)(a) of the Order is not applicable to the Company
- (b) The Company has not, at any point of time during the year, been sanctioned working capital limits in excess of Rupees five crore, in aggregate, from banks and financial institutions on the basis of security of current assets. Hence reporting under paragraph 3(ii)(b) of the Order is not applicable to the Company.
- iii) (a) The Company has not provided any loans or advances in the nature of loans of guarantee. or security to any entities during the year The details of balances outstanding as at 31 March 2024 are as under.

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted / provided during the year				
1. Subsidiaries	Nil	Nil	Nil	Nil
2. Joint Ventures	Nil	Nil	Nil	Nil
3. Associates	Nil	Nil	Nil	Nil
4. Others	Nil	Nil	Nil	Nil
Balance outstanding as at balance sheet date				
1. Subsidiaries	Nil	Nil	Nil	Nil
2. Joint Ventures	Nil	Nil	Nil	Nil
3. Associates	Nil	Nil	Nil	Nil
4. Others	Nil	Nil	Nil	Rs. 1.22,00,000/-

- (b) The Company has not provided any loans or advances in nature of loan or guarantee, or security to any entities during the year.
- (c) There is no schedule stipulated for repayment of principal in respect of advances in nature of loan. However the receipts of interest are regular.
- (d) There is no amount overdue in respect of advances in nature of loan advanced by the Company
- (e) As there is no schedule stipulated for repayment of principal in respect of advances in nature of loan, no amount has fallen due during the year.



- (f) The Company has not granted any loans or advances in the nature of loans during the year which are either repayable on demand or given without specifying any terms or period of repayment. However, the balance of advance in the nature of loan outstanding as at 31 March 2024 are as under

Promoters & Related Parties	Nil
Others	Rs.1,22,00,000

- iv) The Company has not given any loan to directors as envisaged in section 185 of the Companies Act, 2013 and has not given any loan, guarantee, provided security or acquired securities of other body corporate as envisaged in section 186 of the Companies Act, 2013 Accordingly reporting under paragraph 3(iv) of the Order is not applicable to the Company
- v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable Accordingly, reporting under paragraph 3(v) of the Order is not applicable to the Company.
- vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act. in respect of the activities carried on by the Company Accordingly, reporting under paragraph 3(vi) of the Order is not applicable to the Company.
- vii) (a) The amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs Goods and Services Tax, Cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
- (b) There are no material dues of Income Tax, Duty of Customs, Goods and Services Tax and Cess which have not been deposited with the appropriate authorities on account of any dispute.
- viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act. 1961 (43 of 1961) during the year.
- ix) No amount has been borrowed from any bank or financial institution or any other lender by the Company. Accordingly, reporting under the provisions of paragraph 3(ix)(a) to 3(ix)(f) of the Order are not applicable to the Company.
- x) The Company has not raised monies by way of initial public offer or further public offer including debt instruments and term loans during the year. Accordingly, the provisions of paragraph 3(x)(a) & 3(x)(b) of the Order are not applicable to the Company.
- xi) No fraud by the Company and no material fraud on the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit Accordingly, the provisions of paragraph 3(xi)(a) to 3(xi)(c) of the Order are not applicable to the Company.
- xii) The Company is not a Nidhi Company Accordingly, the provisions of-paragraph 3(xii)(a) to 3(xii)(c) of the Order are not applicable to the Company.
- xiii) The transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv) (a) The Company has an internal audit system which is in commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv) The Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the provisions of paragraph 3(xv) of the Order are not applicable to the Company
- xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act. 1934 Accordingly, the reporting under paragraph 3(xvi) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities
- (c) The Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India
- (d) There is no Core Investment Company as a part of this Company.
- xvii) The Company has not incurred any cash losses during the financial year ended 31 March, 2024 and in the immediately preceding financial year.



- xviii) M/s P G Saha & Co, statutory auditors of the company, had resigned during the year and in their place, we were appointed as statutory auditors of the company.
- xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of plans of the Board of Directors and the Management, we are of the opinion that no material uncertainty exists as on the date of the audit report that the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is solely based on the facts up to the date of audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when due.
- xx) The Company is not required to transfer any amount to fund specified in Schedule VII to the Companies Act, 2013. Hence reporting under paragraph 3(xx)(a) & 3(xx)(b) of the Order is not applicable to the Company.
- (xxi) As the Company has no consolidated financial statements, reporting under paragraph of the Order is not applicable to the Company.

For AGARWAL & ASSOCIATES

Chartered Accountants

[Firm's Regn. No. 323210E]

RAJ KUMAR AGARWAL

Partner

Membership No. 052130

UDIN : 24052130BKAJPY7880

Kolkata, 21.05.2024

**BALANCE SHEET AS AT 31ST MARCH, 2024**

(Rs. in hundreds)

	Notes	As at March 31, 2024		As at March 31, 2023	
		Rs.	Rs.	Rs.	Rs.
ASSETS					
NON-CURRENT ASSETS					
(a) Property, Plant & Equipment	1	102,321		104,777	
(b) Other Non-Current Assets	2	<u>65,647</u>	167,968	<u>67,100</u>	171,877
CURRENT ASSETS					
(a) Financial Assets					
(i) Cash & Cash Equivalents	3	4,552		2,966	
(ii) Others	4	<u>124,160</u>		<u>146,142</u>	
		128,712		149,108	
(b) Other Current Assets	2	<u>3,403</u>	132,115	<u>2,427</u>	151,535
TOTAL ASSETS			<u>300,083</u>		<u>323,412</u>
EQUITY AND LIABILITIES					
EQUITY					
(a) Equity Share Capital	5	1,414,145		1,414,145	
(b) Other Equity		<u>(1,405,864)</u>	8,281	<u>(1,387,629)</u>	26,516
LIABILITIES					
NON-CURRENT LIABILITIES					
(a) Financial Liabilities					
(i) Other Financial Liabilities	6	264,510		270,392	
(b) Deferred Tax Liability	7	<u>20,118</u>	284,628	<u>20,035</u>	290,427
CURRENT LIABILITIES					
(a) Financial Liabilities					
(i) Other Financial Liabilities	6		<u>7,174</u>		<u>6,469</u>
TOTAL EQUITY & LIABILITIES		-	<u>300,083</u>	-	<u>323,412</u>

The accompanying notes 1 to 15 are an integral part of the Financial Statements.

In terms of our report of even date
For AGARWAL & ASSOCIATES
Chartered Accountants
[Firm's Regn. No. 323210E]

Raj Kumar Agarwal
Partner
Membership No. 052130
UDIN : 24052130BKAJPY7880
Date : 21/05/2024
Place : Kolkata

On behalf of the Board
BEEYU OVERSEAS LIMITED

Shouvik Kundu
Chief Financial Officer

Gunjan Bagla
Company Secretary

Sovan Chatterjee
Director
DIN : 10349322

Pranab Chakraborty
Whole time Director
DIN : 09030036

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024** (Rs. in hundreds)

	Notes	For the year ended		For the year ended	
		March 31, 2024		March 31, 2023	
		Rs.	Rs.	Rs.	Rs.
I	Revenue from Operations	-	-	-	-
II	Other Income	8	15,642	15,730	
III	Total Income (I + II)		15,642		15,730
IV	EXPENSES				
	Employee Benefits Expense	9	1,800	2,505	
	Depreciation and Amortisation Expenses		2,456	2,457	
	Other Expenses	10	11,978	9,720	
	Bad Debt		17,560	-	
	Total Expenses		33,794		14,682
V	Profit before Tax (III - IV)		(18,152)		1,048
VI	Tax Expense				
	Current Tax	11	-	-	
	Deferred Tax	11	83	162	
			83		162
VII	Profit for the year (V - VI)		(18,235)		886
VIII	Other Comprehensive Income				
	(A) Items that will not be reclassified to profit or loss		-	-	
	(B) Items that will be reclassified to profit or loss		-	-	
			-	-	
IX	Total Comprehensive Income (VII + VIII)		(18,235)		886
X	EARNINGS PER SHARE (EPS)				
	Equity shares of face value Rs.10 each				
	Basic Earnings Per Share		(0.13)	0.01	
	Weighted No. of shares used in computing EPS		14,141,453	14,141,453	

The accompanying notes 1 to 15 are an integral part of the Financial Statements.

In terms of our report of even date
For AGARWAL & ASSOCIATES
Chartered Accountants
[Firm's Regn. No. 323210E]

On behalf of the Board
BEEYU OVERSEAS LIMITED

Raj Kumar Agarwal
Partner
Membership No. 052130
UDIN : 24052130BKAJPY7880
Date : 21/05/2024
Place : Kolkata

Shouvik Kundu
Chief Financial Officer

Gunjan Bagla
Company Secretary

Sovan Chatterjee
Director
DIN : 10349322

Pranab Chakraborty
Whole time Director
DIN : 09030036

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2024**

(Rs. in hundreds)

	2023-2024	2022-2023
	Rs.	Rs.
1. CASH FLOWS FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before taxes and extra-ordinary items as per Statement of Profit and Loss	(18,152)	1,048
Adjustments to reconcile net profit before tax to cash provided by operating activities		
Bad Debt Written Off	17,560	-
Depreciation & Amortisation	2,456	2,457
Operating Profit before working capital changes	<u>1,864</u>	<u>3,506</u>
Changes in current assets and liabilities		
Other Financial Assets / Current Assets	4,422	(1,026)
Other Financial Liabilities / Current Liabilities	705	141
Cash generated from operations	<u>6,991</u>	<u>2,621</u>
Net Income tax (paid) / refund	(976)	739
Net cash provided by operating activities	<u>6,015</u>	<u>3,360</u>
2. CASH FLOWS FROM INVESTING ACTIVITIES		
Changes in Non-Current Assets - Pre-payment of Lease Rent	1,453	1,452
Net cash used in investing activities	<u>1,453</u>	<u>1,452</u>
3. CASH FLOWS FROM FINANCING ACTIVITIES		
Other Financial Liabilities	(5,882)	(5,882)
Net cash used in financing activities	<u>(5,882)</u>	<u>(5,882)</u>
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	1,586	(1,070)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	2,966	4,036
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>4,552</u>	<u>2,966</u>

In terms of our report of even date
For AGARWAL & ASSOCIATES
Chartered Accountants
[Firm's Regn. No. 323210E]

On behalf of the Board
BEEYU OVERSEAS LIMITED

Raj Kumar Agarwal
Partner
Membership No. 052130
UDIN : 24052130BKAJPY7880
Date : 21/05/2024
Place : Kolkata

Shouvik Kundu
Chief Financial Officer

Gunjan Bagla
Company Secretary

Sovan Chatterjee
Director
DIN : 10349322

Pranab Chakraborty
Whole time Director
DIN : 09030036



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024 (Rs. in hundreds)

	Balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the reporting year		
	Rs.	Rs.	Rs.		
A. EQUITY SHARE CAPITAL					
For the year ended March 31, 2023	14,14,145	-	14,14,145		
For the year ended March 31, 2024	14,14,145	-	14,14,145		
B. OTHER EQUITY					
	Reserves & Surplus				
	Capital Reserve	Securities Premium Reserve	Retained Earnings	Items of Other Comprehensive Income	Total
	Rs.	Rs.	Rs.	Rs.	Rs.
Balance as at March 31, 2023	623,483	285,189	(2,296,301)	-	(1,387,629)
Profit / (Loss) for the year	-	-	(18,235)	-	(18,235)
Other Comprehensive Income	-	-	-	-	-
Total Comprehensive Income for the year	623,483	285,189	(2,314,536)	-	(1,405,864)
Balance as at March 31, 2024	623,483	285,189	(2,314,536)	-	(1,405,864)



NOTES TO FINANCIAL STATEMENTS (2023-2024)

1 PROPERTY, PLANT & EQUIPMENT AS AT MARCH 31, 2024

(Rs. in hundreds)

Particulars	GROSS BLOCK						DEPRECIATION & AMORTISATION						NET BOOK VALUE										
	As at 01.04.2022		Withdrawals & Adjustments		As at 31.03.2023		Additions		Withdrawals & Adjustments		As at 31.03.2024		Up to 31.03.2024		On Withdrawals & Adjustments		Up to 31.03.2024		As at 31.03.2023		As at 31.03.2024		
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
Office Buildings	120,756	-	-	-	-	120,756	-	-	-	-	14,739	2,457	-	17,196	2,456	-	-	19,652	101,104	103,560	106,017		
Furniture & Fixtures	1,193	-	-	-	-	1,193	-	-	-	-	-	-	-	-	-	-	-	-	1,193	1,193	1,193	1,193	
Office Equipment	24	-	-	-	-	24	-	-	-	-	-	-	-	-	-	-	-	-	24	24	24	24	
TOTAL	121,973	-	-	-	-	121,973	-	-	-	-	14,739	2,457	-	17,196	2,456	-	-	19,652	102,321	104,777	107,234	107,234	



NOTES TO FINANCIAL STATEMENTS (2023-2024)

(Rs. in hundreds)

	As at March 31, 2024		As at March 31, 2023	
	Rs.	Rs.	Rs.	Rs.
2 OTHER ASSETS	Current	Non-Current	Current	Non-Current
Advances other than capital advances				
Security Deposits - with Statutory Authorities	-	296	-	296
Advance with Revenue Authorities	1,951	-	975	-
Other Advances	1,452	65,351	1,452	66,804
	3,403	65,647	2,427	67,100
3 CASH AND CASH EQUIVALENTS				
Balances with Banks - Current Accounts	4,412		2,719	
Cash on Hand	140		247	
	4,552		2,966	
4 OTHER FINANCIAL ASSETS				
Other financial assets				
Advance against Professional Fees	2,160		-	
Advances in nature of Loan	122,000		146,142	
	124,160		146,142	
5 EQUITY SHARE CAPITAL	No. of Shares	Rs.	No. of Shares	Rs.
Authorised Capital				
Ordinary Shares of Rs.10 each	16,000,000	1,600,000	16,000,000	1,600,000
Issued, Subscribed & Paid-up Share Capital				
Ordinary Shares of Rs.10 each fully paid-up	14,141,453	1,414,145	14,141,453	1,414,145
(A) Reconciliation of number of shares outstanding at the beginning and end of the year				
Outstanding at the beginning of the year	14,141,453	1,414,145	14,141,453	1,414,145
Issued and allotted during the year	-	-	-	-
Outstanding at the end of the year	141,415	1,414,145	141,415	1,414,145
(B) Shareholders holding more than 5% of the Ordinary Shares in the Company	No. of shares	% holding	No. of shares	% holding
Quantum Wealth Solutions Private Limited	1,541,208	10.90	1,541,208	10.90
Classic Nirman Private Limited	1,941,252	13.73	1,941,252	13.73
(C) Shareholding of Promoters Shares held by the promoter at the end of the year				
Promoter Name	No. of shares	% holding	% change during the year	
Current Year				
Quantum Wealth Solutions Private Limited	1,541,208	10.90	-	
Classic Nirman Private Limited	1,941,252	13.73	-	
TOTAL	3,482,460			
Previous Year				
Quantum Wealth Solutions Private Limited	1,541,208	10.90	-	
Classic Nirman Private Limited	1,941,208	13.73	-	
TOTAL	3,482,460			

(D) Rights, preferences and restrictions attached to the Ordinary Shares

The Ordinary Shares of the Company, having par value of Rs.10 per share, rank pari passu in all respects including voting rights and entitlement to dividend.



NOTES TO FINANCIAL STATEMENTS (2023-2024)

(Rs. in hundreds)

	As at March 31, 2024		As at March 31, 2023	
	Rs.	Rs.	Rs.	Rs.
6 OTHER FINANCIAL LIABILITIES	Current	Non-Current	Current	Non-Current
Others				
Advance Lease Rentals	5,882	264,510	5,882	270,392
Liabilities for Expenses	895	-	587	-
Statutory Liabilities	397	-	-	-
	<u>7,174</u>	<u>264,510</u>	<u>6,469</u>	<u>270,392</u>
7 DEFERRED TAX LIABILITY				
Deferred Tax Liability	<u>20,118</u>		<u>20,035</u>	
		<u>20,118</u>		<u>20,035</u>

Movement on deferred tax liability balance

	Opening Balance	Recognised in profit or loss	Recognised through Other Comprehensive Income	Recognised directly in Equity	Reclassified to profit or loss	Closing Balance
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
2023-24						
Deferred tax liability in relation to:						
Fiscal Allowances on Property, Plant & Equipment, etc.	20,035	83	-	-	-	20,118
Total Deferred Tax Liability	<u>20,035</u>	<u>83</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>20,118</u>
2022-23						
Deferred tax liability in relation to:						
Fiscal Allowances on Property, Plant & Equipment, etc.	19,872	162	-	-	-	20,035
Total Deferred Tax Liability	<u>19,872</u>	<u>162</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>20,035</u>

	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Rs.	Rs.	Rs.	Rs.
8 OTHER INCOME				
Interest Received	9,760		9,848	
Sub-Lease Rent	<u>5,882</u>		<u>5,882</u>	
		<u>15,642</u>		<u>15,730</u>
9 EMPLOYEE BENEFITS EXPENSE				
Employees' Remuneration - Salaries	<u>1,800</u>		<u>2,505</u>	
		<u>1,800</u>		<u>2,505</u>



NOTES TO FINANCIAL STATEMENTS (2023-2024)

(Rs. in hundreds)

	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Rs.	Rs.	Rs.	Rs.
10 OTHER EXPENSES				
Advertisement	104		85	
AGM & e-Voting Charges	295		224	
Auditors' Remuneration - Statutory Audit Fee	472		148	
Conveyance, General, Subscription & Processing	80		524	
Custodian Fees	1,269		1,070	
Filing Fees	62		60	
Lease Rental	1,452		1,452	
Legal, Professional & Consultancy	3,248		1,811	
Professional Tax	150		-	
Software Charges	28		-	
Listing Fees	3,835		3,540	
Postage, Courier, Printing & Stationery	200		99	
Share Registration Fees	648		572	
Website Maintenance Charges	135		135	
		11,978		9,720
11 INCOME TAX EXPENSES				
Amount recognised in Profit or Loss				
Current Tax				
Income Tax for the year	-		-	
Adjustments / (Credits) related to previous years - Net	-		-	
Total Current Tax	-		-	
Deferred Tax				
Deferred Tax for the year	83		162	
Total Deferred Tax	83		162	
Total of "Income Tax Expenses"		83		162

12 ADDITIONAL REGULATORY INFORMATION**(i) Title deeds of immovable property not held in name of the Company**

With respect to immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment, capital work-in progress, investment property and non-current assets held for sale, the title deeds of such immovable properties are held in the name of the Company, wherever applicable, as at the balance sheet date.

(ii) Fair value of investment property

The Company did not have any Investment Property during the year under reference.

(iii) Revaluation of property, plant & equipment

The Company has not revalued its Property, Plant & Equipment (including right-of-use assets) or Intangible Assets or both during the year.

(iv) Loans or advances in the nature of loan

The Company has not granted any loans or advances in the nature of loans during the year which are either repayable on demand or given without specifying any terms or period of repayment. However the balance of advance in the nature of loan outstanding as at 31 March 2024 are as under:

Sl.	Particulars	Amount (Rs. in hundreds)
a	Promoters & Related Parties	-
b	Others	1,22,000



NOTES TO FINANCIAL STATEMENTS (2023-2024)

12 ADDITIONAL REGULATORY INFORMATION (Contd.)

(v) Capital-work-in progress (CWIP)

The Company did not have any projects under progress during the year.

(vi) Intangible assets under development

The Company did not have any intangible assets during the year.

(vii) Details of benami property held

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and Rules made thereunder.

(viii) Borrowings from banks or financial institutions

The Company did not have any borrowings from banks or financial institutions at any point of time during the year.

(ix) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(x) Relationship with struck off companies

The Company has no transactions with the companies struck off under the Companies Act, 2013 or Companies Act, 1956.

(xi) Registration of charges or satisfaction with registrar of companies

There were no charges registered in the name of the Company during the year.

(xii) Compliance with number of layers of companies

The Company has complied with the number of layers as prescribed in section 2(89) of the Companies Act read with Companies (Restriction on number of layers) Rules, 2017.

(xiii) Compliance with approved scheme(s) of arrangement(s)

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(xiv) Utilisation of borrowed funds and share premium

The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- a directly or indirectly lend or invest in other persons or entity identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
- b provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(xv) Undisclosed income

There was no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that had not been recorded in the books of account.

(xvi) Crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(xvii) Corporate social responsibility (CSR)

The provisions of section 135 of the Companies Act, 2013 relating to CSR are not applicable to the Company.



NOTES TO FINANCIAL STATEMENTS (2023-2024)

12. ADDITIONAL REGULATORY INFORMATION (Contd.)

(xviii) Financial ratios

Sl.	Ratio	Numerator	Denominator	2023-24	2022-23	% Variance	Remarks for variance more than 25%
1	Current Ratio (in times)	Current Assets	Current Liabilities	18.42	23.42	21.35%	Not applicable
2	Debt - Equity Ratio (in times)	Total Debt	Shareholders' Equity	31.94	10.20	-213.14%	Capital eroded due to loss on account of bad debt.
3	Debt Service Coverage Ratio (in times)	Earnings available for debt service	Debt Service	(10.87)	2.30	-572.61%	Due to less cash profit
4	Return on Equity (ROE) (%)	Net Profit after Tax minus Pref. Dividend	Average Shareholders' Equity	(105.00)	4.00	-2725%	Great Loss due to bad debt
5	Inventory Turnover Ratio (in times)	Cost of Goods Sold	Average Inventory	N. A.	N. A.	N. A.	Not applicable
6	Trade Receivables Turnover Ratio (in times)	Sales	Average Accounts Receivables	N. A.	N. A.	N. A.	Not applicable
7	Trade Payables Turnover Ratio (in times)	Purchases / Services Utilised	Average Accounts Payables	N. A.	N. A.	N. A.	Not applicable
8	Net Capital Turnover Ratio (in times)	Net Sales	Working Capital	N. A.	N. A.	N. A.	Not applicable
9	Net Profit Ratio (%)	Net Profit after Tax	Net Sales	N. A.	N. A.	N. A.	Not applicable
10	Return on Capital Employed (%)	Earnings before Interest & Taxes	Capital Employed	(219.00)	4.00	-223.00%	Great Loss due to bad debt
11	Return on Investment (ROI) (%)	Income generated from investments	Average Investments	N. A.	N. A.	N. A.	Not applicable



NOTES TO FINANCIAL STATEMENTS (2023-2024)

13 SIGNIFICANT ACCOUNTING POLICIES

13.01 STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (**'the Act'**), The financial statements have also been prepared in accordance with the relevant preparation requirement of the Companies Act, 2013. The Company has adopted Ind AS from April 1, 2017,

13.02 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared in accordance with historical cost convention except for certain items that are measured at fair values, as explained in the accounting policies.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability transaction between the market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company considers the asset or liability characteristics at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for the Share-Based Payment transactions which are within the scope of Ind AS 102 - Share-Based Payments; Leasing transactions that are within the scope of Ind AS 116 - Leases; and measurement that have some similarities to fair value but are not fair value such as net realizable value in Ind AS 2 - Inventories or value in use in Ind AS 36 - Impairment of Asset.

13.03 USE OF ESTIMATES

The preparation of the financial statements in conformity with Ind AS requires the Management to make judgments, estimates, and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, disclosures of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision of the accounting estimates are recognised in the period in which the estimate is revised if the estimate affects only that period; they are recognised in the period of revision and future periods if the revision affects both the current and future periods.

13.04 PROPERTY, PUNT, AND EQUIPMENT-TANGIBLE ASSETS

Property, plant, and equipment are stated at the cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, the cost includes deemed costs which represent the carrying value of the property, plant, and equipment recognised as at April 1, 2016 measured as per the previous GAAP.

Cost is inclusive of the inward freight, duties and taxes, and incidental expenses related to the acquisition of the fixed asset. Expenses capitalized include borrowing costs, wherever applicable, directly attributable to the acquisition, construction, and production of qualifying assets. All upgrades/enhancements are expensed off as revenue expenditure unless they bring significant additional benefits.

An item of property, plant, and equipment is de-recognised upon disposal or when no future • economic benefits are expected to arise from the continued use of an asset. Any gain or loss arising from the disposal or retirement of an item of property, plant, and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

Depreciation on these assets commences when they are ready for their intended use which is generally on commissioning. Items of property, plant, and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the asset after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight line basis.

The Management estimates the useful lives for the fixed assets as follows:-

Office Buildings	60 Years
Furniture & Fixtures	10 Years
Office Equipment	3 Years

The residual values and useful lives of the property, plant, and equipment are reviewed at each balance sheet date and changes, if any, are treated as changes in accounting estimates.



NOTES TO FINANCIAL STATEMENTS (2023-2024)

13 SIGNIFICANT ACCOUNTING POLICIES (Contd.)

13.05 IMPAIRMENT OF ASSETS

Impairment Loss, if any, is provided to the extent the carrying amount of the asset exceeds their recoverable amount. Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognized as an increase in carrying amounts of the asset to the extent it does not exceed the carrying amounts that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised in previous years.

13.06 FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Financial assets and financial liabilities are recorded when the Company becomes a party to the contractual provision of the relevant instrument and are initially measured at fair value. Transactions cost directly attributable to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way traders) are recognised on trade date i.e. the date when the Company commits to purchase or sell the asset.

- **Recognition and De-recognition of Financial Assets:**

Financial Assets include Investments, Trade Receivables, Advances, Security Deposits, Cash, and Cash Equivalents. Such assets are initially recognised at the transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Financial Assets are de-recognised when the right to receive cash flows from the asset has expired or has been transferred and the Company has transferred substantially all the risks and rewards of ownership,

- **Classification / Re-classification of Financial Assets:**

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial Assets are classified as those measured at:

- a) Amortised cost, where the financial assets are held solely for the collection of cash flows arising from payments of principal and/or interest.
- b) Fair value through other comprehensive income (FVTOCI), where the financial asset is held not only for the collection of cash flows arising from payments of principal and/or interest but also from the sale of such asset. Such assets are subsequently measured at fair value, with unrealised gain or losses arising from changes in fair value being recognised in other comprehensive income.
- c) Fair value through profit or loss (FVTPL), where the assets are measured in accordance with the approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gain or losses arising from changes in fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade Receivables, Advances, Security Deposits, Cash, and Cash Equivalents are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes.

When and only when the business model is changed, the Company shall reclassify all the affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without retaining the previously recognised gains, losses and interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial instruments.

- **Impairment of Financial Assets:**

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances, security deposits held at amortised costs, and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on information or evidences available without undue cost or effort.



NOTES TO FINANCIAL STATEMENTS (2023-2024)

13 SIGNIFICANT ACCOUNTING POLICIES (Contd.)

Expected credit losses are assessed and loss allowances are recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

- **Financial Liabilities:**

Borrowings, Trade Payable, and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost Any discount or premium on redemption or settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet. Financial Liabilities are de-recognised when the liability is extinguished i.e., when the contractual obligation is discharged, cancelled, and on expiry.

- **Offsetting Financial instruments:**

Financial Assets and Financial Liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

13.07 REVENUE RECOGNITION

Interest income is accounted for on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

Other Incomes are accounted for on confirmation provided by the constituents.

13.08 LEASES

Leases are recognised as financial leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Company as Lessee: Assets used under finance lease are recognised as property, plant, and equipment in the Balance Sheet for an amount that corresponds to the lower of fair value and the present value of minimum lease payments determined at the inception of the lease and a liability is recognised for an equivalent amount.

The minimum lease payments are apportioned between finance charges and the reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the Statement of Profit and Loss.

13.09 EMPLOYEE BENEFITS

Short-term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service has been rendered.

Contributions to Provident Fund & other Funds including under the provisions of the Employees' Provident Fund and Miscellaneous Provisions Act, 1952, will be accounted for on an accrual basis whenever applicable.

Leave encashment benefit had been determined on the basis of actuarial valuation up to March 31, 2010, However, during the previous year as well as in the current year no Actuarial Valuation was considered necessary in view of the resignation of most of the employees.

Provision for Gratuity is not made in accounts and is accounted for as and when paid.

13.10 TAXES ON INCOME

Taxes on income comprise (a) Current Tax and (b) Deferred Tax,

Current Tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment of tax payable in respect of previous years.

Deferred Tax is recognised on account of temporary differences between the carrying amounts of assets and liabilities and the amount used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

**NOTES TO FINANCIAL STATEMENTS (2023-2024)****13 SIGNIFICANT ACCOUNTING POLICIES (Contd.)**

Deferred tax assets are recognised for future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary difference can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when deferred tax balances are related to the same taxation authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

13.11 CLAIMS

Claims against the Company not acknowledged as debt are disclosed after a careful evaluation of facts and legal aspects of the matter involved.

The Company has ongoing litigations with various regulatory authorities. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on the Management's assessment of the specific circumstances of each dispute and relevant external advice, Management provides for its best estimate of the liability. Such accruals are by nature complex and can take a number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in the Note to the Financial Statements.

13.12 PROVISIONS

Provisions are recognised when as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is the best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

13.13 FINANCIAL AND MANAGEMENT INFORMATION SYSTEM

The Company's Accounting System is designated to unify the financial records, to comply with the relevant provisions of the Companies Act, 2013, and to provide financial information appropriate to the businesses and facilitate internal control.

14 RELATED PARTY DISCLOSURES**14.01 Disclosure of transactions between the Company and related entities and the status of outstanding balances as on 31.03.2024: -**

List of Key Managerial Personnel (KMP):-

Mr, Pranab Chakraborty	Whole-time Director
Mr. Gautam Chakraborty	Independent Director (resigned w. e. f. 06.12.2023)
Mr Ajay Kumar Deora	Independent Director (resigned w. e. f. 06.12.2023)
Mr Sovan Chatterjee	Independent Director (appointed w. e. f. 04.12.2023)
Mr Harendra Kumar Singh	Independent Director (appointed w. e. f. 04.12.2023)
Ms. Simran Saha	Woman Independent Director
Mr Shouvik Kundu	Chief Financial Officer
Ms. Gunjan Bagla	Company Secretary

14.02 Remuneration to Key Managerial Personnel other than MD/Manager/WTD:**(Amount in Rs. hundreds)**

Remuneration to Company Secretary - Rs.1,800 (2023-24); Rs.2,325 (2022-23)

15 ADDITIONAL NOTES

15.01 The Company was maintaining separate accounts in scheduled banks for dividends declared for the financial years 2002-03, 2003-04, and 2004-05 from which dividends were paid to the shareholders. It is learnt that in respect of stale dividend warrants the scheduled banks transferred the sums to the Reserve Bank of India since long as the accounts have remained inoperative for years. As the Company is not holding any amount in Unclaimed Dividend Account as of now, no amount is transferable to Investor Protection & Education Fund.



NOTES TO FINANCIAL STATEMENTS (2023-2024)

15 ADDITIONAL NOTES (Contd.)

- 15.02** There is no employee who is in receipt of remuneration exceeding Rs.10,200,000 per annum when employed throughout the year or Rs.850,000 per month when employed for a part of the year.
- 15.03** There was no manufacturing or trading activity of the Company during the current year or in the previous year and hence disclosure under Segment Reporting does not arise.
- 15.04** There are no dues outstanding for more than 45 days during the year, payable by the Company to its suppliers of goods and services which are covered by the Micro, Small, and Medium Enterprises Development Act, 2006.
- 15.05** Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

The accompanying notes 1 to 15 are an integral part of the Financial Statements.

In terms of our report of even date
For AGARWAL & ASSOCIATES
Chartered Accountants
[Firm's Regn. No. 323210E]

On behalf of the Board
BEEYU OVERSEAS LIMITED

Raj Kumar Agarwal
Partner
Membership No. 052130
UDIN : 24052130BKAJPY7880
Date : 21/05/2024
Place : Kolkata

Shouvik Kundu
Chief Financial Officer

Gunjan Bagla
Company Secretary

Sovan Chatterjee
Director
DIN : 10349322

Pranab Chakraborty
Whole time Director
DIN : 09030036