

**PROPOSED SCHEME FOR
REDUCTION OF SHARE CAPITAL
OF
BEEYU OVERSEAS LTD.
WITH
ITS SHAREHOLDERS AND CREDITORS**

**UNDER SECTION 66 READ WITH SECTION 52 AND OTHER APPLICABLE SECTIONS
OF THE COMPANIES ACT, 2013 AND NATIONAL COMPANY LAW TRIBUNAL
(PROCEDURE FOR REDUCTION OF SHARE CAPITAL OF COMPANY) RULES, 2016**

PARTS OF THE SCHEME

The Scheme is divided into the following parts:

PART A deals with the preamble and details of the Company

PART B deals with definitions, rationale and salient features of the Scheme

PART C deals with the reduction of share capital of the Company and

PART D deals with general terms and conditions applicable to the Scheme.



PART A: THE PREAMBLE AND DETAILS OF THE COMPANY

PREAMBLE

1. This scheme of reduction of Issued, Subscribed and Paid up share capital ("**the Scheme**") is presented under the provisions of Section 66 read with Section 52 and other relevant provisions of the Companies Act, 2013 ("**the Act**") read with National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("**the Rules**") for the cancellation and extinguishment of 1,40,58,633 fully paid up equity shares i.e. approx. 99.42% of the Issued, Subscribed and Paid up share capital of Beeyu Overseas Ltd. ("**the Company**") as well as various other matters consequential or otherwise integrally connected hereto specified in this Scheme.

DETAILS OF THE COMPANY

2. Background of the Company:

Beeyu Overseas Ltd. (hereinafter called as the "Company" or "Beeyu" or BOL") was incorporated on 04th March 1993 under the provisions of the Companies Act 1956 bearing CIN: L51109WB1993PLC057984. The registered office address of the Company is situated at 15, Chittaranjan Avenue, Ground Floor, Kolkata West Bengal, India-700072. The e-mail id of the Company is info@beeyuoverseas.in and PAN of the company is AABCB3327K. The equity shares of the company are listed on BSE Limited ("the BSE").

3. Objects of the Company:

The main objects of the Company as set out in the Memorandum of Association are as follows;

- a. *To act as liaison officer, representatives in any capacity, consignees, commission agent, arhatiyas, middleman, brokers, factors or contract agents for any government, government body, statutory body, body corporate, firm, individuals or any other entity, legal or otherwise whether in India or outside.*
- b. *To export and import whether as principal agent, representative or otherwise any goods, article, commodity, machinery, agricultural produce item, document, service, technical know-how, patent, software or the like.*



c. To grow, raise, tend, cultivate tea, coffee, cinchona, rubber and other produce and to establish, acquire, maintain and carry on the business of planters, cultivators, manufacturers, producers, growers, processors, re-processors, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, consignors, jobbers, brokers, concessionaries and dealers in and with all kinds of tea, tea seeds, tea leaves, tea plants, coffee, coffee beans, coffee plants, coffee seeds, chinchona, rubber, vegetable, oil seeds, cotton sugar, jute, vegetable oil, edible oil, minerals, petrol chemicals and other produce of the soil in all or any of its branches to prepare, manufacture and render marketable any such produce and to sell, export, dispose off and deal in any such produce either, in its prepared, manufactured or raw state and to manufacture and sell tea boxes, seed boxes, tea machineries and spare parts, insecticides, germicides, fungicides, pesticides, general stores, tractors, trailers, powertillers, irrigation equipments all kinds of farm and agricultural machinery, implements and other articles in connection with the cultivation, manufacture, packing and sale of tea, coffee and other produce of the soil.

4. Capital Reduction and the Articles of Association of the Company:

Article 63 of the Articles of Association of the Company authorizes the Company by special resolution to reduce its share capital in any manner. Article 63 of the Articles of Association of the Company for the sake of ready reference, is set out hereunder:

"The Company may (subject to the provisions of Sections 78, 80, 100 to 105 of the Act) from time to time by Special Resolution reduce its share capital or any Capital Redemption Reserve Account or Share Premium Account in anyway authorised by law and in particular may pay off any paid up share capital upon the footing that it may be called up again or otherwise and may if and so far as is necessary, alter its Memorandum by reducing the amount of its share capital and of its shares accordingly."

5. Share capital of the Company:

The share capital structure of the Company, as on March 31, 2024 is as under:

Particulars	Amount in Rs. (in Hundreds)
Authorised share capital	16,00,000



1,60,00,000 Equity Shares of Rs. 10/- each	
Total	16,00,000
Issued, subscribed & paid-up share capital	14,14,145
1,41,41,453 Equity Shares of Rs. 10/- each	
Total	14,14,145

6. Key Financial Aspects:

The key aspects with respect to the financial performance of the Company for the financial year ended March 31, 2024 are as summarized below:

Particulars	Amount in Rs. (in Hundreds)
Subscribed, issued and fully paid-up share capital	14,14,145
Accumulated Losses	2,314,535
Capital Reserve	6,23,483
Securities Premium	2,85,189
Net Worth	8,281



PART B: DEFINITIONS, RATIONALE AND PURPOSE OF THE SCHEME

7. Definitions

In this Scheme (as defined hereinafter), unless inconsistent with the subject or context, the following expressions shall have the following meaning:

- 7.1 "Accumulated Losses"** means and includes the total amount shown under the head "Other Equity" as retained earnings appearing in the audited financial statement of the Company as at 31 March, 2024.
- 7.2 "Act"** means the Companies Act, 2013 and the rules, regulations, circulars and notifications issued thereunder, including without limitation the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, each as amended from time to time;
- 7.3 "The Board"** means the Board of Directors of Beeyu Overseas Ltd. and shall include a duly constituted committee thereof.
- 7.4 "BSE"** means Bombay Stock Exchange Limited of India.
- 7.5 "Capital Reduction"** means the reduction of 1,38,76,300 (One crore thirty eight lakhs seventy six thousand three hundred) equity shares of face value INR 10 (Rupees Ten only) per equity share held by promoter and public shareholders, without payment of any consideration to them.
- 7.6 "Company"** means Beeyu Overseas Ltd., a Company having CIN: L51109WB1993PLC057984 incorporated under the provisions of the Companies Act, 1956 on 04th Day of March, 1993.
- 7.7 "Effective Date"** (or) the "Scheme being effective" for this Scheme shall mean the date on which a certified copy of the order of the NCLT along with the minutes as approved by Hon'ble NCLT under Sections 66 of the Act read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 is filed with the office of the Registrar of Companies;



- 7.8 "Equity Shares"** means fully paid-up equity shares of Rs. 10/- each issued by the Company.
- 7.9 "Ind AS"** means the Indian Accounting Standards prescribed under Section 133 of the Act;
- 7.10 "Listing Regulations"** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 7.11 "ROC"** means the Registrar of Companies, Kolkata having jurisdiction over the Company;
- 7.12 "Rules"** means National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, as amended from time to time;
- 7.13 "Record Date"** means the date to be fixed by Board of Directors for the reduction of share capital as per the scheme.
- 7.14 "NCLT"** means the National Company Law Tribunal, bench at Kolkata, West Bengal.
- 7.15 "Scheme" or "the scheme" or "this scheme"** means this Scheme of Capital Reduction of the Company in its present form submitted to NCLT or any other appropriate authority or with any modification(s) made under Clause 11 of this Scheme.
- 7.16 "SEBI"** means the Securities and Exchange Board of India;
- 7.17 "SEBI Circular"** means the SEBI Circular Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/P/2023/93 dated June 20, 2023, as amended from time to time
- 7.18 "Stock Exchanges"** means the stock exchanges where the equity shares of the Company are listed and are admitted to trading, viz, BSE Limited,

All terms and words not defined in the Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act,



Securities Contract Regulation Act, 1956, Securities Exchange Board of India Act, 1992, Listing Regulations and other applicable laws, rules, regulations, bye laws, as the case may be or any statutory modifications or re-enactment thereof from time to time.

8. Interpretation:

In this scheme, unless the context otherwise requires:

- a. References to persons shall include individuals, bodies corporate (wherever incorporated), unincorporated associations and partnerships;
- b. The headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;
- c. Words in the singular shall include the plural and vice versa; and
- d. The words "including", "include" or "includes" shall be interpreted in a manner as though the words "without limitation" immediately followed the same;
- e. Any document or agreement includes a reference to that document or agreement as varied, amended, supplemented, substituted, novated or assigned, from time to time, in accordance with the provisions of such a document or agreement;
- f. The words "other", or "otherwise" and "whatever" shall not be construed ejusdem generis or be construed as any limitation upon the generality of any preceding words or matters specifically referred to;
- g. The term "Clause" refers to the specified clause of this Scheme.

9. Rationale and purpose of the scheme:

The background and circumstances, which justify the proposed scheme, is inter-alia as follows:

- a. The proposed reduction of the equity share capital of Company is being undertaken in accordance with the provisions of Section 66 read with Section 52 of the Act and the rules made thereunder and specifically the Rules, which permit a company to undertake a reduction of its share capital in any manner, read with the Listing Regulations and the SEBI Master Circular.



- b. The accumulated carry forward losses resulting from the cessation of business operations, have substantially wiped off the value represented by the Share Capital thus the financial statements do not reflect the correct picture of the health of the Company. This has given rise to the need to re-adjust the relation between capital and assets and to accurately and fairly reflect the liabilities and assets of the Company in its books of accounts.
- c. The Scheme of Reduction of Share Capital after full implementation will result in making its balance sheet leaner. It is further expected that the reflection of financial statement of the post reduction would ensure that the Company attracts new source of revenue, if deemed necessary in future to enable the Company to engage in further profitable operations.
- d. The Scheme of Reduction of Share Capital is presented with a view to achieve restructuring of the Company which would result in reduction of the accumulated losses of the Company and improvement in financial health as more business activities shall be brought into the Company thereby preventing it from becoming a sick company.
- e. Upon the Scheme coming into effect, the accumulated losses of Rs. 23,14,53,545 (Rupees twenty-three crore fourteen lakhs fifty-three thousand and Five Hundred and Forty-Five only) will be first adjusted from the Capital Reserve and Securities Premium Reserve amounting to Rs. 6,23,48,318 and Rs. 2,85,18,897 respectively. The remaining balance of the accumulated losses will be adjusted from the issued, subscribed and paid-up equity share capital of the Company by cancelling & extinguishing 1,40,58,633 equity shares of face value INR 10 (Rupees Ten only) per equity share amounting to Rs. 14,05,86,330 (Rupees fourteen crore five lakhs eighty-six thousand and three hundred and thirty only i.e. about 99.42% of the share capital.

Adjustment of the Accumulated Losses:

Particulars	Amount in Rs. (in Hundreds)
A. Accumulated Losses as at the financial year ended 31 March, 2024	2,314,535
B. Adjustment from the below balance:	
(Less) Capital Reserve	(6,23,483)
(Less) Securities Premium Reserve	(2,85,189)



(Less) <i>Paid up capital</i>	(1,405,863)
Accumulated losses after adjustments given in "B" above as at 31 March 2024	NIL

- f. The proposed reduction of equity share capital of the Company would not have any adverse effect on the creditors and employees of the Company or the Company's ability to fulfil its commitments or meet its obligations in the ordinary course of business as there is no payout resulting from the proposed capital reduction.



PART C - REDUCTION OF SHARE CAPITAL OF THE COMPANY

10. Reduction of Share Capital:

- 10.1. The proposed reduction of the equity share capital of Company is being undertaken in accordance with the provisions of Section 66 read with Section 52 of the Act and the rules made thereunder and specifically the Rules, which permit a company to undertake a reduction of its share capital in any manner, read with the Listing Regulations and the SEBI Master Circular.
- 10.2. Upon the Scheme becoming effective after securing necessary approvals and permissions, without any further act, instrument or deed, the accumulated losses of Rs. 23,14,53,545 (Rupees twenty three crore fourteen lakh fifty three thousand Five Hundred and Forty five only) will be first adjusted from the Capital Reserve and Securities Premium Reserve amounting to Rs. 6,23,48,318/- and Rs. 2,85,18,897/- respectively. The remaining balance of the accumulated losses will be adjusted from the issued, subscribed and paid-up equity share capital of the Company by cancelling & extinguishing 1,40,58,633 equity shares of Rs 10 each amounting to Rs. 14,05,86,330/- (Rupees fourteen crore five lakh eighty-six thousand and three hundred and thirty only i.e. about 99.42% of the share capital.
- 10.3. Notwithstanding the reduction as mentioned above, the Company shall not be required to add "and reduced" as a suffix to its name and the Company shall continue in its existing name.
- 10.4. **Re-organisation of paid-up share capital and its impact on the company:**
The share capital of the company before and after the Capital Reduction in terms of this Scheme shall be as under:



Particulars	As on date of approval of the Scheme by Board of Directors		Post capital reduction in terms of this Scheme	
	Number of equity shares	Amount (in INR)	Number of equity shares	Amount (in INR)
Authorized equity share Capital	1,60,00,000	16,00,00,000	1,60,00,000	16,00,00,000
Issued Subscribed and Paid-up Capital	1,41,41,453	14,14,14,530	82,820	8,28,200

- 10.5. The Capital Reduction and the consequent cancellation of the equity share capital, Capital reserve, the securities premium reserve and retained earnings of the Company as herein above, shall be affected as per the provisions of Section 66 read with Section 52 of the Act and other applicable provisions of the Act, rules (including the Rules) and regulations made there under upon the Scheme becoming effective.
- 10.6. The Capital Reduction will not cause any prejudice to the creditors of the Company as there will not be any reduction in the amount payable to the respective creditors. The liabilities with respect to payments due to the creditors will be discharged by the Company in accordance with the terms of their agreements with the Company, if any, or in the ordinary course of business, as the case may be. Further, in absence of any payment to the shareholders pursuant to the capital reduction, it does not alter, vary, or affect the rights of the Creditors in any manner.
- 10.7. The Capital Reduction will not have any adverse impact on the employees and workers of the Company in any manner and their service shall be continuous and they will continue to enjoy the same benefits as they used to before the Capital Reduction.
- 10.8. The scheme does not affect any legal proceeding by or against the Company.
- 10.9. The Scheme does not in any manner alter, vary or affect the payment of any dues or outstanding amounts including all or any of the statutory dues payable or outstanding.



- 10.10. The Scheme does not envisage transfer or vesting of any of the properties and/or liabilities of the Company to any person or entity.
- 10.11. The Scheme is merely a Capital Reduction and does not involve any conveyance or transfer of any property of the Company and does not involve any issue of shares. Consequently, the order of NCLT approving the Scheme will not attract any stamp duty.
- 10.12. During the pendency of this Scheme, the shareholders will be eligible for all the rights in the capacity of shareholders of the Company including but not limited to receiving the dividend and bonus shares, participate in right issue and buy-back, voting in the shareholders' meeting and participate in any other corporate action taken by the Company.
- 10.13. The proposed Scheme is expected to be beneficial to the Company, its shareholders and all other stakeholders.



**PART D - OTHER DISCLOSURES, VALUATION GENERAL TERMS AND CONDITIONS
APPLICABLE TO THE SCHEME**

11. OTHER DISCLOSURES:

- 11.1. No investigations or proceedings have been instituted and are pending against the Company under the Act.
- 11.2. The Company has not accepted any deposits under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Hence, the Company is not in arrears with respect to repayment of any deposits or interest thereon, as on the date of filing of this Scheme.
- 11.3. The Scheme will not have any adverse effect on any directors, key managerial personnel, promoters, non-promoter members, creditors and employees and depositors of the Company.
- 11.4. The Company does not have any debenture holders. The Scheme will be in the best interest of all the stakeholders of the Company.
- 11.5. The benefits of the Scheme to the Company and its respective members, creditors and employees, as perceived by the Board of the Company are mentioned in Part B of the introduction of this Scheme (Rationale of Scheme).

12. COMPLIANCE

- 12.1. The consent of the members of the Company for the Capital Reduction and this Scheme shall be obtained through a special resolution under the provisions of Section 66 of the Act and any other applicable provision.
- 12.2. The Scheme, if sanctioned, shall be fully in compliance of the Securities and Exchange Board of India Act, 1992, Listing Regulations and SEBI Master Circular.
- 12.3. The Scheme has been drawn up to comply with the provisions of the Income-tax Act, 1961 to the extent applicable. If any terms or the provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the Income- tax Act at a later date including resulting from a retrospective amendment of law or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the Income-



tax Act, 1961 shall prevail and the Scheme shall stand modified to that extent determined necessary to comply with the provisions of the Income-tax Act, 1961.

13. ACCOUNTING TREATMENT IN THE BOOKS OF THE COMPANY

Upon the Scheme becoming effective, the accumulated losses amounting to Rs. 23,14,53,545 as appearing on the balance sheet for the financial year 2023-24, will be adjusted by way of debit to (i) the capital reserve account for Rs. 6,23,48,318 (Six Crores Twenty-Three Lakhs Forty-Eight Thousand Three Hundred and Eighteen only) (ii) the Securities Premium account for Rs. 2,85,18,897/- (Two Crores Eighty-Five Lakhs Eighteen Thousand Eight Hundred Ninety-Seven only) and (iii) the remaining portion of the accumulated losses by paid-up equity share capital for Rs. 14,05,86,330 (Rupees fourteen crore five lakh eighty-six thousand and three hundred thirty only) in compliance with the generally accepted accounting principles in India.

14. MINUTE

The form of minute proposed to be registered under Section 66(5) of the Act and Rule 6(2) of the Rules is as follows:

"The issued, subscribed and paid-up capital of Beeyu Overseas Ltd. is henceforth INR 8,28,130 (Rupees eight lakh twenty eight thousand one hundred and thirty only) divided into 82,820 (Rupees eighty two thousand eight hundred and Twenty only) equity share of INR 10 (Rupees Ten only) each reduced from 14,14,14,530 (Rupees fourteen crore fourteen lakh fourteen thousand five hundred and thirty only) of INR 10 (Indian Rupees Ten) each."

15. CONDUCT OF BUSINESS BY COMPANY:

The Scheme does not involve any financial outlay / outgo and therefore, will not affect the ability or liquidity of the Company to meet its obligations / commitments in the normal course of business. Further, this Scheme will also not in any way adversely affect the ordinary operations of the Company during the course, or after the approval, of the Scheme.



16. APPLICATION TO THE TRIBUNAL

The Company shall make applications/petitions under Section 66 read with section 52 and other applicable provisions of the Act to the NCLT for the sanction of this Scheme, minute of reduction and all matters ancillary or incidental thereto.

17. MODIFICATIONS/ AMENDMENTS TO THE SCHEME:

- 17.1. The Company will be at liberty to apply to the NCLT from time to time for necessary directions in matters relating to this Scheme or any terms thereof, in terms of the Act.
- 17.2. Subject to the provisions of the SEBI Circular, the Company through its Board, may assent to any modifications/ amendments to the respective section of this Scheme and/ or to any conditions or limitations, including such modifications/ amendments and/ or conditions or limitations that the Tribunal, the SEBI, the Stock Exchanges and/ or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them. The Company, through its authorized representatives, be and is hereby authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions, that may arise in relation to the meaning or interpretation of the respective sections of this Scheme or implementation thereof or in any manner whatsoever connected therewith, whether by reason of any directive or order of the Tribunal or any other authority or otherwise, howsoever arising out of, under or by virtue of this Scheme and/ or any matters concerned or connected therewith and to do and execute all acts, deeds, matters and things necessary for giving effect to this Scheme.

18. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

- (a) the Scheme being approved by the members of the Company through special resolution and provided that the votes cast by the public shareholders in favour of the Scheme are more than the number of votes cast by the public shareholders against it through e-voting in terms of Para 1(A)(10) of Annexure I of SEBI Master Circular.



- (b) the Scheme being approved by the creditors of the Company as prescribed under the Act and/or as may be directed by NCLT and/or any other appropriate authority as may be applicable;
- (c) the Company obtaining the observation letter / no-objection letter from the relevant Stock Exchanges for the implementation of the Scheme;
- (d) the Scheme being sanctioned by the Tribunal under Section 66 and any other applicable provision of the Act;
- (e) certified copy of the order of the Tribunal sanctioning this Scheme and the minute of reduction being filed with the ROC by the Company; and
- (f) the requisite, consent, approval or permission of the Central Government or any other statutory or regulatory authority, if any, which by law may be necessary for the implementation of this Scheme.

19. EFFECT OF NON-RECEIPT OF APPROVALS

- 19.1. In the event of any of the sanctions and approvals referred to in Para 17 above not being obtained and / or the Capital Reduction not being sanctioned by the Hon'ble Tribunal or such other appropriate authority, if any, this Capital Reduction shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Capital Reduction or as may otherwise arise in law and agreed between the relevant parties.
- 19.2. The Board of the Company shall be entitled to revoke, cancel and declare the Scheme or any part thereof to be of no effect and/ or to withdraw the Scheme or any part thereof and respective applications/ petitions filed with the Tribunal for any reason including if the Board is of view that the coming into effect of the Scheme or of any part thereof, in terms of the provisions of this Scheme or filing of the drawn up orders with any authority could have adverse implication on the Company or in case any condition or alteration imposed by the Tribunal or any other authority or entity is not on terms acceptable to them.



20. COSTS, CHARGES AND EXPENSES

The Company shall bear all the costs, charges, taxes including duties, levies and all other expenses, if any arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto.

21. SEVERABILITY

If any part of this Scheme is found invalid, unworkable for any reason whatsoever, ruled illegal by any court of competent jurisdiction or unenforceable under present or future laws, the same shall not, subject to the decision of Board of Directors, affect the validity or implementation of the other parts and/or provisions of this Scheme.

22. MISCELLANEOUS

- 22.1. Notwithstanding the Capital Reduction, the listing benefits of the Company on all the Stock Exchange(s) shall continue and the Company will comply with the applicable provisions of the listing agreement with the Stock Exchange(s) for listing and trading of shares of the Company.
- 22.2. The designated stock exchange for interaction with the Securities and Exchange Board of India in terms of Paragraph I(A)(1)(a) of Annexure I of the SEBI Master Circular shall be BSE Limited.

