



# Beeyu Overseas Ltd.

**Registered Office :**

Fulhara (Bhingachh), P.O. Ramganj  
Block - Islampur, Dist. Uttar Dinajpur  
Pin - 733 207 (West Bengal)  
CIN : L51109WB1993PLC057984

**Corporate Office & Correspondence Address :**

'Beeyu House', 64A, Ballygunge Circular Road  
Kolkata - 700 019, Phone : 2248-4787  
E-mail ID : info@beeyuoverseas.in  
Website : www.beeyuoverseas.in

Dated: 01/10/2016

The General Manager  
Corporate Relationship Dept.

**BSE limited**

1st Floor, New Trading Ring  
Rotunda Building  
P J Towers  
Dalal Street, Fort  
Mumbai – 400 001

**BSE Scrip Code: 532645**

**Sub: Annual Report - Regulation 34 of the SEBI (LODR) Regulations, 2015**

Dear Sir,

We are pleased to submit herewith the 23<sup>rd</sup> Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

Thanking you

Yours faithfully

For **BEEYU OVERSEAS LIMITED**

*H.P. Thacker*



Hemant Premji Thacker  
Whole-time Director  
DIN: 01662072

Encl: A/a



***BEEYU OVERSEAS LTD.***

**23RD ANNUAL REPORT**

**2015 - 2016**



## **BEEYU OVERSEAS LTD.**

### **BOARD OF DIRECTORS**

Mr. Ramesh Kumar Jhavar - Independent Director & Chairman  
Mr. Hemant Premji Thacker - Whole time Director  
Mr. Santanu Chattopadhyay - Independent Director  
Mrs Ambika Baruah - Independent Director

### **STATUTORY AUDITORS**

M/s Rohit Shukla & Associates  
'B' Block, 7th Floor, India House  
69, Ganesh Chandra Avenue  
Kolkata - 700 013

### **REGISTRAR & SHARE TRANSFER AGENTS**

Maheshwari Datamatics Pvt. Ltd.  
6, Mangoe Lane  
2nd Floor, Kolkata - 700 001  
Phone : (033) 2243-5029 / 5809, 2248-2248  
Fax : (033) 2248-4787  
E-mail : mdpldc@yahoo.com

### **REGISTERED OFFICE**

Beeyu Overseas Limited  
Fulhara (Bhimgachh)  
P. O. : Ramganj  
Block : Islampur  
Dist. Uttar Dinajpur - 733 207 (W.B.)

### **CORPORATE OFFICE & COMMUNICATION ADDRESS**

Beeyu Overseas Limited  
"Beeyu House"  
64A, Ballygunge Circular Road  
Kolkata - 700 019  
Phone : (033) 2280-9267  
Website : [www.beeyuoverseas.in](http://www.beeyuoverseas.in)  
E-mail : [info@beeyuoverseas.in](mailto:info@beeyuoverseas.in)

### **BANKERS**

The Laxmi Vilas Bank Ltd.

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**NOTICE**

Notice is hereby given that the 23rd Annual General Meeting of the Members of Beeyu Overseas Limited (the Company) will be held at the Registered Office of the Company at Fulhara (Bhimgachh), P.O. Ramganj, Block: Islampur – 733 207, Dist: Uttar Dinajpur, West Bengal on Friday, 30th September, 2016 at 10.00 A.M to transact the following business:-

**AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2016 along with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hemant Premji Thacker (holding DIN No. 01662072) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following proposed as an Ordinary Resolution:-

**“RESOLVED THAT** in furtherance to the resolution passed in the Twenty first Annual General Meeting held on 30th September, 2014 appointing M/s. Rohit Sukhla & Associates, Chartered Accountants, (Registration No. 315178E), as the Statutory Auditors of the Company to hold office from the conclusion of Twenty first Annual General Meeting until the conclusion of the Twenty fourth Annual General Meeting and in terms of the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, & the relevant rules made thereunder, the appointment of M/s. Rohit Shukla & Associates, Chartered Accountants (Registration No. 315178E), Kolkata as the Auditors of the Company be and is hereby ratified, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at such remuneration as may be recommended by the Audit Committee of the Board of Directors and finalized by the Board of Directors in consultation with the Statutory Auditors.

**AS SPECIAL BUSINESS:**

**4. AMENDMENT AND ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION**

To consider and if thought fit, to pass, the following Resolution as Special Resolution:-

**“RESOLVED THAT** pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and allied Rules made there under (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), the new set of Articles of Association of the Company except Articles pertaining to Directors as at the date of adoption of these Articles’ be and are hereby approved and adopted as the new set of Articles of Association of the Company in substitution for, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

**5. RE-APPOINTMENT OF MR. HEMANT PREMJI THACKER (DIN:01662072) AS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR AND CFO OF THE COMPANY.**

To consider and if thought fit, to pass, the following Resolution as Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the reappointment of Mr. Hemant Premji Thacker (DIN: 01662072) as Whole Time Director of the Company, designated as Executive Director & Chief Financial Officer (CFO) of the Company, who is eligible for appointment, for a period of 5 years with effect from 1st August, 2016, without any remuneration on terms and conditions as set out in the Explanatory Statement annexed to the Notice .”

**‘RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors**

**Date : 10th August, 2016  
Place : Kolkata**

**Hemant Premji Thacker  
Whole-Time Director  
DIN: 01662072**



**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF AGM.**  
**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. Shareholders are requested to bring their copy of Annual Report of the Meeting.
4. Members/ Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID number and those who hold shares in Physical form are requested to write their Folio No. in the Attendance Slip for attending the Meeting.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 & Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from **28/09/2016 to 30/09/2016 (both days inclusive)**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut off date i.e., **23rd September, 2016** only shall be entitled to avail the facility of either e-voting or voting at the AGM through ballot paper.
6. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/ bank account details to the Registrar & Share Transfer Agents (RTA), M/s. Maheshwari Datamatics Pvt. Ltd. at 6, Mangoe Lane, Kolkata- 700001. Members holding shares in electronic form are requested to notify the change in the above particulars, if any, directly to their Depository Participants (DP). Equity Share of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.
7. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended effective 19th March, 2015 and Listing Regulations with stock exchange, the Resolutions proposed at this AGM will be transacted through electronic voting system from a place other than the venue of the Meeting ("remote e-voting ") for which purpose the Company has engaged the services of CDSL. The Board of Directors has appointed Mr. Atul Kumar Labh, Practising Company Secretary M/s. A.K. Labh & Co. as the Scrutinizer for this purpose.
8. The facility for ballot will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the AGM. Members who cast their votes by remote e- voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again.  
  
Ministry of Corporate Affairs has taken Green Initiative in the Corporate Governance by allowing the companies to send various notices/documents including audited financial results, director's report, auditors report, general meeting notices to the members through electronic mode to the registered email addresses of the shareholders. Members are therefore requested to register their email addresses with the Company and also keep a note to inform any change in your email address. As per SEBI's circular in respect of transaction involving transfer of shares in physical form of a listed company, it is mandatory for the transferee(s) to furnish copy of PAN card for registration of transfer of Shares.
9. Corporate Members are requested to send to the Company/RTA, a duly certified copy of the Board Resolution/Power of Attorney pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
10. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
11. The Company's Equity Shares are listed on BSE Ltd. and upto date listing fees have been paid in time.
12. Members who are holding Shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holding into one folio. The Share Certificates will be returned to the Members after incorporating requisite changes thereon.
13. Electronic copy of the Annual Report, 2016 and Notice are being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice 2016 are being sent in the permitted mode.



14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication- Annual Report, Notices, Circulars, etc. from the Company electronically.
15. Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rules made thereunder, Members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the unfortunate event of their death.

**E-voting Instruction sheet**

I. The instructions for remote e-voting are as under:

- (i) The voting period for remote e-voting begins on Tuesday, 27th September, 2016 at 9 A.M. and ends on Thursday, 29th September, 2016 at 5 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper shall be made available at the Meeting to the Members as on the "cut-off date i.e., record date attending the meeting, who have not cast their vote by remote e-voting to exercise their right to vote at the Meeting through ballot paper.
- (ii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, Enter your User ID
  - (a) For CDSL : 16 digits beneficiary ID,
  - (b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below :

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters e.g. if your name is Hemant Premji with sequence number 1 then enter HE00000001 in the PAN field.</li></ul>
<b>Dividend Bank Details, OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or Company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **BEEYU OVERSEAS LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as promoted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The M-Voting app can be downloaded from Google Play Store. I-Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- III. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 23rd September, 2016, may obtain the Sequence No. from RTA.
- IV. Mr. Atul Kumar Labh, Practising Company Secretary, M/s. A.K. Labh & Co. has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- VI. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website <http://www.beeyuoverseas.in> and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”) where the shares of the Company are listed.
- 16. The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
- 17. On receipt of the requisite no of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting
- 18. As required under the Secretarial Standards on General Meeting SS-2, issued by the Institute of Company Secretary of India, The Route map of the venue of the AGM is in the Annual Report 2015-2016.



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSIENSS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**ITEM NO.4**

The existing Articles of Association are in line with the erstwhile 'The Companies Act, 1956'. Hence the clauses of the AOA are not in full conformity with the Companies Act, 2013 ('New Act'). Given this position, it is considered better to wholly replace the existing AOA by a new set of Articles. Hence, the Board of Directors at its meeting held on 10th August , 2016, decided to adopt new set of Articles in place of existing AOA and seeks shareholders approval for the same. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out in Item No. 4. Your Directors recommend the resolution for approval of the shareholders by way of a Special Resolution.

**ITEM NO. 5**

The Board of Directors on the recommendation of Nomination and Remuneration Committee reappointed Mr. Hemant Premji Thacker as Whole-Time Director of the Company designated as Executive Director and CFO of the Company for a period of 5 years commencing from 1st August, 2016 without any remuneration, subject to approval of the Members of the Company. An extract of the terms & conditions of his appointment is given below:

- i) Mr. Hemant Premji Thacker shall perform all the duties and exercise the powers which from time to time may be assigned to or vested in him by the Directors of the Company.
- ii) The Executive Director & CFO shall hold office for 5 years. The Whole time Director & CFO shall be entitled to resign from his office at any time upon giving to the company at least one months notice in writing intimating such intension.
- iii) The Executive Director & CFO as long as he functions as such shall not be paid any sitting fees for attending the meetings of the Board of Directors and committees thereof from the date of his reappointment. The Executive Director & CFO shall be reimbursed out of the funds of the Company all expenses incurred by him for and on behalf of the Company including travelling, boarding & lodging and other expenses incurred by the whole time Director & CFO for the business of the Company.
- iv) Mr. Thacker satisfies all the conditions as set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.He shall be liable to retire by rotation.

The Board recommends the Special Resolution set out in Item No. 5 for approval of the members. None of the Directors and Key Managerial Personnel of the Company except Mr. Hemant Premji Thacker and their relatives is concerned or interested, financially or otherwise in the resolution set out in Item No. 5. A brief profile of Mr. Hemant Premji Thacker is included as an annexure to this Notice.

**By Order of the Board of Directors**

**Date : 10th August, 2016**  
**Place : Kolkata**

**Hemant Premji Thacker**  
**Whole-Time Director**  
**DIN: 01662072**

**BRIEF PROFILE OF MR. HEMANT PREMJI THACKER PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND SISCLOSURE REQUIREMENTS)REGULATIONS ,2015**

Mr. Hemant Premji Thacker born on 24th February, 1956, is on the Board of Company since 16.03.2011. He has gained various experiences and skills on the business affairs. He is also on the Board of the two other Companies: 1. Bhujadhari Mercantile Private Limited 2. Eastern Fibre Industries Ltd (Listed ). He is not related to any other Director of the Company. He does not hold any shares in the Company.He has expertise in finance, legal and management skills .



**BOARD'S REPORT**

Dear Shareholders,

Your Directors have pleasure in present the 23rd Annual Report together with the Audited Statement of Accounts of Beeyu Overseas Ltd. for the financial year ended 31st March, 2016.

**SUMMARISED FINANCIAL HIGHLIGHTS****(in lacs)**

<b>Particulars</b>	<b>Current Year</b>	<b>Previous Year</b>
<b>Total Revenue</b>	6.00	6.00
<b>Profit /(Loss) for the year after charging all Expenses but before providing Depreciation and Tax</b>	(0.65)	(1.45)
<b>Less: Depreciation and Amortization Expenses</b>	2.74	2.74
<b>Profit/(Loss) before Tax for the year from continuing operations</b>	(3.39)	(4.19)
<b>Less: Current Tax Expenses</b>	NIL	NIL
<b>Profit/(Loss) for the year after tax from continuing operations</b>	(3.39)	(4.19)

**DIVIDEND**

In view of accumulated losses, your Directors regret their inability to declare any dividend for the financial year ended 31st March, 2016 .

**OPERATIONAL REVIEW**

As reported in previous Annual Report, the Company has discontinued all its manufacturing activities. The Company is also exploring suitable diversification opportunities. The operations of the Company has not been satisfactory in face of global financial crisis and economic downturn. The Directors are making best efforts for improving the working of the Company

**SHARE CAPITAL**

The paid up equity shares as on 31st March, 2016 was Rs 141,414,530. During the year under review the Company has not issued any shares or any convertible debentures.

**FIXED DEPOSITS**

The Company has not accepted any public deposits and as such, 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. Therefore in accordance with Listing Regulations, 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 risk interalia 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.

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

**ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has adequacy system of internal financial controls 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 auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company.



Your Board considers that the Internal Financial Controls effecting the Financial Statements of our Company are adequate and are operating effectively.

**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 explained in corporate governance report and also posted on website of Company.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

At a Board Meeting held on 01.10.2015 the Board had appointed Mr. Bhagwat Nayak (Membership No. A40959) as a Company Secretary of the Company under the category of Key Managerial Personnel, pursuant to the provisions of Section 203(1) (ii) and any other applicable provisions of the Companies Act, 2013 and read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Consequently , Mr.Bhagwat Nayak, has resigned as Company Secretary with closing hours on 30th June, 2016. However, the Company is taking steps to fill up the casual vacancy .

Pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the reappointment of Mr. Hemant Premji Thacker (DIN: 01662072) as Whole Time Director of the Company, designated as Executive Director & Chief Financial Officer(CFO) of the Company, who is eligible for appointment, for a period of 5 years with effect from 1st August, 2016

**BOARD EVALUATION**

Pursuant to the provision of Companies Act, 2013 and Listing Regulations, 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.

**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. 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.

**DECLARATION BY INDEPENDENT DIRECTORS**

The Independent Directors of your Company have given necessary declaration under Section 149(7) of the Companies Act, 2013& Listing Regulations that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and that there is no change in their status of independence.

**MEETINGS**

During the year, 7 Board Meetings and one Independent Directors' meeting was held. The details of which are given in Corporate Governance Report. The provisions of Companies Act, 2013 and listing agreement were adhered to while considering the time gap between two meetings. Details of all Board/Committee Meetings are given in the Corporate Governance Report which forms part of their Annual Report.

**AUDIT COMMITTEE**

Your Board has a duly constituted Audit Committee in terms of Section 177 of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015.The terms of reference of the Audit Committee has been approved by the Board. All the recommendations made by the Audit Committee were accepted by the Board.

The Company is having an Audit Committee comprising of the following directors:

<b>Name</b>	<b>Status</b>	<b>Category</b>
Mr. Ramesh kumar Jhawar	Director	Non-Executive Chairman & Independent
Mr Santanu Chattopadhyay	Director	Non-Executive & Independent
Mr. Hemant Premji Thacker	Wholetime Director	Executive & Non Independent



### **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)(c) 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 have selected 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 loss of the Company for that period;
- (iii) that they have taken 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**

There were no contracts or arrangements entered into by the Company in accordance with the provisions of Section 188 of the Companies Act, 2013. The policy on related party transactions can be accessed on the Company's website- [www.beeyuoverseas.in](http://www.beeyuoverseas.in)

All Related party Transactions are placed before the Audit Committee as also for the Board for approval. Form AOC-2 is not attached with this Report as there was no such related party transaction for which disclosure in terms of Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is required.

### **SUBSIDIARY**

The Company does not have any subsidiary companies.

### **INVESTMENTS, LOANS AND GUARANTEE**

The Company has not given any loans or given any guarantee

### **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.

### **DISCLOSURE ON REMUNERATION OF DIRECTORS AND EMPLOYEES OF THE COMPANY**

Information as required under Section 197(2) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required as there is no employee other than one Company Secretary. So figures are not comparable

### **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 [www.beeyuoverseas.in](http://www.beeyuoverseas.in). All the Board Members and the Senior Management personnel 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.



### **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 and the designated employees have confirmed compliance with the Code.

### **AUDITORS**

#### **A) STATUTORY AUDITORS**

M/s Rohit Shukla & Associates (Firm Registration No. 315178E), Chartered Accountants have been appointed as statutory auditors of the company at the Annual General Meeting held on 30.09.2014 for a period of three years subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

#### **B) 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 Mr. Rakesh Kumar Gupta (C.P No. 15143), Practising Company Secretary to undertake the secretarial audit of the Company. The Secretarial Audit Report is annexed herewith as 'Annexure 1'.

### **COMMENTS ON AUDITORS OBSERVATIONS**

The Report of the Statutory Auditors alongwith Notes to Schedules is enclosed to this report. The Company's ability to continue as a going concern basis has been stated by the Directors are of the view that Company's plans to sustain in future by embarking on measures.

### **COMMENTS ON SECRETARIAL AUDITORS OBSERVATIONS**

The Board looking into the financial constraints of the Company and in the interest of the shareholders did not thing prudent to additionally burden with the increased cost of the appointment of CFO as the Wholetime Director of the Company was looking into the functions of CFO entrusted by the Board. The volume & scope of work for CFO looking into the state of affairs is minimal and the Board is of the opinion that the job of CFO is not attractive commensurate with the scope of work and salary. The Board is of the opinion that the Company will make the requisite appointment when the financial position of the Company in future improves. The Board would like to state that they have acted in the best interest of the Company & shareholders & New Companies Act, 2013 becoming effective since 1st April, 2014 best efforts are made to comply with the same.

### **CORPORATE GOVERNANCE**

As per Regulation 34(3) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 with the Stock Exchange, a separate section on corporate governance a 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**

The details forming part of the extract of Annual Return in Form MGT 9 is annexed herewith as "Annexure 2"

### **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 one Executive Director and due to financial constraints being faced by the company he has foregone remuneration. Further, no sitting fees has been paid to any Director during the year.



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.

**OTHER DISCLOSURES**

- 1. There were no material disclosures changes and commitments affecting the financial position of the Company occurring between 31st March, 2016 and the date of the Report.
- 2. There is no change in business of the Company.

**FAMILIARISATION PROGRAMMME FOR INDEPENDENT DIRECTORS**

The Company has held familiarization programme for the Independent Directors.

**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,2016.

**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.

**By Order of the Board of Directors**

**Date : 10th August, 2016  
Place : Kolkata**

**Hemant Premji Thacker  
Whole-Time Director  
DIN: 01662072**



## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **A. OUTLOOK**

The Indian economy continued to record a growth of about 7.3% for second consecutive year. Continued adversity in seasonal conditions in India did impact among other sectors. However, India being a net importer of oil and other commodities, got the benefit of lower crude oil and related commodity prices, thus in turn resulted in lower inflation (CPI) levels of about 5%. On the global front the year was characterised by underlying weakness, most economics and business sectors, with weak demand, falling prices of these, the single most important factor was the slowing down of Chinese economy, which resulted in sharp drop in demand.

The outlook for financial year 2016-17 for India continues to be positive. The continued lower crude and commodity prices augur well for the Indian Economy. It is also hoped that the recent initiatives such as Make in India undertaken by the Government will help in giving a further boost to the Indian Industrial Sector. India continues and is expected to remain the fastest growing economy of the world.

Outlook for Indian Economy appears healthy with most estimates predicting a GDP growth of 7.5%. The outlook for global economy remains weak. The debt hidden European economies, recessionary trends in Japan, weak-demand & slow demand in China are all factors which can be dampeners to performance. The country has faced poor monsoons for last two years and is affected by drought conditions in large no. of areas.

### **B. RISKS & CONCERNS**

The Company has in place adequate internal control system and operating functions. These have been designed to provide adequate assurance to the management regarding compliance with accounting standards protecting the assets of the Company and ensuing reliability of financial and operational information through proper compliance with statutory enactments and its rules and regulations.

### **C. INTERNAL CONTROL SYSTEMS**

Your company has in place 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.

### **D. FINANCIAL CONTROLS**

There was no manufacturing and trading activities during the year under review.

### **E. HUMAN RESOURCES**

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

### **F. CAUTIONARY STATEMENT**

Statement made in Management Discussion and Analysis Report relating to projection, estimations, expectations or predictions are based on assumptions. The Company cannot guarantee that these assumptions are accurate.

**Place: Kolkata**

**Date: 10th August, 2016**



**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2016

[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**

Fulhara (Bhimgachh)

P.O. Ramganj

Block : Islampur - 733 207

West Bengal

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Beeyu Overseas Limited** having its Registered Office at Fulhara (Bhimgachh), P.O. – Ramganj, Block : Islampur – 733 207, 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 our 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 31.03.2016 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, 2016 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, 1992;
  - (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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (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)
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



- (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 mandated with effect from 1st July, 2015.
- (ii) The Listing Agreements for the period 1st April, 2015 to 30th November, 2015 entered into by the Company with Stock Exchange.
- (iii) The Listing Regulations as per the SEBI (LODR) Regulations, 2015 for the period 1st December, 2015 to 31st March, 2016 entered into by the Company with BSE Ltd.

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.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Company Secretary was appointed from 01/10/2015 as per provisions of Section 203 of the Companies Act, 2013
2. The Company has not appointed Chief Financial Officer (CFO) due to very minimal volume and scope of work of Company. Mr. Hemant Premji Thacker (DIN: 01662072) - Whole Time Director of the Company is designated as Executive Director & Chief Financial Officer(CFO) of the Company

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. 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.
- 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.

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.

I further report that during the audit period there were no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

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.

**Rakesh Kumar Gupta**  
**Practising Company Secretary**  
**ACS 32018, COP : 15143**

**Date : 10th August, 2016**

**Place : Kolkata**





**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31.03.2016**

**[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS**

i)	CIN	L51109WB1993PLC057984
ii)	REGISTRATION DATE	04/03/1993
iii)	NAME OF THE COMPANY	Beeyu Overseas Ltd.
iv)	CATEGORY / SUB-CATEGORY OF THE COMPANY	Public Company Limited by Shares
v)	ADDRESS OF THE REGISTERED OFFICE AND CONTACT DETAILS	Fulhara (Bhingachh) P.O.: Ramganj, Block : Islampur - 733 207 Dist. : Uttar Dinajpur (W.B)
vi)	WHETHER LISTED COMPANY	Yes
vii)	NAME, ADDRESS AND CONTACT DETAILS OF REGISTRAR & TRANSFER AGENTS (RTA), IF ANY	Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001 (033) 2243-5029/5809, E.mail : mdpldc@yahoo.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
NOT APPLICABLE			

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

The Company does not have any Holding, Subsidiary and Associate Companies as on 31st March, 2016.

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**(i) Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2015)				No. of Shares held at the end of the year (As on 31.03.2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
(a) Individual / HUF									
(b) Central Govt.									
(c) State Govt.(s)									
(d) Bodies Corp.	3882417	0	3882417	27.4542	3882417	0	3882417	27.4542	0.0000
(e) Banks/Financial Institutions									
(f) Any Other									
<b>Sub-total (A)(1):-</b>	3882417	0	3882417	27.4542	3882417	0	3882417	27.4542	0.0000
(2) Foreign									
(a) NRIs - Individuals									
(b) Other - Individuals									
(c) Bodies Corp.									
(d) Banks / FI									
(e) Any Other									



<b>Sub-total (A)(2):-</b>	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	3882417	0	3882417	27.4542	3882417	0	3882417	27.4542	0.0000
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
(a) Mutual Funds									
(b) Banks / FI									
(c) Central Govt.									
(d) State Govt.(s)									
(e) Venture Capital Funds									
(f) Insurance Companies									
(g) FIIs									
(h) Foreign Venture Capital Funds									
(i) Others (specify)									
<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
<b>(2) Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian	315375	7613	322988	2.2840	207508	7613	215121	1.5212	-33.3966
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	5096360	222972	5319332	37.6152	5116654	218333	5334987	37.7259	0.2943
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	3865257	0	3865257	27.3328	3923955	0	3923955	27.7479	1.5186
(c) Others (specify)									
Non Resident Indians	740063	0	740063	5.2333	739063	0	739063	5.2262	-0.1351
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members	11396	0	11396	0.0806	45910	0	45910	0.3246	302.8607
Trusts									
Foreign Bodies-D R									
<b>Sub-total (B)(2):-</b>	10028451	230585	10259036	72.5459	10033090	225946	10259036	72.5458	0.0000
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	10028451	230585	10259036	72.5459	10033090	225946	10259036	72.5458	0.0000
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	13910868	230585	14141453	100.0000	13915507	225946	14141453	100.0000	0.0000

(ii) Shareholding of Promoter :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2015)			Shareholding at the end of the year (As on 31.03.2016)			% Change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Classic Nirman Private Limited	1941209	13.7271	0.000	1941209	13.7271	0.0000	0.0000
2	Quantum Wealth Solutions Pvt. Ltd.	1941208	13.7271	0.000	1941208	13.7271	0.0000	0.0000
	<b>TOTAL</b>	<b>3882417</b>	<b>27.4542</b>	<b>0.000</b>	<b>3882417</b>	<b>27.4542</b>	<b>0.0000</b>	<b>0.0000</b>



**(iii) Change in Promoters' Shareholding (please specify, if there is no change) :**

Sl. No.	Name	Shareholding at the beginning [01/04/15] / end of the year [31/03/2016]		Cumulative Shareholding during the year [01/04/15 to 31/03/2016]	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Classic Nirman Private Limited 01-04-2015 31-03-2016	1941209	13.7271	1941209	13.7271
		1941209	13.7271		
2	Quantum Wealth Solutions Pvt. Ltd. 01-04-2015 31-03-2016	1941208	13.7271	1941208	13.7271
		1941208	13.7271		

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR and ADRs):**

Sl. No.	Name	Shareholding at the beginning [01/04/15] / end of the year [31/03/2016]		Cumulative Shareholding during the year [01/04/15 to 31/03/2016]	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	HITESH RAMJI JAVERI 01-04-2015 31-03-2016	317000	2.2416	317000	2.2416
		317000	2.2416		
2	HARSHA HITESH JAVERI 01-04-2015 31-03-2016	390000	2.7578	390000	2.7578
		390000	2.7578		
3.	MAHAMAD HANIF YAKUB BHAI VAHORA* 01-04-2015 18-09-2015-Transfer 31-12-2015-Transfer 31-03-2016	4000	0.0283	56000	0.3960
		52000	0.3677		
		12183	0.0862		
		68183	0.4821		
4	KRISHAN KUMAR JAIN 01-04-2015 31-03-2016	104676	0.7402	104676	0.7402
		104676	0.7402		
5	CHIRAYUSH PRAVIN VAKIL 01-04-2015 31-03-2016	85807	0.6068	85807	0.6068
		85807	0.6068		
5	ALPA NIRAL SHAH # 01-04-2015 31-12-2015- Transfer 31-03-2016 - Transfer	174634	0.2349	118000	0.8344
		-56634	0.4005		
		-118000	0.8344		
7	SAURAV GUPTA 01-04-2015 30-06-2015-Transfer 31-03-2016	83993	0.5939	89784	0.6349
		5791	0.0410		
		89784	0.6349		
8	SIMMI JAIN # 01-04-2015 31-03-2016	67813	0.4795	67813	0.4795
		67813	0.4795		
9	RAJIV RAMU DEORA 01-04-2015 31-03-2016	80000	0.5657	80000	0.5657
		80000	0.5657		
10	KAMAL SINGH PUGALIA 01-04-2015 31-03-2016	204841	1.4485	204841	1.4485
		204841	1.4485		



11	HEMANT KUMAR MOTIHAR 01-04-2015 31-03-2016	974741 974741	6.8928 6.8928	974741	6.8928
12	JASH NIRAL SHAH * 01-04-2015 12-02-2016-Transfer 31-03-2016-Transfer	15000 60000 125000	0.1061 0.4243 0.8839	75000 200000	0.5304 1.4143

\* Not in the list of Top 10 shareholders as on 01/04/2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2016.

# Ceased to be in the list of Top 10 shareholders as on 31/03/2016. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2015.

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	At the beginning of the year	None of the Directors or KMP hold shares in the Company			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	None of the Directors or KMP hold shares in the Company			
	At the end of the year	None of the Directors or KMP hold shares in the Company			

**V. INDEBTEDNESS :** Indebtedness of the Company including interest outstanding / accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	5,00,000	-	5,00,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	5,00,000	-	5,00,000
<b>Change in Indebtedness during the financial year</b>				
• Addition	-	-	-	-
• Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	5,00,000	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	5,00,000	-	5,00,000



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- Not Applicable**

**A. Remuneration to Managing Director, Whole-time Directors and / or Manager :**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

**B. Remuneration to other directors: Not Applicable**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors					
	• Fee for attending board / committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2.	Other Non-Executive Directors					
	• Fee for attending board / committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD:**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary*	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	60,000	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	Nil	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	Nil	-	-
2	Stock Option	-	Nil	-	-
3	Sweat Equity	-	Nil	-	-
4	Commission - as % of profit - Others, specify...	-	Nil	-	-
		-	Nil	-	-
5	Others, please specify	-	Nil	-	-
	Total	-	60,000	-	-

\* w.e.f. 1st October, 2015



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



**REPORT ON CORPORATE GOVERNANCE**

**Company’s Philosophy**

Your 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**

Your Board comprises an optimal complement of independent professionals having in-depth knowledge of the business of the industry. It represents an optimum mix of professionalism, knowledge and experience. The size and composition of the Board conform to the requirements of the Corporate Governance Code under the Listing Regulation with the Stock Exchanges.

The Board of Directors of your Company consisted of four directors in which three are Non-Executive Directors and one Executive Director. Out of the four Directors three are Independent Directors.

**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.

Seven (7) Board Meetings are held during the year and the gap between two meetings did not exceed the maximum limit prescribed under the Companies Act, 2013 & Listing Regulations, 2015.. The dates on which the Board Meetings were held are as follows:

15/05/2015, 29/05/2015, 04/08/2015, 14/08/2015, 01/10/2015, 12/11/2015 & 12/02/2016 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 15 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.

**Composition and Category of Directors**

Name of the Directors	Category	Attendance at		Directorships and Chairmanship/ Membership of Board Committees in other public limited companies		
		Board meetings out of 7 held	The last AGM held on 30.09.2015	Direc-tors	Committee Membership including Chairmanship	Committee Chairman-ship
Mr Ramesh kumar Jhawar	Non-Executive Chairman & Independent	7	YES	-	-	-
Mr Santanu Chattopadhyay	Non-Executive & Independent	7	NO	5	-	-
Mrs Ambika Baruah	Independent	7	NO	7	-	-
Mr Hemant Premji Thacker	Executive & Non Independent	7	YES	1	-	-

There is no inter-se relationship between the Directors. No Directors hold any shares in the Company.

**APPOINTMENT AND TENURE OF THE DIRECTORS**

The Directors of the Company are appointed by the Members at General meetings. In terms of the provisions of Section 149 (5) of the Companies Act, 2013 and Rules made thereunder, the Independent Directors are appointed for a period of five years by the Members. The company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the company.

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.

**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. 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 Schedule IV and Rules thereunder. 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, 2016, the Audit Committee of the Board consisted of three Directors namely Mr. Hemant Premji Thacker, Mr Santanu Chattopadhyay and Mr. Ramesh Kumar Jhawar & Mrs. Ambika Baurah. Mr. Ramesh Kumar Jhawar acted as the Chairman of the Committee is a Non-Executive Independent Director.

The Audit Committee met four times on 29/05/2015, 14/08/2015, 13/11/2015 and 12/02/2016 respectively. The attendance of each member at the Audit Committee Meetings is given herein below. The representative of the Statutory Auditors is Permanent Invitees to the Audit Committee.

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

Name of the Committee Member	No. of Meetings held	No. of Meetings attended
Mr. Ramesh Kumar Jhawar (Chairman)	4	4
Mr. Hemant Premji Thacker	4	4
Mr. Santanu Chattopadhyay	4	4
Ms. Ambika Baurah *	4	2

**\* Ceased to be a Member w.e.f 13/11/2015**

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.
  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.
  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**

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.

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 lodged upto March 31, 2016, have been processed by the Company

**Attendance of each member at the Stakeholder Relationship Committee Meetings held during the year**

<b>Name of the Committee Member</b>	<b>No. of Meetings attended</b>
Mr. Hemant Premji Thacker	4
Mr. Ramesh Kumar Jhwar (Chairman)	4
Mr. Santanu Chattopadhyay	4
Mrs Ambika Baurah	4



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 : NIL
- c. No. of complaints pending as on 31st March, 2016 : NIL

No investors grievances remained unattended/pending for more than 30 days and no requests for share transfers and dematerialization received during the financial year were pending for more than two weeks.

The Company Secretary acted as 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:**

Nomination & Remuneration Committee comprises of three members- Mr. Ramesh Kumar Jhavar, Non Executive Independent Director as Chairman, Mr. Santanu Chattopadhyay, Non Executive Independent Director, Mrs Ambika Baruah, Non Executive Independent Director

#### **Terms of Reference of the Committee, inter alia, includes the following:**

- 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 Meetings were held during the year under review on 14/08/ 2015, 01/10/ 2015 and 12/02/2016 respectively. All the Members attended all the Meetings.

No Remuneration has been paid to the Directors of the Company during the year.

#### **PERFORMANCE EVALUATION OF BOARD, COMMITTEES & DIRECTORS**

Pursuant to the governing provisions of the Companies Act, 2013 and Listing Regulations, 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**

During the year under review, a separate meeting of Independent Directors was held in compliance with the requirements of Schedule IV of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirement Regulations, 2015 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 timelines 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:

<b>Sl. Annual General Meeting</b>	<b>Date, Time &amp; Venue</b>	<b>Special Resolutions passed</b>
1. 22nd Annual General Meeting	Wednesday, 30th September, 2015 at 10 A.M. Fulhara (Bhimgachh) Post Office : Ramganj, Block : Islampur District : Uttar Dinajpur - 733 207, West Bengal	NIL
1. 21st Annual General Meeting	Tuesday, 30th September, 2014 at 10 A.M. Fulhara (Bhimgachh) Post Office : Ramganj, Block : Islampur District : Uttar Dinajpur - 733 207, West Bengal	Under Section 180(1)(c) of the Companies Act, 2013
2. 20th Annual General Meeting	Saturday, 28th September, 2013 at 10 A.M. Fulhara (Bhimgachh) Post Office : Ramganj, Block : Islampur District : Uttar Dinajpur - 733 207, West Bengal	NIL

During the year the Company has not passed any resolution through postal ballot nor the Company proposes to pass any resolution in the forthcoming AGM through postal ballot

**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.

**(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.

**(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.

Mr. Ramesh Kumar Jhawar, Director and Mr. Hemant Premji Thacker, Wholetime Director of the Company have furnished a duly signed Certificate to the Board for the year ended 31.03.2016 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 10.08.2016.

**Particulars of appointment of New Directors and reappointment of Directors**

This forms part of the Notice convening the Twenty Third Annual General Meeting.

**Means of Communication**

- a. The quarterly, half-yearly and annual results of the Company are generally published in prominent dailies. Therefore, no separate communications are sent to the Shareholders. The results are also posted on the Company's website [www.beeyuoverseas.in](http://www.beeyuoverseas.in) shortly after these are submitted to the Stock Exchanges.
- 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, 2015 to 31st March, 2016 has been given to the Board.

**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.

**Subsidiary Company**

The Company does not have any subsidiary.

**Management Discussion & Analysis Report**

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

**General Shareholder Information****23rd Annual General Meeting**

<b>Date, Time &amp; Venue</b>	: Friday, 30th September, 2016 at 10 A.M. Fulhara (Bhimgachh), P.O.: Ramganj Block : Islampur - 733 207, Dist. Uttar Dinajpur (W.B)
<b>Financial Calendar (tentative)</b>	: Unaudited Results for the First Quarter ended 30th June, 2016      On or before 14th August, 2016
	: Unaudited Results for the Second Quarter ended 30th September, 2016      On or before 15th November, 2016
	: Unaudited Results for the Third Quarter ended 31st December, 2016      On or before 15th February, 2017
	: Audited Results for the Financial Year ended 31st March, 2017      On or before 30th May, 2017
<b>Date of Book Closure</b>	: 28th September, 2016 (Wednesday) to 30th September, 2016 (Friday) (both days inclusive)
<b>Dividend</b>	: The Board of Directors have not recommended any dividend for the year ended 31st March, 2016
<b>Listing on Stock Exchanges</b>	: The Company's shares are listed on BSE Limited (BSE).
<b>Stock Code</b>	: Bombay Stock Exchange : 532645 (Physical) INE052B01011 (Demat)
<b>Market Price Data</b>	: BSE Limited

**Market Price Data during 2015-2016**

<b>Month</b>	<b>Open Price</b>	<b>High Price</b>	<b>Low Price</b>	<b>Close Price</b>	<b>No. of Shares</b>	<b>No. of Trades</b>
April -15	1.63	1.63	1.27	1.6	16778	101
May-15	1.52	1.52	1.11	1.25	61620	83
Jun-15	1.25	1.32	0.94	1.21	18620	64
Jul-15	1.15	1.34	0.95	1	21760	50
Aug-15	0.95	1.18	0.9	1.18	50522	62
Sep-15	1.22	1.43	1.15	1.15	31246	75
Oct-15	1.2	1.2	0.91	0.91	5164	17
Nov-15	0.89	1.18	0.89	1.08	16302	36
Dec-15	1.13	1.26	0.95	1.25	116611	74
Jan-16	1.29	1.42	1.09	1.09	15514	48
Feb-16	1.14	1.3	1.04	1.14	751	13
Mar-16	1.19	1.3	0.98	0.98	13749	27

**Distribution of Shareholding as on 31st March, 2016**

<b>Shareholding</b>	<b>Number of Holders</b>	<b>Percentage</b>	<b>Number of Shares</b>	<b>Percentage</b>
Upto 500	7249	76.8065	1405708	9.9403
501 to 1000	1035	10.9663	886369	6.2679
1001 to 2000	522	5.5308	846744	5.9877
2001 to 3000	191	2.0237	499984	3.5356
3001 to 4000	90	0.9536	326291	2.3073
4001 to 5000	93	0.9854	443345	3.1351
5001 to 10000	150	1.5893	1149544	8.1289
10001 and above	108	1.1443	8583468	60.6972
<b>Grand Total</b>	<b>9438</b>	<b>100.0000</b>	<b>14141453</b>	<b>100.0000</b>

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 Clause 35 of the listing Agreement and under Regulation 31 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

**Share Transfer System:**

The Board approves the transfer and transmission of shares, issue of duplicate share certificates and allied matters. The share transfers received are processed within 15 days from the date of receipt, subject to the transfer instrument being valid and complete in all respects. Shares meant for the purpose of transfer/transmission in physical form, should be lodged at the office of the Company's Registrar & Share Transfer Agent. The Company Secretary/ Compliance Officer of the Company is authorized to approve the transfer/transmission of shares.

As required under Clause 47(c) of the Listing Agreement(s) & Listing Regulations entered into with the Stock Exchange, a certificate is obtained every six months from a Company Secretary in Practice, inter-alia, confirming completion of transfer, transmission, sub-division, consolidation, renewal and exchange of equity shares within the stipulated period from date of their lodgment. The certificates are forwarded to the Stock Exchanges, where the equity shares are listed, within 24 hours of issuance.

**CORPORATE GOVERNANCE COMPLIANCE**

The Company has complied with the requirements as laid down in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (from December, 1<sup>st</sup>, 2015 to March, 31<sup>st</sup> 2016) and Clause 49 of the erstwhile Listing Agreement with the Stock Exchanges from 1<sup>st</sup> April, 2015 to November, 30<sup>th</sup> 2015) for the purpose of ensuring Corporate Governance.

**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.



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

The Company has not issued these types of securities.

**Address for Correspondence:**

**Corporate Office** : 'Beeyu House'  
64A, Ballygunge Circular Road  
Kolkata – 700 019  
E-mail : info@beeyuoverseas.in  
Website : www.beeyuoverseas.in

**Registrar and Share Transfer Agents** : Maheshwari Datamatics Pvt. Ltd.  
6, Mangoe Lane  
2nd Floor, Kolkata – 700 001  
Tel. : (033) 2243-5809, 2248-2248  
Fax : (033) 2247-4787  
E-mail : mdpldc@yahoo.com

**CERTIFICATE ON COMPLIANCE WITH THE CODE OF CONDUCT**

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, 2016.

FOR BEEYU OVERSEAS LIMITED

Hemant Premji Thacker  
Executive Director

Date : 10th August, 2016  
Place : Kolkata

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**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

**TO THE MEMBERS OF BEEYU OVERSEAS LIMITED**

We have examined the compliance of conditions of Corporate Governance by Beeyu Overseas Limited ("the Company"), for the year ended 31 March 2016, as stipulated in Clause 49 of the Listing Agreement ("Listing Agreement") of the Company with the stock exchanges for the period 1 April 2015 to 30 November 2015 and as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations, 2015 ("Listing Regulations") as referred to in Regulation 15(2) of the Listing Regulations for the period 1 December 2015 to 31 March 2016.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/Listing Regulations, as applicable.

We further state that such compliance 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.

For ROHIT SHUKLA & ASSOCIATES  
Chartered Accountants  
[Firm Registration No. 315178E]

ROHIT SHUKLA  
Proprietor  
Membership No. 052453

Place : Kolkata  
Date : 10th August, 2016



## **INDEPENDENT AUDITORS' REPORT**

### **TO THE MEMBERS OF BEEYU OVERSEAS LIMITED**

#### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of BEEYU OVERSEAS LIMITED ("the Company") which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements

#### **Basis of Qualified Opinion**

The Company has incurred a net loss of Rs.3,38,624 for the year ended on March 31, 2016. The Company's accumulated loss as on March 31, 2016 exceeds fifty percent of the net worth. These factors raise substantial doubt that the Company will be able to continue as a going concern.

#### **Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2016;
- b) in the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.



**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. 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;
  - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. on the basis of written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164(2) of the Act;
  - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
  - g. with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer to Note 17 to the standalone financial statements;
    - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For ROHIT SHUKLA & ASSOCIATES  
Chartered Accountants  
[Firm Registration No. 315178E]

ROHIT SHUKLA  
Proprietor  
Membership No. 052453

Place : Kolkata  
Date : 30th May, 2016





**“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT**

[Referred to in Paragraph 1 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 2016]

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- 1) In respect of its fixed assets -
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and nature of its business. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies between the book records and the physical fixed assets have been noticed.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- 2) The Company is a service company, primarily rendering rental services. Accordingly, it does not hold any physical inventories. Thus, the provisions of paragraph 3(ii) of the Order are not applicable to the Company and hence not commented upon.
- 3) According to the information and explanations sought by us and given by the Company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of paragraph 3(iii)(a) to 3(iii)(c) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us during the course of the audit, 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, the provisions of paragraph 3(iv) of the Order are not applicable to the Company and hence not commented upon.
- 5) In terms of the information and explanations sought by us and given by the Company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that 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, the provisions of paragraph 3(v) of the Order are not applicable to the Company and hence not commented upon.
- 6) As informed to us, 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, the provisions of paragraph 3(vi) of the Order are not applicable to the Company and hence not commented upon.
- 7) In respect of its statutory dues –
  - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income-tax, Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income-tax, Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues were in arrears as on 31 March 2016 for a period of more than six months from the date when they became payable.

- (b) According to the information and explanations given to us, there are no material dues of Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax which have not been deposited with the appropriate authorities on account of any dispute. However, according to the information and explanations given to us, the following dues of Income-tax have not been deposited by the Company on account of disputes:



Sl. No.	Name of the Statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is Pending
1	Income tax Act, 1961	Income Tax	2,77,248	2005-06	Commissioner of Income tax (Appeals)

- 8) According to the information and explanations given to us, the Company has not taken any loan from bank, financial institution, government nor has it issued any debentures. Accordingly, the provisions of paragraph 3(viii) of the Order are not applicable to the Company and hence not commented upon.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised moneys 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(ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11) According to the information and explanations given to us and based on our examination of the records of the Company, no managerial remuneration has been paid or provided by the Company. Accordingly, the provisions of paragraph 3(xi) of the Order are not applicable to the Company and hence not commented upon.
- 12) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, the provisions of paragraph 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, 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.
- 14) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of paragraph 3(xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, 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 and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of paragraph 3(xvi) of the Order are not applicable to the Company and hence not commented upon.

For ROHIT SHUKLA & ASSOCIATES  
Chartered Accountants  
[Firm Registration No. 315178E]

ROHIT SHUKLA  
Proprietor  
Membership No. 052453

Place : Kolkata  
Date : 30th May, 2016



## **“ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT**

[Referred to in Paragraph 2(f) 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 2016]

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS**

**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 2016 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 Company’s management 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 (the ICAI). 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, including adherence to the Company’s policies, 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.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting 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”) and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 auditors’ judgment, 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 authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 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 2016, 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 ROHIT SHUKLA & ASSOCIATES  
Chartered Accountants  
[Firm Registration No. 315178E]

ROHIT SHUKLA  
Proprietor  
Membership No. 052453

Place : Kolkata  
Date : 30th May, 2016

**BALANCE SHEET AS AT 31ST MARCH, 2016**

	Notes	2015-2016		2014-2015	
		₹	₹	₹	₹
<b>EQUITY AND LIABILITIES</b>					
<b>SHAREHOLDERS' FUNDS</b>					
Share Capital	1	141,414,530		141,414,530	
Reserves and Surplus	2	<u>(130,137,436)</u>	11,277,094	<u>(129,681,992)</u>	11,732,538
<b>NON-CURRENT LIABILITIES</b>					
Other Long term Liabilities	3		10,000,000		10,000,000
<b>CURRENT LIABILITIES</b>					
Short term Borrowings	4	500,000		500,000	
Other Current Liabilities	5	300,672	800,672	413,962	913,962
<b>TOTAL</b>			<b><u>22,077,766</u></b>		<b><u>22,646,500</u></b>
<b>ASSETS</b>					
<b>NON-CURRENT ASSETS</b>					
Fixed Assets					
Tangible Assets	6A, 6B	20,039,373		20,430,247	
Long term Loans & Advances	7	<u>29,570</u>	20,068,943	<u>29,570</u>	20,459,817
<b>CURRENT ASSETS</b>					
Trade Receivables	8	-		150,000	
Cash & Cash Equivalents	9	252,790		280,650	
Short term Loans & Advances	10	1,756,033	2,008,823	1,756,033	2,186,683
<b>TOTAL</b>			<b><u>22,077,766</u></b>		<b><u>22,646,500</u></b>

The accompanying notes 1 to 21 are an integral part of the Financial Statements.

In terms of our report of even date  
**For ROHIT SHUKLA & ASSOCIATES**  
**Chartered Accountants**  
**[Firm's Regn. No. 315178E]**

**Rohit Shukla**  
**Proprietor**  
**Membership No. 52453**  
Kolkata, May 30, 2016

On behalf of the Board  
**BEEYU OVERSEAS LIMITED**

Hemant Premji Thacker      Ramesh Kumar Jhawar  
**Executive Director**      **Director**  
**DIN : 01662072**      **DIN: 05167601**

Santanu Chattopadhyay      Bhagwat Nayak  
**Director**      **Company Secretary**  
**DIN: 00278300**      **ACS : A40959**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016**

	Notes	2015-2016		2014-2015	
		₹	₹	₹	₹
<b>INCOME</b>					
Revenue from Operations		-		-	
Other Income	11	600,000		600,000	
<b>Total Revenue</b>			<b>600,000</b>		<b>600,000</b>
<b>EXPENDITURE</b>					
Employee Benefits Expense	12	138,000		190,072	
Depreciation and Amortisation Expenses	13	274,054		274,054	
Other Expenses	14	526,570		555,179	
<b>Total Expenses</b>			<b>938,624</b>		<b>1,019,305</b>
<b>Profit / (Loss) before Tax for the year from continuing operations</b>			<b>(338,624)</b>		<b>(419,305)</b>
<b>Tax Expense</b>					
Current tax			-		-
<b>Profit / (Loss) for the year after tax from continuing operations</b>			<b>(338,624)</b>		<b>(419,305)</b>
<b>EARNINGS PER SHARE (EPS)</b>					
Equity shares of face value Rs.10 each					
Basic Earnings Per Share			(0.02)		(0.03)
Weighted No. of shares used in computing EPS			14,141,453		14,141,453

The accompanying notes 1 to 21 are an integral part of the Financial Statements.

In terms of our report of even date  
**For ROHIT SHUKLA & ASSOCIATES**  
Chartered Accountants  
[Firm's Regn. No. 315178E]

**Rohit Shukla**  
Proprietor  
Membership No. 52453  
Kolkata, May 30, 2016

On behalf of the Board  
**BEEYU OVERSEAS LIMITED**

Hemant Premji Thacker Executive Director DIN : 01662072	Ramesh Kumar Jhawar Director DIN: 05167601
Santanu Chattopadhyay Director DIN: 00278300	Bhagwat Nayak Company Secretary ACS : A40959

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2016**

	2015-2016 ₹	2014-2015 ₹
<b>1. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Net Profit / (Loss) before taxes and extra-ordinary items as per Statement of Profit and Loss</b>	(338,624)	(419,305)
Adjustments to reconcile net profit before tax to cash provided by operating activities		
Depreciation & Amortisation - Tangible	236,740	236,740
Depreciation & Amortisation - Leasehold Rent	37,314	37,314
Long term Provisions	-	-
<b>Operating Profit before working capital changes</b>	(64,570)	(145,251)
Changes in current assets and liabilities		
Trade Receivables	150,000	(100,000)
Short Term Loans & Advances	-	-
Other Current Liabilities	(113,290)	181,283
<b>Cash generated from operations</b>	(27,860)	(63,968)
Net Income tax (paid) / refund	-	-
<b>Net cash provided by operating activities</b>	(27,860)	(63,968)
<b>2. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets - Tangible	-	-
Sale of Fixed Assets - Tangible	-	-
<b>Net cash used in investing activities</b>	-	-
<b>3. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from Short Term Borrowings	-	-
<b>Net cash used in financing activities</b>	-	-
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(27,860)	(63,968)
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	280,650	344,618
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	252,790	280,650

In terms of our report of even date  
**For ROHIT SHUKLA & ASSOCIATES**  
Chartered Accountants  
[Firm's Regn. No. 315178E]

**Rohit Shukla**  
Proprietor  
Membership No. 52453  
Kolkata, May 30, 2016

On behalf of the Board  
**BEEYU OVERSEAS LIMITED**

Hemant Premji Thacker  
**Executive Director**  
DIN : 01662072

Ramesh Kumar Jhawar  
**Director**  
DIN: 05167601

Santanu Chattopadhyay  
**Director**  
DIN: 00278300

Bhagwat Nayak  
**Company Secretary**  
ACS : A40959



**NOTES TO FINANCIAL STATEMENTS (2015-2016)**

	2015-2016		2014-2015	
	₹	₹	₹	₹
<b>1 SHARE CAPITAL</b>				
<b>1.1 Authorised Capital</b>				
1,60,00,000 Equity Share of ₹ 10/- each		<b>160,000,000</b>		<b>160,000,000</b>
<b>1.2 Issued, Subscribed &amp; Paid-Up Capital</b>				
1,41,41,453 Equity Shares of ₹ 10/- each fully paid-up		141,414,530		141,414,530
		<b>141,414,530</b>		<b>141,414,530</b>
<b>1.3 Shareholders holding more than 5% shares in the Company</b>				
<b>Equity Shares of ₹ 10/- each fully paid-up</b>	<b>No. of shares</b>	<b>% holding</b>	<b>No. of shares</b>	<b>% holding</b>
Quantum Wealth Solutions Private Limited	1,941,208	13.73	1,941,208	13.73
Classic Nirman Private Limited	1,941,208	13.73	1,941,208	13.73
<b>2 RESERVES &amp; SURPLUS</b>				
<b>Capital Reserve</b>				
At the beginning of the year		62,348,318		62,348,318
<b>Revaluation Reserve</b>				
At the beginning of the year	6,150,339		6,267,159	
<u>Less</u> : Withdrawal on account of depreciation on revalued assets	116,820	6,033,519	116,820	6,150,339
<b>Securities Premium</b>				
At the beginning of the year		28,518,898		28,518,898
<b>Deficit in Statement of Profit &amp; Loss</b>				
At the beginning of the year	(226,699,547)		(230,159,268)	
<u>Less</u> : Excess depreciation (net) adjusted on transition to Schedule II of the Companies Act, 2013	-		3,879,026	
<u>Add</u> : Loss for the year	(338,624)	(227,038,171)	(419,305)	(226,699,547)
		<b>(130,137,436)</b>		<b>(129,681,992)</b>
<b>3 OTHER LONG TERM LIABILITIES</b>				
Security Deposit against Rent	10,000,000		10,000,000	
		<b>10,000,000</b>		<b>10,000,000</b>
<b>4 SHORT TERM BORROWINGS</b>				
<b>Unsecured Loan, repayable on demand</b>				
From Related Entity - Corporate	500,000		500,000	
		<b>500,000</b>		<b>500,000</b>
<b>5 OTHER CURRENT LIABILITIES</b>				
Advance from customer	50,000		-	
Liabilities for Expenses	46,083		209,373	
Unclaimed Dividend	204,589		204,589	
		<b>300,672</b>		<b>413,962</b>





NOTES TO FINANCIAL STATEMENTS (2015-2016)

6A TANGIBLE FIXED ASSETS AS AT MARCH 31, 2016

Particulars	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK			
	As at 01.04.2015	Revaluation 01.04.2015	Addition during the year	Sales/ Adjustment during the year	As at 31.03.2016	As at 01.04.2015	Adjusted with retained earning	Depreciation during the year	On Sales/ Adjustment	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Leasehold Land	9,730,000	-	-	-	9,730,000	1,742,689	-	145,224	-	1,887,913	7,842,087	7,987,311
Office Buildings	15,514,726	-	-	-	15,514,726	3,193,448	-	245,650	-	3,439,098	12,075,628	12,321,278
Furniture & Fixtures	2,385,932	-	-	-	2,385,932	2,266,635	-	-	-	2,266,635	119,297	119,297
Computers	2,360,987	-	-	-	2,360,987	2,358,626	-	-	-	2,358,626	2,361	2,361
<b>TOTAL</b>	<b>29,991,645</b>	-	-	-	<b>29,991,645</b>	<b>9,561,398</b>	-	<b>390,874</b>	-	<b>9,952,272</b>	<b>20,039,373</b>	<b>20,430,247</b>
Previous year as at March 31, 2015	29,991,645	-	-	-	29,991,645	13,049,550	(3,879,026)	390,874	-	9,561,398	20,430,247	-

6B TANGIBLE FIXED ASSETS AS AT MARCH 31, 2015

Particulars	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK			
	As at 01.04.2014	Revaluation 01.04.2014	Addition during the year	Sales/ Adjustment during the year	As at 31.03.2015	As at 01.04.2014	Adjusted with retained earning	Depreciation during the year	On Sales/ Adjustment	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Leasehold Land	9,730,000	-	-	-	9,730,000	1,597,465	-	145,224	-	1,742,689	7,987,311	8,132,535
Office Buildings	15,514,726	-	-	-	15,514,726	6,908,892	(3,961,094)	245,650	-	3,193,448	12,321,278	8,605,834
Furniture & Fixtures	2,385,932	-	-	-	2,385,932	2,190,791	75,844	-	-	2,266,635	119,297	195,141
Computers	2,360,987	-	-	-	2,360,987	2,352,402	6,224	-	-	2,358,626	2,361	8,585
<b>TOTAL</b>	<b>29,991,645</b>	-	-	-	<b>29,991,645</b>	<b>13,049,550</b>	<b>(3,879,026)</b>	<b>390,874</b>	-	<b>9,561,398</b>	<b>20,430,247</b>	<b>16,942,095</b>
Previous year as at March 31, 2014	29,991,645	-	-	-	29,991,645	12,402,537	-	647,013	-	13,049,550	16,942,095	-



**NOTES TO FINANCIAL STATEMENTS (2015-2016)**

	2015-2016		2014-2015	
	₹	₹	₹	₹
<b>7 LONG TERM LOANS AND ADVANCES</b>				
(Unsecured, considered good)				
Security Deposits	29,570		29,570	
		<b>29,570</b>		<b>29,570</b>
<b>8 TRADE RECEIVABLES</b>				
(Unsecured, considered good)				
Outstanding for a period exceeding six months from the date they are due for payment	-		-	
Others	-		150,000	
		<b>-</b>		<b>150,000</b>
<b>9 CASH AND CASH EQUIVALENTS</b>				
Cash on hand	36,687		37,487	
Balances with Banks on Current Accounts	11,514		38,574	
Unpaid Dividend Account	204,589		204,589	
		<b>252,790</b>		<b>280,650</b>
<b>10 SHORT TERM LOANS AND ADVANCES</b>				
(Unsecured, considered good)				
Other Advances	1,756,033		1,756,033	
		<b>1,756,033</b>		<b>1,756,033</b>
<b>11 OTHER INCOME</b>				
Rental Income	600,000		600,000	
		<b>600,000</b>		<b>600,000</b>
<b>12 EMPLOYEE BENEFITS EXPENSE</b>				
Employees' Remuneration				
Salaries, Wages and Bonus	138,000		187,656	
Staff Welfare Expenses	-	138,000	2,416	190,072
		<b>138,000</b>		<b>190,072</b>
<b>13 DEPRECIATION AND AMORTISATION EXPENSES</b>				
Depreciation				
Tangible	245,650		245,650	
Less: Depreciation on addition on Revaluation	8,910	236,740	8,910	236,740
Leasehold Rent on Land	145,224		145,224	
Less: Depreciation on addition on Revaluation	107,910	37,314	107,910	37,314
		<b>274,054</b>		<b>274,054</b>



**NOTES TO FINANCIAL STATEMENTS (2015-2016)**

	2015-2016		2014-2015	
	₹	₹	₹	₹
<b>14 OTHER EXPENSES</b>				
Advertisement	14,852		18,393	
Auditors' Remuneration - Statutory Audit Fee	14,313		14,045	
Bank Charges	285		255	
Conveyance	15,000		-	
Custodian Charges	78,752		78,614	
E Voting charges	19,987		5,618	
Electricity Charges	880		-	
Filing Fees	9,000		13,200	
General Expenses	7,556		4,365	
Legal, Profession Fees & Consultancy Charges	25,000		133,338	
Listing Fees	228,000		112,360	
Postage Charges	95,210		67,937	
Printing & Stationery	8,750		6,450	
Rent	8,985		11,980	
Registrar Fees	-		80,899	
Website Maintenance Charges	-		7,725	
		<u>526,570</u>		<u>555,179</u>
		<b>526,570</b>		<b>555,179</b>

**15 SIGNIFICANT ACCOUNTING POLICIES**

**15.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ('the Act') read with Rules 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly - issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use.

**15.2 USE OF ESTIMATES**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liability at the date of the financial statements and the results of operation during the reporting period. Although these estimates are based upon Management's best knowledge of current events and actions, actual results could differ from these estimates.

**15.3 FIXED ASSETS AND DEPRECIATION**

- a) Leasehold Land and Building as at March 31, 2003 are stated at valuation made by an approved valuer at the then current cost. Subsequent acquisition of these assets and other fixed assets are stated at their purchase cost together with any incidental expenses of acquisition/installation including borrowing cost, wherever applicable, directly attributable to the acquisition, construction and production of qualifying assets.
- b) Leasehold Land is being amortized over the lease period.
- c) Up to the financial year 2013-14 the company used to provide depreciation on fixed assets other than leasehold land on written down value in accordance with Schedule XIV of the Companies Act, 1956.
- d) With effect from the financial year 2014-15, depreciation on tangible assets is provided on the straight line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. The Management estimates the useful lives for the fixed assets as follows:



- i) Office Buildings - 60 years
  - ii) Furniture & Fixtures - 10 years
  - iii) Computers - 3 years
- e) The difference between the values of depreciable tangible assets calculated under the straight line method as per the provisions of Schedule II of the Companies Act, 2013, as at 01.04.2014, and values of depreciable tangible assets calculated under the written down value method as per Schedule XIV of the erstwhile Companies Act, 1956, as at 01.04.2014, has been adjusted with the opening balance of retained earnings.
- f) Profit or Loss on disposal of depreciable fixed assets is recognized in the Statement of Profit and Loss.
- g) An impairment loss is recognized wherever the carrying value of the Fixed Assets of a cash generating unit exceeds its net selling price or value in use, whichever is higher.

#### **15.4 REVENUE RECOGNITION**

- a) Interest income is accounted for on time proportion basis.
- b) Interest income is accounted for on time proportion basis taking in to account the amount outstanding and applicable interest rate.
- c) Other Incomes are accounted for on confirmation provided by the constituents.

#### **15.5 EMPLOYEE BENEFITS**

- a) 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.
- b) 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.
- c) 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 current year no Actuarial Valuation was considered necessary in view of resignation of most of the employees.
- d) Provision for Gratuity is not made in accounts and is accounted for as and when paid.

#### **15.6 BORROWING COST**

Borrowing cost relating to (i) funds borrowed for acquisition/construction of qualifying assets are capitalised up to the date the assets are put to use, and (ii) funds borrowed for other purposes are charged to the Statement of Profit and Loss.

#### **15.7 TAXATION**

- a) Tax liability is estimated considering the provisions of the Income Tax Act, 1961.
- b) Deferred tax is recognised on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. On prudent basis, deferred tax asset is recognised and carried forward to the extent only when there is reasonable certainty that the assets will be adjusted in future. There is no Deferred Tax Liability / Asset at the year end.

#### **15.8 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

- a) Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
- b) Contingent Liabilities are not recognised but are disclosed in the notes.
- c) Contingent Assets are neither recognised nor disclosed in the financial statements.

#### **15.9 PRIOR PERIOD ITEMS, EXTRA ORDINARY ITEMS, EXCEPTIONAL ITEMS & CHANGES IN ACCOUNTING POLICIES**

Prior period items, Extra-ordinary items, Exceptional items and Changes in Accounting Policies having material impact, if any, on the financial affairs of the Company are disclosed, wherever applicable.

**16 DISCLOSURE OF TRANSACTIONS BETWEEN THE COMPANY AND RELATED ENTITIES AND THE STATUS OF OUTSTANDING BALANCES AS ON 31.03.2016****16.1 Key Management Personnel (KMP)**

Mr. Hemant Premji Thacker, Whole-time Director  
 Mr. Ramesh Kumar Jhawar, Non-whole-time Director  
 Mr. Santanu Chattopadhyay, Non-whole-time Director  
 Ms. Ambika Bharua, Non-whole-time Director  
 Mr. Bhagwat Nayak, Company Secretary (appointed effective 01 October 2015)

**16.2 Entities where Key Management Personnel (KMP) or their relatives exercise control**

Quantum Wealth Solutions Private Limited

**16.3 Disclosure of transactions between the company & related parties & the status of outstanding balances as at March 31, 2016**

Sl. No.	Related Party Transactions' Summary	Entities in control of KMP and their Relatives	
		2015-2016 ₹	2014-2015 ₹
a)	Balances as on 31st March		
	(i) Unsecured Loan taken	500,000	500,000

**17 Claims against the Company not acknowledged as debts:**

Income Tax claims for the financial year 2005-06 - Rs.2,77,248 towards appeal pending before the Commissioner of Income Tax (Appeals).

**18** There were no employees who were in receipt of remuneration not less than Rs.60,00,000 per annum when employed throughout the year or Rs.5,00,000 per month when employed for a part of the year.

**19** 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.

**20** The Company is in the process of compiling relevant information from its suppliers about their coverage under the Micro, Small and Medium Enterprises Development Act, 2006. As the company has not received any intimation from its suppliers as on date regarding their status under the above Act, no disclosure has been made.

**21** Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

In terms of our report of even date  
**For ROHIT SHUKLA & ASSOCIATES**  
**Chartered Accountants**  
**[Firm's Regn. No. 315178E]**

**Rohit Shukla**  
**Proprietor**  
**Membership No. 52453**  
 Kolkata, May 30, 2016

On behalf of the Board  
**BEEYU OVERSEAS LIMITED**

Hemant Premji Thacker <b>Executive Director</b> <b>DIN : 01662072</b>	Ramesh Kumar Jhawar <b>Director</b> <b>DIN: 05167601</b>
Santanu Chattopadhyay <b>Director</b> <b>DIN: 00278300</b>	Bhagwat Nayak <b>Company Secretary</b> <b>ACS : A40959</b>

## **E-MAIL REGISTRATION FORM**

### **FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM**

**To**

**Maheshwari Datamatics Pvt. Ltd.**

Unit : Beeyu Overseas Limited

6, Mangoe Lane (Surendra Mohan Ghosh Sarani)

2nd Floor

Kolkata - 700 001

Phone : (033) 2243-5029/5809, 2248-2248

Dear Sir/s,

#### **Re : Registration of e-mail ID for receiving communications in electronic form**

I/We am/are a shareholder of the Company. I/We want to receive all communication from the Company including AGM and other General Meeting notices and explanatory statement(s) thereto, Balance Sheets, Director's reports, Auditor's Reports etc. through email. Please register my e-mail ID, setout below, in your records for sending communication through e-mail:

Folio No. : \_\_\_\_\_

Name of 1st Regd. Holder : \_\_\_\_\_

Name of Joint Holder(s) : \_\_\_\_\_

: \_\_\_\_\_

Address : \_\_\_\_\_

: \_\_\_\_\_

: \_\_\_\_\_ Pin code \_\_\_\_\_

E-mail ID (to be registered) : \_\_\_\_\_

Phone : \_\_\_\_\_ Mobile : \_\_\_\_\_

**PAN NO.** : \_\_\_\_\_

\_\_\_\_\_  
**Signature**

**Date** : \_\_\_\_\_

#### **Important Notes :**

- 1) On registration, all the communication will be sent to the e-mail ID registered in the folio.
- 2) The form is also available on the website of the company [www.beeyuoverseas.in](http://www.beeyuoverseas.in)
- 3) Any change in email ID, from time to time, may please be registered in the records of the Company.

### **FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM**

Members holding shares in demat form may register the e-mails with their respective depository participant.



# BEEYU OVERSEAS LIMITED

REGD. OFFICE : Fulhara (Bhimgachh), P. O. Ramganj  
Block : Islampur - 733 207, Dist. Uttar Dinajpur (W.B.)  
Phone : (033) 2280-9267, E.mail : info@beeyuoverseas.in  
Website : www.beeyuoverseas.in, CIN: L51109WB1993PLC057984

Folio No./DP ID/ Client ID No. \_\_\_\_\_

No. of Shares Held \_\_\_\_\_

## ATTENDANCE SLIP

I/ We record my /our presence at the Annual General Meeting of the Company at Registered Office of the Company at Fulhara (Bhimgachh), P. O. Ramganj, Block, Islampur, Dist. Uttar Dinapur - 733 207 on Friday, 30th September, 2016 at 10.00 A.M.

NAME OF THE SHAREHOLDER(S) \_\_\_\_\_  
(in Block Letters)

SIGNATURE OF THE SHAREHOLDER(S) \_\_\_\_\_

NAME OF THE PROXY \_\_\_\_\_  
(in Block Letters)

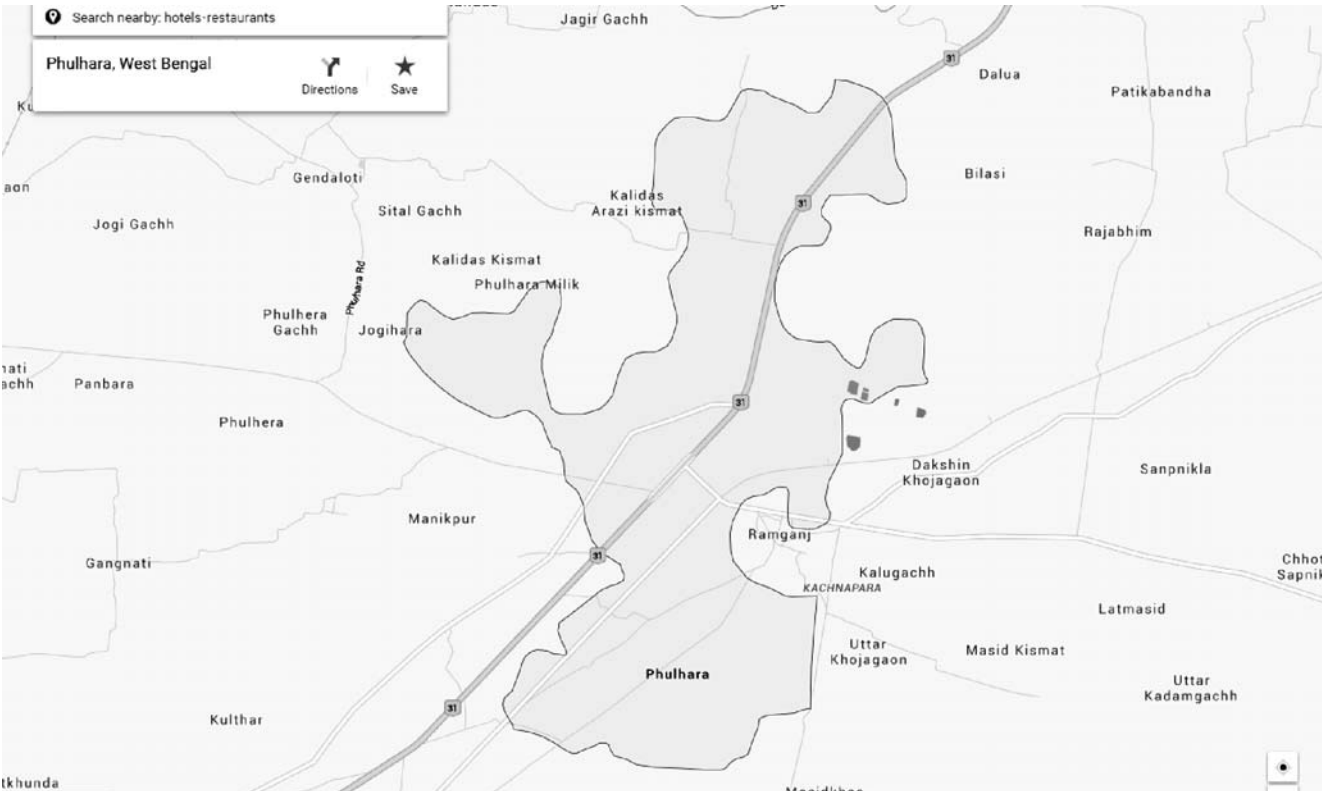
SIGNATURE OF THE PROXY \_\_\_\_\_

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

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

Electronic Voting Event Number (EVEN)	User ID	Password
	As per Instruction Sheet	As per Instruction Sheet

# AGM VENUE ROUTE MAP







# BEEYU OVERSEAS LIMITED

REGD. OFFICE : Fulhara (Bhimgachh), P. O. Ramganj  
 Block : Islampur - 733 207, Dist. Uttar Dinajpur (W.B.)  
 Phone : (033) 2280-9267, E.mail : info@beeyuoverseas.in  
 Website : www.beeyuoverseas.in, CIN: L51109WB1993PLC057984

## FORM NO. MGT 11 - Proxy Form

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

Name(s) of the Shareholder(s) \_\_\_\_\_

(including joint-holders, if any) \_\_\_\_\_

Registered address of the Shareholder(s) \_\_\_\_\_

Registered Folio No. /Client ID No. /DP ID No. \_\_\_\_\_

No. of equity Shares Held \_\_\_\_\_

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

- (1) Name \_\_\_\_\_ Address \_\_\_\_\_  
 E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
- (2) Name \_\_\_\_\_ Address \_\_\_\_\_  
 E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
- (3) Name \_\_\_\_\_ Address \_\_\_\_\_  
 E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, 30th September, 2016 at 10.00 a.m. at Fulhara (Bhimgachh), P.O.Ramganj, Block: Islampur, Dist. Uttar Dinapur -733 207 in respect of the such resolutions as are indicated below:

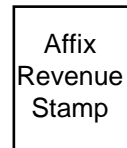
\*\* I wish my above Proxy to vote in the manner as indicate in the box below:

Sl. No.	Resolutions	Optional**	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of Balance Sheet, Statement of Profit and Loss, report of the Board of Directors and Auditors for the financial year ended 31st March, 2016		
2.	Re-appointment of Mr. Hemant Premji Thacker, as a Director who retires by rotation		
3.	Appointment of M/s. Rohit Shukla & Associates. , Chartered Accountants as Statutory Auditors and fixing their remuneration		
<b>Special Business</b>			
4.	Special Resolution for approval and adoption of Articles of Association of the Company in accordance with Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules there under.		
5.	Special Resolution for re appointment of Mr. Hemant Premji Thacker as Whole-time Director of the Company designated as Executive Director & CFO of the Company for a period of 5 years w.e.f., 01/08/2016 in accordance with Section 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules thereunder		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of Shareholder: \_\_\_\_\_

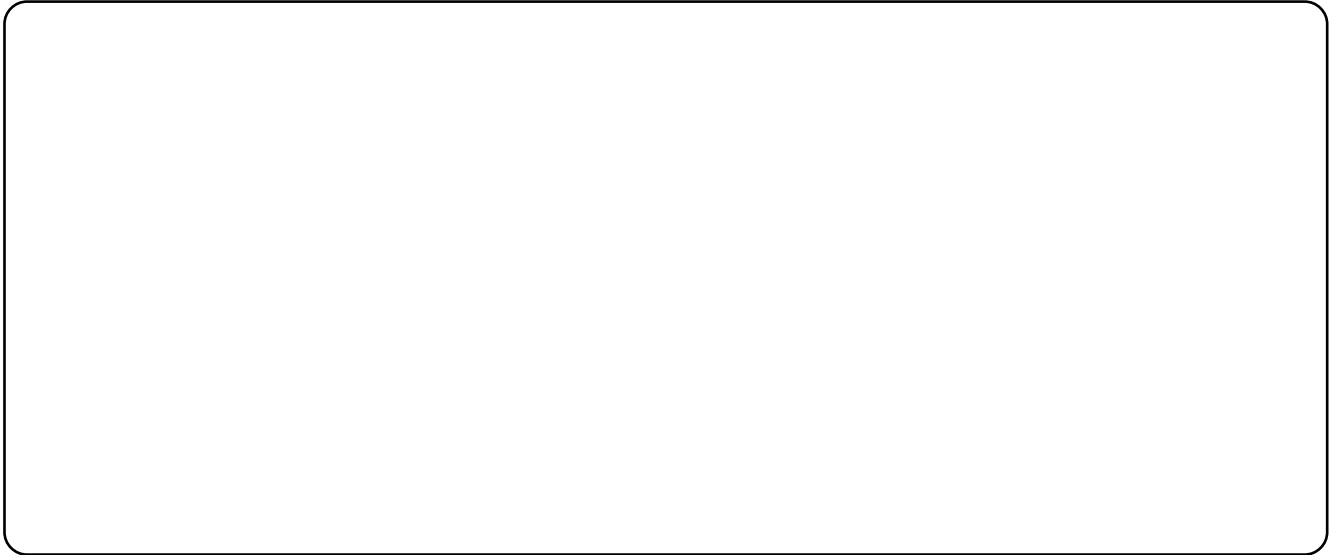
Signature of Proxy holder: \_\_\_\_\_



### Notes :

- The Proxy Form signed across revenue stamp should reach the Registered Office of the Company at least 48 hours before the scheduled time of Meeting.**
- For the Resolutions, explanatory statements and notes please refer to the Notice of the 23rd Annual General Meeting.
- \*\* This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**REGISTERED POST**



If undelivered, please return to :  
**BEEYU OVERSEAS LIMITED**  
"Beeyu House"  
64-A, Ballygunge Circular Road  
Kolkata - 700 019