



# Beeyu Overseas Ltd.

**Registered Office :**

Fulhara (Bhimgachh), 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: 18/09/2017

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 24<sup>th</sup> Annual Report for the financial year 2016-17 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**

*HP Thacker*



Hemant Premji Thacker  
Whole-time Director  
DIN: 01662072

Encl: A/a



***BEEYU OVERSEAS LTD.***

**24TH ANNUAL REPORT**

**2016-2017**



## **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.  
23, R.N. Mukherjee Road, 5th 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  
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 24th 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 –733207, Dist: Uttar Dinajpur, West Bengal on Monday, 18th September, 2017 at 12 Noon 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 31st March, 2017 alongwith the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hemant Premji Thacker (holding DIN: 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 resolution as an Ordinary Resolution:-

**“RESOLVED THAT** M/s Rohit Shukla & Associates, Chartered Accountants (Registration No 315178E) be and are hereby appointed as Auditors of the Company for a consecutive term of 5 years to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General meeting of the Company to be held in calendar year 2022 (subject to ratification of their appointment at every intervening AGM) at such remuneration as may be fixed by the Board of Directors of the Company.”

**AS SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act,2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ramesh Kumar Jhawar (DIN-05167601), a Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment for a second term in accordance with the provisions of Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company for a term of 5 years till the conclusion of the annual general meeting to be held in the calendar year 2022 and his term shall not be subject to retirement by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and other applicable provisions,if any, of the Companies Act,2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act,as amended from time to time, Mr. Santanu Chattopadhyay (DIN – 00278300), a Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment for a second term in accordance with the provisions of Companies Act,2013 be and is hereby re-appointed as an Independent Director of the Company for a term of 5 years till the conclusion of the annual general meeting to be held in the calendar year 2022 and his term shall not be subject to retirement by rotation.”

**By Order of the Board of Directors**

**Date : 29.05.2017**  
**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 **Friday, 15/09/2017 to Monday, 18/09/2017 (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., Monday, 11/09/2017** 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 23, R.N. Mukherjee Road, 5th Floor, 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).
7. 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.
8. 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, 2016 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. A.K. Labh, Company Secretary in Practice, M/s A.K. Labh & Co**, as the Scrutinizer for this purpose.
9. 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.
10. 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, auditor's 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.
11. 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.
12. 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.
13. The Company's Equity Shares are listed on BSE Ltd.
14. 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.



15. Electronic copy of the Annual Report, 2017 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 2017 are being sent in the permitted mode.
16. 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.

**E-voting Instruction sheet**

- I. The instructions for remote e-voting are as under:
  - (i) The voting period for remote e-voting begins on **Friday, 15/09/2017 at 9 A.M. and ends on Sunday, 17/09/2017 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 Monday, 11/09/2017** 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) 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.

- (xix) 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 Monday, 11/09/2017.
- 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. Monday, 11/09/2017, may obtain the Sequence No. from RTA.
- IV. Mr. A.K. Labh, Company Secretary in practice, 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.
  - 1) 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. A member can opt for only one mode of voting i.e either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
  - 2) The Route map of the venue of the AGM is in the Annual Report 2016-2017

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

The following statement sets out all material facts relating to all Special Businesses mentioned in the accompanying notice;

**ITEM NOS. 4 & 5**

Mr. Ramesh Kumar Jhawar & Mr. Santanu Chattopadhyay, Independent Directors of the Company were appointed pursuant to approval of members passed through resolutions passed at the Annual General Meeting of the Company held on 30th September, 2014. Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 29.05.2017 approved and recommended to shareholders for their approval appointment of Mr. Ramesh Kumar Jhawar & Mr. Santanu Chattopadhyay as Independent Directors for a second term till the conclusion of annual general meeting to be held in the calendar year 2022. In the opinion of the Board they fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors. The Board has considered rich experience, knowledge, skills and overall evaluation and recommended their re-appointment as second term to the Members of the Company for their approval. The Company has received notices in writing from members along with a deposit of Rs. 1 lac each proposing their candidature to be re-appointed as Independent Directors of the Company in accordance with the provisions of the Companies Act, 2013. Brief profile, qualifications, experience, date of appointment on Board, No. of Board Meetings attended during the financial year 2016-2017, shareholding in the company along with Directorship, membership, Chairmanship of Committees held in other companies are enclosed alongwith explanatory statement.

Except Mr Ramesh Kumar Jhawar and Mr Santanu Chattopadhyay, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolutions set out at item nos 4-5.

**Details of Directors seeking appointment/reappointment at the ensuing Annual General Meeting**

Name of Director	Date of Birth	Date of Appointment	Nature of Expertise	No. of Shares held in the Company	Directorship held in other Public Companies	No. of board meetings attended	Inter se relation between Directors
Mr. Ramesh Kumar Jhawar	30th August, 1956	03/04/2012	Management Expertise	NIL	NIL	5	None
Mr. Santanu Chattopadhyay	19th January 1969	04/06/2013	B.Com., 19 years of experience in the field of capital market	NIL	5, out of which 2 are listed	5	None
Mr. Hemant Premji Thacker	24th February 1956	16/03/2011	Expertise in finance & legal matters	NIL	1, which is listed	5	None

**By Order of the Board of Directors**

**Date : 29.05.2017  
Place : Kolkata**

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



**BOARD'S REPORT**

**Dear Shareholders,**

Your Directors have pleasure in present the 24th Annual Report together with the Audited Statement of Accounts of Beeyu Overseas Ltd for the financial year ended 31st March, 2017.

**SUMMARISED FINANCIAL HIGHLIGHTS**

<b>Particulars</b>	<b>Current Year(in Rs)</b>	<b>Previous Year(in Rs)</b>
Total Revenue	<b>600,000</b>	600,000
Total Expenses	<b>1,033,361</b>	9,38,624
Profit /(Loss) for the year before Tax for the year from continuing operations	<b>(433,631)</b>	(338,624)
Less: Deferred Tax	<b>2,081,210</b>	NIL
Profit/(Loss) for the year after tax from continuing operations	<b>(2,514,841)</b>	(3,38,624)

**DIVIDEND**

In view of current year losses & accumulated losses, your Directors regret their inability to declare any dividend for the financial year ended 31st March, 2017 has been declared.

**OPERATIONAL REVIEW**

The Company has discontinued all its manufacturing activities. The Company is also exploring suitable diversification opportunities.

**SHARE CAPITAL**

The paid up equity shares as on 31st March, 2017 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.

**ECONOMIC SCENARIO AND OUTLOOK**

India is expected to clock 7.1 per cent growth this year before edging up to 7.5 per cent in 2018, underpinned by higher private and public consumption and increased infrastructure spending. Inflation is projected to reach 5.3-5.5 per cent in 2017 and 2018, which is somewhat above the official target of 4.5-5 per cent. The report, however, noted that a key downside risk for India was heightened financial sector risks related to the concentration of bad loans in public sector banks.

While the impact of demonetization on the economy is expected to be transient, a slower-than-expected recovery would particularly diminish the outlook for cash-intensive sectors and supply chains for agricultural products.

The region's developing economies are projected to grow at 5 per cent and 5.1 per cent in 2017 and 2018 up from 4.9 per cent last year. Future economic growth will need to rely more on productivity gains, compared to factor accumulation.

In view of the above, the Directors are looking for new strategic plans of the Company,

**BUSINESS RISK MANAGEMENT**

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

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter-alia are: Regulations, Competition, Business Risk,



Technology Obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. Since the Company is non operational the above mentioned risks does not exist.

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

#### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequacy system of internal control commensurate with size, scale and complexity of its operations to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditors of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company.

#### **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**

As per provisions of Section 152 of the Companies Act, 2013, Mr. Hemant Premji Thacker (DIN: 01662072) retires by rotation and being eligible offers himself for re-appointment. The Board recommends his re-appointment

At the 22nd Annual General Meeting of the Company held on 30th September, 2014 the Company had appointed existing two Independent Directors Mr. Ramesh Kumar Jhawar (DIN 05167601) and Mr. Santanu Chattopadhyay (DIN 00278300) as Independent Directors under the Companies Act, 2013 for 3 consecutive years for a term upto 31st March, 2017. The Board of Directors of the Company proposes and recommended to shareholders for their approval re-appointment of Mr. Ramesh Kumar Jhawar & Mr. Santanu Chattopadhyay as Independent Directors for a second term of 5 consecutive years upto the annual general meeting to be held in the calendar year 2022. In the opinion of the board, they fulfill the conditions of being Independent as specified in the Act and the Rules made thereunder and are independent of the management of the Company.

Appointee Directors has furnished requisite declaration in Form DIR-8 pursuant to Section 164(2) of the Companies Act, 2014 to the effect that they are not disqualified from being appointed/ re-appointed as a Director of the Company.

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

#### **BOARD EVALUATION**

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

#### **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 Directors has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the board, the Directors eligible for appointment fulfill the conditions of being Independent as specified in the Act and the Rules made thereunder and is independent of the management of the Company.

#### **MEETINGS**

During the year, 5 Board Meetings and one Independent Directors' meeting was held. The gap between two meetings did not exceed one hundred and twenty days. The dates on which the Board Meetings were held are as follows: 30/05/2016, 11/07/2016, 10/08/2016, 14/11/2016 & 31/01/2017 respectively.

The details of which are also given in Corporate Governance Report. The provisions of Companies Act, 2013 and listing regulations were adhered to while considering the time gap between two meetings.



**COMMITTEES OF THE BOARD**

Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee has been constituted and the composition and their terms of reference has been furnished in the Corporate Governance Report.

**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 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 profit or loss of the Company for that period;
- (iii) that proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the annual financial statements have been prepared on a going concern basis.
- (v) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- (vi) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**RELATED PARTY TRANSACTIONS**

There were no contracts or arrangements entered into by the Company in accordance with the provisions of Section 188 of the Companies Act, 2013. Hence, Form AOC-2 is not attached.

The policy on related party transactions can be accessed on the Company's website- [www.beeyuoverseas.in](http://www.beeyuoverseas.in).

**SUBSIDIARY**

The Company does not have any subsidiary companies.

**INVESTMENTS, LOANS AND GUARANTEE**

There are no investments made, loans given & guarantees and securities provided by the Company.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT**

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

**CODE OF CONDUCT**

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

The Code has been posted on the Company's website: [www.beeyuoverseas.in](http://www.beeyuoverseas.in).

All the Board Members 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. The Company does not have women employee. During the year, Company has not received any complaint of harassment from any person dealing in association with the Company.



**PREVENTION OF INSIDER TRAINING**

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

All Board Directors have confirmed compliance with the Code.

**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. Reappointment of M/s Rohit Shukla & Associates, Chartered Accountants (Registration No 315178E) as Statutory Auditors of the Company has been made on the recommendation of the Audit Committee for a consecutive term of 5 years to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General meeting of the Company to be held in calendar year 2022 (subject to ratification of their appointment at every intervening AGM) at such remuneration as may be fixed by the Board of Directors of the Company. There are no qualifications in the Audit Report. The observations are self explanatory.

**B) SECRETERIAL 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 Gupta (C.P No.15143), Company Secretary in Practice to undertake the secretarial audit of the Company. The Secretarial Audit Report is annexed herewith as 'Annexure 1'.

**EXPLANATIONS OR COMMENTS BY THE BOARD ON QUALIFICATIONS, RESERVATION OR ADVERSE REMARKS OR DISCLAIMERS**

As regards in observations in Secretarial Audit Report regarding:

- 1) Non compliance with the requirement of Section 203 of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the matter of appointment of Company Secretary/ CFO.

Comments by Board:

- 1) The management states that the Company is making efforts for appointing a new company secretary to fill vacancy caused by resignation of previous company secretary on 30th June, 2016.
- 2) Due to financial losses and shortage of cash in the company, the functions of Chief Financial Officer is managed by the Whole time Director.

**CORPORATE GOVERNANCE**

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

**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

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

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

**EXTRACT OF ANNUAL RETURN**

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 his remuneration. Further, no sitting fees have 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, 2017 and the date of the Report except the following:

The Board of Directors have approved for the reduction of share capital of the company to the extent of 90% of its paid up capital subject to the approval of the shareholders and the other regulatory authorities.

The proposed capital reduction wipe out the accumulated losses of the company and it will be beneficial to the company, its shareholders (promoters as well as Public category) and other connected to the company.

2. There is no change in business of the Company.

#### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Company has held familiarization programme for the Independent Directors.

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

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

#### **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, 2017.

#### **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 : 29.05.2017**  
**Place : Kolkata**

**RAMESH KUMAR JHAWAR**  
**Chairman**  
**DIN: 05167601**



**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2017

[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 my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31.03.2017 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, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the audit period)
  - (d) The Securities and Exchange Board of India (Share based employee benefit) Regulations, 2014; (Not applicable to the company during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the Company during the audit period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)



- (vi) The Company presently has no manufacturing activities as confirmed by the Management of the Company and as such there is no specific law applicable to the Company.

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (ii) Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

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:

- The Company is in the process of appointing Company Secretary as per provisions of Section 203 of the Companies Act, 2013 after the resignation of the former Company Secretary with effect from 30th June, 2016.
- Mr. Hemant Premji Thacker (DIN: 01662072), Wholetime Director of the Company is performing the function of the Chief Financial Officer as the Company has no business volume and there were accumulated and current losses.

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.
- Foreign Technical Collaboration

**Date : 29.05.2017**  
**Place : Kolkata**

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



**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
As on the financial year ended on 31.03.2017**

**[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 (Bhimgachh) 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. 23, R.N. Mukherjee Road, 5th Flr., Kolkata – 700001 (033) 033-22482248, 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, 2017

**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 01.04.2016)				No. of Shares held at the end of the year (As on 31.03.2017)				% 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	207508	7613	215121	1.5212	289941	8413	298354	2.1098	38.6912
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	5116654	218333	5334987	37.7259	5042396	217959	5260355	37.1981	-1.3989
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	3923955	0	3923955	27.7479	3930538	0	3930538	27.7944	0.1678
(c) Others (specify)									
Non Resident Indians	739063	0	739063	5.2262	738270	0	738270	5.2206	-0.1073
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members	45910	0	45910	0.3246	31519	0	31519	0.2229	-31.3461
Trusts									
Foreign Bodies-D R									
<b>Sub-total (B)(2):-</b>	10033090	225946	10259036	72.5458	10032664	226372	10259036	72.5458	0.000
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	10033090	225946	10259036	72.5458	10032664	226372	10259036	72.5458	0.000
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	13915507	225946	14141453	100.0000	13915081	226372	14141453	100.0000	0.0000

(ii) Shareholding of Promoter :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2016)			Shareholding at the end of the year (As on 31.03.2017)			% 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 [01/04/16] / end of the year [31/03/2017]		Cumulative Shareholding during the year [01/04/16 to 31/03/2017]	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Classic Nirman Private Limited 01-04-2016 31-03-2017	1941209	13.7271	1941209	13.7271
		1941209	13.7271		
2	Quantum Wealth Solutions Pvt. Ltd. 01-04-2016 31-03-2017	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 [01/04/16] / end of the year [31/03/2017]		Cumulative Shareholding during the year [01/04/16 to 31/03/2017]	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	JAINAM SHARE CONSULTANTS PVT. LTD. 01-04-16 05-08-2016 - Transfer 23-12-2016 - Transfer 31-03-17	34288	0.2425	27109	0.1917
		-7179	0.0508		
		-1000	0.0194		
		26109	0.1846		
		26109	0.1846		
2	HITESH RAMJI JAVERI 01-04-16 31-03-17	317000	2.2416	317000	2.2416
		317000	2.2416		
3	VIVEK NAMDEO MANGAONKAR 01-04-16 31-03-17	25000	0.1768	25000	0.1768
		25000	0.1768		
4	HARSHA HITESH JAVERI 01-04-16 31-03-17	390000	2.7578	390000	2.7578
		390000	2.7578		
5	KREDERE WEALTH PARTNER PRIVATE LIMITED* 01-04-16 03-02-2017 31-03-17	0	0.0000	80000	0.5657
		80000	0.5657		
		80000	0.5657		
6	MAHAMAD HANIF YAKUBBHAI VAHORA 01-04-16 05-08-2016 - Transfer 12-08-2016 - Transfer 19-08-2016 - Transfer 31-03-2017	68183	0.4821	75362	0.5329
		7179	0.0508		
		-4362	0.0308		
		-1000	0.0071		
		70000	0.4950		
7	KRISHAN KUMAR JAIN 01-04-16 31-03-17	104676	0.7402	104676	0.7402
		104676	0.7402		
8	AJAY SHANTICHAND KOTHARI 01-04-16 31-03-17	24082	0.1703	24082	0.1703
		24082	0.1703		
9	KALUCHAND JIVRAJJI JAIN 01-04-16 31-03-17	57120	0.4039	57120	0.4039
		57120	0.4039		
10	CHIRAYUSH PRAVIN VAKIL 01-04-16 31-03-17	85807	0.6068	85807	0.6068
		85807	0.6068		



11	RAJESH B VANKAWALA 01-04-16 29/04/2016 - Transfer 06/05/2016 - Transfer 13/05/2016 - Transfer 20/05/2016 - Transfer 27/05/2016 - Transfer 03/06/2016 - Transfer 10/06/2016 - Transfer 17/06/2016 - Transfer 30/06/2016 - Transfer 15/07/2016 - Transfer 12/08/2016 - Transfer 19/08/2016 - Transfer 23/09/2016 - Transfer 30/09/2016 - Transfer 07/10/2016 - Transfer 21/10/2016 - Transfer 28/10/2016 - Transfer 04/11/2016 - Transfer 11/11/2016 - Transfer 18/11/2016 - Transfer 25/11/2016 - Transfer 02/12/2016 - Transfer 09/12/2016 - Transfer 16/12/2016 - Transfer 23/12/2016 - Transfer 30/12/2016 - Transfer 06/01/2017 - Transfer 13/01/2017 - Transfer 20/01/2017 - Transfer 27/01/2017 - Transfer 03/02/2017 - Transfer 17/02/2017 - Transfer 24/02/2017 - Transfer 31-03-17	21615 2057 -500 -61 -874 -2 50 300 300 636 49 300 -300 432 200 204 179 -20 -400 -737 -30 -161 -60 -199 -232 -100 750 600 1147 200 490 -10 -300 -50 25473	0.1528 0.0145 0.0035 0.0004 0.0062 0.0000 0.0004 0.0021 0.0021 0.0045 0.0003 0.0021 0.0021 0.0031 0.0014 0.0014 0.0013 0.0001 0.0028 0.0052 0.0002 0.0011 0.0012 0.0039 0.0045 0.0019 0.0146 0.0116 0.0223 0.0014 0.0035 0.0001 0.0021 0.0004 0.1801	23672 23172 23111 22237 22235 22285 22585 22885 23521 23570 23870 23570 24002 24202 24406 24585 24565 24165 23428 23398 23237 23177 22978 22746 22646 23396 23996 25143 25343 25833 25823 25523 25473 25473	0.1674 0.1639 0.1634 0.1572 0.1572 0.1576 0.1597 0.1618 0.1663 0.1667 0.1688 0.1667 0.1697 0.1711 0.1726 0.1739 0.1737 0-1709 0.1657 0.1655 0.1643 0.4503 0.4463 0.4416 0.4396 0.4542 0.4658 0.4881 0.1792 0.1827 0.1826 0.1805 0.1801 0.1801
12	SAURAV GUPTA 01-04-16 09/09/2016 - Transfer 06/01/2017 - Transfer 20/01/2017 - Transfer 31-03-17	89784 2000 -91784 92163 92163	0.6349 0.0141 1.7815 0.6517 0.6517	91784 0 92163 92163	0.6490 0.0000 0.6517 0.6517
13	RAJIV RAMU DEORA# 01-04-16 03/02/2017 - Transfer 31-03-17	80000 -80000 0	0.5657 0.5657 0.0000	0 0 0	0.0000 0.0000
14	DHEERAJ KUMAR LOHIA 01-04-16 31-03-17	50000 50000	0.3536 0.3536	50000	0.3536
15	KAMAL SINGH PUGALIA 01-04-16 31-03-17	204841 204841	1.4485 1.4485	204841	1.4485
16	APURBA KUMAR SAHA 01-04-16 23/12/2016 - Transfer 30/12/2016 - Transfer 31-03-17	27796 400 300 28496	0.1966 0.0078 0.0058 0.2015	28196 28496 28496	0.5473 0.5532 0.2015
17	HEMANT KUMAR MOTIHAR 01-04-16 31-03-17	974741 974741	6.8928 6.8928	974741	6.8928



18	SHILPA ASHOK SHAH 01-04-16 31-03-17	26900 26900	0.1902 0.1902	26900	0.1902
19	JASH NIRAL SHAH 01-04-16 31-03-17	200000 200000	1.4143 1.4143	200000	1.4143

\* Not in the list of Top 10 shareholders as on 01/04/2016. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2017.

# Ceased to be in the list of Top 10 shareholders as on 31/03/2017. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2016.

**(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	NIL	NIL	NIL
	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	NIL	NIL	NIL
	At the end of the year	None of the Directors or KMP hold shares in the Company	NIL	NIL	NIL

**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	-	2,00,000	-	2,00,000
• Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	7,00,000	-	7,00,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	7,00,000	-	7,00,000



**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	CS	CFO	Total
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	-	-	-	-



**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	-	-	-	-	-



## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **A. OUTLOOK**

The global economy in 2017 is showing signs of gradual recovery from the recession triggered by the bursting of the financial bubble in 2008. Slow recovery began in late 2009 and carried into recent years. A wide range of policy interventions have supported demand and reduced uncertainty and systematic risk in financial markets.

Nevertheless, international metal, oil and food prices continue to be at below their pre-crisis levels with a resetting of demand at lower levels. The recovery therefore is still tentative and will rely on sustained and co-ordinated efforts by governments and institutions in their near future. The overall recovery will depend on the extent to which household and business sector demand strengthens over the next few quarters.

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

The risk identification and assessment process is dynamic and hence the Company has been able to identify, monitor and mitigate the most relevant strategic and operational risks both during the period of accelerated growth as well as through the recessionary phase of the economy we recently witnessed.

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

Your company has instituted adequate control systems commensurate with its size and scale of operation, The Audit Committee periodically reviews such systems with the help of internal and Statutory Auditors and reports to the Board on its inadequacy.

### **D. FINANCIAL CONTROLS**

The Financial Controls are adequate and functioning activity.

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

**Place: Kolkata**

**Date: 29.05.2017**

**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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

Five (5) Board Meetings are held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the Board Meetings were held are as follows:

30/05/2016, 11/07/2016, 10/08/2016, 14/11/2016 & 31/01/2017 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) Rule 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 30.09.2016	Directors	Committee Membership including Chairmanship	Committee Chairmanship
Mr. Ramesh kumar Jhawar	Non-Executive Chairman & Independent	5	YES	-	-	-
Mr. Santanu Chattopadhyay	Non-Executive & Independent	5	NO	5	2	-
Mrs. Ambika Baruah	Non-Executive & Independent	5	NO	7	-	-
Mr. Hemant Premji Thacker	Executive & Non Independent	5	YES	1	2	-

During the year, information as mentioned in Annexure X to Regulation 29 of the Listing Obligations and Disclosure Requirements Regulations has been placed before the Board for its consideration. No Directors hold any shares in the Company.





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 Schedules and Rules there under. All the Board members have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the Company.

#### **Board Committees**

There are three committees of the Board viz., the Audit Committee, Nomination & Remuneration Committee & Stakeholder Relationship Committee. The terms of reference of the Board Committees are determined by the Board from time to time. Minutes of Board Committee meetings are placed for the information of the Board. Matters requiring the Board's attention/approval are placed before the Board by the respective Committees. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance of the Members, are provided below:

#### **Audit Committee**

As on 31st March, 2017, the Audit Committee of the Board consisted of Three Directors namely Mr. Hemant Premji Thacker, Mr. Santanu Chattopadhyay and Mr. Ramesh Kumar Jhawar. Mr. Ramesh Kumar Jhawar acted as the Chairman of the Committee is a Non-Executive Independent Director.

The Audit Committee met four times on 30/05/2016, 10/08/2016, 14/11/2016 and 31/01/2017 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**

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

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 up to March 31, 2017, 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 Jhawar (Chairman)	4
Mr. Santanu Chattopadhyay	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, 2017 : 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.

Mr. Hemant Premji Thacker 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 has 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 Jhwar, Non Executive Independent Director, Mr. Santanu Chattopadhyay, Non Executive Independent Director and Chairman, 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 devise 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

Two Meetings were held during the year under review on 10th August, 2016 and 31st January, 2017 respectively.

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

#### **INDEPENDENT DIRECTORS**

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. 23rd Annual General Meeting	Friday, 30th September, 2016 at 10 A.M. Fulhara (Bhimgachh) Post Office: Ramganj, Block : Islampur District : Uttar Dinajpur –733 207, West Bengal	Adoption of Articles of Association of the Company and Re-appointment of Whole Time Director of the Company
2. 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
3. 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

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.

The Executive Director of the Company has furnished a duly signed certificate to the Board for the year ended 31st March, 2017 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 29.05.2017.

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

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

**Means of Communication**

- a. The quarterly, half-yearly and annual results of the Company are generally published in Echo of India and Arthik Lipi.

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, 2016 to 31st March, 2017 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****24th Annual General Meeting**

**Date, Time & Venue** : Monday, 18th September, 2017 at 12 Noon.  
Fulhara (Bhimgachh), P.O.: Ramganj  
Block : Islampur - 733 207, Dist. Uttar Dinajpur (W.B)

**Financial Calendar (tentative)** : Unaudited Results for the First Quarter ended 30th June, 2017 On or before 15th August, 2017  
Unaudited Results for the Second Quarter ended 30th September, 2017 On or before 15th November, 2017  
Unaudited Results for the Third Quarter ended 31st December, 2017 On or before 15th February, 2017  
Audited Results for the Financial Year ended 31st March, 2018 On or before 30th May, 2018

**Date of Book Closure** : Friday, 15th September, 2017 to 18th September, 2017 (both days inclusive)

**Dividend** : The Board of Directors have not recommended any dividend for the year ended 31st March, 2017

**Listing on Stock Exchanges** : The Company's shares are listed on BSE Limited (BSE).

**Stock Code** : Bombay Stock Exchange : 532645 (Physical)  
INE052B01011 (Demat)

**Market Price Data** : BSE Limited



**Market Price Data during 2016-2017**

<u>Month</u>	<u>Open Price</u>	<u>High Price</u>	<u>Low Price</u>	<u>Close Price</u>	<u>No. of Shares</u>	<u>No. of Trades</u>
Apr-16	0.94	0.94	0.78	0.8	29995	30
May-16	0.79	1.1	0.77	1	21417	40
Jun-16	0.95	0.99	0.79	0.84	11178	32
Jul-16	0.8	0.88	0.68	0.68	17240	39
Aug-16	0.7	0.94	0.64	0.87	50684	79
Sep-16	0.91	0.91	0.65	0.65	13219	28
Oct-16	0.63	0.82	0.59	0.82	13438	33
Nov-16	0.86	1.06	0.86	1.06	4034	24
Dec-16	1.01	1.2	0.8	0.8	11714	62
Jan-17	0.76	0.76	0.61	0.7	30937	48
Feb-17	0.68	0.75	0.6	0.7	18443	57
Mar-17	0.67	0.7	0.54	0.54	23258	42

**Distribution of Shareholding as on 31st March, 2017**

<u>Shareholding</u>	<u>Number of Holders</u>	<u>Percentage</u>	<u>Number of Shares</u>	<u>Percentage</u>
Up to 500	7124	76.6764	1367513	9.6702
501 to 1000	1030	11.0860	881265	6.2318
1001 to 2000	509	5.4784	824364	5.8294
2001 to 3000	186	2.0019	485974	3.4365
3001 to 4000	88	0.9472	318958	2.2555
4001 to 5000	96	1.0333	456143	3.2256
5001 to 10000	149	1.6037	1145387	8.0995
Above 10000	109	1.1732	8661849	61.2515
<b>Grand Total</b>	<b>9291</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 Regulation 31 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

**Performance in Comparison To Broad Based Indices:**



**Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:**

The risk of change in price of a commodity that is used as input for production, in the future is termed as commodity price risk. The change in price of the raw material would affect the producer of the commodity. However, the Company is not exposed to any adverse changes in the value of residual positions arising from market price movements.



Foreign Exchange Risk - also called FX risk, currency risk or exchange rate risk - is the financial risk of an investment's value changing due to the changes in currency exchange rates. This also refers to the risk an investor faces when he needs to close out a long or short position in a foreign currency at a loss, due to an adverse movement in exchange rates. There was no foreign exchange risk in the Company during the year under review.

**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 applicable regulation of the SEBI Listing Regulations, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**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.  
23, R.N. Mukherjee Road, 5th Floor,  
Kolkata- 700001  
Phone Number: (033) 2248-2248  
Fax: (033) 2247-4787  
E-mail: mdpldc@yahoo.com



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

As provided under Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct, for the financial year ended 31st March, 2017.

FOR BEEYU OVERSEAS LIMITED

Hemant Premji Thacker  
Wholetime Director  
DIN: 01662072

Date : 29.05.2017  
Place : Kolkata

**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, 2017, as stipulated in SEBI (Listing Obligations and Disclosure Requirements Regulations ("the Listing Regulations") of the Company with the stock exchanges.

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 Regulations, as applicable except the following:

- The Company is in the process of appointing Company Secretary as per provisions of Section 203 of the Companies Act, 2013 after the resignation of the former Company Secretary with effect from 30th June, 2016.
- Mr. Hemant Premji Thacker (DIN: 01662072) Wholetime Director of the Company is performing the function of the Chief Financial Officer as the Company has no business volume and there were accumulated and current losses.

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 : 29.05.2017





## **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 2017, 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 `25,14,841 for the year ended on 31 March 2017. The Company's accumulated loss as on 31 March 2017 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 2017;
- 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 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 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 18 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;
    - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and
    - iv. the Company has provided for requisite disclosures in its standalone financial statements as to holding as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016 and these are in accordance with the books of accounts maintained by the Company – Refer to Note 17 to the standalone financial statements.

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

ROHIT SHUKLA  
Proprietor  
Membership No. 052453

Place : Kolkata  
Date : 29 May 2017



**“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 2017]

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 2017 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 : 29th May, 2017



## **“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 2017]

### **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 2017 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 2017, 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 : 29th May, 2017

**BALANCE SHEET AS AT 31ST MARCH, 2017**

	Notes	2016-2017		2015-2016	
		₹	₹	₹	₹
<b>EQUITY AND LIABILITIES</b>					
<b>SHAREHOLDERS' FUNDS</b>					
Share Capital	1	141,414,530		141,414,530	
Reserves and Surplus	2	(132,769,097)	8,645,433	(130,137,436)	11,277,094
<b>NON-CURRENT LIABILITIES</b>					
Other Long term Liabilities	3	10,000,000		10,000,000	
Deferred Tax Liability	4	2,081,210	12,081,210	-	10,000,000
<b>CURRENT LIABILITIES</b>					
Short term Borrowings	5	700,000		500,000	
Other Current Liabilities	6	255,835	955,835	300,672	800,672
<b>TOTAL</b>			<b>21,682,478</b>		<b>22,077,766</b>
<b>ASSETS</b>					
<b>NON-CURRENT ASSETS</b>					
Fixed Assets					
Tangible Assets	7A, 7B	19,648,499		20,039,373	
Long term Loans & Advances	8	29,570	19,678,069	29,570	20,068,943
<b>CURRENT ASSETS</b>					
Cash & Cash Equivalents	9	248,376		252,790	
Short term Loans & Advances	10	1,756,033	2,004,409	1,756,033	2,008,823
<b>TOTAL</b>			<b>21,682,478</b>		<b>22,077,766</b>

The accompanying notes 1 to 22 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]

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

**Rohit Shukla**  
Proprietor  
Membership No. 52453  
Kolkata, May 29, 2017

**Ramesh Kumar Jhawar**  
Director  
DIN: 05167601

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

**Santanu Chattopadhyay**  
Director  
DIN: 00278300

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017**

	Notes	2016-2017		2015-2016	
		₹	₹	₹	₹
<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	114,500		138,000	
Depreciation and Amortisation Expenses	13	274,054		274,054	
Other Expenses	14	645,077		526,570	
<b>Total Expenses</b>			<b>1,033,631</b>		<b>938,624</b>
<b>Profit / (Loss) before Tax for the year from continuing operations</b>			<b>(433,631)</b>		<b>(338,624)</b>
<b>Tax Expense</b>					
Current tax		-		-	
Deferred tax		2,081,210		-	
			<b>2,081,210</b>		<b>-</b>
<b>Profit / (Loss) for the year after tax from continuing operations</b>			<b>(2,514,841)</b>		<b>(338,624)</b>
<b>EARNINGS PER SHARE (EPS)</b>					
Equity shares of face value Rs.10 each					
Basic Earnings Per Share			(0.18)		(0.02)
Weighted No. of shares used in computing EPS			14,141,453		14,141,453

The accompanying notes 1 to 22 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]**

On behalf of the Board

**BEEYU OVERSEAS LIMITED**

**Rohit Shukla**

**Proprietor**

**Membership No. 52453**

**Kolkata, May 29, 2017**

**Ramesh Kumar Jhawar**

*Director*

**DIN: 05167601**

**Hemant Premji Thacker**

*Wholetime Director*

**DIN: 01662072**

**Santanu Chattopadhyay**

*Director*

**DIN: 00278300**



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2017**

	2016-2017	2015-2016
	₹	₹
<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>	(433,631)	(338,624)
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
<b>Operating Profit before working capital changes</b>	(159,577)	(64,570)
Changes in current assets and liabilities		
Trade Receivables	-	150,000
Other Current Liabilities	(44,837)	(113,290)
<b>Cash generated from operations</b>	(204,414)	(27,860)
Net Income tax (paid) / refund	-	-
<b>Net cash provided by operating activities</b>	(204,414)	(27,860)
<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	200,000	-
<b>Net cash used in financing activities</b>	200,000	-
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(4,414)	(27,860)
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	252,790	280,650
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	248,376	252,790

In terms of our report of even date

**For ROHIT SHUKLA & ASSOCIATES****Chartered Accountants****[Firm's Regn. No. 315178E]**

On behalf of the Board

**BEEYU OVERSEAS LIMITED****Rohit Shukla****Proprietor****Membership No. 52453**

Kolkata, May 29, 2017

**Ramesh Kumar Jhawar***Director*

DIN: 05167601

**Hemant Premji Thacker***Wholetime Director*

DIN: 01662072

**Santanu Chattopadhyay***Director*

DIN: 00278300



**NOTES TO FINANCIAL STATEMENTS (2016-2017)**

	2016-2017		2015-2016	
	₹	₹	₹	₹
<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		<b>141,414,530</b>		<b>141,414,530</b>
		<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	6,033,519		6,150,339	
Less : Withdrawal on account of depreciation on revalued assets	116,820	5,916,699	116,820	6,033,519
<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	(227,038,171)		(226,699,547)	
Add: Profit / (Loss) for the year	(2,514,841)	(229,553,012)	(338,624)	(227,038,171)
		<b>(132,769,097)</b>		<b>(130,137,436)</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 DEFERRED TAX LIABILITY</b>				
Depreciation - Timing Difference				
Balance at the beginning of the year	-		-	
Charge / (credit) for the current year	2,081,210		-	
		<b>2,081,210</b>		
<b>5 SHORT TERM BORROWINGS</b>				
<b>Unsecured Loan, repayable on demand</b>				
From Related Entity - Corporate	700,000		500,000	
		<b>700,000</b>		<b>500,000</b>
<b>6 OTHER CURRENT LIABILITIES</b>				
Advance from customer	-		50,000	
Liabilities for Expenses	51,246		46,083	
Unclaimed Dividend	204,589		204,589	
		<b>255,835</b>		<b>300,672</b>



NOTES TO FINANCIAL STATEMENTS (2016-2017)

7A TANGIBLE FIXED ASSETS AS AT MARCH 31, 2017

Particulars	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK			
	As at 01.04.2016	Revaluation 01.04.2016	Addition during the year	Sales/ Adjustment during the year	As at 31.03.2017	As at 01.04.2016	Adjusted with retained earning	Depreciation during the year	On Sales/ Adjustment	As at 31.03.2017	As at 31.03.2016	
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	
Leasehold Land	9,730,000	-	-	-	9,730,000	1,887,913	-	145,224	-	2,033,137	7,696,863	7,842,087
Office Buildings	15,514,726	-	-	-	15,514,726	3,439,098	-	245,650	-	3,684,748	11,829,978	12,075,628
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>-</b>	<b>-</b>	<b>-</b>	<b>29,991,645</b>	<b>9,952,272</b>	<b>-</b>	<b>390,874</b>	<b>-</b>	<b>10,343,146</b>	<b>19,648,499</b>	<b>20,039,373</b>
Previous year as at March 31, 2016	29,991,645	-	-	-	29,991,645	9,561,398	-	390,874	-	9,952,272	20,039,373	20,430,247

7B 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	
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	
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>-</b>	<b>-</b>	<b>-</b>	<b>29,991,645</b>	<b>9,561,398</b>	<b>-</b>	<b>390,874</b>	<b>-</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	-



**NOTES TO FINANCIAL STATEMENTS (2016-2017)**

	2016-2017		2015-2016	
	₹	₹	₹	₹
<b>8 LONG TERM LOANS AND ADVANCES</b>				
(Unsecured, considered good)				
Security Deposits	29,570		29,570	
		<b>29,570</b>		<b>29,570</b>
<b>9 CASH AND CASH EQUIVALENTS</b>				
Cash on hand	3,355		36,687	
Balances with Banks on Current Accounts	40,432		11,514	
Unpaid Dividend Account	204,589		204,589	
		<b>248,376</b>		<b>252,790</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	114,500		138,000	
		<b>114,500</b>		<b>138,000</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 (2016-2017)**

	2016-2017		2015-2016	
	₹	₹	₹	₹
<b>14 OTHER EXPENSES</b>				
Advertisement	7,873		14,852	
Auditors' Remuneration - Statutory Audit Fee	14,375		14,313	
Bank Charges	-		285	
Conveyance	-		15,000	
Custodian Charges	210,325		78,752	
E Voting charges	3,450		19,987	
Electricity Charges	5,650		880	
Filing Fees	7,800		9,000	
General Expenses	3,416		7,556	
Legal, Profession Fees & Consultancy Charges	53,350		25,000	
Listing Fees	229,000		228,000	
Maintenance Charges	2,000		-	
Postage Charges	74,992		95,210	
Printing & Stationery	9,000		8,750	
Rent	14,790		8,985	
Website Maintenance Charges	9,056		-	
		<b>645,077</b>		<b>526,570</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**

- 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.
- Leasehold Land is being amortized over the lease period.
- 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.
- 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 31.03.2017****List of Key Managerial 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 (upto 30.06.2016)

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

Classic Nirman Private Limited  
 Quantum Wealth Solutions Private Limited

**16.3 Disclosure of transactions between the company & related parties & the status of outstanding balances as at March 31, 2017**

Sl. No.	Related Party Transactions' Summary	Entities in control of KMP and their Relatives	
		2016-2017	2015-2016
		₹	₹
a)	Unsecured Loan taken	200,000	
b)	Balances as on 31st March		
	(i) Unsecured Loan taken	700,000	500,000

**17 DISCLOSURE OF SPECIFIED BANK NOTES (SBN) HELD AND TRANSACTED DURING THE PERIOD FROM 08.11.2016 TO 30.12.2016**

Particulars	SBNs (₹)	Other Denomination Notes (₹)	Total (₹)
Closing Cash in hand as on 08.11.2016	40,000	3,335	43,335
Add: Permitted receipts	-	1,600	1,600
Less: Permitted Payments	-	1,600	1,600
Less: Amount deposited in Banks	40,000	-	40,000
Closing Cash in hand as on 30.12.2016	-	3,335	3,335

**18 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).

**19** 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.

**20** 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.

**21** 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.

**22** 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]**

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

**Rohit Shukla**  
**Proprietor**  
**Membership No. 52453**  
 Kolkata, May 29, 2017

**Ramesh Kumar Jhawar**  
*Director*  
 DIN: 05167601

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

**Santanu Chattopadhyay**  
*Director*  
 DIN: 00278300

## **E-MAIL REGISTRATION FORM**

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

**To**

**Maheshwari Datamatics Pvt. Ltd.**

Unit : Beeyu Overseas Limited

23, R.N. Mukherjee Road,

5th Floor, Kolkata- 700001

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.)

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 –733207, Dist: Uttar Dinajpur, West Bengal on Monday, 18th September, 2017 at 12 noon.

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

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

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

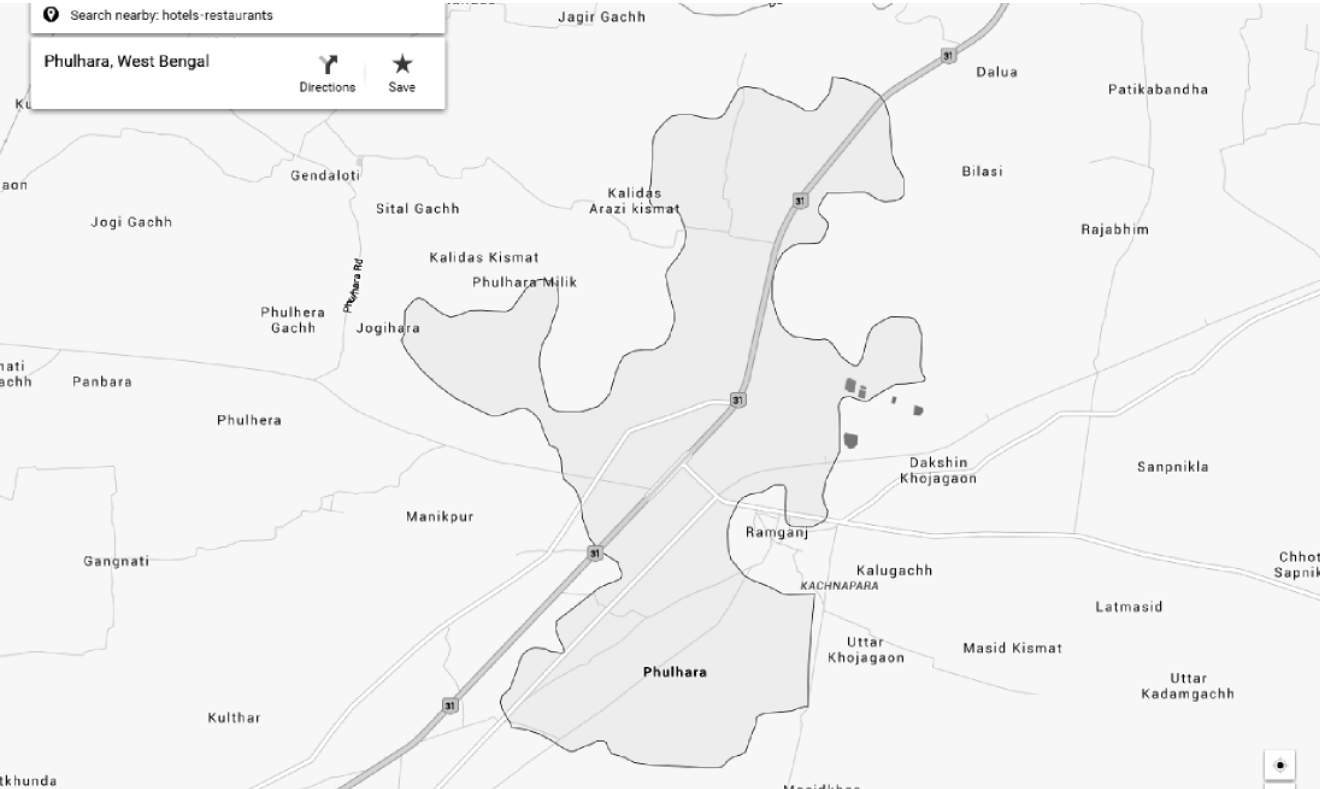
SIGNATURE OF THE PROXY \_\_\_\_\_

**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.)

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 Monday, 18th September, 2017 at 12 noon at the registered office of the Company at Fulhara (Bhimgachh), P.O. Ramganj, Block: Islampur -733207, Dist: Uttar Dinajpur, West Bengal 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, 2017		
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 (Firm Registration No. 315178E) as Statutory Auditors and fixing their remuneration		
	<b>Special Business</b>	<b>Special Resolution</b>	
4.	Re-Appointment of Mr. Ramesh Kumar Jhawar, as an Independent Director		
5.	Re-Appointment of Mr. Santanu Chattopadhyay, as an Independent Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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

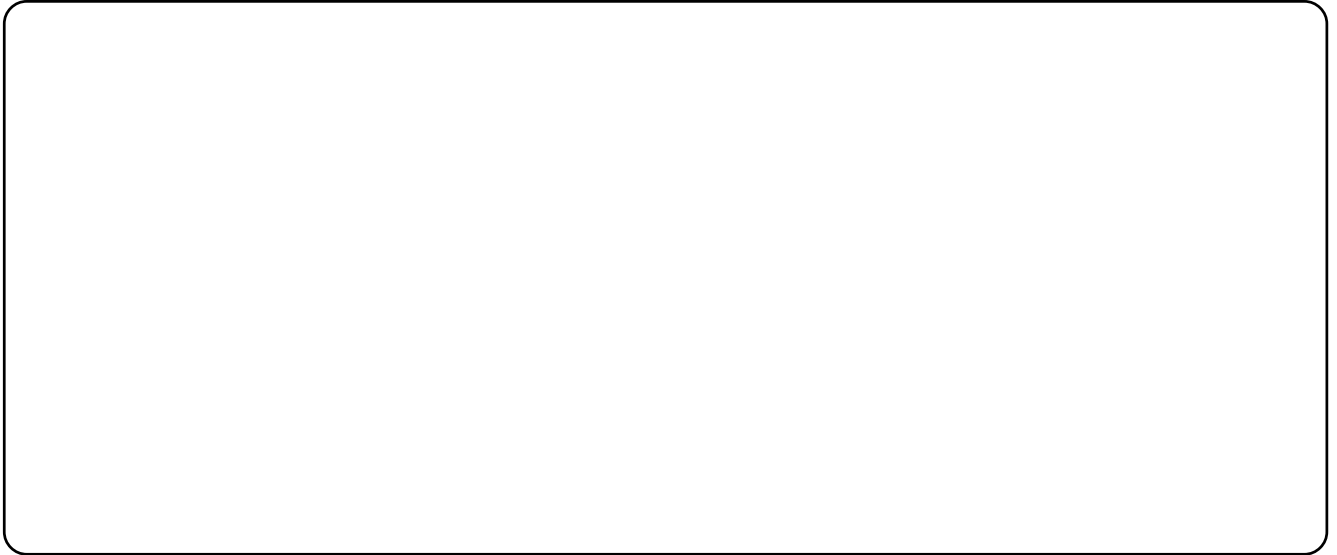
Signature of Proxy holder: \_\_\_\_\_

Affix  
Revenue  
Stamp

### 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 24th Annual General Meeting.
- \*\* This is only optional. Please put a 'X' in the appropriate column against the resolution 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