

BEEYU OVERSEAS LIMITED

Registered Office: 15, Chittaranjan Avenue, Ground Floor, Kolkata – 700 072

Email ID: info@beeyuoverseas.in, **Website:** www.beeyuoverseas.in

CIN: L51109WB1993PLC057984

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated 28th December 2022, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), and SEBI Circulars & Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed as Special/ Ordinary Resolutions by the Members of Beeyu Overseas Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically. The instructions for e-voting are appended to this Notice.

The Board of Directors of the Company has appointed Mrs. Sweety Kapoor, Practicing Company Secretary (FCS:6410; CP No. 5738) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("for") or dissent ("against") on the proposed resolutions through the e-voting process.

The Postal Ballot through remote e-voting period begins on Wednesday, 31st January, 2024, 9 am and ends on Thursday, 29th February, 2024, 5 pm.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as “CDSL” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. Maheshwari Datamatics Pvt. Ltd. Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The Notice will also be placed on the website of the company at www.beeyuoverseas.in and the website of CDSL. The Notice can also be accessed from the website of the BSE Ltd. at www.bseindia.com.

The postal ballot results will be submitted within 2 (two) working days from conclusion of the e-voting period to the BSE Ltd where the Company’s shares are listed in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting but not later than 48 hours of the closure of the voting period. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.beeyuoverseas.in, on the website of CDSL at www.evotingindia.com and simultaneously being communicated to BSE Ltd. where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting of Postal Ballot, i.e., Thursday, 29th February, 2024.

Special Businesses:

1. APPOINTMENT OF MR. SOVAN CHATTERJEE (DIN - 10349322) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a ***Special Resolution***.

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Sovan Chatterjee (DIN - 10349322), who was appointed as Additional (Non-Executive Independent) Director of the Company with effect from 4th December, 2023, in terms of provisions of Section 161 of the Act and Articles of Association of the Company and who holds the office till the period of 3 months from the date of appointment or till the next general meeting, being eligible for appointment as Non-Executive Independent Director of

the Company, and in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years, with effect from 4th December, 2023 to 3rd December, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the Provisions of the Act.”

2. APPOINTMENT OF MR. HARENDRA KUMAR BAITHA (DIN - 10349324) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a ***Special Resolution***.

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Harendra Kumar Baitha (DIN – 10349324), who was appointed as Additional (Non-Executive Independent) Director of the Company with effect from 4th December, 2023, in terms of provisions of Section 161 of the Act and Articles of Association of the Company and who holds the office till the period of 3 months from the date of appointment or till the next general meeting, being eligible for appointment as Non-Executive Independent Director of the Company, and in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years, with effect from 4th December, 2023 to 3rd December, 2028

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the Provisions of the Act.”

3. APPOINTMENT OF M/S. AGARWAL & ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF EXISTING AUDITORS M/S. P.G. SHAH & CO.

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014 (the Rules), including any statutory modification or amendment thereto or re-enactment thereof for the time being in force and pursuant to the

recommendation of the Audit Committee, Nomination and Remuneration Committee and Board of Directors of the company, M/s. Agarwal & Associates, Chartered Accountants (Firm Registration No. 323210E) with ICAI having peer Review Certificate No. 015041 issued by the peer review Board of ICAI be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P.G. Shah & Co., Chartered Accountants (FRN: 320154E).

RESOLVED FURTHER THAT M/s. Agarwal & Associates, Chartered Accountants (Firm Registration No. 323210E), be and are hereby appointed as Statutory Auditors of the Company from this General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2024 on such remuneration as may be fixed by the Board of Directors in consultation with them.

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

Registered Office: 15, Chittaranjan Avenue,
Ground Floor, Kolkata-700072
CIN: L51109WB1993PLC057984
Place: Kolkata
Date: 25/01/2024

Gunjan Bagla
Company Secretary
Membership no. A53102

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special businesses in respect of item nos. 1 to 3 as set out above is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Friday, 19th January, 2024 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Maheshwari Datamatics Pvt. Ltd. (the “RTA”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Voting rights shall be reckoned in proportion to the number of shares registered in the name of Members as on Friday, 19th January 2024.

3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In view of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, M/s. Maheshwari Datamatics Pvt. Ltd. by clicking the link <http://mdpl.in/form>. Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to mdpldc@yahoo.com.
6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, 19th January 2024, being the Cut-off date for the purpose. The shareholders of the Company, holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to scrutiniser@rediffmail.com with a copy marked to evoting@cdsl.co.in.
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

11. Postal Ballot (e-voting) commences from 9:00 a.m. (IST) on Wednesday, 31st January, 2024 and ends at 5:00 p.m. (IST) on Thursday, 29th February, 2024. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.
12. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Thursday, 29th February, 2024. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
13. This Notice shall also be available on the website of the Company at www.beeyuoverseas.in, websites of the stock exchanges where the equity share of the Company are listed, i.e. BSE Limited and on the website of Central Depository Services (India) Limited ("CDSL") at www.cdslindia.com.
14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to info@beeyuoverseas.in.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Sections 108, 110 and other applicable provisions of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), the Company is pleased to provide remote e-voting facility to all its Members, to enable them to cast their votes electronically for the Postal Ballot. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-Voting facility to all its Members.

During the voting period, Members can login to Central Depository Services (India) Limited (CDSL) e-Voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is cast by the Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote(s) again.

1. Procedure and instructions relating to remote e-Voting:

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi.

Depository	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on log in and New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DoB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (v) Click on the EVSN for BEEYU OVERSEAS LIMITED on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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 prompted by the system.

- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 will be mapped automatically and can be a cause of any wrong mapping.
 - It is mandatory that, 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.
 - Alternatively, Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at scrutiniser@rediffmail.com and to the Company at info@beeyuoverseas.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- (1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (2) For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)
- (3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N

M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

2. Members holding shares in physical mode are requested to immediately notify change in their bank details, e-mail address, address/name, to Company's Registrar & Share Transfer Agents- Maheshwari Datamatics Private Limited, 23 R. N. Mukherjee Road, 5th Floor, Kolkata- 700001. Tel No.- 033-2243-5029, 2248-2248. Fax No.- 033-2248-4787. E-mail- mdpldc@yahoo.com, quoting their Folio Number(s).
3. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, e-mail addresses, nominations, power of attorney, change of address/ name, etc. to their DPs only and not to the Company or Maheshwari Datamatics Private Limited. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
4. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to Maheshwari Datamatics Private Limited.
5. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company, in the nomination form (SH-13) and those Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility as provided under Section 72 of the Act.
6. Non-Resident Indian Members are requested to inform their respective DPs, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
7. Members who have not registered/updated their e-mail address with Maheshwari Datamatics Private Limited. /Company may write to info@beeyuoverseas.in OR mdpldc@yahoo.com, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc. electronically.
8. Process for obtaining User ID and Password/Postal Ballot Notice for those Members whose e-mail ids are not registered:
 - In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card by e-mail to **mdpldc@yahoo.com**.
 - In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card to **mdpldc@yahoo.com**
9. Notification of SEBI relating to transfer of equity shares held in physical form:
SEBI vide notification dated June 8, 2018 amended Regulation 40 of Listing

Regulations, which came into force with effect from April 1, 2019. Accordingly, effective April 1, 2019 except in cases of transmission or transposition, transfer of securities of Company cannot be processed unless the securities are held in dematerialized form with a depository. SEBI vide its circular dated 25th January 2022 has advised that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LAD- NRO/GN/2022/66 dated January 24, 2022) while processing the following service request:

- i. Issue of duplicate securities certificate;
- ii. Claim from Unclaimed Suspense Account;
- iii. Renewal / Exchange of securities certificate;
- iv. Endorsement;
- v. Sub-division / Splitting of securities certificate;
- vi. Consolidation of securities certificates/folios;
- vii. Transmission;
- viii. Transposition;

The Members are requested to take note of the same and may consider dematerialization of physical shares held by them to avoid inconvenience in future.

Registered Office: 15, Chittaranjan Avenue,
Ground Floor, Kolkata-700072
CIN: L51109WB1993PLC057984
Place: Kolkata
Date: 25/01/2024

Gunjan Bagla
Company Secretary
Membership no. A53102

EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.-1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, in its meeting held on 4th December, 2023, appointed Mr. Sovan Chatterjee (DIN - 10349322) as an Additional Non-Executive Independent Director of the Company with effect from 4th December, 2023 and he holds office till the period of 3 months from the date of appointment or upto the date of ensuing general meeting, whichever is earlier. Mr. Sovan Chatterjee (DIN - 10349322) has been appointed as a Non Executive Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years, with effect from 4th December, 2023 till 3rd December, 2028, subject to approval of the shareholders in the ensuing general meeting.

Further, as per Regulation 17(1C) of SEBI LODR Regulations, 2015, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Also, in terms of, Regulation 25(2A) of SEBI LODR Regulations, 2015, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment Mr. Sovan Chatterjee (DIN - 10349322) requires approval of members by way of a special resolution on or before three months from the date of appointment.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, 2015. In terms of Regulation 25(8) of SEBI LODR Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that his name is included in the Independent Directors' Data Bank.

Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as a Director of the Company. There is no inter se relationship between her and any other member of the Board and other Key Managerial Personnel of the Company. The Company has received notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Sovan Chatterjee (DIN - 10349322) for the office of Non-Executive Independent Director of the Company.

Mr. Sovan Chatterjee does not hold any equity shares in the Company. The Board is of the opinion that he is independent of the Company's management and his association with the Company would be beneficial for further growth & development of the business of the Company. He has wide exposure of more than 10 years in handling, finance, taxation, income tax aspects. He has highly effective leadership quality with proven ability to drive complex strategic initiatives that align with corporate vision.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from members proposing the candidature of Mr. Sovan Chatterjee (DIN - 10349322) for the office of Independent Director.

The resolution seeking approval of members for the appointment of Mr. Sovan Chatterjee (DIN - 10349322) as an Independent Director of the Company is included in the Notice of Postal Ballot. He shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 1 of the Notice except the appointee director.

ITEM NO.-2

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, in its meeting held on 4th December, 2023, appointed Mr. Harendra Kumar Baitha (DIN - 10349324) as an Additional Non-Executive Independent Director of the Company with effect from 4th December, 2023 and he holds office till the period of 3 months from the date of appointment or upto the date of ensuing general meeting, whichever is earlier. Mr. Harendra Kumar Baitha (DIN - 10349324) has been appointed as a Non Executive Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years, with effect from 4th December, 2023 till 3rd December, 2028, subject to approval of the shareholders in the ensuing general meeting.

Further, as per Regulation 17(1C) of SEBI LODR Regulations, 2015, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Also, in terms of, Regulation 25(2A) of SEBI LODR Regulations, 2015, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment Mr. Harendra Kumar Baitha (DIN - 10349324) requires approval of members by way of a special resolution on or before three months from the date of appointment.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI LODR Regulations, 2015. In terms of Regulation 25(8) of SEBI LODR Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that his name is included in the Independent Directors' Data Bank.

Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as a Director of the Company. There is no inter se relationship between her and any other member of the Board and other Key Managerial Personnel of the Company. The Company has received notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Harendra Kumar Baitha (DIN - 10349324) for the office of Non-Executive Independent Director of the Company.

He has vast knowledge in the field of Operational Management. He has experience of more than 20 years in advisory and expertise in strategic management and planning with long term visions.

Mr. Harendra Kumar Baitha does not hold any equity shares in the Company. The Board is of the opinion that he is independent of the Company's management and his association with the Company would be beneficial for further growth & development of the business of the Company.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from members proposing the candidature of Mr. Harendra Kumar Baitha (DIN - 10349324) for the office of Independent Director.

The resolution seeking approval of members for the appointment of Mr. Harendra Kumar Baitha (DIN - 10349324) as an Independent Director of the Company is included in the Notice of Postal Ballot. He shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 2 of the Notice except the appointee director.

ITEM-3

M/s. P.G. Shah & Co., Chartered Accountants (FRN: 320154E), the existing Auditors of the Company have tendered their resignation from the position of Statutory Auditors due to commercial consideration to recover reasonable portion of their time cost, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board.

Therefore, on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting dated 16th January, 2024, proposed the appointment of M/s Agarwal & Associates., Chartered Accountants, (FRN: 323210E) as Statutory Auditors to fill the casual vacancy caused by resignation of M/s P.G. Shah & Co, Chartered Accountants.

M/s. Agarwal & Associates., Chartered Accountants, (FRN: 323210E), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.

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

Proposed audit fee payable to auditors:	The fees proposed to be paid to M/s Agarwal & Associates towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) to Rs. 25000/- plus applicable taxes for the financial year
Terms of appointment	Pursuant to Section 139(8)(i) of the Companies Act, 2013, M/s Agarwal & Associates., Statutory Auditors of the Company, shall hold office up to the conclusion of the ensuing Annual General Meeting to be held in the year 2024.
Material change in fee payable	No material change in fee for the proposed auditors
Basis of recommendation and auditor Credentials	<p>The Audit Committee, Nomination and Remuneration Committee and the Board, based on the eligibility criteria prescribed under section 141 of the Companies Act, 2013 recommends the appointment of M/s. Agarwal & Associates as Statutory Auditors of the Company.</p> <p>Profile: Have an expertise in providing Auditing, finance, taxation, assurance & regulatory services.</p>

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

None of the Directors or Key Managerial Personnel or their relatives are interested financially or otherwise in the Resolution.

Details of Directors seeking appointment in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards -2 on General meetings

Name of Director	Mr. Sovan Chatterjee	Mr. Harendra Kumar Baitha
Director Identification Number	10349322	10349324
Date of Birth	1st October 1989	19 th December 1973
Age	34 years	51 Years
Date of first appointment	04/12/2023	04/12/2023
Qualifications	Graduate	Graduate
Number of Shares held	NIL	NIL
Brief resume	Mr. Sovan Chatterjee is a B. Com graduate. He has vide exposure of more than 10 years in handling, finance, taxation, income tax aspects. He has highly effective leadership quality with proven ability to drive complex strategic initiatives that align with corporate vision	Mr. Harendra Kumar Baitha is a B. Arts graduate. He has vast knowledge in the field of operational Management. He has experience of more than 20 years in advisory and expertise in the strategic management and long term vision planning
Expertise in functional areas	Finance and Taxation	Legal and Management Services
Other Directorships	NIL	NIL
<ul style="list-style-type: none"> Committee Positions in other public companies 	NIL	NIL
Number of Board Meetings attended	2 out of 2	2 out of 2
Details of proposed remuneration	NA	NA
Remuneration drawn	NA	NA
Relationship between Directors inter-se and other	None	None

Key Managerial Personnel		
Listed Entities from which the Directors have resigned in the past three years	NIL	NIL

*Committee positions of only Audit and Shareholders Relationship Committee (s) considered

End