

**General information about company**

|  |                     |
|--|---------------------|
| Scrip code   | 532645              |
| NSE Symbol   |                     |
| MSEI Symbol  |                     |
| ISIN   | INE052B01011        |
| Name of the entity   | BEEYU OVERSEAS LTD. |
| Date of start of financial year                                | 01-04-2023          |
| Date of end of financial year                                  | 31-03-2024          |
| Reporting Quarter  | Yearly              |
| Date of Report   | 31-03-2024          |
| Risk management committee                                      | Not Applicable      |
| Market Capitalisation as per immediate previous Financial Year | Any other           |

**Annexure I****Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO No

| Sr | Title (Mr / Ms) | Name of the Director  | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of Birth |
|----|-----------------|-----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|
| 1  | Mr              | SOVAN CHATTERJEE      | APJPC3967J | 10349322 | Non-Executive - Independent Director | Chairperson             |                         | 01-10-1989    |
| 2  | Mr              | HARENDRA KUMAR BAITHA | CJSPB5623B | 10349324 | Non-Executive - Independent Director | Not Applicable          |                         | 19-12-1963    |
| 3  | Mr              | PRANAB CHAKRABORTY    | AHBPC8989N | 09030036 | Executive Director                   | Not Applicable          |                         | 15-06-1965    |
| 4  | Mrs             | SIMRAN SAHA           | FYHPS5194B | 09438380 | Non-Executive - Independent Director | Not Applicable          |                         | 29-09-1995    |

**I. Composition of Board of Directors**

**Disqualification of Directors under section 164 of the Companies Act, 2013**

| Sr | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
|----|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|
| 1  | No                                    |                                |                              |                             | Active         |
| 2  | No                                    |                                |                              |                             | Active         |
| 3  | No                                    |                                |                              |                             | Active         |
| 4  | No                                    |                                |                              |                             | Active         |

**I. Composition of Board of Directors**

| Sr | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
|----|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|--|---|--|----------------------|-----------------------------|-----------------------------|
| 1  | NA  |                                    | 04-12-2023                  |                        |                   | 3.9                            | 1  | 1  | 2   | 2  |                      |                             |                             |
| 2  | NA  |                                    | 04-12-2023                  |                        |                   | 3.9                            | 1  | 1  | 0   | 0  |                      |                             |                             |
| 3  | NA  |                                    | 15-04-2021                  |                        |                   |                                | 1  | 0  | 2   | 0  |                      |                             |                             |
| 4  | NA  |                                    | 20-12-2021                  |                        |                   | 27.39                          | 1  | 1  | 2   | 0  |                      |                             |                             |

| Audit Committee Details                               |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 10349322   | SOVAN CHATTERJEE          | Non-Executive - Independent Director | Chairperson             | 04-12-2023          |                   |         |
| 2   | 09030036   | PRANAB CHAKRABORTY        | Executive Director                   | Member                  | 15-04-2021          |                   |         |
| 3   | 09438380   | SIMRAN SAHA               | Non-Executive - Independent Director | Member                  | 05-08-2022          |                   |         |

| Nomination and remuneration committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 09438380   | SIMRAN SAHA               | Non-Executive - Independent Director | Chairperson             | 20-12-2021          |                   |         |
| 2   | 10349322   | SOVAN CHATTERJEE          | Non-Executive - Independent Director | Member                  | 04-12-2023          |                   |         |
| 3   | 10349324   | HARENDRA KUMAR BAITHA     | Non-Executive - Independent Director | Member                  | 04-12-2023          |                   |         |

| Stakeholders Relationship Committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 10349322   | SOVAN CHATTERJEE          | Non-Executive - Independent Director | Chairperson             | 04-12-2023          |                   |         |
| 2   | 09030036   | PRANAB CHAKRABORTY        | Executive Director                   | Member                  | 15-04-2021          |                   |         |
| 3   | 09438380   | SIMRAN SAHA               | Non-Executive - Independent Director | Member                  | 05-08-2022          |                   |         |

| Risk Management Committee                                       |            |                           |                         |                         |                     |                   |         |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson |            |                           |                         |                         | No                  |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |



| <b>Corporate Social Responsibility Committee</b>                                |            |                           |                         |                         |                     |                   |         |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson |            |                           |                         |                         | No                  |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |

| <b>Other Committee</b> |            |                           |                         |                         |                         |         |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr                     | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

| Disclosure of notes on meeting of board of directors explanatory |   |  |   |                              |  |   |   |   |
|--|---|--|---|------------------------------|--|---|---|---|
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1  | 06-11-2023  |  |   |                              | Yes  | 4   | 4   | 3   |
| 2  | 04-12-2023  |  | 27  |                              | Yes  | 6   | 6   | 5   |
| 3  |   | 16-01-2024   | 42  |                              | Yes  | 4   | 4   | 3   |

## Annexure 1

### IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory |                                       |  |   |                         |                               |  |  |  |   |  |
|--|---------------------------------------|--|---|-------------------------|-------------------------------|--|--|--|---|--|
| Sr   | Name of Committee                     | Date(s) of meeting<br>(Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1  | Audit Committee                       | 06-11-2023   |   |                         |                               | Yes  | 3  | 3  | 2   | 0  |
| 2  | Audit Committee                       | 16-01-2024   | 70  |                         |                               | Yes  | 3  | 3  | 2   | 0  |
| 3  | Nomination and remuneration committee | 04-12-2023   |   |                         |                               | Yes  | 5  | 5  | 5   | 0  |
| 4  | Nomination and remuneration committee | 16-01-2024   | 42  |                         |                               | Yes  | 3  | 3  | 3   | 0  |
| 5  | Stakeholders Relationship Committee   | 16-01-2024   |   |                         |                               | Yes  | 3  | 3  | 2   | 0  |

**Annexure 1**

**V. Related Party Transactions**

| Sr | Subject  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1  | Whether prior approval of audit committee obtained   | Yes                              |  |
| 2  | Whether shareholder approval obtained for material RPT   | NA                               |  |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                              |  |

**Annexure 1****VI. Affirmations**

| Sr | Subject   | Compliance status (Yes/No) |
|----|---|----------------------------|
| 1  | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015   | Yes                        |
| 2  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee   | Yes                        |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                    | Yes                        |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                    | Yes                        |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | NA                         |
| 6  | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                               | Yes                        |
| 7  | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                   | Yes                        |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.  | Yes                        |

**Annexure 1**

| Sr | Subject           | Compliance status                        |
|----|-------------------|--|
| 1  | Name of signatory | GUNJAN BAGLA                             |
| 2  | Designation       | Company Secretary and Compliance Officer |

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

| Sr | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address          |
|----|---|-------------------------------|--|----------------------|
| 1  | Details of business   | Yes                           |  | www.beeyuoverseas.in |
| 2  | Terms and conditions of appointment of independent directors  | Yes                           |  | www.beeyuoverseas.in |
| 3  | Composition of various committees of board of directors   | Yes                           |  | www.beeyuoverseas.in |
| 4  | Code of conduct of board of directors and senior management personnel   | Yes                           |  | www.beeyuoverseas.in |
| 5  | Details of establishment of vigil mechanism/ Whistle Blower policy  | Yes                           |  | www.beeyuoverseas.in |
| 6  | Criteria of making payments to non-executive directors  | Yes                           |  | www.beeyuoverseas.in |
| 7  | Policy on dealing with related party transactions   | Yes                           |  | www.beeyuoverseas.in |
| 8  | Policy for determining 'material' subsidiaries  | NA                            |  |                      |
| 9  | Details of familiarization programmes imparted to independent directors   | Yes                           |  | www.beeyuoverseas.in |
| 10 | Email address for grievance redressal and other relevant details  | Yes                           |  | www.beeyuoverseas.in |
| 11 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes                           |  | www.beeyuoverseas.in |
| 12 | Financial results   | Yes                           |  | www.beeyuoverseas.in |
| 13 | Shareholding pattern  | Yes                           |  | www.beeyuoverseas.in |
| 14 | Details of agreements entered into with the media companies and/or their associates   | NA                            |  |                      |



**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

| Sr   | Item   | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address          |
|------|--|-------------------------------|--|----------------------|
| 15.1 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | NA                            |  |                      |
| 15.2 | Audio or video recordings and transcripts of post earnings/quarterly calls   | NA                            |  |                      |
| 16   | New name and the old name of the listed entity   | NA                            |  |                      |
| 17   | Advertisements as per regulation 47 (1)  | Yes                           |  | www.beeyuoverseas.in |
| 18   | Credit rating or revision in credit rating obtained  | NA                            |  |                      |
| 19   | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year  | NA                            |  |                      |
| 20   | Secretarial Compliance Report  | Yes                           |  | www.beeyuoverseas.in |
| 21   | Materiality Policy as per Regulation 30 (4)  | Yes                           |  | www.beeyuoverseas.in |
| 22   | Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)  | Yes                           |  | www.beeyuoverseas.in |
| 23   | Disclosures under regulation 30(8)   | Yes                           |  | www.beeyuoverseas.in |
| 24   | Statements of deviation(s) or variations(s) as specified in regulation 32  | NA                            |  |                      |
| 25   | Dividend Distribution policy as per Regulation 43A(1)  | NA                            |  |                      |
| 26   | Annual return as provided under section 92 of the Companies Act, 2013  | Yes                           |  | www.beeyuoverseas.in |
| 27   | Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)   | Yes                           |  | www.beeyuoverseas.in |
| 28   | Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating  | Yes                           |  | www.beeyuoverseas.in |

**Annexure II****II. Annual Affirmations**

| Sr | Particulars   | Regulation Number                       | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|---|-------------------------------|--|
| 1  | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6)                        | Yes                           |  |
| 2  | Board composition   | 17(1), 17(1A) & 17(1C), 17(1D) & 17(1E) | Yes                           |  |
| 3  | Meeting of Board of directors   | 17(2)                                   | Yes                           |  |
| 4  | Quorum of Board meeting   | 17(2A)                                  | Yes                           |  |
| 5  | Review of Compliance Reports  | 17(3)                                   | Yes                           |  |
| 6  | Plans for orderly succession for appointments   | 17(4)                                   | Yes                           |  |
| 7  | Code of Conduct   | 17(5)                                   | Yes                           |  |
| 8  | Fees/compensation   | 17(6)                                   | Yes                           |  |
| 9  | Minimum Information   | 17(7)                                   | Yes                           |  |
| 10 | Compliance Certificate  | 17(8)                                   | Yes                           |  |

**Annexure II****II. Annual Affirmations**

| Sr | Particulars   | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-------------------|-------------------------------|--|
| 11 | Risk Assessment & Management  | 17(9)             | Yes                           |  |
| 12 | Performance Evaluation of Independent Directors                               | 17(10)            | Yes                           |  |
| 13 | Recommendation of Board   | 17(11)            | Yes                           |  |
| 14 | Maximum number of Directorships   | 17A               | Yes                           |  |
| 15 | Composition of Audit Committee  | 18(1)             | Yes                           |  |
| 16 | Meeting of Audit Committee  | 18(2)             | Yes                           |  |
| 17 | Role of Audit Committee and information to be reviewed by the audit committee | 18(3)             | Yes                           |  |
| 18 | Composition of nomination & remuneration committee                            | 19(1) & (2)       | Yes                           |  |
| 19 | Quorum of Nomination and Remuneration Committee meeting                       | 19(2A)            | Yes                           |  |
| 20 | Meeting of Nomination and Remuneration Committee                              | 19(3A)            | Yes                           |  |

**Annexure II****II. Annual Affirmations**

| Sr | Particulars   | Regulation Number            | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|------------------------------|-------------------------------|--|
| 21 | Role of Nomination and Remuneration Committee             | 19(4)                        | Yes                           |  |
| 22 | Composition of Stakeholder Relationship Committee         | 20(1), 20(2) & 20(2A)        | Yes                           |  |
| 23 | Meeting of Stakeholders Relationship Committee            | 20(3A)                       | Yes                           |  |
| 24 | Role of Stakeholders Relationship Committee               | 20(4)                        | Yes                           |  |
| 25 | Composition and role of risk management committee         | 21(1),(2),(3),(4)            | NA                            |  |
| 26 | Meeting of Risk Management Committee                      | 21(3A)                       | NA                            |  |
| 27 | Quorum of Risk Management Committee meeting               | 21(3B)                       | NA                            |  |
| 28 | Gap between the meetings of the Risk Management Committee | 21(3C)                       | NA                            |  |
| 29 | Vigil Mechanism   | 22                           | Yes                           |  |
| 30 | Policy for related party Transaction                      | 23(1), (1A), (5), (6), & (8) | Yes                           |  |

**Annexure II****II. Annual Affirmations**

| Sr | Particulars   | Regulation Number        | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|--------------------------|-------------------------------|--|
| 31 | Prior or Omnibus approval of Audit Committee for all related party transactions   | 23(2), (3)               | Yes                           |  |
| 32 | Approval for material related party transactions  | 23(4)                    | NA                            |  |
| 33 | Disclosure of related party transactions on consolidated basis  | 23(9)                    | NA                            |  |
| 34 | Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                    | NA                            |  |
| 35 | Other Corporate Governance requirements with respect to subsidiary of listed entity                                     | 24(2),(3),(4), (5) & (6) | NA                            |  |
| 36 | Alternate Director to Independent Director  | 25(1)                    | NA                            |  |
| 37 | Maximum Tenure  | 25(2)                    | Yes                           |  |
| 38 | Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism | 25(2A)                   | Yes                           |  |
| 39 | Meeting of independent directors  | 25(3) & (4)              | Yes                           |  |
| 40 | Familiarization of independent directors  | 25(7)                    | Yes                           |  |

**Annexure II****II. Annual Affirmations**

| Sr | Particulars  | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|-------------------|-------------------------------|--|
| 41 | Declaration from Independent Director  | 25(8) & (9)       | Yes                           |  |
| 42 | Directors and Officers insurance   | 25(10)            | NA                            |  |
| 43 | Confirmation with respect to appointment of Independent Directors who resigned from the listed entity  | 25(11)            | NA                            |  |
| 44 | Memberships in Committees  | 26(1)             | Yes                           |  |
| 45 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel                            | 26(3)             | Yes                           |  |
| 46 | Disclosure of Shareholding by Non-Executive Directors  | 26(4)             | Yes                           |  |
| 47 | Policy with respect to Obligations of directors and senior management  | 26(2) & 26(5)     | Yes                           |  |
| 48 | Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity | 26(6)             | NA                            |  |
| 49 | Vacancies in respect Key Managerial Personnel  | 26A(1) & 26A(2)   | NA                            |  |
|    | Any other information to be provided - Add Notes   |                   |                               |  |

**Annexure II**

|   |                   |  |
|---|-------------------|--|
| 1 | Name of signatory | GUNJAN BAGLA                             |
| 2 | Designation       | Company Secretary and Compliance Officer |

**Annexure II**

**III. Affirmations**

| <b>Sr</b> | <b>Particulars</b>   | <b>Compliance status<br/>(Yes/No/NA)</b> |
|-----------|--|--|
| 1         | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA                                       |
|           | Any other information to be provided   |  |



**Annexure II**

|   |                   |  |
|---|-------------------|--|
| 1 | Name of signatory | GUNJAN BAGLA                             |
| 2 | Designation       | Company Secretary and Compliance Officer |

| <b>Additional Half yearly Disclosure</b> |                        |  |
|--|------------------------|--|
| Applicability of disclosure              | Not Applicable         |  |
| Reason for Non Applicability             | Textual Information(1) |  |

**Text Block**

Textual Information(1)

NIL

| <b>Details of Cyber security incidence</b>   |                   |                            |
|--|-------------------|----------------------------|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter |                   | No                         |
| Other details of cyber security incidence or breaches or loss of data event  |                   | Textual Information(1)     |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter   |                   |                            |
| Sr.  | Date of the event | Brief details of the event |

|                        |     |
|------------------------|-----|
| <b>Text Block</b>      |     |
| Textual Information(1) | NIL |

**Signatory Details**

|                       |  |
|-----------------------|--|
| Name of signatory     | GUNJAN BAGLA                             |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | KOLKATA                                  |
| Date                  | 17-04-2024                               |

