

## Quarterly Compliance Report on Corporate Governance

Name of the Company: BEEYU OVERSEAS LIMITED

Quarter ending on: 30<sup>th</sup> SEPTEMBER, 2010

| Particulars   | Clause of Listing Agreement | Compliance Status Yes/No/NA | Remarks   |
|---|-----------------------------|-----------------------------|---|
| <b>I. BOARD OF DIRECTORS</b>                            | 49 (I)                      |                             |   |
| (A) Composition of Board                                | 49 (IA)                     | Yes                         | <b>Executive Directors :</b><br>1. Mr B P Singh – Chairman & Managing Director<br><br><b>Non Executive Directors :</b><br>3. Mr Arabinda Bose<br>4. Mr B K Banerjee<br>5. Mr. R G Bhattacharjee   |
| (B) Non-executive Directors' compensation & disclosures | 49 (IB)                     | Yes                         | No fee other than sitting fees for attending Board/Committee Meetings is paid to Non-executive Directors. No stock options have been granted.   |
| (C) Other provisions as to Board and Committees         | 49 (IC)                     | Yes                         | One meeting of the Board of Directors of the Company was held during the quarter under reporting on 30.07.10. The meetings of the Board of Directors in the previous quarter was held on 26.05.10.<br>None of the Directors of the Company are members in more than 10 committees or chairman in more than 5 committees across all companies in which they are Director(s).     |
| (D) Code of Conduct                                     | 49 (ID)                     | Yes                         | The Board of Directors have formulated and adopted the 'Code of Business Conduct & Ethics' for the Principal Executives & Senior Financial Officers and 'Code of Conduct on Insider Trading' and the same have been placed on the website of the Company.<br><br>All Board members and senior management personnel have affirmed compliance with the code for the year 2009-10. |



| <b>II. AUDIT COMMITTEE</b>                       | <b>49 (II)</b>  |       |  |
|--|-----------------|-------|--|
| (A) Qualified & Independent Audit Committee      | 49 (IIA)        | Yes   | The Audit Committee comprises three Directors all of whom are Independent Directors:<br>1. Mr. Arabinda Bose<br>2. Mr. R G Bhattacharjee<br>3. Mr. B. K. Banerjee  |
| (B) Meeting of Audit Committee                   | 49 (IIB)        | Yes   | One meeting of the Audit Committee was held during the quarter under reporting on 30.07.10.  |
| (C) Powers of Audit Committee                    | 49 (IIC)        | Yes   | The powers of the Audit Committee has been spelt out in a written charter which forms part of the Report on Corporate Governance and included in the Annual Report for the year 2009-10.   |
| (D) Role of Audit Committee                      | 49 (IID)        | Yes   | The role of the Audit Committee has been spelt out in a written charter which forms part of the Report on Corporate Governance and included in the Annual Report for the year 2009-10.   |
| (E) Review of Information by the Audit Committee | 49 (IIE)        | Yes   | The Audit Committee reviews all informations that are mandatorily required to be reviewed by them. Additionally, all informations that have financial implications are also reviewed by the Audit Committee. All these informations forms part of the Report on Corporate Governance and included in the Annual Report for the year 2009-10. |
| <b>III. SUBSIDIARY COMPANIES</b>                 | <b>49 (III)</b> | N. A. | ---  |
|  | 49 (III) (i)    | N. A. | ---  |
|  | 49 (III) (ii)   | N. A. | ---  |
|  | 49 (III) (iii)  | N. A. | ---  |
| <b>IV. DISCLOSURES</b>                           | <b>49 (IV)</b>  |       |  |
| (A) Basis of related party transactions          | 49 (IVA)        | Yes   | Report on related party transactions is placed before the Audit Committee as and when these occur.   |



|   |                 |      |  |
|---|-----------------|------|--|
| (B) Disclosure of Accounting Treatment                                    | 49 (IVB)        | Yes  | In the preparation of the financial statements, all accounting treatment is made in consonance with the requirement of the Accounting Standard issued by "The Institute of Chartered Accountants of India".  |
| (C) Board Disclosures   | 49 (IVC)        | Yes  | The Board of Directors have formulated the risk assessment and minimization procedures to ensure that executive management controls risk through means of a properly defined framework. These procedures are being periodically reviewed by the Board Members. |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues, etc. | 49 (IVD)        | N.A. | The Company has not raised any money through any Public Issues, Rights Issues etc. Hence, there is nothing to disclose under this clause.  |
| (E) Remuneration of Directors   | 49 (IVE)        | Yes  | Disclosures on remuneration paid to the Directors have been made in the Report of Corporate Governance that forms part of the Annual Report for the year 2009-10.  |
| (F) Management  | 49 (IVF)        | Yes  | Management Discussion and Analysis Report has been included in the Annual Report for the year 2009-10.   |
| (G) Shareholders  | 49 (IVG)        | Yes  | All disclosures required under Clause 49(IVF) have been duly made.   |
| <b>V. CEO/CFO CERTIFICATION</b>   | <b>49 (V)</b>   | Yes  | Mr B P Singh, Chairman & Managing Director, is the CEO of the Company & Mr. S. Halder, Manager – Finance & Accounts, is the CFO of the Company.  |
| <b>VI. REPORT ON CORPORATE GOVERNANCE</b>                                 | <b>49 (VI)</b>  | Yes  | A separate section on Corporate Governance had been included in the Annual Report for the year 2009-10 of the Company, with a detailed compliance report on Corporate Governance.  |
| <b>VII. COMPLIANCE</b>  | <b>49 (VII)</b> | Yes  | Certificate on compliance with conditions of Corporate Governance has been obtained from the Auditors of the Company and the same has been filed with the Stock Exchange along with the Annual Report for the Financial Year 2009-10.                          |

Place : Kolkata  
Date: 11<sup>th</sup> October, 2010

For Beeyu Overseas Limited



**B.P.SINGH**  
Chairman & Managing Director

