

# BEARDSELL LIMITED

Regd. Office :  
47, Greams Road,  
CHENNAI - 600 006. (INDIA)  
Tel : 2829 32 96, 2829 09 00  
GSTIN : 33AAACB1429P2ZP  
CIN No. : L65991TN1936PLC001428  
E-mail : ho@beardsell.co.in  
Website : www.beardsell.co.in

Sec : September : 2018

The Listing Manager,  
National Stock Exchange of India Limited,  
Exchange Plaza  
Bandra Kurla Complex, Bandra (E)  
Mumbai-400 051

Scrip Code: BEARDSELL

6<sup>th</sup> September, 2018

The Listing Manager  
BSE Limited  
Registered Office : Floor 25  
P J Towers, Dalal Street,  
Mumbai – 400 001  
Scrip Code: 539447

Dear Sir,

Sub : Notice For our 81<sup>st</sup> Annual General Meeting of the Company

Ref : Our Letter dated 6<sup>th</sup> August, 2018

Our Letter dated 23<sup>rd</sup> August, 2018

=====

With Reference to the above, we are enclosing our Notice to the Shareholders for our 81<sup>st</sup> Annual General Meeting and the same will be held on Saturday, the 29<sup>th</sup> September, 2018 at 10.00 A.M. at "Mini Hall", Sathguru Gnananda Hall, Naradaganasabha, 314,T.T.K.Road Naradaganasabha, Chennai – 600 018.

We wish to inform you that the Register of Members and share Transfer Books of our Company will remain closed from 22/09/2018 to 29/09/2018 (Both days inclusive) in connection with the 81<sup>st</sup> Annual General Meeting of our Company to be held on 29<sup>th</sup> September, 2018. (Also informed vide our letter SEC : AUG : 2018 dated 23<sup>rd</sup> August, 2018)

We also would like to inform that Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 81<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). E-voting period begins on 26<sup>st</sup> September 2018 (9.00 AM) and ends on 28<sup>th</sup> September, 2018 (5.00 PM) and the cut-off date is fixed on 21<sup>st</sup> September, 2018.

Thanking you,

Yours faithfully,  
for BEARDSELL LIMITED,

K MURALI  
COMPANY SECRETARY



Encl : Notice to Share holders of 81<sup>st</sup> Annual General Meeting

**BRANCHES** : AHMEDABAD - BANGALORE - CHENNAI - COIMBATORE - HYDERABAD - KOCHI  
MUMBAI - NEW DELHI - VISAKHAPATNAM



# BEARDELL LIMITED

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## **Directors**

Mr.R Gowri Shanker – Chairman & Independent Director  
Mr.Bharat Anumolu – Managing Director  
Mr.Amrith Anumolu – Joint Managing Director  
Mr.V.J.Singh – Non Executive Independent Director  
Mrs Vijayalakshmi Ravindranath – Non Executive Independent Director  
Mrs. Jayasree Anumolu – Non Executive Director

## **Chief Financial Officer**

Mr V V Sridharan

## **Company Secretary**

Mr.K.Murali

## **Auditors**

M/s. S.R.BATLIBOI & ASSOCIATES LLP,  
Chartered Accountants (ICAI Firm registration number: 101049W/E300004)

## **Secretarial Auditors**

M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries

## **Cost Auditors**

Mr M Krishnaswamy, Practicing Cost Accountant

## **Bankers**

Bank of india

## **Registered Office**

47 Graemes Road  
Chennai – 600 006

Phone : 044 – 2829 3296 / 2829 0900  
CIN NO : L65991TN1936PLC001428  
Fax : 044-2829 0391  
E-mail : ho@beardsell.co.in  
Website : www.beardsell.co.in





# BEARSELL LIMITED

CIN NO :L65991TN1936PLC001428

**NOTICE IS HEREBY GIVEN** that the Eighty First Annual General Meeting of the Company will be held on Saturday, 29th September 2018 at 10 A.M. at "Mini Hall, Satguru Gnanananda Hall, Naradagana Sabha, 314, T.T.K. Road, Chennai 600 018 to transact the following business:

## AS ORDINARY BUSINESS :

### 1. ADOPTION OF ACCOUNTS :

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss account of the Company (Both Standalone and Consolidated ) with the Schedules and Cash Flow Statement for the year ended 31st March, 2018 together with the Directors Report and the Auditors' Report thereon, be and are hereby approved and adopted".

### 2. TO DECLARE A DIVIDEND

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, Interim Dividend at the rate of Re.0.24 (12 percent) per share paid as Interim Dividend for the year ended 31st March, 2018 to those share holders whose name appeared in the Register of Members on 28th March 2018 be and is hereby ratified".

### 3. APPOINTMENT OF DIRECTOR

To consider, and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Jayasree Anumolu who retires by rotation and being eligible for reappointment be and is hereby appointed as a Director of the Company."

### 4. APPOINTMENT OF AUDITORS

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Auditors of the Company, Messrs. S.R. Batliboi & Associates LLP, Chartered Accountants, Chennai (ICAI Registration Number of the firm is 101049W/E300004) who were appointed as Statutory Auditors to hold office for a period of five years till the conclusion of the 85th Annual General Meeting on a remuneration as the Board of Directors of the Company may determine, in addition to travelling and out of pocket expenses be and is hereby ratified".

## AS SPECIAL BUSINESS ORDINARY RESOLUTION

### 5. TO ACCEPT / RENEW UNSECURED DEPOSITS FROM SHAREHOLDERS:

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to section 73(2) read with Chapter V of the Companies (Acceptance of Deposits) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013, the Company be and is hereby authorized to accept / renew unsecured deposits from shareholders not exceeding 25% of the aggregate of the paid up capital and free reserves of the Company as per the latest audited accounts as of 31/03/2018 amounting to Rs.1026.13 lakhs including deposits outstanding as on the date of the issue of the Circular".

"RESOLVED FURTHER THAT Mr.K.Murali, Company Secretary be and is hereby authorized to sign and file the necessary forms / documents with all statutory authorities to give effect to the above resolution".

### 6. APPOINTMENT OF DIRECTOR

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act 2013 and rules made thereunder, Mrs.Vijayalakshmi Ravindranath appointed as an Additional Independent Director by the Board of Directors on 20th October 2017 to hold office for five consecutive years upto 19th October 2022 be and is hereby approved."

By Order of the Board

Hyderabad  
6th August 2018

K Murali  
Company Secretary

## NOTES

- The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business set out Item no.5 and 6 annexed here to.
- A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy or Proxies to attend and vote instead of himself and such Proxy or Proxies need not be a member or members of the Company. The Proxy form, duly signed, must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting. Members who have exercised their vote through e-voting cannot vote at the meeting..
- A Proxy form shall be in Form No.MGT11 of the Companies Act, 2013.
- Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf.
- The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September 2018 to 29th September 2018 (both days inclusive).
- Members are requested to intimate change, if any, in their address immediately.
- Section 124 (5) of the Companies Act, 2013 mandates that Companies should transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education Protection Fund ( IEPF).

**Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per section 124 of the Act and the applicable rules.**

**The dividend for the years mentioned below, if unclaimed with in a period of seven years, will be transferred to IEPF in accordance with the following schedule.**

S.No	Financial Year	Date of Declaration Of Dividend	% of Dividend	Date of Transfer to unpaid Dividend Account	Date of Transfer To Central Government to Investor Education and Protection Fund
1	2011-2012	29/09/2012	10%	10/10/2012	08/11/2019
2	2012-2013	13/08/2013	10%	16/08/2013	14/09/2020
3	2013-2014	13/08/2014	10%	19/08/2014	17/09/2021
4	2014-2015	13/08/2015	10%	21/08/2015	20/08/2022
5	2015-2016	23/03/2016	12%	28/03/2016	26/03/2023
6	2016-2017	13/03/2017	15%	28/03/2017	26/03/2024
7	2017-2018	17/03/2018	12%	31/03/2018	30/03/2025

Members are informed that once the unpaid unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents to the Registered Office of the Company for verification of the claim.

2  
CERTIFIED TRUE COPY

For BEARSELL LIMITED,  
K.MURALI  
Company Secretary



## Notice to the Shareholders

8. Details of Directors seeking Re-appointment at the for Listing Agreement thcoming Annual General Meeting pursuant to clause 49 of

9. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.

A	Name	Mrs. Jayasree Anumolu
B	Brief Resume	
	i Age	64 years
	ii Qualification	Graduate
	iii Experience in Specific Functional Area	22 Years
	iv Date of Appointment on the Board of the Company ( Beardsell Limited)	31/05/2015
C	Nature of Expertise in Specific Functional Area	General Management
D	Name(s) of other Companies in which Directorships held (as per section 165 of the Companies Act, 2013)	Gunnam Subbarao Insulation (Pvt).Ltd.,
E	Name(s) of Companies in which Committee Membership(s)/ Chairman ship (s) held	NIL
F	No. of Shares of Rs.2/- each held by the – Director:	9091614
	- her Relatives	7633136
	- Total	
G	Relationship between Directors inter se (As per Section 2 (77) of the Companies Act, 2013 )	Mr. Bharat Anumolu, Managing Director, Mr Amrith Anumolu, Jt Managing Director

### EXPLANATORY STATEMENT: Pursuant to Section 102 (1) of the Companies Act, 2013

#### ITEM NO.( 5)

The special business relates to seeking members' approval for acceptance / renewal of unsecured deposits from shareholders. The Board of Directors, on 6th August 2018 has approved the acceptance / renewal of unsecured deposits from shareholders subject to your approval. The Circular in Form DPT-1 inviting / accepting unsecured deposits from shareholders along with the rating assigned for our Fixed Deposit Programme by CRISIL Limited is annexed.

None of the Directors of the Company is interested or concerned in the above resolution. The purpose for accepting / renewing unsecured deposits from Members is to fund the Company's projects and also to augment the working capital needs of the Company.

#### ITEM NO.( 6)

The special business relates to seeking members' approval for regularization of appointment of Mrs Vijayalakshmi Ravindranath appointed by the Board of Directors as Additional Independent Director for a consecutive period of five years from 20th October 2017 to 19th October 2022. An amount of Rs.1 lac has been received from a member in connection with her appointment and will be refunded once the members approve the appointment.

Dr. Vijayalakshmi Ravindranath, Ph.D. is a Professor and Chairman of the newly created Centre for Neuroscience at Indian Institute of Science. Dr. Ravindranath joined the National Institute of Mental Health and Neurosciences, (NIMHANS) Bangalore in 1986. She served as Director at NBRC from 1999 to April 2009. She established the National Brain Research Centre (NBRC). In a short span of 3 years, she established a state-of-art institute in a remote location and initiated a unified approach to understanding

the human brain, integrating mathematical and computational science. She networked 45 institutions around the country with NBRC with a goal to share resources and promote neuroscience research. She serves as Member of Advisory Board at Jeevan Scientific Technology Limited. She is an elected Fellow of all the 3 science academies in the country, namely Indian National Science Academy, Indian Academy of Sciences, National Academy of Sciences, India. She is also a Fellow of the National Academy of Medical Sciences, India, Indian Academy of Neurosciences and Third World Academy of Sciences.

She is a recipient of the prestigious S.S. Bhatnagar award (1996), Omprakash Bhasin Award (2001) and the J.C. Bose Fellowship (2006) and the fourth highest civilian award in India, Padma Shri (2010).

In 1986, she completed her Post-Doctoral training at the NCI, NIH, USA. Dr. Ravindranath obtained her Ph.D. from the University of Mysore in 1981.

No other director except Mrs Vijayalakshmi Ravindranath is interested in this resolution.





# BEARSELL LIMITED

CIN NO : L65991TN1936PLC001428

Annexure

## FORM DPT-1

### CIRCULAR OR CIRCULAR IN THE FORM OF ADVERTISEMENT INVITING DEPOSITS

{Pursuant to section 73(2)(a) and section 76 and rule 4(1) and 4(2)  
of the Companies (Acceptance of Deposits) Rules, 2014}

1.			
a. Name, address, website and other contacts of the Company	<b>BEARSELL LIMITED</b> 47, Greams Road Chennai 600006. email: ho@beardsell.co.in web: www.beardsell.co.in		
b. DETAIL OF INCORPORATION	<b>23rd November, 1936</b>		
c. Business carried on by the company and its subsidiaries with the details of branches or units, if any;	The company is in the business of Manufacturing, Selling and Contracting activities in Expanded Polystyrene, Insulation and packaging material, Prefab Panels & Solar Shield, Quikbuild construction panels, Electric Motors, Exports and Technical Consultancy Services.		
Subsidiary Company :	Sarovar Insulation (P) Ltd., (Manufacture & Trading of EPS Proudus)		
Manufacturing units	Chennai, Thane, Karad and Hyderabad		
Branches	Ahmedabad, Bangalore, Chennai, Coimbatore, Hyderabad, Kochi, Mumbai, New Delhi and Vizag		
d. Brief particulars of the management of the company;	Company is Managed by Managing Director and Jt Managing Director under direction, control and supervision of the Board of Directors of the Company		
e. <b>Names, addresses, DIN and occupation of the DIRECTORS</b>			
<b>Name and Address</b>	<b>Designation</b>	<b>Occupation</b>	<b>Din Number</b>
Mr Bharat Anumolu Plot No.12, Park View enclave Road No.2, Banjara Hills, Hyderabad - 500 034	Managing Director	Industrialist	02660220
MrAmrithAnumolu Plot No.12, Park View Enclave, Road No.2, Banjara Hills, Hyderabad - 500 034	Jt Managing Director	Industrialist	03044661
MrsJayasreeAnumolu Plot No.12, Park View enclave Road No.2, Banjara Hills, Hyderabad - 500 034	Director	Industrialist	00845666
Mr R GowriShanker 4/241 M G R Salai, Palavakkam Chennai - 600 041	Director	Industrialist	00104597
Mr V J Singh 1/4, Teppakula Street, Subramaniapuram, Palyam Kottai Thirunelveli - 627 002	Director	Retired From LIC	03129164
Mrs. Vijayalakshmi Ravindranath 301 Vaishnavi Springs 49/5 Ranga Road Shankarapuram, Near Ramakrishna Ashrama, Bengaluru Basavanagudi Karnataka - 560004	Director	Professor	07956194



## Annexure

f. Management's perception of risk factors;	Fluctuating raw material prices can have negative impact on operations. Major raw materials are: (a) Expanded Polystyrene (a petroleum derivative): Increase in petroleum prices impacts this raw material price. (b) Steel: The upward trend in the global steel market has pushed up the price of steel, a major Component in Isobuild Prefab Panels.
g. Details of default, including the amount involved, duration of default and present status, in repayment of –	-
i) Statutory Dues	-
ii) debentures and interest thereon;	-
iii) loan from any bank or financial institution and interest thereon;	-

2.						
a.	Date of passing board resolution;	6th August, 2018				
b.	Date of passing of resolution in the general meeting authorizing the invitation of such deposits;	29th September, 2018				
c.	Type of deposits, i.e., whether secured or unsecured;	Unsecured Deposits				
		(Rs. In Lakhs)				
		Public	Share Holders			
d.	Amount which the company can raise by way of deposits as per the Act and the rules made there under;	NIL	1026.13			
	Aggregate of deposits actually held on the last day immediately preceding financial year	0.54	400.98			
	Aggregate of deposits actually held on the date of issue of Circular or advertisement ( as on 31/03/2018)	0.54	400.98			
	Amount of deposits proposed to be raised	-	500.00			
	Amount of Deposits repayable in Next Twelve months	0.54	193.94			
e.	Terms of raising of Deposits					
	RATE OF INTEREST	PERIOD IN YEARS	Monthly Interest Scheme, Minimum Deposit Rs.10000/-	Quarterly Interest Scheme, Minimum Deposit Rs.5000/-	Cumulative Interest Scheme, Minimum Deposit Rs.5000/-	
					Maturity Value	Yield in %
		1	9.75 %	9.83 %	Rs.5509/-	10.20 %
		2	10.25 %	10.34 %	Rs.6132/-	11.32 %
		3	10.50 %	10.59 %	Rs.6842/-	12.28 %
	Mode of payment and repayment	Account Payee Cheque ( or) Demand Draft				
f.	Proposed time schedule mentioning the date of opening of the Scheme and time period for which the circular or advertisement is valid					
	Date of opening of the scheme	30th September, 2018				
	Validity of the circular or advertisement	Date of next AGM or 6 Months from the Close of Financial Year 2018 -2019				





# BEARSELL LIMITED

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g.	Reasons or objects of raising the deposits;	The Purpose of Unsecured Loans from Members is to fund the Development of ongoing projects and Augment long term working capital needs of the Company.		
h.	Credit rating Obtained;			
	Name of the Credit Rating Agencies	CRISIL LIMITED		
	Meaning of the rating obtained	"FB+ /STABLE"		
	Date on which rating was obtained	27th March, 2017 (Extended and Live)		
i.	Extent of deposit insurance	Not Applicable - Beardsell Limited Undertakes to Provide necessary Insurance Coverage once the Product is available in the Market		
	Terms of the insurance coverage			
	Duration of coverage			
	Extent of coverage			
	Procedure for claim in case of default etc.			
i.	Short particulars of the charge created or to be created for securing such deposits, if any;	NOT APPLICABLE - As the deposits are unsecured		
k.	Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits and the effect of such interest in so far it is different from the interest of other persons.	None of the Directors, Key Managerial Personnel and their relatives are concerned or interested		
3	DETAILS OF ANY OUTSTANDING DEPOSITS			
	a. Amount Outstanding ( as on 31/03/2018)	Rs. 4,01,52,000/-		
	b. Date of Acceptance ;	At Different Dates		
	c. Total Amount Accepted;	Rs.2.09,17,000/-		
	d. Rate of Interest	AT DIFFERENT RATES		
	e. Total of Number of Depositors;	118 NOS		
	f. Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of	NOT APPLICABLE		
	g. Any waiver by depositors, of interest accrued on deposit;	NOT APPLICABLE		
4	FINANCIAL POSITION OF THE COMPANY			
	A . Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of circular or advertisement (Rs in Lakhs )			
	FOR THE YEAR ENDED	PROFIT /(LOSS) BEFORE TAX	PROFIT / (LOSS) AFTER TAX	
	31.03.2016	513.35	328.53	
	31.03.2017	1111.90	691.20	
	31.03.2018	40.25	64.66	
	B. Dividends Declared by the Company in Respect of the Said Three Financial Years : Interest Coverage Ratio for Last Three Years ( Cash Profit After Tax Plus Interest Paid or Interest Paid )			
	FOR THE YEAR ENDED	DIVIDEND DECLARED ( EQUITY ) RS. IN LAKHS	DIVIDEND DECLARED ( EQUITY ) (%)	INTEREST COVERAGE RATIO
	31.03.2016	56.20	12%	1.99
	31.03.2017 (INTERIM DIVIDEND)	70.25	15 %	3.43
	31.03.2018 (INTERIM DIVIDEND)	67.44	12%	(0.53)



## Annexure

C. A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of circular or advertisement			
(Rs. In Lakhs)			
PARTICULARS	31.03.2018	31.03.2017	31.03.2016
<b>A. EQUITY AND LIABILITIES</b>			
Share Holders' Fund	4110.06	4089.27	3514.21
Non Current Liabilities	1572.20	1780.07	1915.49
Current Liabilities	5395.71	4839.70	4768.14
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>11077.97</b>	<b>10709.04</b>	<b>10197.84</b>
<b>B. ASSETS</b>			
Non - Current Assets	4064.85	4374.63	4575.88
Current Assets	7013.12	6334.41	5621.96
<b>TOTAL ASSETS</b>	<b>11077.97</b>	<b>10709.04</b>	<b>10197.84</b>
D. Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular or advertisement;			
PARTICULARS	31.03.2018	31.03.2017	31.03.2016
Cash Flow From Operating Activities	(429.03)	522.02	1113.86
Cash Flow From Investing Activities	264.66	19.79	(289.45)
Cash Flow From Financing Activities	151.20	(566.08)	(878.92)
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>13.17</b>	<b>(24.27)</b>	<b>(49.51)</b>
E. Any change in accounting policies during the last three years and their effects on the profits and the reserves of the company;	There is no change in Accounting Policies in the last three preceding financial years		

<b>5.</b>	<b>A DECLARATION BY THE DIRECTORS THAT -</b>
	a) the company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest thereon;
	b) the board of directors have satisfied themselves fully with respect to the affairs and prospects of the company and that they are of the opinion that having regard to the estimated future financial position of the company, the company will be able to meet its liabilities as and when they become due and that the company will not become insolvent within a period of one year from the date of issue of the circular or advertisement;
	c) the company has complied with the provisions of the Act and the rules made there under;
	d) the compliance with the Act and the rules does not imply that repayments of deposits is guaranteed by the Central Government;
	e) the deposits accepted by the company before the commencement of the Act will be repaid along with interest on the respective due dates and until they are repaid, they shall be treated as unsecured & ranking paripassu with other unsecured liabilities.
	f) In case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty.
	g) the deposits shall be used only for the purposes indicated in the circular or circular in the form of advertisement;
	h) the deposits accepted by the company (other than the secured deposits, if any, aggregate amount of which to be indicated) are unsecured and rank paripassu with other unsecured liabilities of the company
	Note : The text of the Advertisement has been approved by the Board of Directors of the Company on 6th August, 2018. A Copy of this Advertisement signed by a majority of the Directors of the Company will be filed with the Registrar of Companies , Chennai 600 006, Tamil Nadu as required by the Companies ( Acceptance of Deposits ) Rules, 2014 as amended.

**This Advertisement is issued on the Authority and in the name of Board of Directors of the Company**

**(BY ORDER OF THE BOARD)**

Place :Hyderabad  
Date : 6th August 2018

**FOR BEARDELL LIMITED,**  
K. MURALI  
Company Secretary

CERTIFIED TRUE COPY

7 For BEARDELL LIMITED,

K.MURALI  
Company Secretary







### Rules for Voting through Electronic means

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Eighty First Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

The instructions for members for voting electronically are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.co.in](http://www.evotingindia.co.in)
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number "EVSN" along with "BEARSELL LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) if you are holding shares in Demat form and have already voted earlier on [www.evotingindia.co.in](http://www.evotingindia.co.in) for a voting of any Company, then your existing login id and password are to be used.
- (v) If you are a first time user follow the steps given below.

Now, fill up the following details in the appropriate boxes

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
USER ID	For NSDL : 8 Character DP ID followed by 8 Digit Client ID	Folio Number registered with the Company.
	For CDSL : 16 Digits beneficiary ID	
PAN*	Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both Demat Shareholders as well as physical Shareholders)	
	*Members who have not updated their PAN with the Company/Depository participant are requested to use the first two letters of their name and 8 digits of the sequence number in the PAN field. 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.	
DOB#	Enter the date of birth as recorded in your Demat Account or in the Company records for the said Demat Account or folio in DD/MM/YYYY format.	
Dividend BANK DETAILS #	Enter the Dividend Bank Details as recorded in your Demat Account or in the company records for the said Demat Account or folio.	
	# Please enter DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID / Folio No. in the Dividend Bank details field	

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight Characters consisting of at least one upper case (A-Z), one lower case(a-z), one Numeric value (0-9) and a special character(@#\$%&\*). 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. Kindly note that this changed password is to be also used by the demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform.
- (viii) Click on the relevant EVSN on which you choose to vote.
- (ix) 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.

- (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xi) 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.
- (xii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xiii) 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 Corporates.  
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.

#### In case of members receiving the physical copy of Notice of AGM (for members whose e-mail IDs are not registered with the company/depository participant(s) or requesting physical copy)

- a) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

Evsn**	User ID	Password
180829046	XXXXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXXXX
	(Folio No/DP Client ID)	(Existing Password or Pan No with Bank A/c No. or DOB)

- \*\* (Electronic Voting Sequence Number)
- b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

#### General

- a) The voting period begins on 22nd September 2018 (9.00 AM) and ends on 28th September, 2018 (5.00 PM) During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b) 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 is 21st September, 2018.
- c) Mrs. Lakshmi Subramanian, Practising Company Secretary, Chennai has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company
- e) The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website [www.beardsell.co.in](http://www.beardsell.co.in) and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed. 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)





# BEARDSSELL LIMITED

ATTENDANCE SLIP

CIN.NO.L65991TN1936PLC001428

Regd Office : 47 Greames Road, Chennai – 600006  
Phone 44-28293296 , website www.beardsell.co.in

Registered Folio No. \_\_\_\_\_ No.of Shares Held \_\_\_\_\_

I Certify that I am a Registered Share holder / proxy for the registered Share holder of the Company. I hereby record my presence at the 81st Annual General Meeting of the Company at MINI HALL, Satguru Gnanananda Hall, Naradaganasabha , 314 T.T.K Road, Chennai 600 018 on Saturday 29th September, 2018 at 10.00 A.M.

Members Name : \_\_\_\_\_

Members/ Proxy Signature : \_\_\_\_\_

Proxy Name : \_\_\_\_\_

### ELECTRONIC VOTING PARTICULARS

Evsn **	User Id	Password
180829046	XXXXXXXXXXXXXXXXXX	XXXXXXX

\*\*Electronic Sequence Number

Folio No/ Client Id

(Existing Password or Pan No with Bank A/c.No. or DOB)

Note: During the e-voting period, members of the company holding shares as on the cut-off date may cast their vote electronically. The cut-off date for the Purpose of e-voting is 21st September, 2018. Please read the instruction given in the e-voting annexure carefully before voting electronically



# BEARDSSELL LIMITED

PROXY FORM

CIN.NO.L65991TN1936PLC001428

Regd Office : 47 Greames Road, Chennai – 600006  
Phone 44-28293296 , website www.beardsell.co.in

### PROXY FORM

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

Name of the Member (s) : \_\_\_\_\_

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

Email -Id : \_\_\_\_\_ Folio / Client ID : \_\_\_\_\_ DP ID \_\_\_\_\_

I/We, being the member(s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint

1.Name	2.Name	3.Name
Address	Address	Address
Email Id	Email Id	Email Id
Signature _____	Signature _____	Signature _____
Or Failing him	Or Failing him	Or Failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 81st Annual General Meeting of the Company at the "Mini Hall" Satguru Gnananada Hall, Naradagana Sabha, 314, T.T.K Road, Chennai 600 018, on Saturday the 29th September, 2018 at 10.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Affix  
Re. 1/-  
Revenue  
stamp

Signed this.....day of .....2018

Signature of the Proxy

Signature of  
The Share holder

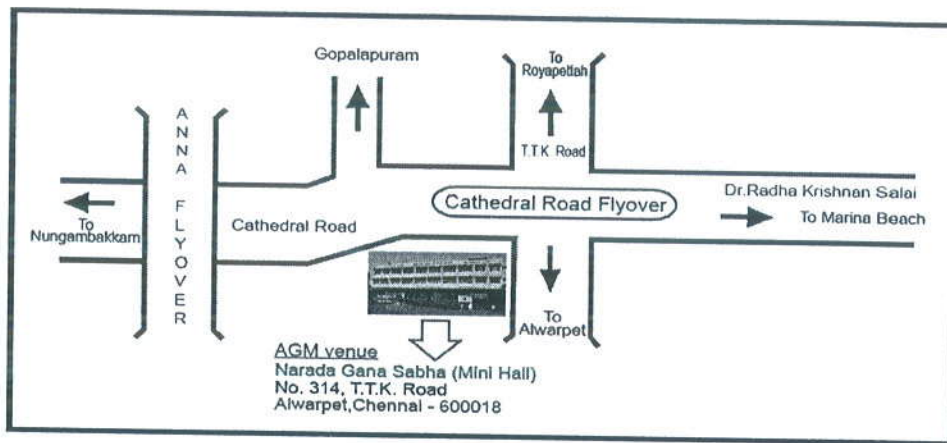
Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the sealor signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed , not less than 48 hours before the time for holding the meeting.



CERTIFIED

For BEARDSSELL LIMITED,  
K.MURALI  
Company Secretary

### Route map to AGM venue



Item No	RESOLUTIONS
	<b>Ordinary Business - Ordinary Resolutions</b>
1.	<b>Adoption of Accounts</b> Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss account of the Company ( Both Standalone and Consolidated )with the Schedules and Cash Flow Statement for the year ended 31st March, 2018 together with the Directors Report and the Auditors' Report thereon
2.	<b>TO DECLARE A DIVIDEND</b> - Ratification of Interim Dividend paid for the year 2017-18.
3.	<b>APPOINTMENT OF DIRECTOR</b> - Mrs. Jayasree Anumolu
4.	<b>APPOINTMENT OF STATUTORY AUDITORS</b> (Messrs. S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Registration Number of the firm is 101049W/E300004)
	<b>Special Business - Ordinary Resolutions</b>
5.	<b>TO ACCEPT / RENEW UNSECURED DEPOSITS FROM SHAREHOLDERS:</b>
6.	<b>APPOINTMENT OF DIRECTOR</b> - Mrs. Vijayalakshmi Ravindranath appointed as an Additional Independent Director

