



BEARSELL LIMITED

Regd. Office :
47, Greams Road,
CHENNAI - 600 006. (INDIA)
Tel : 2829 32 96, 2829 09 00
Fax : 044-2829 03 91
CIN No. : L65991TN1936PLC001428
E-mail : ho@beardsell.co.in
Website : www.beardsell.co.in

Sec : March : 2017

24th March 2017

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

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

Dear Sir,

Sub : Notice to the share Holders - Postal Ballot
Ref : Out come of the Board Meeting -15th March, 2017 – Reg.

We would like to inform you that further to our Letter dated on 15th March 2017 (out come of the Board Meeting held on 15th March, 2017), we are enclosing the Postal Ballot Notice dispatched to the Share holders for your information.

Kindly take on record the above intimation

Thanking you,

Yours faithfully,
For BEARSELL LIMITED


K MURALI
Company Secretary



Encl : As above

BEARDELL LIMITED

47 Greams Road, Chennai 600006

CIN No.L65991TN1936PLC001428

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

To

The Members of Beardsell Limited

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules") that the Resolutions appended below are proposed to be passed by the Members as Special Resolutions by way of Postal Ballot by giving their assent/ dissent thereto for the purpose of Sub-division of nominal value of each Equity Share of Rs. 10/- (Rupees Ten only) each into 5 Equity Shares of Rs.2/- (Rupee two only) each and the consequent amendment to the Memorandum of Association and Articles of Association of the Company.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Saturday, 22nd April 2017.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot would be announced by the Chairman or Director of the Company on Monday, 24th April 2017 at the registered office of the Company

The Explanatory Statement pertaining to all the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

In the event the draft Resolutions as set out are assented to by requisite majority of Members by means of a Postal Ballot, they shall be deemed to have been passed as Special Businesses at an Extraordinary General Meeting. The Special Resolutions shall be declared as passed if the numbers of votes cast in their favour are not less than three times the number of votes cast, if any, against the said Resolutions. The date of the announcement of result of Postal Ballot shall be considered to be the date of Extraordinary General Meeting and the date of passing of the said Resolutions.

ITEM No.1

Sub-division of each Equity Share of Rs.10/- each into 5 Equity Shares of Rs.2/- each

To consider and if thought fit, to pass with or without modification, the following as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 68 (a) and other enabling provisions of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any required from any authority, consent of the Members be and is hereby accorded to subdivide each Equity Share of the nominal value of Rs.10/- (Rupees Ten only) each in the Capital of the Company fully paid up, into 5 Equity Shares of Rs.2/- (Rupee Two only) each fully paid up and all the Equity shares of Rs.10/- (Rupees Ten only) each fully paid, of the Company, be sub-divided accordingly, with effect from the Record Date as may be fixed for the purpose.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of nominal value Rs.10/- (Rupees Ten only) of the Company existing on the Record date to be fixed by the Company shall stand sub-divided into equity shares of nominal value Rs.2/- (Rupees Two only) each fully paid up.

RESOLVED FURTHER THAT upon Sub-division as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of Rs.10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, either call back the existing Share Certificate(s) from the Shareholders or without requiring the surrender of the existing Share Certificate(s), directly issue and despatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) subject to the provisions laid down in the Companies (Issue of Share Certificates) Rules, 1960 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.

ITEM No. 2

Alteration of Memorandum of Association of the company

To consider and if thought fit, to pass with or without modification, the following as a **Special Resolution**:

RESOLVED THAT pursuant to Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause 5 of the Memorandum of Association of the Company be substituted with the following new Clause:

- V. The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores Only) divided into 5,00,00,000 (Five Crores Only) equity shares of Rs.2/- (Rupees Two only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.

ITEM No. 3

Alteration of Articles of Association of the company

To consider and if thought fit, to pass with or without modification, the following as a **Special Resolution**:

RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause 4 of the Articles of Association of the Company be substituted with the following new Clause:

- 4 The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 5,00,00,000 (Five Crores only) Equity Shares of Rs.2/- (Rupee Two only) each, with the power to increase or to reduce the capital of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.

ITEM No. 4

Issuing of Bonus Shares

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

“RESOLVED THAT upon recommendation of the Board of Directors of the Company, subject to the approval of Reserve Bank of India and other appropriate authorities wherever applicable and pursuant to the provisions of Section 23, 63 and other applicable provisions, if any, of the Companies Act 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and Article 171 of the Articles of Association of the Company and subject to the guidelines issued by Securities Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions, and sanctions as may be necessary from appropriate authorities, consent of members be and is hereby accorded to Board of Directors of the Company (‘the Board’ which term shall be deemed to include any committee thereof) for capitalizing a sum upto Rs.93,66,336/- (Rupees Ninety three lakhs sixty six thousand three hundred thirty six only) out of the sum standing to the credit of security premium account in the books of the company and the said amount be applied for paying up in full upto 4683168 unissued Equity Shares of face value of Rs.2/- each of the company to be allotted, distributed, or credited as fully paid-up “Bonus Shares” at par in proportion of 1 (one) such new Equity share for every 5 (five) existing equity share, held by such members as on the Record Date to be hereafter fixed by Board) and the Bonus Shares so distributed shall for all purpose be treated as an increase in the paid-up share capital of the Company held by each such member, and not as income or in lieu of dividend.

FURTHER RESOLVED THAT the new Equity Shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall rank in all respects pari passu with the existing fully paid up Equity shares as on the “Record Date” save and except that the new Equity shares shall not be entitled to participate in any dividend declared for or in respect of any financial year ended March 31, 2017 and any other dividend that may be declared before the “Record Date” further that they shall be entitled to participate in the dividend, if any, that may be declared in respect of the financial year of the company ending on March 31, 2018 and in respect of subsequent accounting years.

FURTHER RESOLVED THAT no allotment letters shall be issued in respect of said Bonus Shares and in case of members who hold shares or opt to receive the shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participants and in case of members who hold Equity Shares in Physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time frame as stipulated as per Companies Act, 2013 and/or Listing Agreement from the date of allotment thereof by the Board of Directors of the Company or a committee of directors, as the case may be with such extended time as may be allowed by appropriate authorities.

FURTHER RESOLVED THAT the issue and allotment of such Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FII) and other foreign investors shall be subject to permission and/or approval of the Reserve Bank of India (RBI), as may be necessary.

FURTHER RESOLVED THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchange where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchange(s) and other applicable guidelines, rules and regulations.

FURTHER RESOLVED THAT the approval of the Company be and is hereby accorded to the Board to consolidate the fractional entitlement and issue these consolidated shares to person(s)/trustee(s) nominated by the Board for this purpose, who shall be deemed to be a trustee on behalf of the shareholders of the Company entitled for the fraction of Equity shares and that such person(s)/trustee(s) shall sell such bonus shares and distribute the net sale proceeds (after deduction of expenses incurred) to the members respectively entitled to the same in proportion of their fractional entitlements.

FUTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the Directors be and are hereby authorised

to do all such acts, deeds, matters and things, as they may in their absolute discretion, deem necessary to settle any question or difficulty whatsoever (including a question or difficulty in connection with any deceased or insolvent Member or a member suffering from any disability) that may arise in regard to issue and distribution of new Equity Shares as they think fit and its decision shall be final and binding on all members and other interested persons.”

By Order of the Board

BHARAT ANUMOLU
MANAGING DIRECTOR

Date : 15.03.2017

Place : Chennai

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
2. The Board has appointed Mrs Lakshmmi Subramanian, CP No. 1087, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage pre- paid envelope, so as to reach the Scrutinizer before the close of working hours on 22nd day of April 2017.
4. The Notice is being sent to all the Members, whose names would appear in the Register of Members/ Record of Depositories as on the close of working hours on 17th day of March 2017 i.e. the cut-off date. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
5. **The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot.** E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.
Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from Corporate Office of the Company and send the same by post to the Corporate Office of the Company addressed to the Scrutinizer.
Member may contact Shri K Murali, Company Secretary, for any grievances connected with voting by postal ballot at the Registered Office at No.47, Greams Road, Chennai 600006.
6. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Chairman on 24th day of April 2017. The Chairman will or in his absence any other person so authorized by him will, announce the result of voting by postal ballot on 24th day of April 2017 at the Registered Office of the Company at No.47 Greams Road, Chennai 600006 and the Resolutions will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The results of the Postal Ballot along with the scrutinizer's report will also be displayed at the Company's website, www.beardsell.co.in besides being communicated to the stock exchanges on which the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 1

Sub-division of each Equity Share of Rs.10/- each into 5 Equity Shares of Rs.2/- each

The Equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited. In order to facilitate the benefit of more liquidity and broad basing of small investors, the Board of Directors of the Company, in its meeting held on 15th March 2017 have approved the Sub-division of the nominal value of Equity shares of the Company of Rs.10/- each into smaller denomination of Rs.2/- each, subject to the approval of Members.

Accordingly, each Equity share of the Company of the nominal value Rs.10/- each existing on the Record Date, shall stand sub-divided into 5 Equity shares of the nominal value of Rs.2/- each. The Record Date for the aforesaid Sub-division of Equity shares will be fixed after the approval of shareholders is obtained, pursuant to this Postal Ballot.

The Board recommends the Resolution as set out in Item No. 1 of the accompanying Notice for the approval of Members of the Company as a Special Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM No. 2

Alteration of Memorandum of Association of the Company

The proposed Sub-division of the Equity shares of the Company of Rs.10/- each into smaller denomination of Rs.2/- each requires amendment to the Memorandum of Association of the Company. Accordingly Clause 5 of the Memorandum of Association is proposed to be amended as set out in Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorised Share Capital of the Company consequent to the proposed Sub-division i.e. from Rs.100,000,000/- (Rupees Ten Crores only) divided into 10,000,000 (One Crore only) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs.100,000,000/- (Rupees Ten Crores only) divided into 50,000,000 (Five Crores only) Equity Shares of Rs.2/- (Rupee Two only) each.

The Board of Directors of your Company has approved this item in its Meeting held on 15th March 2017 and recommends the Resolution as set out in Item No. 2 of the accompanying Notice for the approval of members of the Company as a Special Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM No. 3

Alteration of Articles of Association of the Company

The proposed Sub-division of the Equity shares of the Company of Rs. 10/- each into smaller denomination of Rs.2/- each requires amendment to the Articles of Association of the Company. Accordingly Article 4 of the Articles of Association is proposed to be amended as set out in Item No. 3 of the accompanying Notice reflecting the corresponding changes in the Authorised Share Capital of the Company consequent to the proposed Sub-division Rs.100,000,000/- (Rupees Ten Crores only) divided into 10,000,000 (One Crore only) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs.100,000,000/- (Rupees Ten Crores only) divided into 50,000,000 (Five Crores only) Equity Shares of Rs.2/- (Rupee Two only) each.

The Board of Directors of your Company has approved this item in its Meeting held on 15th March 2017 and recommends the Resolution as set out in Item No. 3 of the accompanying Notice for the approval of members of the Company as a Special Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM No. 4

Issuing of Bonus Shares

The Board of Directors at their meeting held on 15th March, 2017, recommended issue of bonus shares in proportion of 1 (One) share for every 5(Five) equity shares held by the members on a "Record Date: to be hereafter fixed by Board of Directors, by capitalizing a part of the amount standing to the credit of the Securities Premium Account.

Pursuant to all provisions of Articles of Association of the Company and in terms of Guidelines of Securities and Exchange Board of India (SEBI) and Section 23, 63 and other applicable provisions, if any of the Companies Act, 2013 and rules made there under, the capitalization of reserve and bonus issue thereof require approval of the members. Further, it is necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities prescribed by Securities and Exchange Board of India (SEBI), the Stock Exchanges on which the Company's securities are listed and any other regulatory authority, in connection with

bonus issue.

Accordingly, the resolution seeks the approval of the members for capitalizing Rs.93,66,336/- (Rupees Ninety three lakhs sixty six thousand three hundred thirty six only) out of the amount standing to the credit of Securities Premium Account and issue of bonus shares out of the same on the terms and conditions set out in the resolution.

The Directors recommended the Ordinary resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution, except as member.

By Order of the Board

BHARAT ANUMOLU
MANAGING DIRECTOR

Date: 15.03.2017

Place: Chennai

INSTRUCTIONS

General Instructions;

1. Members have the option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholder cast their vote through both physical postal ballot and e-voting then vote cast through physical postal ballot shall be considered and the vote cast through e-voting shall be treated as invalid.
2. The notice of Postal Ballot /E-voting is dispatched /e-mailed to the members whose names appear on the Registrar of Members as on 17th March 2017 (**Cut off date**) and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.

Instructions for voting physically by Postal Ballot F orm

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mrs. Lakshmmi Subramanian, Company Secretary in Practice in the enclosed self-addressed and pre-paid envelope.
2. This Form should be completed and signed by the Members (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. In respect of shares held by corporate and institutional members (companies, trusts societies, etc.) the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (v) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
5. There will be one Postal Ballot Form for every folio / Client id irrespective of the number of joint holders.
6. **Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 6.00 pm. on 22nd April 2017. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.**
7. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.6 above.
8. Members are requested not to send any other paper along with the Postal ballot Form. They are also requested not to write anything in the Postal ballot form excepting giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of a Postal Ballot / E-voting will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Postal Ballots will be rejected.
11. The result of the Postal Ballot / E-voting will also be posted on the website of the Company www.beardsell.co.in and also in the newspaper(s) for the information of the Members.

Instructions for Electronic Voting:

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 in Postal Ballot 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
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number "EVSN" along with "BEARDSSELL 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 for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
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*	<p>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)</p> <p>*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.</p>	
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 #	<p>Enter the Dividend Bank Details as recorded in your Demat Account or in the company records for the said Demat Account or folio.</p> <p># 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.</p>	

- (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) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

EVSN**	User ID	Password
170317002	XXXXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXXXX

(Folio No/DP Client ID) (Existing Password or Pan No with Bank
 **(Electronic Voting Sequence Number) A/c.No. or DOB)

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

General

- a) Institutional shareholders (i.e.other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
- b) The voting period begins on 24th March, 2017 (9.00 AM) and ends on 22nd April, 2017 (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 17th March, 2017, 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.
- c) 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 17th March, 2017.
- d) Mrs. Lakshmmi Subramanian, Practising Company Secretary, Chennai has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- e) 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.
- f) The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website www.beardsell.co.in and on the website of CDSL within two days of passing of the resolution.. 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 under help Section or write an email to helpdesk.evoting@cdslindia.com.

BEARDELL LIMITED
 47 Greams Road, Chennai 600006
 CIN No.L65991TN1936PLC001428
 www.beardsell.co.in
POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name and the registered address of the Sole/first named Member :

Name(s) of the joint Holder(s) if any. :

Registered Folio No./DPID No./Client ID No.* :
 *(Applicable to investors holding Shares in demat form)

Number of Share(s) held as on cut off date :

I/ We hereby exercise my / our vote in respect of the following resolutions to be passed through Postal Ballot / E-voting, for the business stated in the Postal Ballot Notice dated 15th March 2017 by conveying my / our assent or dissent to the resolution(s) by placing tick:(^) mark in the appropriate box below:

Sr No	Brief description of the Resolution	Type of Resolution	No. Shares held as on cut off date	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Sub-division of each Equity Share of Rs. 10/- each into 5 Equity Shares of Re. 2 /- each.	Special Resolution			
2	Alteration of Memorandum of Association of the company	Special Resolution			
3	Alteration of Article of Association of the company	Special Resolution			
4	Issue of fully paid Bonus shares in the ratio of 1 share for every 5 shares held	Ordinary Resolution			

E-voting Event Number (EVSN)	User - ID	Password / PIN

Place : Chennai

Date :

Signature of Shareholder

Notes:

- i. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form
- ii. **Last date for receipt of the duly filled and signed Postal Ballot Form: 22nd April 2017 (6.00 pm)**

Please read the instructions printed carefully