



BEARDELL 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 : April : 2017

24th April, 2017

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

The Listing Manager
BSE Limited
Registered Office : Floor 25
P J Towers, Dalal Street,
Mumbai - 400 001

Scrip Code: BEARDELL

Scrip Code: 539447

Dear Sir

Sub : Scrutinizer Report along with Announcement of Postal Ballot Results - Reg.

With reference to the above please find enclosed Scurtinizer (Mrs.Lakshmmi Subramanian Senior Partner of Lakshmmi Subramanian Associates) report vide their letter dated 24th April, 2017 along with the announcement of by our Executive Director at the Registered office of the Company

Kindly take on record the above intimation

Thanking you,

Yours faithfully,
For BEARDELL LIMITED


K MURALI
Company Secretary



April 24, 2017

The Chairman
Beardsell Limited
47, Greams Road
Chennai – 600 006

Sub: Report of Scrutinizer for the Postal Ballot Process vide Notice Dated March 15, 2017 under section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 by Beardsell Limited ('Beardsell' or 'the Company')

In the meeting of the Board of Directors of Beardsell held on March 15, 2017, I, Mrs. Lakshmmi Subramanian, Senior Partner, Lakshmmi Subramanian & Associates, was appointed as Scrutinizer for Postal Ballot as per section 110 of the Companies Act, 2013 ('Cos Act') for passing of the following resolutions as special and ordinary resolution by the members of the Company for the below items.

The Company has availed the e-voting facility for the shareholders to cast their votes to the aforesaid resolutions through electronic mode in addition to voting through duly filled in paper postal ballot forms. Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 recognizes voting by electronic mode for postal ballot, which prescribed the appropriate mechanism for e-Voting.

The postal ballot process was accordingly conducted and concluded as below:

- The Company on March 23, 2017 dispatched the notice under section 110 of the Companies Act, 2013 along with the Postal Ballot forms and self-addressed prepaid reply envelopes to the members of the Company whose name appeared on the Register of Members/ List of Beneficiaries as on March 17, 2017.
- The Company issued an advertisement in Trinity Mirror and Makkal Kural about the dispatch of the postal ballot paper on March 24, 2017.
- All electronic votes and postal ballot forms received up to the close of working hours at 17:00 hours IST on April 22, 2017, the last date and time fixed by the Company for receipt of Postal Ballot were considered for my scrutiny.
- Particulars of all Postal Ballot Forms received from the members have been entered in a Register separately maintained electronically for this purpose by the Registrar and Share Transfer Agent.
- The votes cast by the members through electronic voting system was downloaded and collated from the website www.evotingindia.com.
- In determining the validity or otherwise of the physical Postal Ballot received the following criteria was adopted:
 - i. Where the shareholder has left the Ballot Paper Blank or not indicated his vote or incorrectly filled, the ballot has been treated as invalid
 - ii. Where the signatures do not tally or ballot paper bears no signature, the ballot has been treated as invalid.



Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and results were compiled as under.

SUMMARY OF POSTAL BALLOT AND E-VOTING RESULTS

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

Nature of resolution: Special Resolution

Voting requirement: Two-third majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	12	3512989
Total Number of Ballot Papers Received (Physical Voting)	88	141704
Invalid Votes:		
E-voting	NIL	NIL
Physical Voting	13	117940
Abstained Votes (E-voting)	NIL	NIL
Out of the above		
Number of valid votes cast in favour of the Resolution (E- Voting)	12	3512989
Number of valid votes cast in favour of the Resolution (Physical Voting)	75	23764
Number of votes cast against the Resolution (Both under E-voting and Physical Voting)	NIL	NIL
Percentage to the total votes received in favour of the resolution (Both under E-voting and Physical Voting)		100

Result: The requisite majority for passing the above resolution as a Special resolution was received.



2. Alteration of Memorandum of Association of the company

Nature of resolution: Special Resolution

Voting requirement: Two-third majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	12	3512989
Total Number of Ballot Papers Received (Physical Voting)	88	141704
Invalid Votes:		
E-voting	NIL	NIL
Physical Voting	14	118740
Abstained Votes (E-voting)	NIL	NIL
Out of the above		
Number of valid votes cast in favour of the Resolution (E-Voting)	12	3512989
Number of valid votes cast in favour of the Resolution (Physical Voting)	74	22964
Number of votes cast against the Resolution (Both under E-voting and Physical Voting)	NIL	NIL
Percentage to the total votes received in favour of the resolution (Both under E-voting and Physical Voting)	100	

Result: The requisite majority for passing the above resolution as a Special resolution was received.



3. Alteration of Articles of Association of the company

Nature of resolution: Special Resolution

Voting requirement: Two-third majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	12	3512989
Total Number of Ballot Papers Received (Physical Voting)	88	141704
Invalid Votes:		
E-voting	NIL	NIL
Physical Voting	14	118740
Abstained Votes (E-voting)	NIL	NIL
Out of the above		
Number of valid votes cast in favour of the Resolution (E-Voting)	12	3512989
Number of valid votes cast in favour of the Resolution (Physical Voting)	74	22964
Number of votes cast against the Resolution (Both under E-voting and Physical Voting)	NIL	NIL
Percentage to the total votes received in favour of the resolution (Both under E-voting and Physical Voting)		100

Result: The requisite majority for passing the above resolution as a Special resolution was received.



4. Issuing of Bonus Shares

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	12	3512989
Total Number of Ballot Papers Received (Physical Voting)	88	141704
Invalid Votes:		
E-voting	NIL	NIL
Physical Voting	13	117940
Abstained Votes (E-voting)	NIL	NIL
Out of the above		
Number of valid votes cast in favour of the Resolution (E-Voting)	12	3512989
Number of valid votes cast in favour of the Resolution (Physical Voting)	75	23764
Number of votes cast against the Resolution (Both under E-voting and Physical Voting)	NIL	NIL
Percentage to the total votes received in favour of the resolution (Both under E-voting and Physical Voting)	100	

Result: The requisite majority for passing the above resolution as an Ordinary resolution was received.



Since the requisite majority for all the resolutions have been received, the summary of the results are detailed as above and the ballot paper/register is attached along with it, in order to enable you to declare the results.

For and on Behalf of Lakshmmi Subramanian & Associates



Mrs Lakshmmi Subramanian
Senior Partner
C.P.No : 1087
Scrutinizer



BEARDELL 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

**EXTRACTS FROM THE PROCEEDINGS OF THE POSTAL BALLOT ANNOUNCEMENT HELD ON 24TH April,
2017 at 3.00 P.M at the Registered office of the Company**

PRESENT

- | | | |
|-------------------------|---|--|
| 1. Mr S V Narasimha Rao | - | Executive Director – member / chairman |
| 2. Mr K Murali | - | Company Secretary & Authorised Representative of
M/s Gunnam Subbarao Insulation Private Limited |
| 3. Mr V V Sridharan | - | Member |
| 4. Mr D Kumar | - | Member |
| 5. Mr P Thiruvalluvar | - | Member |
| 6. Mr R Parthasarathy | - | Member |
| 7. Mr R L Jeyachandar | - | Member |
| 8. Mr M S Rangarajan | - | Member |
| 9. Mrs K N Indira | - | Member |
| 10. Mr P Amalkiran | - | Member |
| 11. Ms N Sumathi | - | Member |
| 12. MR G Newton | - | Member |
| 13. MR P Joseph Paul | - | Member |

CHAIRMAN

Mr. S. V Narasimha Rao elected as the Chairman for announcing the results of the Postal Ballot

REPORT OF THE SCRUTINIZER

Chairman Received the Report of the Scrutinizer, Mrs. Lakshmmi Subramanian, Senior Partner of Messrs.Lakshmmi Subramanian Associates and announced the following resolutions with requisite majority :

SPECIAL RESOLUTION:

ITEM NO.1 SUB-DIVISION OF EACH EQUITY SHARE OF RS.10/- EACH INTO 5 EQUITY SHARES OF RS.2/- EACH

"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".



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



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

"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".

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

Resolution Required:(Ordinary/Special)		Special Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING	3,510,970	3,510,870	100	3,510,870	-	100	-
	POLL		-	-	-	-	-	-
	POSTAL_BALLOT		-	-	-	-	-	-
	SUB TOTAL	3,510,970	3,510,870	100	3,510,870	-	100	-
PUBLIC-INSTITUTIONS	E-VOTING	24,540	-	-	-	-	-	-
	POLL		-	-	-	-	-	-
	POSTAL_BALLOT		-	-	-	-	-	-
	SUB TOTAL	24,540	-	-	-	-	-	-
PUBLIC-NON INSTITUTIONS	E-VOTING	1,147,658	2,119	0	2,119	-	100	-
	POLL		-	-	-	-	-	-
	POSTAL_BALLOT		23,764	-	23,764	-	100	-
	SUB TOTAL	1,147,658	25,883	2	25,883	-	100	-
GRAND TOTAL		4,683,168	3,536,753	76	3,536,753	-	100	-

RESULT : The Requisite Majority for passing the above resolution as a Special Resolution was received

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





BEARDSELL 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

ITEM No. 2 Alteration of Memorandum of Association of the company

"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 TenCrores Only) divided into Rs. 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".

2.Alteration of Memorandum of Association of the company

Resolution Required:(Ordinary/Special)		Special Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)={2/1}*100	(4)	(5)	(6)={4/2}*100	(7)={5/2}*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	3,510,970	3,510,870	100	3,510,870	-	100	-
	POLL		-	-	-	-	-	-
	POSTAL_BALLOT		-	-	-	-	-	-
	SUB TOTAL	3,510,970	3,510,870	100	3,510,870	-	100	-
PUBLIC-INSTITUTIONS	E-VOTING	24,540	-	-	-	-	-	-
	POLL		-	-	-	-	-	-
	POSTAL_BALLOT		-	-	-	-	-	-
	SUB TOTAL	24,540	-	-	-	-	-	-
PUBLIC-NON INSTITUTIONS	E-VOTING	1,147,658	2,119	0	2,119	-	100	-
	POLL		-	-	-	-	-	-
	POSTAL_BALLOT		22,964	-	22,964	-	97	-
	SUB TOTAL	1,147,658	25,083	2	25,083	-	97	-
GRAND TOTAL		4,683,168	3,535,953	76	3,535,953	-	100	-

RESULT : The Requisite Majority for passing the above resolution as a Special Resolution was received



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



BEARDELL 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

ITEM No. 3 Alteration of Articles of Association of the company

"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 TenCrores only) divided into 5,00,00,000 (FiveCrores 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".

3.Alteration of Article of Association of the company

Resolution Required:(Ordinary/Special)		Special Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	3,510,970	3,510,870	100	3,510,870	-	100	-
	POLL		-	-	-	-	-	
	POSTAL_BALLOT		-	-	-	-	-	
	SUB TOTAL		3,510,970	3,510,870	100	3,510,870	-	100
PUBLIC-INSTITUTIONS	E-VOTING	24,540	-	-	-	-	-	-
	POLL		-	-	-	-	-	
	POSTAL_BALLOT		-	-	-	-	-	
	SUB TOTAL		24,540	-	-	-	-	-
PUBLIC-NON INSTITUTIONS	E-VOTING	1,147,658	2,119	0	2,119	-	100	-
	POLL		-	-	-	-	-	
	POSTAL_BALLOT		22,964	-	22,964	-	97	
	SUB TOTAL		1,147,658	25,083	2	25,083	-	97
GRAND TOTAL		4,683,168	3,535,953	76	3,535,953	-	100	-

RESULT : The Requisite Majority for passing the above resolution as a Special Resolution was received



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



BEARDSELL 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

ORDINARY RESOLUTION :

ITEM NO. 4 ISSUING OF BONUS SHARES

"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 full 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.

"RESOLVED FURTHER 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 paripassu 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".

"RESOLVED FURTHER 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".

"RESOLVED FURTHER 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".

"RESOLVED FURTHER 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".



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



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

"RESOLVED FURTHER 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.

"RESOLVED FURTHER 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."

4. Issue of fully paid Bonus shares in the ratio of 1 share for every 5 shares held

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING	3,510,970	3,510,870	100	3,510,870	-	100	-
	POLL		-	-	-	-	-	-
	POSTAL_BALLOT		-	-	-	-	-	-
	SUB TOTAL	3,510,970	3,510,870	100	3,510,870	-	100	-
PUBLIC-INSTITUTIONS	E-VOTING	24,540	-	-	-	-	-	-
	POLL		-	-	-	-	-	-
	POSTAL_BALLOT		-	-	-	-	-	-
	SUB TOTAL	24,540	-	-	-	-	-	-
PUBLIC-NON INSTITUTIONS	E-VOTING	1,147,658	2,119	0	2,119	-	100	-
	POLL		-	-	-	-	-	-
	POSTAL_BALLOT		23,764	-	23,764	-	100	-
	SUB TOTAL	1,147,658	25,883	2	25,883	-	100	-
GRAND TOTAL		4,683,168	3,536,753	76	3,536,753	-	100	-

RESULT : The Requisite Majority for passing the above resolution as an Ordinary Resolution was received

CERTIFIED TRUE COPY

For BEARSELL LIMITED,


K. MURALI
Company Secretary

By Order of the Board

Mr S V Narasimha Rao
Executive Director



Place : Chennai
Date : 24/04/2017

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