



BEARDELL LIMITED

Regd Office :
47 Greames Road,
Chennai -600006
GSTIN: 33AAACB1429P2ZP
CIN No : L65991TN1936 PLC001428
Email : ho@beardsell.co.in
Website : www.beardsell.co.in

Sec : July : 2020

30th July, 2020

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

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

Dear Sir,

Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2020

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2020.

With reference to the above, please find enclosed, the secretarial compliance report of Beardsell Limited for the year ended duly certified by Mr Rabindra Kumar Samal, Practising Company Secretary

Kindly take on record the above intimation

Thanking you,

Yours faithfully,
For BEARDELL LIMITED

T Anantha Jothi
Company Secretary

**SECRETARIAL COMPLIANCE REPORT OF M/S. BEARSELL LIMITED
FOR THE YEAR ENDED 31ST MARCH 2020**

I, Rabindra Kumar Samal, Company Secretary in whole time practice have examined:

- (a) All the documents and records made available to us and explanation provided by **M/s. Beardsell Limited ("the listed entity")** having its registered office at 47, Greams Road, Chennai - 6000 06,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI"),

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable During Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable During Review Period)**



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- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable During Review Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable During Review Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, replaced by The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
01.	Reg. 34.(1) The listed entity shall submit to the stock exchange and publish on its website- (a) a copy of the annual report sent to the shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders.	Annual Report has not been sent to Stock Exchange in time. The Company has submitted to Exchange on 27.09.2019, which was delayed by around 20 days.	On the basis of request from the company, fine of Rs.42480/- levied by BSE was withdrawn on 7th January 2020 and fine of Rs.77,760/- levied by NSE was withdrawn on 2nd January 2020.



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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ ~~material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
As per the Information Furnished by the Company, there are no actions taken either by SEBI or by Stock Exchanges except fines against delay in submission of Annual Report for F.Y 2018-19, which explained in the observation given in the aforesaid Para (a) of this Report.				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations of practicing company Secretary made in the secretarial compliance report for the year ended March 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity




01	The Company has not disclosed the financial results within 30 minutes of the conclusion of Board meeting to the quarter ended 30 th September 2018 to the Stock Exchange.	The Company has not disclosed the financial results within 30 minutes of the conclusion of Board meeting to the quarter ended 30 th September 2018 to the Stock Exchange.	In all subsequent quarters the Company has disclosed within 30 minutes to the Stock Exchange.	During the next F.Y 2019-20, the Listed Entity has disclosed the financial results within 30 minutes of the conclusion of Board meeting
02	The Company has disclosed results in the prescribed time which are however incorrect. Further discrepancies were found and the voting results were re-submitted and acknowledged by the exchange on 10/10/2018	The Company has disclosed results in the prescribed time which are however incorrect. Further discrepancies were found and the voting results were re-submitted and acknowledged by the exchange on 10/10/2018	No discrepancies were found in the subsequent financial year.	During the next F.Y 2019-20, the Listed Entity has disclosed Results in the prescribed time.
03	The Company has re-submitted the Corporate Governance report for the quarters ended 30 th September 2018, 31 st December 2018 and 31 st March 2019 to NSE	The Company has re-submitted the Corporate Governance report for the quarters ended 30 th September 2018, 31 st December 2018 and 31 st March 2019 to NSE	No resubmissions Corporate Governance report were made during F.Y 2019-20	The Company has submitted in time During the next F.Y 2019-20.



Rabindra Kumar Samal
Practicing Company Secretary
C.P.No. - 18278
FCS - 7649

Date: 27.06.2020
Place: Chennai

UDIN- F007649B000383411