



BEARSELL LIMITED

CIN:L65991TN1936PLC001428

Regd. Office: No.47, Greams Road, Chennai – 600006

Phone: 044 – 2829 3296 / 2829 0900 | E Mail : ho@beardsell.co.in | Website: www.beardsell.co.in

NOTICE TO SHAREHOLDERS

Notice is hereby given that an Extraordinary General Meeting of the company will be held on Wednesday, the 8th March 2023 at 10.00 A.M. IST (Indian Standard Time) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company, at No.47, Greams Road, Chennai – 600006.

SPECIAL BUSINESS:

1. Offer, Issue and Allot Equity Shares on Preferential Basis

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), each as amended from time to time, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “Stock Exchanges”) on which the equity shares of the Company having face value of Rs.2/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory / regulatory authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required from applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, the consent and approval of the Members be and is hereby accorded to create, issue, offer and allot upto 19,71,656 (Nineteen Lakh Seventy One Thousand Six Hundred Fifty Six) Equity Shares at a price of Rs.23.85 (Rupees twenty three and eighty five paise only) per Equity Share (at a premium of Rs.21.85 per Equity Share), aggregating upto Rs.4,70,23,996/- (Rupees four crore seventy lakh twenty three thousand nine hundred ninety six only) to Promoters of the Company as mentioned below (“Investors”) for cash consideration by way of a preferential issue on a private placement basis (“Preferential Issue”), and on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

Sl. No.	Proposed Allottees	Maximum Number of Shares
1	Mrs.Anumolu Jayasree	3,71,656
2	M/s.Gunnam Subbarao Insulations Private Limited	16,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is 6th February 2023, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investors under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:



- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investors, on or before the date of allotment thereof.
- e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investors.
- f) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER that the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER that the Board be and is here by authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER that all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.



2. Appointment of Mrs.Anumolu Jayasree (DIN:00845666) as Wholetime Director

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and recommendations of the Board of Directors, and subject to such other consents and permission as may be necessary, approval of the Members of the Company be and is hereby accorded for the appointment of Mrs.Anumolu Jayasree (DIN: 00845666) as Whole-time Director for period of three years from 1st April 2023 with following basic terms and conditions:

A. Remuneration:

She shall be entitled to receive remuneration based on performance of the Company at 5% of the Net Profit per annum payable on a quarterly instalments.

B. She will perform her duties as such with regard to work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

C. She shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

D. She shall adhere to the Company’s internal codes and policies as may be applicable from time to time.

E. The office of the Whole-time Director may be terminated by the Company or by the concerned Director by giving the other 3 (three) months’ prior notice in writing.

RESOLVED FURTHER THAT in case of loss or inadequacy of profits in any financial year, the above said remuneration shall be paid to her as minimum remuneration under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in addition to the remuneration above she will be entitled for payment of fees for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

Date: 10th February 2023
Place : Registered Office at
No.47, Greams Road,
Chennai – 600006

By Order of the Board
For Beardsell Limited

KANHU CHARAN SAHU
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, and No.11/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the Extraordinary General Meeting (“Meeting” or “EGM”) of the Company is being held through VC / OAVM. The proceedings of EGM deemed to be conducted at the Registered Office of the Company situated at No.47, Greams Road, Chennai - 600006.



2. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, IN PURSUANCE OF SECTION 112 AND 113 OF THE COMPANIES ACT, 2013, REPRESENTATIVES OF THE MEMBERS SUCH AS THE PRESIDENT OF INDIA OR THE GOVERNOR OF A STATE OR A BODY CORPORATE CAN ATTEND THE EGM THROUGH VC/OAVM AND CAST THEIR VOTES THROUGH E-VOTING.
3. In line with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.beardsell.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. Shareholders seeking any information with regard to the matter to be placed before the EGM are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
7. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA, M/s.Cameo Corporate Services Limited/ Depositories.
8. SEBI has made it mandatory for effecting transfer of securities (except in case of transmission or transposition of securities) in dematerialized form effective from April 01, 2019. In order to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
9. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
10. The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
11. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:
 - i. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.



- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@beardsell.co.in The shareholders who do not wish to speak during the EGM but have queries may also send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@beardsell.co.in. These queries will be replied to by the company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

12. VOTING

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Members are provided with the facility to cast their vote electronically (remote e-voting), through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
- b. The facility for voting, through the e-voting services provided by CDSL shall also be made available on the date of meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- c. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- d. The instructions for e-voting are as under:
 - (i) The remote e-voting period begins on 5th March 2023 (9.00 a.m. IST) and ends on 7th March 2023 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 1st March 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit



	<p>www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit</p>



	demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1. The shareholders should log on to the e-voting website of CDSL www.evotingindia.com
2. Click on Shareholders.
3. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

4. Next enter the Image Verification as displayed and Click on Login.



5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form other than Individuals and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (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 the 8 digits of the sequence number in the PAN field. [Sequence number has been provided as serial number (SL No) in the Address Label]</p> <p>* 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>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or DOB (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>* If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Members holding shares in physical form will then directly reach the Company 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. 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.
- (vi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for Beardsell Limited.
- (viii) 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.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



- (xiv) 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. iPhone and Windows phone user can download the app from the App Store and Windows Phone Store respectively. Please follow the instruction as prompted by the mobile app while voting on your mobile.
- (xv) 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 and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create 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 should be mailed to 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@beardsell.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xvi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- (xvii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- e. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM:
- (i) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
 - (ii) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
 - (iii) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- f. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:
- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 - (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)



- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- g. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, or voting at the meeting.
- h. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the sequence number from the RTA of the Company by sending a request at Investors@cameoindia.com However, if you are already registered with CDSL for remote e-voting then you can use your existing log in details for casting your vote.
- i. Mr.Rabindra Kumar Samal, Practising Company Secretary, Membership No.F7649 has been appointed to act as Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of EGM, in fair and transparent manner.
- j. The Scrutinizer shall, immediately after the conclusion of the EGM, would count the votes cast during the meeting and the votes cast through remote e-voting and make, not later than two working days from conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by Chairperson in writing who shall countersign the same.
- k. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.beardsell.co.in and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the shares of the Company are listed.
13. Details of directors seeking appointment/ re-appointment at the meeting forthcoming Annual General Meeting are provided below.

Name of the Director	Mr.Anumolu Jayasree
DIN	00845666
Date of Birth	15-05-1954
Date of first appointment on Board	31-03-2015
Qualification	Mrs.Anumolu Jayasree is a graduate.
Expertise in specific functional area	Business operation, strategic management etc.
Terms and conditions of appointment	As per resolution of appointment
Remuneration last drawn	She was drawing fees for attending meetings of the Board and Committees as applicable
Remuneration proposed to be paid	As per resolution of appointment
List of Directorships held in other companies	GUNNAM SUBBA RAO INSULATION PRIVATE LIMITED (CIN:U36998TN1981PTC051249)
Memberships / Chairmanships of committees of other companies	NIL
Shareholding in the company	1,35,36,352 nos of equity shares (36.13%)
Relationship with other directors / KMP	Mother of Mr.Amirth Anumolu, Executive Director
Number of Board Meetings attended during previous financial year	Seven out of nine meetings
Number of Board Meetings attended during current financial year (till the date of the notice)	Five out of six meetings



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 1

The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on 10th February 2023 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 19,71,656 (Nineteen Lakh Seventy One Thousand Six Hundred Fifty Six) Equity Shares at a price of Rs.23.85 (Rupees twenty three and eighty five paise only) per Equity Share (at a premium of Rs.21.85 per Equity Share), aggregating upto Rs.4,70,23,996/- (Rupees four crore seventy lakh twenty three thousand nine hundred ninety six only) to the Investors, for cash consideration, by way of a preferential issue on a private placement basis.

Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Up to 19,71,656 (Nineteen Lakh Seventy One Thousand Six Hundred Fifty Six) Equity Shares at a price of Rs.23.85 (Rupees twenty three and eighty five paise only) per Equity Share (at a premium of Rs.21.85 per Equity Share), aggregating upto Rs.4,70,23,996/- (Rupees four crore seventy lakh twenty three thousand nine hundred ninety six only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs.23.85 per Equity Shares. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs.23.85 being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

Purpose/Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company proposes to raise an amount aggregating up to Rs.4,70,23,996/- (Rupees four crore seventy lakh twenty three thousand nine hundred ninety six only) through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for repayment of borrowings of the Company, working capital requirement, meeting future funding requirements and other general corporate purposes of the Company.

Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and as per Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is 6th February 2023, being the working day preceding 30 days prior to the date of this Extra-Ordinary General Meeting (EGM)

The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Equity Shares is proposed to be made to two Promoters

Intent of the Promoters, directors or keymanagerial personnel of the Company to subscribe to the Preferential Issue



No other Promoters, Directors or Key Managerial Personnel or their relatives, except the Investors intend to subscribe to any Equity Shares pursuant to the Preferential Issue

Proposed time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, no preferential allotment has been made to any person as of the date of this Notice

Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue

(i) Identity of the allottee and the percentage of post preferential issue capital that may be held by them:

Name of the Proposed Allottee	Ultimate Beneficial Owners, Nationality	Category	Pre- issue share holding	Preissue Share holding (%)	Post issue Share holding	Post issue Share holding (%)
Mrs.Anumolu Jayasree	Not Applicable	Promoter	1,35,36,352	36.13	1,39,08,008	35.27
M/s.Gunnam Subbarao Insulations Private Limited	Mrs.Anumolu Jayasree, Indian	Promoter	49,68,478	13.26	65,68,478	16.66

Notes: The post issue share holding percentage is arrived after considering all the preferential allotments proposed to be made under this notice.

(ii) The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Investors. The percentage of post preferential issue capital that will be held by the Investors shall change from 49.39% to 51.93%.

Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

Entire contribution towards the preferential issue is made by Promoters

Valuation and Justification for the allotment proposed to be made for consideration other than cash - Not applicable



Lock-in period:

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations. The pre-preferential allotment shareholding of the allottee, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

Shareholding pattern of the Company before and after the Preferential Issue

Sl. No.	Category of Shareholders	Pre-Issue		Post-Issue	
		No of shares	% age	No of shares	% age
A	Promoter and Promoter Group				
1.	INDIAN				
a.	Individuals/Hindu undivided Family	1,35,36,952	36.13	1,39,08,608	35.27
b.	Bodies Corporate	66,15,943	17.66	82,15,943	20.83
	Sub-Total (A)(1)	2,01,52,895	53.79	2,21,24,551	56.10
2.	FOREIGN				
a.	Individuals/Hindu undivided Family	-	-	-	-
b.	Bodies Corporate	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	2,01,52,895	53.79	2,21,24,551	56.10
B	Non-Promoter				
1.	Institutions (Domestic)				
a.	Banks	24,240	0.06	24,240	0.06
b.	Any Other	-	-	-	-
	Sub-Total (B)(1)	24,240	0.06	24,240	0.06
2.	Institutions (Foreign)				
a.	Foreign Portfolio Investorss	130	-	130	-
b.	ANY OTHER	-	-	-	-
	Sub-Total (B)(2)	130	-	130	-
3.	Central Government / State Government(s)				
a.	Central Government / President of India	-	-	-	-
b.	State Government / Governor	1,08,000	0.29	1,08,000	0.27
	Sub-Total (B)(3)	1,08,000	0.29	1,08,000	0.27
4.	NON-INSTITUTIONS				
a.	Directors and their relatives	10,703	0.03	10,703	0.03
b.	Key Managerial Personnel	600	-	600	-
c.	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	97,08,113	25.91	97,08,113	24.62
d.	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	57,37,160	15.31	57,37,160	14.55
e.	Non Resident Indians (NRIs)	6,31,394	1.69	6,31,394	1.60
f.	Bodies Corporate	4,36,131	1.16	4,36,131	1.11
g.	ANY OTHER				
	(i) Clearing Members	28,914	0.08	28,914	0.07
	(ii) HINDU UNDIVIDED FAMILIES	6,26,264	1.67	6,26,264	1.59
	(iii) TRUSTS	800	-	800	-
	Sub-Total (B)(4)	1,71,80,079	45.86	1,71,80,079	43.56
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+ (B)(4)	1,73,12,449	46.21	1,73,12,449	43.90
	TOTAL SHAREHOLDINGS (Promoter + Non Promoter)	3,74,65,344	100.00	3,94,37,000	100.00



Notes:

The pre-issue Share Holding Pattern is as per the share holding pattern as on December 31, 2022.

The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and the pre-issue share holding pattern continue to the share holder of the Company

Listing:

The Company will make an application to NSE and BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued.

SEBI Takeover code:

In the present case the proposed allottee would not attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

Company Secretary's Certificate

The certificate from Mr.Rabindra Kumar Samal, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: www.beardsell.co.in

Other disclosures/undertaking

- The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable.
- None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- The Company is in compliance with the conditions for continuous listing;
- Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of regulation;
- The Proposed Allottee and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date.
- The Equity Shares held by the proposed allottee in the Company are in dematerialized form only.



- As equity Shares of the Company are listed on the stock exchanges and the Preferential Issue is not more than 5% of the post issue share capital, report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and under applicable provisions of SEBI ICDR Regulations, for the proposed Preferential Issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives other than the Proposed Allotee, are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.1 of this notice except and to the extent of their shareholding in the Company.

ITEM NO.2

Mrs.Anumolu Jayasree is promoter of the Company and a non-executive director in the Board since 2015. The Board of Director of the Company at its meeting held on 6th February 2023, with recommendation of the Nomination and Remuneration Committee and, subject to the approval of members of the Company, has appointed Mrs.Anumolu Jayasree as Whole-time Director of the Company for a period of three (3) years from 1st April 2023 on the terms and conditions including remuneration in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.

Mrs.Anumolu Jayasree satisfies all the conditions set out in Para – I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Broad particulars of the terms of appointment of and remuneration payable to her during the tenure are set out in the resolution, that may be treated as a written memorandum setting out terms of appointment of Mrs.Anumolu Jayasree under Section 190 of the Act.

The details as required under proviso to Section II of Part II of Schedule V to the Companies Act, 2013 are given here-in-below:

I. GENERAL INFORMATION

(1)	Nature of Industry	Manufacturing, Selling and Contracting activities in Expanded Polystyrene, Insulation and packaging material, Prefab Buildings & Quikbuild construction panels, Marketing of textiles, Electric Motors and Exports.		
(2)	Date of commencement of commercial Production	The company is in existence and operation since 23/11/1936		
(3)	Foreign Investment or collaboration	Nil		
(4)	Financial performance based on given indicators	(in lakhs of Indian Rupees)		
	Particulars	Standalone		Consolidated
		2021-22	2020-21	2021-22
	Revenue from Operation	17279.74	12062.84	18613.37
				13225.21



Other income	279.34	103.66	267.99	90.28
Finance cost	401.28	429.92	478.34	526.83
Depreciation and amortization Expenses	511.88	525.33	635.76	647.17
Profit/ (Loss) before Exceptional Items and Tax Expenses	401.26	45.82	390.85	33.12
Exceptional Items	--	---	--	---
Profit/ (Loss) before Tax	401.26	45.82	390.85	33.12
Tax expenses / provisions	113.93	69.18	109.65	73.45
Profit after Tax	287.33	(23.36)	281.20	(40.33)
Other Comprehensive Income	8.55	(14.21)	8.55	(14.21)
Total Comprehensive Income	295.88	(37.57)	289.75	(54.54)

II. INFORMATION ABOUT THE DIRECTOR

- (1) Background details:
Mrs.Anumolu Jayasree is one of the promoter of the Company and has been associated with the Company as non executive director since 2015.
- (2) Past Remuneration:
As non executive directors she was receiving fees for attending meeting of Board and Committees as applicable.
- (3) Recognition or awards:
NIL
- (4) Remuneration proposed:
The company proposes to pay remuneration based on performance of the Company at 5% of the Net Profits, and separately payment of fees for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board
- (5) Job profile and his suitability:
Mrs Anumolu Jayasree is a graduate. Being the promoter and closely associated with the company and it's business, her knowledge in strategic management is felt suitable for the job.
- (6) Comparative remuneration profile:
Taking into consideration the size of the Company, and association of Mrs.Anumolu Jayasree with the Company, the remuneration proposed to be paid is considered proper.
- (7) Pecuniary relationship:
Mrs.Anumolu Jayasree, directly holds 36.13 % shares in the Company. She also receives interest for the unsecured loan extended to the Company from time to time.
- (8) Relationship with managerial Personnel, if any:
Mother of Mr.Amrith Anumolu, Executive Director.

III OTHER INFORMATION

- (1) Reasons of loss or inadequate profit:
At present Company is earning profits, which may be deemed inadequate for the purpose of limits of managerial remuneration. Primary reason being insufficient revenues, affected by unprecedented Covid pandemic.



- (2) Steps taken or proposed to be taken for improvement:
The management is taking steps to improve overall business volume and profitability. Towards this the management focuses on long term business models, improving production efficiency by technology upgradation etc.
- (3) Expected increase in productivity and profits in measurable terms:
It is difficult to quantify the increase in measurable terms. However the business initiatives will bring and create further value for our shareholders, by enhancing the revenue, resulting in better and improved profit.

Except Mrs.Anumolu Jayasree, being appointee and, Mr.Amrith Anumolu being her relative, none of other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.2.

The brief resume of Mrs.Anumolu Jayasree, and other details are provided in the Notes to the Notice, pursuant to the provisions of (i) Companies Act, 2013 (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board recommends the Special Resolution at item no.2 of this Notice for approval by the members.

Date: 10th February 2023
Place: Registered Office at
No.47, Greams Road,
Chennai – 600006

By Order of the Board
For Beardsell Limited

KANHU CHARAN SAHU
Company Secretary