



# BEARDELL LIMITED

CIN No. : L65991TN1936PLC001428

Regd Office : 47 Graemes Road, Chennai -600 006.  
Phone : 044-28293296. Website : www.beardsell.co.in

---

Notice is hereby given that an Extra-Ordinary General Meeting will be held on Thursday, 2nd April, 2015 at 10.00 A.M. at "Mini Hall", SatguruGnanananda Hall, Naradaganasabha, 314, T.T.K Road, Chennai 600018 to transact the following business:

## AS SPECIAL BUSINESS

### ORDINARY RESOLUTION

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

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

"RESOLVED THAT pursuant to section 73(2) read with Chapter V of the Companies (Acceptance of Deposits) Rules, 2014 and all other applicable provisions, if any, of the Companies Act 2013, the Company be and is hereby authorised to accept / renew unsecured deposits from shareholders not exceeding 25% of the aggregate of the paid up capital and free reserves of the Company as per the latest audited accounts as of 31/03/2014 amounting to Rs.831.32 lacs including deposits outstanding as on the date of the issue of the Circular".

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

#### NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is given below.
2. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy or Proxies to attend and vote instead of himself and such Proxy or Proxies must be a member or members of the Company. The Proxy form, duly signed, must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding of the meeting.
3. A Proxy form shall be in Form No.MGT 11 pursuant to section 105(6) of the Companies Act 2013 read with rule 19(3) of the Companies (Management and Administration) Rules, 2014.
4. As mandated by SEBI, Members are provided e-voting facility and the rules for e-voting is annexed.
5. The Cut-off Date for the purpose of this meeting is fixed as 27th February 2015.

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

The special business relates to seeking members' approval for acceptance / renewal of unsecured deposits from shareholders. The Board of Directors, on 26th February 2015, has approved the acceptance / renewal of unsecured deposits from shareholders subject to your approval. The Circular in Form DPT-1 inviting / accepting unsecured deposits from shareholders along with the rating assigned for our Fixed Deposit Programme by CRISIL Limited is annexed.

The purpose for accepting / renewing unsecured deposits from Members is to fund the Development of Patalganga Project in Maharashtra and Augment long term working capital needs of the Company.

None of the Directors of the Company is interested or concerned in the above resolution.

---



## Rules for Voting through electronic means

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

The instructions for members for voting electronically are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.co.in](http://www.evotingindia.co.in)
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number "EVSN" along with "BEARDSELL LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) if you are holding shares in Demat form and have already voted earlier on [www.evotingindia.co.in](http://www.evotingindia.co.in) for a voting of any Company, then your existing login id and password are to be used. 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*	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) <small>*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.</small>	
DOB#	Enter the date of birth as recorded in your Demat Account or in the Company records for the said Demat Account or folio in DD/MM/YYYY format.	
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your Demat Account or in the company records for the said Demat Account or folio. <small># 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.</small>	

- (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 EGM (for members whose e-mail IDs are not registered with the company/depository participant(s) or requesting physical copy):**

a) Initial password as below is given in the attendance slip for the EGM.

EvsN**	User ID	Password
150227007	xxxxxxxxxxxxxxxx	xxxxxxxxxxxxxxxx

(Folio No/DP Client ID)

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

\*\* (Electronic Voting Sequence Number)

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

### General

- a) 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 **26th March, 2015 (9.00 AM) and ends on 28th March, 2015 (6.00 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 27th February, 2015, 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 27th February, 2015.
- 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](http://www.beardsell.co.in) and on the website of CDSL within two days of passing of the resolution at the EGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
- g) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help Section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).



# BEARDELL LIMITED

CIN No. : L65991TN1936PLC001428

Regd Office : 47 Graemes Road, Chennai -600 006.  
Phone : 044-28293296. Website : www.beardsell.co.in

## FORM DPT-1

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

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

<b>1.</b>				
a.	Name, address, website and other contacts of the Company	<b>BEARDELL LIMITED</b> 47, Greams Road Chennai 600006. email: ho@beardsell.co.in web: www.beardsell.co.in		
b.	DETAIL OF INCORPORATION	<b>23rd November, 1936</b>		
c.	Business carried on by the company and its subsidiaries with the details of branches or units, if any;	The company is in the business of Manufacturing, Selling and Contracting activities in Expanded Polystyrene, Insulation and packaging material, Prefab Panels & Solar Shield, Quikbuild construction panels, marketing of Textiles, Electric Motors, Exports and Technical Consultancy Services.		
	Manufacturing units	Chennai, Thane, Karad and Hyderabad		
	Branches	Ahmedabad, Bangalore, Chennai, Coimbatore, Hyderabad, Kochi, Mumbai, New Delhi and Vizag		
d.	Brief particulars of the management of the company;	Company is Managed by Managing Director and Executive Director under direction, control and supervision of the Board of Directors of the Company		
<b>e.</b>	<b>Names, addresses, DIN and occupation of the DIRECTORS</b>			
	<b>Name and Address</b>	<b>Designation</b>	<b>Occupation</b>	<b>Din Number</b>
	Mr Bharat Anumolu Plot No.303, Fortune Enclave Road No.12, Banjara Hills, Hyderabad - 500 034	Managing Director	Industrialist	02660220
	Mr S V Narasimha Rao New No.11 Nakshtra Apts, Block no. 2, Krishnapuram St Royapettah, Chennai - 600 014	Executive Director	Industrialist	00025635
	Mr Amrith Anumolu Plot No.12, Park View Enclave, Road No.2, Banjara Hills, Hyderabad - 500 034	Executive Director	Industrialist	03044661
	Mr M Uttam Reddi No.26 Anderson Road, Opp to Shastri Bhavan, Chennai - 600 006	Director	Advocate	00025755
	Mr V Thirumal Rao No.G-3 Elite Empire, Ground Floor, 317, Village Road, Nungambakkam, Chennai - 600 034	Director	Advocate	00018346
	Mr R Gowri Shanker 4/241 M G R Salai, Palavakkam Chennai - 600 041	Director	Industrialist	00104597
	Mr V J Singh 1/4, Teppakula Street, Subramaniapuram, Palayamkottai, Thirunelveli - 627 002	Director	Retired From LIC	03129164

f.	Management's perception of risk factors;		Fluctuating raw material prices can have negative impact on operations. Major raw materials are: (a) Expanded Polystyrene (a petroleum derivative): Increase in petroleum prices impacts this raw material price. (b) Steel: The upward trend in the global steel market has pushed up the price of steel, a major Component in Isobuild Prefab Panels.
9.	Details of default, including the amount involved, duration of default and present status, in repayment of -		
	i) Statutory Dues		Paid within the stipulated due dates:
	ii) debentures and interest thereon;		Not Applicable
	iii) loan from any bank or financial institution and interest thereon;		Paid within the stipulated due dates:

<b>2.</b>						
a.	Date of passing board resolution;		26th February, 2015			
b.	Date of passing of resolution in the general meeting authorizing the invitation of such deposits;		2nd April, 2015			
c.	Type of deposits, i.e., whether secured or unsecured;		Unsecured Deposits			
			(Rs. In Lakhs )			
			Public	Share Holders		
d.	Amount which the company can raise by way of deposits as per the Act and the rules made there under;		NIL	831.32		
	Aggregate of deposits actually held on the last day immediately preceding financial year		130.78	150.40		
	Aggregate of deposits actually held on the date of issue of Circular or advertisement ( as on 31/01/2015)		114.80	150.00		
	Amount of deposits proposed to be raised		-	500.00		
	Amount of Deposits repayable in Next Twelve months		62.06	150.00		
e.	Terms of raising of Deposits					
	<b>RATE OF INTEREST</b>	<b>PERIOD IN YEARS</b>	<b>Monthly Interest Scheme, Minimum Deposit Rs.10000/-</b>	<b>Quarterly Interest Scheme, Minimum Deposit Rs.5000/-</b>	<b>Cumulative Interest Scheme, Minimum Deposit Rs.5000/-</b>	
					<b>Maturity Value</b>	<b>Yield in %</b>
		1	9.75	9.83	Rs.5509/-	10.20 %
		2	10.25	10.34	Rs.6132/-	11.32 %
		3	10.50	10.59	Rs.6842/-	12.28 %
	Mode of payment and repayment		<b>Account Payee Cheque ( or) Demand Draft</b>			
f.	Proposed time schedule mentioning the date of opening of the Scheme and time period for which the circular or advertisement is valid					
	Date of opening of the scheme		2nd April, 2015			
	Validity of the circular or advertisement		Date of next AGM or 6 Months from the Close of Financial Year 2014 -2015			
g.	Reasons or objects of raising the deposits;		The Purpose of Unsecured Loans from Members is to fund the Development of Patalganga Project in Maharashtra and Augment long term working capital needs of the Company.			
h.	Credit rating Obtained;					
	Name of the Credit Rating Agencies		CRISIL LIMITED			
	Meaning of the rating obtained		"FB+/STABLE"			
	Date on which rating was obtained		26th February, 2015			
i.	Extent of deposit insurance		Not Applicable – Beardsell Limited Undertakes to Provide necessary Insurance Coverage once the Product is available in the Market			
	Terms of the insurance coverage					
	Duration of coverage					
	Extent of coverage					
	Procedure for claim in case of default etc.					

j.	Short particulars of the charge created or to be created for securing such deposits, if any;	Not Applicable – As the deposits are unsecured
k.	Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits and the effect of such interest in so far it is different from the interest of other persons.	None of the Directors, Key Managerial Personnel and their relatives are concerned or interested

<b>3</b>	<b>DETAILS OF ANY OUTSTANDING DEPOSITS</b>	
	a. Amount Outstanding (as on 31/01/2015)	Rs. 2,64,80,000/-
	b. Date of Acceptance ;	No Acceptance made after 29/08/2013
	c. Total Amount Accepted;	-
	d. Rate of Interest	AT DIFFERENT RATES
	e. Total of Number of Depositors;	238 NOS
	f. Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved;	NOT APPLICABLE
	g. Any waiver by depositors, of interest accrued on deposit;	NOT APPLICABLE

<b>4</b>	<b>FINANCIAL POSITION OF THE COMPANY</b>	
	<b>A . Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of circular or advertisement</b> (Rs. In Lakhs )	
	<b>FOR THE YEAR ENDED</b>	<b>PROFIT / LOSS BEFORE TAX</b>
		<b>PROFIT / LOSS AFTER TAX</b>
	31.03.2012	350.74
	31.03.2013	505.93
	31.03.2014	202.36
		235.25
		294.05
		129.12

	<b>B. Dividends Declared by the Company in Respect of the Said Three Financial Years : Interest Coverage Ratio for Last Three Years ( Cash Profit After Tax Plus Interest Paid or Interest Paid )</b>			
	<b>FOR THE YEAR ENDED</b>	<b>DIVIDEND DECLARED ( EQUITY ) RS. IN LAKHS</b>	<b>DIVIDEND DECLARED ( EQUITY ) (%)</b>	<b>INTEREST COVERAGE RATIO</b>
	31.03.2012	46.83	10 %	4.18
	31.03.2013	46.83	10 %	3.66
	31.03.2014	46.83	10 %	2.48

	<b>C. A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of circular or advertisement</b> (Rs. In Lakhs )			
	<b>PARTICULARS</b>	<b>31.03.2014</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
	<b>A. EQUITY AND LIABILITIES</b>			
	Share Holders' Fund	3325.29	3250.96	3011.70
	Non Current Liabilities	1564.73	783.87	720.60
	Current Liabilities	3509.57	2976.10	3011.40
	<b>TOTAL EQUITY AND LIABILITES</b>	<b>8399.59</b>	<b>7010.93</b>	<b>6473.70</b>

	<b>B. ASSETS</b>			
	Non – Current Assets	4554.68	3627.86	3101.38
	Current Assets	3844.91	3383.07	3642.32
	<b>TOTAL ASSETS</b>	<b>8399.59</b>	<b>7010.93</b>	<b>6473.70</b>

	<b>D. Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular or advertisement;</b>			
	<b>PARTICULARS</b>	<b>31.03.2014</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
	Cash Flow From Operating Activities	146.65	428.33	397.67
	Cash Flow From Investing Activities	(968.33)	(393.70)	(775.90)
	Cash Flow From Financing Activities	1043.78	(25.58)	343.27
	<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>222.10</b>	<b>9.55</b>	<b>(34.96)</b>

	<b>E. Any change in accounting policies during the last three years and their effects on the profits and the reserves of the company;</b>	There is no change in Accounting Policies in the last three preceding financial years
--	---	---

<b>5.</b>	<b>A DECLARATION BY THE DIRECTORS THAT -</b>
	a) the company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest thereon;
	b) the board of directors have satisfied themselves fully with respect to the affairs and prospects of the company and that they are of the opinion that having regard to the estimated future financial position of the company, the company will be able to meet its liabilities as and when they become due and that the company will not become insolvent within a period of one year from the date of issue of the circular or advertisement;
	c) the company has complied with the provisions of the Act and the rules made there under;
	d) the compliance with the Act and the rules does not imply that repayments of deposits is guaranteed by the Central Government;
	e) the deposits accepted by the company before the commencement of the Act will be repaid along with interest on the respective due dates and until they are repaid, they shall be treated as unsecured & ranking pari passu with other unsecured liabilities.
	f) In case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty.
	g) the deposits shall be used only for the purposes indicated in the circular or circular in the form of advertisement;
	h) the deposits accepted by the company (other than the secured deposits, if any, aggregate amount of which to be indicated) are unsecured and rank pari passu with other unsecured liabilities of the company.
	Note : The text of the Advertisement has been approved by the Board of Directors of the Company on 26th February, 2015. A Copy of this Advertisement signed by a majority of the Directors of the Company will be filed with the Registrar of Companies , Chennai – 600 006, Tamil Nadu as required by the Companies (Acceptance of Deposits) Rules, 2014 as amended.

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

**(BY ORDER OF THE BOARD)**

**FOR BEARDSSELL LIMITED,**

**K. MURALI**

Company Secretary

Place : Chennai  
Date : 26th February, 2015

**Mr. Bharat Anumolu**  
Managing Director

**Mr. S.V.Narasimha Rao**  
Executive Director

**Mr. Amrith Anumolu**  
Executive Director

**Mr. R.Gowri Shanker**  
Director

**Mr. V.Thirumal Rao**  
Director

**Mr. M.Uttam Reddi**  
Director

**Mr. V.J.Singh**  
Director



# BEARDSSELL LIMITED

CIN No. : L65991TN1936PLC001428

Regd Office : 47 Graemes Road, Chennai -600 006.

Phone : 044-28293296. Website : www.beardsell.co.in

## ATTENDANCE SLIP

Reg. Folio/DP & Client No \_\_\_\_\_ No. of Shares Held \_\_\_\_\_

I certify that I am a registered Shareholder / Proxy for the registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company at the "Mini Hall" Satguru Gnananada Hall, Naradaganasabha, 314, T.T.K Road, Chennai 600 018, on Thursday, the 2nd April, 2015 at 10.00 A.M.

Member's Name : .....

Member's/ Proxy's Signature : .....

Proxy's Name : .....

### ELECTRONIC VOTING PARTICULARS

Evsn**	User ID	Password
<b>150227007</b>	xxxxxxxxxxxxxxxx	xxxxxxxxxxxxxxxx

\*\* (Electronic Voting Sequence Number)

(Folio No./DP Client ID)

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

Note: During the e-voting period, members of the company holding shares as on the cut-off date may cast their vote electronically. The Cut-off Date for the purpose of e-voting is 27th March, 2015. Please read the instruction given in the e-voting annexure carefully before voting electronically.



Form No. MGT-11



# BEARDSSELL LIMITED

CIN No. : L65991TN1936PLC001428

Regd Office : 47 Graemes Road, Chennai -600 006.

Phone : 044-28293296. Website : www.beardsell.co.in

## PROXY FORM

### PROXY FORM

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

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

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

E-Mail Id : \_\_\_\_\_ Folio No./Client Id : \_\_\_\_\_ DP ID \_\_\_\_\_

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

1. Name:	2. Name:	3. Name:
Address:	Address:	Address:
Email-ID:	Email-ID:	Email-ID:
Signature: _____ Or failing him	Signature: _____ Or failing him	Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company at the "Mini Hall" Satguru Gnananada Hall, Naradaganasabha, 314, T.T.K Road, Chennai 600 018, on Thursday, the 2nd April, 2015 at 10.00 a.m. and at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Description	No. of Shares	I/We Assent for the Resolution (FOR)	I/We Dissent for the Resolution (AGAINST)
1	<b>SPECIAL BUSINESS ( Ordinary Resolution)</b>			
	TO ACCEPT / RENEW UNSECURED DEPOSITS FROM SHAREHOLDERS:			

Signed this.....day of .....2015

Affix  
Re. 1/-  
Revenue  
stamp

Signature of the Proxy

Signature of the shareholder

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