

BEARDSELL LIMITED

CONTENTS	Page
Notice to the Shareholders	3
Report of Directors	6
Auditors Report	16
Balance Sheet	18
Profit and Loss Account	19
Cash Flow Statement	20
Schedules	21

Directors

Mr. P. Punnaiah

Mr. M. Uttam Reddi

Mr. P.C.D. Nambiar

Mr. V. Thirumal Rao

Mr. R. Gowri Shanker

Mr. A. Bharat

Mr. A.V. Ramalingan- Executive Director

Auditors

M/s. Deloitte Haskins & Sells

Bankers

Bank of India

Andhra Bank

Registered Office

47, Graemes Road,

Chennai - 600 006.

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BEARDSELL LIMITED

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Notice to the Shareholders

NOTICE IS HEREBY GIVEN that the Seventieth Annual General Meeting of the Company will be held on Monday, the 27th August, 2007 at 10.00 A.M. at "Mini Hall", Satguru Gnanananda Hall, Narada Gana Sabha, 314, T. T. K. Road, Chennai – 600 018 to transact the following business.

AS ORDINARY BUSINESS

1. ADOPTION OF ACCOUNTS

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

"RESOLVED THAT the Balance Sheet as at 31st March 2007, the Profit and Loss Account of the Company for the year ended on that date, together with the Schedules, Balance Sheet Abstract and Company's General Business Profile and Cash Flow Statement for the Year ended 31st March, 2007 together with the Directors Report and the Auditors' Report thereon, be and are hereby approved and adopted."

2. TO DECLARE DIVIDEND

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

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, Dividend at the rate of Re. 1.00 (10 percent) per share be paid as Dividend for the year ended 31.03.2007 to those shareholders whose name appears in the register of members on 17th August, 2007."

"RESOLVED FURTHER THAT the dividend warrants be posted to the respective shareholders within 30 days of declaration."

3. APPOINTMENT OF DIRECTORS

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

"RESOLVED THAT Mr. V. Thirumal Rao, who retires by rotation and being eligible for reappointment be and is hereby appointed as a Director of the Company.".

4. APPOINTMENT OF AUDITORS

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

"RESOLVED THAT the Auditors of the Company, Messrs. Deloitte Haskins & Sells (DHS), Chartered Accountants, Chennai who retire at this meeting, being eligible and willing to act as Auditors of the Company, be and are hereby appointed Auditors of the Company to hold office till the conclusion of the next Annual General Meeting of the Company on a remuneration as the Board of Directors of the Company may determine, in addition to travelling and out of Pocket Expenses".

AS SPECIAL BUSINESS

ORDINARY RESOLUTION

5. APPOINTMENT OF DIRECTORS

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

"RESOLVED THAT Mr.R. Gowri Shanker be and is hereby appointed as Director of the Company whose period of office will be liable to retire by rotation."

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

"RESOLVED THAT Mr.A Bharat be and is hereby appointed as Director of the Company whose period of office will be liable to retire by rotation."

By order of the Board

Hyderabad A.V. Ramalingan 30th June, 2007 Executive Director & Secretary

Notes:

 In terms of Clause 49 of the listing agreement with the Stock Exchanges, brief details regarding the Director's reappointment is given below:

The profile of Mr.V.Thirumal Rao who retires by rotation and being eligible for reappointment as a Director are as under:

Mr. Thirumal Rao completed Bachelor of Commerce from Osmania University in the year 1965 and Bachelor of Law in 1969. He started practicing in Criminal and Civil side in Kurnool. After practicing for about 5 years, he shifted to Chennai. He was a partner of Uttam Reddi & Co., a lawyer's firm, from 1972 to 1979. During this period, he appeared before various High Courts, Supreme Court and Tribunal



on matters pertaining to Direct / Indirect taxes, Company Law, Import and Export policy matters, Trade Marks, Patents, etc. He has vast experience and knowledge in the above areas. He has been associated with Corporate Sector from 1979. He has worked in various Companies. At present he is looking after Excise, Custom and Service tax matter, Company Law and other areas of operations in MRF Limited. His experience, knowledge in the legal profession and in Corporate Sector has been of immense help to the Company. He was first elected to the Board in the year 1986.

As a member of Expert Committee of Madras Chamber of Commerce & Industry, he was actively involved in Chamber's activities including representing to the Government in various issues. Mr. Thirumal Rao's experience in liasion work of interacting with Government officials and close association with senior most Lawyers in Supreme Court and Various High Courts has also been very helpful to the Company.

- Mr.V. Thirumal Rao is interested in this resolution. Mr.M. Uttam Reddi-Director, relative of Mr.Thirumal Rao is also interested in the resolution. None of the other Directors are interested.
- 2. The Explanatory Statement pursuant Section 173 (2) of the Companies Act, 1956 in respect of the Special Business set out in item No 5 is annexed hereto.

- 3. 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 need not 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 the meeting.
- 4. A Proxy can be in any of the forms set out in Schedule IX of the Companies Act, 1956.
- 5. The Register of Members and Share Transfer Books of the Company will remain closed from 18th August, 2007 to 27th August, 2007 (both days inclusive).
- 6. Members are requested to intimate change, if any, in in their addresses immediately.
- 7. The Company has already transferred the amount of all unclaimed dividends declared upto the period ended 31st March 1998 to the Investor Education and Protection Fund of the Central Government (as per Section 205 C of the Companies Act, 1956). It may also be noted that once the unclaimed dividend is transferred to the Central Government, as above, no claim shall lie in respect thereof.
- Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.

EXPLANATORY STATEMENT: Pursuant to Section 173(2) of the Companies Act, 1956.

Item No. 5 (a):

Appointment of Mr. R. Gowri Shanker as Director.

As per Article 121 of the Articles of Association of the Company, the Board of Directors in their meeting held on 27/09/2006 appointed Mr.R. Gowri Shanker as Additional Director of the Company and he vacates his office as Director in the forthcoming Annual General Meeting. Notice in writing has been received from a member signifying his intention to propose the name of Mr.R. Gowri Shanker for appointment as Director of the Company u/s 257 of the Companies Act, 1956.

Mr.Gowri Shanker is a well-qualified technical and

entrepreneurial professional with a distinguished management career leading the technology and operations of multi-million dollar organisations. He holds M.S. Degree in e- commerce from Carnegie Mellon University, M.S. in Industrial Engineering from University of Texas, M.B.A. from University of Chicago and B.Tech in Chemical Engineering from IIT, Madras. He has over 25 years experience with Multinational Companies such as AT & T, Fedex & Holiday Inns in the US and has had leadership roles in several entrepreneurial ventures. He is presently the CEO

and founder of Ablanding Business Solutions, Chennai.

None of the Directors, except Mr.R. Gowri Shanker, is interested in the said resolution.

Item No. 5 (b):

Appointment of Mr.A. Bharat as Director.

As per Article 121 of the Articles of Association of the Company, the Board of Directors in their meeting held on 25/04/2007 appointed Mr. A.Bharat as Additional Director of the Company and he vacates his office as Director in the forthcoming Annual General Meeting. Notice in writing has been received from a member signifying his intention to propose the name of Mr.A. Bharat for appointment as Director of the Company u/s 257 of the Companies Act, 1956.

Mr. Bharat is a graduate of the Indian Institute of Technology, Madras and has a Masters Degree in Industrial and Systems Engineering, Virginia Tech, Blacksburg, USA. He is currently Vice President, Information Technology at Merill Lynch Bank, New York, USA managing a team of Software Engineers with responsibility for information systems critical to trading and other business functions in the Bank. Prior to working at Merrill Lynch, Mr. Bharat worked in a consulting role for major Corporations such as Deutsche Bank, Credit Suisse, Philips De Pury Anchors and Innovate LOC.

Mr. Bharat is interested in this resolution. Mr.P. Punnaiah-Director, relative of Mr.Bharat is also interested in the resolution. None of the other Directors are interested.

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REPORT OF BOARD OF DIRECTORS

Your Directors present the 70th Annual Report of the Company together with the Audited Accounts for the financial year ended 31.03.2007.

PERFORMANCE / OPERATIONS FINANCIAL RESULTS

(Rs. in Lakhs)

	Year ended 31.03.2007	Year ended 31.03.2006
Gross Revenue	5448.02	4191.38
Profit before interest & Depreciation	458.54	270.08
Interest	21.16	20.34
Profit before Depreciation	437.38	249.74
Depreciation	63.85	68.26
Profit before tax	373.53	181.48
Profit after taxation	254.66	136.42
Balance of Profit & Loss Account from Last year	286.10	149.68

Appropriations:

Transfer to General Reserve	25.46	
Proposed Dividend on Equity Shares	38.33	
Tax on Dividend	6.51	-
Balance Profit carried to Balance Sheet	470.46	286.10

DIVIDEND

The Board of Directors has recommended, subject to the approval of share holders, a Dividend of Re.1.00 (10 percent) per Equity share of Rs.10 /- each.

REVIEW OF OPERATIONS

For the year under review continued buoyancy in the economy and steps taken to improve the efficiency of operation helped your Company to post a profit after tax of Rs. 254.66 Lakhs on a total income of Rs. 5448.02 Lakhs.

INSULATION DIVISION

a. EPS:

Performance of this Division improved due to more projects and increased packaging demand from Consumer Durable Industry.

b. ISOBUILD PREFAB PANELS

During the year under review continued demand from Pharmaceuticals and Roofing Applications and the growth in Cold Storage & Food Processing Industries helped to improve the performance. The Division sold / installed 79398 RMT as against 55529 RMT during the previous year, thus constituting an increase of 43%.

c. CONTRACTING

The Division made satisfactory progress with the focus on changed business mixes by discontinuing AC & R Contracts in some locations and concentrating more on direct contracts with end user customers.

TRADING DIVISION

Trading Division's performance is satisfactory. Steps are taken for further improvement.

LISTING WITH STOCK EXCHANGE

The Company's securities are listed at: Madras Stock Exchange Ltd., 11, Second Line Beach, Chennai - 600 001.

The Listing fee to the Exchange has been paid upto date.

FIXED DEPOSITS

Fixed Deposits amounting to Rs. 0.91 Lakhs matured but were not claimed till 31st March, 2007. Subsequently, Fixed Deposits totaling to Rs.0.18 Lakhs have been renewed/repaid. Reminders have been sent to the other deposit holders for their instructions.

All Deposits / Interest accrued thereon remaining unclaimed for a period of seven years from the date they became due for payment have been credited to the Investor Education and Protection Fund under section 205C of the Companies Act.

INSURANCE

All the properties of the Company including Buildings, Plant and Machinery and Stocks have been adequately insured.

DIRECTORS

Mr. V. Thirumal Rao, Director, retires by rotation at this Annual General Meeting and being eligible, offer himself for reappointment.

Mr.R. Gowri Shanker was appointed by the Board, as an Additional Director on 27.09.06 Mr.Gowri Shanker vacates his office as a Director at the forthcoming Annual General Meeting. A Notice has been received from a member under section 257 of the Companies Act, 1956 proposing the name of Mr.R. Gowri Shanker for appointment as a Director.

Mr.A. Bharat was appointed by the Board, as an Additional Director on 25.04.07. Mr.Bharat vacates his office as a Director at the forthcoming Annual General Meeting. A Notice has been received from a member under section 257 of the Companies Act, 1956 proposing the name of Mr.A. Bharat for appointment as a Director.

AUDITORS' REPORT

As regards observations of the Auditors in their report for the year under review, the Notes appended to the Accounts are self-explanatory.

AUDITORS

The Auditors, M/s. Deloitte Haskins & Sells (DHS), retire and are eligible for reappointment. A written certificate

has been received by the Company from them that the re-appointment, if made, will be in accordance with the limits specified in Sec.224 (1B) of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 217(2AA) of the Companies Act, 1956, your Directors further report that:

- In preparation of the annual accounts, applicable accounting standards have been followed along with proper explanation relating to material departures;
- II. The Directors have selected accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2007 and of the Profit and Loss of the Company for financial year ended 31st March, 2007;
- III. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. The Directors have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

Your Directors report that your Company has been fully compliant with the SEBI Guidelines on Corporate Governance, which have been incorporated in Clause 49 of the Listing Agreement. A detailed report on this forms part of Annexure.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information under section 217 (1)(e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, and forming part of Directors Report for the year ended 31st March 2007.

RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION AND CONSERVATION OF ENERGY

The Main focus of the Company's Research and Development effort is on Energy Conservation, process up gradation and environmental preservation.

FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, Foreign Exchange Earnings amounted to Rs. 302.45 Lakhs as against Rs. 132.89 Lakhs during previous year.

The total Foreign Exchange Outgo during the year under review was Rs. 44.85 Lakhs as against Rs. 91.10 Lakhs during previous year.

EMPLOYEE RELATIONS

The relations between the employees and the management continued to be cordial during the year.

PARTICULARS OF EMPLOYEES

None of the employees come under purview of Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

ACKNOWLEDGEMENT

Your Directors gratefully acknowledge the continued support received from the Bankers, Principals/Suppliers, Customers and Employees.

For and on behalf of the Board

P. PUNNAIAH Director.

Hyderabad 30th June, 2007 M. UTTAM REDDI Director.



MANAGEMENT DISCUSSIONS & ANALYSIS Industry Structure & Development

The Prefab building elements manufactured by your Company finds applications in Cold Storages, Food Processing Plants, Pharmaceuticals and Roofing Applications. There was increased demand from these sectors during the year under review and the same trend is likely to continue in the current year.

Improved demand from consumer durable and construction industry for Expanded Polystyrene is likely to continue in the current year.

Outlook on Opportunities and Threats

With increased Industrial and retail business activities and Government of India's thrust and encouraging policies on cold storages with latest technologies for improving post harvest infrastructure, there is likely to be increase in demand for your Company's products.

Fluctuating raw material prices can have negative impact on operations. Strengthening of rupee is likely to affect export earnings.

Segment wise Performance

Insulation division which comprises manufacture of EPS products / Prefab Panels and related Contracting activities earned a revenue of Rs. 4447.98 lakhs - 85.95% of the total revenue.

Trading and others Segment which comprises Chemical, Motors, Exports and others earned a revenue of Rs. 727.19 Lakhs -14.05 % of total revenue.

Internal Control System

Your Company has an effective Internal Control System and this is periodically reviewed for effectiveness. The Board of Directors have constituted an Audit Committee. The Audit Committee reviews the Internal Audit reports and their observations at regular intervals.

Material Development in Human Resources

Your Company believes that human resources are the main assets of the Company and the Company's Policy is framed in this direction.

ANNEXURE

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY

The Company strives towards ensuring transparency and professionalism in all decisions and spheres of operation, achieving excellence in Corporate Governance by confirming to the prevalent mandatory guidelines on Corporate Governance and to enhance shareholder value through sound business decisions driving the Organisation forward without undue restraints along with prudent framework of accountability and financial management.

2. BOARD OF DIRECTORS

Company's Board currently comprises of seven Directors of which one is a Whole-time Director. Non-Executive Directors bring wide-ranging experience and independent judgement to the Board's deliberations and decisions. Board of Directors of the Company meets at regular intervals for planning, assessing and evaluating all important business.

a) Composition

The information on composition of the Board, Directors Attendance at the Board Meetings held during the year and at the last Annual General Meeting, Directorships and Committee position held in other Companies are as under:

Name of Director	Category	Attendance	Attendance	No. of		Committee position	
Traine or Director	Calegory	in Previous	in Board	Directorships held		held in other	
		AGM held	Meetings	in Other Public		Companies	
		on 27-9-06		Limited Companies			
				Director	Chairman	Member	Chairman
Mr.P. Punnaiah	Non Executive	Not Present	2	2	Nil	Nil	1
	Promoter						
Mr.M. Uttam Reddi	Non-executive	Present	4	1	-	1	_
	Independent						
Mr.P.C.D Nambiar	Non-executive	Present	6	4	1	1	2
	Independent						
Mr.V. Thirumal Rao	Non-executive	Present	6	Nil	Nil	Nil	Nil
	Independent						
Mr.R. Gowri Shanker *	Non-executive		2	3	Nil	1	Nil
	Independent	-					
Mr. A. Bharat#	Non-executive	_	-	Nil	Nil	Nil	Nil
	Promoter						
Mr.A.V. Ramalingan	Executive Director	Present	6	1	Nil	Nil	Nil

^{*} Appointed as Additional Director in the Board Meeting held on 27/09/2006 (After AGM)

[#] Appointed as Additional Director in the Board Meeting held on 25/04/2007 (After AGM)

- No. of Board Meetings held during the year and dates of Meeting:
 During the Financial Year 2006-2007, Six Board meetings were held on 26/04/2006, 28/06/2006, 29/07/2006, 27/09/2006, 31/10/2006 & 31/01/2007.
- c) There are no pecuniary relationship or transactions with Non-Executive Directors vis-a-vis the Company.
- d) Disclosures regarding appointment and reappointment.

i) Reappointment of Mr. V. Thirumal Rao

At the ensuing Annual General Meeting Mr.V. Thirumal Rao, Non-Executive Director, retire by rotation and is eligible for reappointment.

Mr. Thirumal Rao completed Bachelor Commerce from Osmania University in the year 1965 and Bachelor of Law in 1969. He started practicing in Criminal and Civil side in Kurnool. After practicing for about 5 years, he shifted to Chennai.

He was a Partner of Uttam Reddi & Co., a lawyer's firm, from 1972 to 1979. During this period, he appeared before various High Courts, Supreme Court and Tribunal on matters pertaining to Direct / Indirect taxes, Company Law, Import and Export policy matters, Trade marks, Patents, etc. He has a vast experience and knowledge in the above areas.

He has been associated with Corporate Sector from 1979. He has worked in various Companies. At present he is looking after Excise, Custom and Service tax matters, Company Law and other areas of operations in MRF Limited. His experience, knowledge in the legal profession and in Corporate Sector has been of immense help to the Company. He was first elected to the Board in the year 1986.

As a member of Expert Committee of Madras Chamber of Commerce & Industry, he was actively involved in Chamber's activities including representing to the Government in various issues. Mr. Thirumal Rao's experience in liaison work of interacting with Government Officials and close association with senior most Lawyers in Supreme Court and various High Courts has also been very helpful to the Company.

Mr.V. Thirumal Rao is related to Mr.M. Uttam Reddi, Director.

ii) Appointment of Mr.R.Gowri Shanker

In the Meeting held on 27/09/2006, Board of Directors appointed Mr.R. Gowri Shanker as Additional Director of the Company.

Mr. Gowri Shanker is a well-qualified technical and entrepreneurial professional with a distinguished management career leading the technology and operations of multi-million dollar organizations. He holds M.S. Degree in e-commerce from Carnegie Mellon University, M.S. in Industrial Engineering from University of Texas, M.B.A. from University of Chicago and B.Tech in Chemical Engineering from IIT, Madras. He has over 25 years experience with Multinational Companies such as AT & T, Fedex & Holiday Inns in the US and has had leadership roles in several entrepreneurial ventures. He is presently the CEO and founder of Ablanding Business Solutions, Chennai.

iii) Appointment of Mr.A. Bharat

In the Meeting held on 25/04/2007, Board of Directors appointed Mr.A. Bharat as Additional Director of the Company.Mr. Bharat is a graduate of the Indian Institute of Technology, Madras and has a Masters Degree in Industrial and Systems Engineering, Virginia Tech, Blacksburg, USA. He is currently Vice President, Information Technology at Merrill Lynch Bank, New York, USA managing a team of Software Engineers with responsibility for information systems critical to trading and other business functions in the Bank. Prior to working at Merrill Lynch, Mr. Bharat worked in a consulting role for major Corporations such as Deutsche Bank, Credit Suisse, Philips De Pury Anchors and Innovatix LLC.

Mr. A. Bharat is related to Mr. P. Punnaiah, Director.

3. AUDIT COMMITTEE

I) Terms of Reference

The role, terms of reference and authority and powers of this Committee are in conformity with the Listing Agreement. The essential functions of the Committee include review of systems and procedures, overseeing the functioning of internal audit, the effectiveness of controls and regulatory compliances. It also reviews with management, Company's financial statements, financial reporting process, disclosure of financial information and observations of Auditors before submission to the Board. It recommends the appointment of Statutory Auditors and their fees.



BEARDSELL LIMITED

II) Composition and Attendance

During the Financial Year 2006-2007, five Audit Committee Meetings were held on 26/04/2006, 28/06/2006, 29/07/2006, 31/10/2006 and 31/01/2007.

Composition and Attendance record of the members of the Committee is as under:

SI. No	Member	Designation	No. of meetings attended
1	Mr. M. Uttam Reddi - Chairman	Independant	3
2	Mr. P. C. D. Nambiar	Independant	5
3	Mr. V. Thirumal Rao	Independant	5
4	Mr. A. V. Ramalingan	Executive Director	5

4. REMUNERATION COMMITTEE

Company does not have a Remuneration Committee for the purposes of determination and payment of managerial remuneration. The Board fixes the remuneration payable.

REMUNERATION PAID TO DIRECTORS FOR THE FINANCIAL YEAR 2006-2007

						(Rs.	In Lakhs)
SI.No	Directors	Salary	Money Value of Perquisites	Contribution to Provident Fund and Other Fund	Commission	Sitting Fees	Total
1.	Mr. P. Punnaiah	ont	0.08		n con	0.0 <mark>6</mark>	0.14
2.	Mr. M <mark>. Uttam Reddi</mark>)	_		-	0.21	0.21
3.	Mr. P. C. D. Nambiar	-	-	-	-	0.33	0.33
4.	Mr. V. Thirumal Rao	-	-	-	-	0.33	0.33
5.	Mr. R. Gowri Shanker	-	-	-	-	0.06	0.06
6.	Mr. A. V. Ramalingan	5.10	4.71	1.38	-	-	11.19
	TOTAL	5.10	4.79	1.38	-	0.99	12.26

5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

Company is having a Share holders & Investors Grievance Committee in line with the amended Listing Agreement, which is responsible for all matters concerning the share transfers, transmissions, issue of duplicate share certificates and redressal of Investor's Grievances. The Committee comprises of Mr. P. Punnaiah, Mr. M. Uttam Reddi, Mr. V. Thirumal Rao and Mr. A. V. Ramalingan.

Mr. V. V. Sridharan, DGM-Corporate Affairs, is the Compliance Officer.

6. GENERAL BODY MEETINGS

Details of the last three Annual General Meetings of the Company are given below:

Financial Year	AGM	Location	Date	Time
2005-06	69th	Narada Gana Sabha,	27.09.06	10.00
		314, T.T.K. Salai, Chennai - 600 018		A.M.
2004-05	68th	Narada Gana Sabha,	05.08.05	10.00
		314, T.T.K. Salai, Chennai - 600 018		A.M.
2003-04	67th	Narada Gana Sabha,	30.07.04	10.00
		314, T.T.K. Salai, Chennai - 600 018		A.M.

No Postal ballots were used / invited during the year 2006-07.