



**BEARDELL LIMITED**

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**Seventy Ninth Annual Report & Accounts**

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**2015 - 2016**

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## BEARDSSELL LIMITED



Pre - Fab Compact R.O Shelter with ATM - IsoBuild



Pre - Fab R.O Shelter with ATM - IsoBuild



Quikbuild Anganwadi for Bellary Nirmithi Kendra, Karnataka



Mysore, Karnataka Farm House with QuikBuild



Massive Staircase for 2 Floors with QuikBuild  
for Himalaya Drugs



Shimizu Corporation Pre - FAB Project Office  
with IsoBuild - Kolar - GSK Pharma

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### Directors

Mr. M. Uttam Reddi  
Mr. V. Thirumal Rao  
Mr. R.Gowri Shanker  
Mr. Bharat Anumolu - Managing Director  
Mr. S.V. Narasimha Rao - Executive Director  
Mr. Amrith Anumolu - Executive Director  
Mr. V.J. Singh  
Mrs. Jayasree Anumolu

### Chief Financial Officer

Mr. Y. Mukthar Basha

### Company Secretary

Mr. K.Murali

### Auditors

M/s. Deloitte Haskins & Sells

### Bankers

Bank of India

### Registered Office

47 Graemes Road  
Chennai 600 006  
Phone : 044 - 2829 3296 / 2829 0901  
CIN No. : L65991TN1936PLC001428  
Fax : 044 - 2829 0391  
E-mail : ho@beardsell.co.in  
Website : www.beardsell.co.in

**NOTICE IS HEREBY GIVEN** that the Seventy Ninth Annual General Meeting of the Company will be held on Friday, the 12th August, 2016 at 10.00 A.M. at "Mini Hall" Satguru Gnananada Hall, Naradaganasabha, 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, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss of the Company with the Schedules and Cash Flow Statement for the year ended 31st March, 2016 together with the Directors Report and the Auditors' Report thereon, be and are hereby approved and adopted."

#### 2. TO DECLARE A DIVIDEND

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

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, Interim Dividend at the rate of Re.1.20 (12 percent) per share paid as Interim Dividend for the year ended 31st March, 2016 to those share holders whose name appeared in the Register of Members on 23rd March 2016 be and is hereby ratified, as final dividend."

#### 3. APPOINTMENT OF DIRECTOR

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

"RESOLVED THAT Mrs. Jayasree Anumolu who retires by rotation and being eligible for reappointment be and is hereby appointed as a director of the Company."

#### 4. RATIFICATION OF APPOINTMENT OF AUDITORS

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

"RESOLVED THAT the Auditors of the Company, Messrs. Deloitte Haskins & Sells (DHS), Chartered Accountants, Chennai (ICAI Registration Number of the firm is 008072S) who were appointed as Statutory Auditors to hold office for a period of Three years till the completion of 80th Annual General Meeting on a remuneration as the Board of Directors of the Company may determine, in addition to traveling and out of pocket expenses be and is hereby ratified"

### AS SPECIAL BUSINESS ORDINARY RESOLUTION

#### 5. INCREASE IN BORROWING POWERS

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

"RESOLVED THAT pursuant to section 180 (1) (c) of the Companies Act, 2013 and Article 73 of the Articles of Association of the Company, consent be and is hereby accorded to the Board of Directors of the Company to borrow from time to time as it may consider fit any sum or sums of money not exceeding Rs.100.00 Crores (Rupees One Hundred Crores Only) apart from temporary loans obtained from the Company's Bankers in the ordinary course of business on such terms and conditions as the Board may deem fit not withstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves that is to say Reserves not set apart for any specific purpose."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things and to take such steps as may be necessary or desirable to give effect to this resolution".

#### 6. 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 authorized 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 31/03/2016 amounting to Rs. 878.55 lakhs 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 authorized to sign and file the necessary forms / documents with all statutory authorities to give effect to the above resolution".

#### By order of the Board

Hyderabad  
May 27, 2016

K. Murali  
Company Secretary

### NOTES

- The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business set out Item no.5 and 6 annexed here to.
- 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.
- A Proxy form shall be in Form No.MGT11 of the Companies Act, 2013.
- The Register of Members and Share Transfer Books of the Company will remain closed from 6th August, 2016 to 12th August, 2016 (both days inclusive).
- Members are requested to intimate change, if any, in their address immediately..
- Section 124 (5) of the Companies Act, 2013 mandates that Companies should transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education Protection Fund (IEPF). The dividend for the years mentioned below, if unclaimed with in a period of seven years, will be transferred to IEPF in accordance with the following schedule.

S.No	Financial Year	Date of Declaration of Dividend	% of Dividend	Date of Transfer to unpaid Dividend Account	Date of Transfer to Central Government to Investor Education and Protection Fund
1	2011-2012	29/09/2012	10%	10/10/2012	08/11/2019
2	2012-2013	13/08/2013	10%	16/08/2013	14/09/2020
3	2013-2014	13/08/2014	10%	19/08/2014	17/09/2021
4	2014-2015	13/08/2015	10%	21/08/2015	20/08/2022
5	2015-2016	23/03/2016	12%	28/03/2016	26/03/2023

Share holders are informed that once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.

- Details of Directors seeking Re-appointment at the forthcoming Annual General Meeting pursuant to clause 49 of Listing Agreement

a	Name	Mrs. Jayasree Anumolu
b	Brief Resume	
	i Age	62 years
	ii Qualification	Graduate
	iii Experience in Specific Functional Area	20 Years
	iv Date of Appointment on the Board of the Company (BEARSELL LIMITED)	31/03/2015
c	Nature of Expertise in Specific Functional Area	General Management
d	Name(s) of other Companies in which Directorships held (as per section 165 of the Companies Act, 2013)	NIL
e	Name(s) of Companies in which Committee Membership(s) / Chairman ship (s) Held	NIL
f	No. of Shares of Rs.10/- each held by the - Director	1515069 Nos
	- her Relatives	1441181 Nos
	- Total	2956250 Nos
g	Relationship between Directors inter se (As per Section 2 (77) of the Companies Act,2013 )	Mr. Bharat Anumolu, Managing Director; Mr Amrith Anumolu, Executive Director.

- Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.



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

ITEM NO.(5)

At the Seventy Seventh Annual General Meeting held on 13th August 2014 the Company had authorised the Board of Directors to borrow monies upto a limit of Rs.60 crores (Rupees Sixty Crores only). Keeping in view the increase in the Company's business, its development plans and increase in the working capital due to growing business operations, it may become necessary to borrow moneys in excess of the said limit fixed in 2014. It is therefore proposed to increase the borrowing limit from Rs.60 Crores to Rs.100 Crores.

Hence, this resolution is placed for your approval. None of the Directors of the Company is interested or concerned in the said resolution.

ITEM NO.(6)

The special business relates to seeking members' approval for acceptance / renewal of unsecured deposits from shareholders. The Board of Directors, on 27th May 2016, 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.

None of the Directors of the Company is interested or concerned in the above resolution. The purpose for accepting / renewing unsecured deposits from Members is to fund the Company's projects and also to augment the working capital needs of the Company.

ANNEXURE

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}

1.				
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	
e.	<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.12, Park View enclave Road No.2, 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





Name and Address		Designation		Occupation		Din Number			
	Mr V J Singh 1/4, Teppakula Street, Subramaniapuram, Palayamkottai, Thirunelveli - 627 002	Director		Retired From LIC		03129164			
	Mrs Jayasree Anumolu Plot No.12, Park View enclave Road No.2, Banjara Hills, Hyderabad - 500 034	Director		Industrialist		00845666			
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:						
2.									
a.	Date of passing board resolution;		27th May, 2016						
b.	Date of passing of resolution in the general meeting authorizing the invitation of such deposits;		12th August, 2016						
c.	Type of deposits, i.e., whether secured or unsecured;		Unsecured Deposits						
d.			(Rs. In Lakhs )						
			Public		Share Holders				
	Amount which the company can raise by way of deposits as per the Act and the rules made there under;		NIL		878.55				
	Aggregate of deposits actually held on the last day immediately preceding financial year		38.38		212.99				
	Aggregate of deposits actually held on the date of issue of Circular or advertisement ( as on 27/05/2016)		38.38		212.99				
	Amount of deposits proposed to be raised		-		500.00				
	Amount of Deposits repayable in Next Twelve months		38.38		153.42				
	e.	Terms of raising of Deposits							
	RATE OF INTEREST	PERIOD IN YEARS	Monthly Interest Scheme, Minimum Deposit Rs.10000/-	Quarterly Interest Scheme, Minimum Deposit Rs.5000/-	Cumulative Interest Scheme, Minimum Deposit Rs.5000/-				
					Maturity Value	Yield in %			
					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	Account Payee Cheque ( or) Demand Draft							

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	13th August, 2016		
	Validity of the circular or advertisement	Date of next AGM or 6 Months from the Close of Financial Year 2016 -2017		
g.	Reasons or objects of raising the deposits;	The Purpose of Unsecured Loans from Members is to fund the Development of ongoing projects 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	17th March, 2016		
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		
3	DETAILS OF ANY OUTSTADTING DEPOSITS			
	a. Amount Outstanding (as on 31/03/2016)	Rs. 2,51,37,000/-		
	b. Date of Acceptance ;	At Different Dates from 01/04/2015 to 25/02/2016		
	c. Total Amount Accepted;	Rs.2,12,99,000/-		
	d. Rate of Interest	AT DIFFERENT RATES		
	e. Total of Number of Depositors;	89 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		
4	FINANCIAL POSITION OF THE COMPANY			
	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 (Rs. In Lakhs )			
	FOR THE YEAR ENDED	PROFIT / LOSS BEFORE TAX	PROFIT / LOSS AFTER TAX	
	31.03.2014	202.36	129.12	
	31.03.2015	(5.22)	(9.83)	
	31.03-2016	513.35	328.53	
	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 )			
	FOR THE YEAR ENDED	DIVIDEND DECLARED ( EQUITY ) RS. IN LAKHS	DIVIDEND DECLARED ( EQUITY ) (%)	INTEREST COVERAGE RATIO
	31.03.2014	46.83	10 %	2.48
	31.03.2015	46.83	10 %	1.64
	31.03.2016 (INTERIM DIVIDEND)	56.20	12 %	2.25



	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 (Rs. In Lakhs )			
	PARTICULARS	31.03.2016	31.03.2015	31.03.2014
	A. EQUITY AND LIABILITIES			
	Share Holders’ Fund	3514.21	3253.32	3325.29
	Non Current Liabilities	1915.49	1781.23	1564.73
	Current Liabilities	4768.14	4448.90	3509.57
	TOTAL EQUITY AND LIABILITES	10197.84	9483.45	8399.59
	B. ASSETS			
	Non – Current Assets	4575.88	4784.32	4554.68
	Current Assets	5621.96	4699.13	3844.91
	TOTAL ASSETS	10197.84	9483.45	8399.59
	D. Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular or advertisement;			
	PARTICULARS	31.03.2016	31.03.2015	31.03.2014
	Cash Flow From Operating Activities	1113.86	105.71	146.65
	Cash Flow From Investing Activities	(289.45)	(400.09)	(968.33)
	Cash Flow From Financing Activities	(878.92)	123.85	1043.78
	Net Increase / (Decrease) in Cash and Cash Equivalents	(49.51)	(170.53)	222.10
	E. Any change in accounting policies during the last three years and their effects on the profits and the reserves of the company;	There is no change in Accounting Policies in the last three preceding financial years		
5.	A DECLARATION BY THE DIRECTORS THAT -			
	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 27th May, 2016. 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 BEARDELL LIMITED,

K. MURALI

Company Secretary

Place : Hyderabad  
Date : 27th May, 2016

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 Seventy Ninth Annual General Meeting (AGM) 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 “BEARDELL 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, clickon “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.
- (xiii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xiv) 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details 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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

In case of members receiving the physical copy of Notice of AGM (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 AGM.

Evsn**	User ID	Password
160706004	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) The voting period begins on **9th August, 2016 (9.00 AM) and ends on 11th August, 2016 (5.00 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 5th August, 2016, 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.
- b) 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 5th August, 2016.
- c) Mrs. Lakshmmi Subramanian, Practising Company Secretary, Chennai has been appointed as Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.
- d) 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.
- e) 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 AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

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).



### REPORT OF BOARD OF DIRECTORS

Your Directors present the 79th Annual Report of the Company together with the Audited Accounts for the Financial Year ended 31.03.2016.

### PERFORMANCE / OPERATIONS

#### FINANCIAL RESULTS

(Rs. In Lakhs)

	Year Ended 31.03.2016	Year Ended 31.03.2015
Gross Revenue	15122.88	13202.42
Profit before interest & Depreciation	1355.94	762.14
Finance Cost	520.26	462.86
Profit before Depreciation	835.68	299.28
Depreciation	322.33	304.50
Profit / (LOSS) before tax	513.55	(5.22)
Profit / (LOSS) after taxation	328.53	(9.83)
Surplus in Statement of Profit & Loss Account from Last Year	1651.08	1723.05
Less: Depreciation on transition to Schedule II of The Companies Act, 2013 on tangible fixed assets with nil remaining useful life	-	(5.78)
<b>Appropriations</b>		
Dividend paid on Equity Shares	56.20	46.83
Tax on Dividend	11.44	9.53
Surplus carried to Balance Sheet	1911.97	1651.08

#### DIVIDEND:

The Board of Directors wishes to inform the shareholders that Interim Dividend at the rate of Re.1.20 (12 percent) per share was paid as Dividend for the year ended 31st March, 2016 to those share holders whose name appeared in the Register of Members on 23rd March, 2016. The above payment shall be considered as final dividend and no fresh dividend is recommended by the Board.

#### Consolidated Financial Statements

In accordance with the Accounting Standard (AS)-21 on Consolidated Financial Statements, the audited consolidated financial statement is provided in the Annual Report.

#### REVIEW OF OPERATIONS

##### A) PACKAGING PRODUCTS

EPS division showed an excellent achievement both in production as well as gross margins. Continuous reduction in RM pricing due to crude/dollar fluctuations helped increase in margins.

##### B) PREFABRICATED PANEL PRODUCTS

Our Isobuild sales went up due to a major order from KRIDL, Bangalore.

The Quikbuild sales also have picked up considerably.

##### C) CONTRACTS & EXPORTS

Our contracting division continues to execute insulation

contracts for major public sector companies. We are striving to increase revenues in this segment by marketing across regions. The exports division has successfully won several global tenders and are in the process of implementing those contracts. The exports teams is doing remarkably well.

CHANGE IN THE NATURE OF BUSINESS, IF ANY: There is no change in the nature of business.

Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Financial Statements relate and the date of the report: Nil

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future : Nil

Details in respect of adequacy of internal financial controls with reference to the Financial Statements : Adequate internal financial controls are in place and they are working effectively and efficiently.

Details of Associate Companies: Nil

#### DETAILS OF WHOLLY OWNED SUBSIDIARY

Our Company has acquired M/s. Sarovar Insulation Pvt Ltd and made it a wholly owned Subsidiary on 29/02/2016. M/s.Sarovar Insulation Pvt Ltd is engaged in the manufacture and processing of EPS products at Coimbatore and at SUPA, Ahmednagar, Maharashtra.

#### Fixed Deposits

(a)	Accepted During the year	Rs. 88,49,000/-
(b)	Remained Unpaid or unclaimed as at the end of the year	Rs.2,09,000/-
(c)	Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	There was no default in repayment of deposits or payment of interest thereon.
(d)	At the beginning of the year Maximum during the year At the End of the year The details of deposits which are not in compliance with the requirements of Chapter V of the Act	NIL NIL NIL NIL

#### STATUTORY AUDITORS

Messrs. Deloitte Haskins & Sells (DHS), Chartered Accountants, Chennai (ICAI Registration Number of the firm is 008072S) were appointed as Statutory Auditors of the Company in our Seventy Seventh Annual General Meeting held on 13th August 2014 and they hold office till the conclusion of our Eightieth Annual General Meeting on a remuneration as the Board of Directors of the Company may

determine, in addition to travelling and out of pocket expenses.

#### INTERNAL AUDITORS

Mr .V. V Sridharan (Membership Number FCA 24801) is the Internal Auditor of our Company.

#### EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in Form No.MGT-9 forms part of this Board's Report.

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

Information Under Section 134 (3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and forming part of Directors Report for the year ended 31st March 2016.

#### 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 upgradation and environmental preservation

Better utility of Resources, to minimize cost & wastage. Continuous efforts are on to reduce wastage in use of Power and Fuel.

#### Foreign Exchange Earnings And Outgo

During the year under review, Foreign Exchange Earnings amounted to Rs.1155.29 Lakhs as against Rs.1266.48 Lakhs during previous year.

The total Foreign Exchange Outgo during the year under review was Rs.1102.74 Lakhs as against Rs.1392.67 Lakhs during previous year.

#### DIRECTORS

APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

Mrs. Jayasree Anumolu retires by rotation at this Annual General Meeting, and being eligible, offer herself for re-appointment.

#### DECLARATION BY INDEPENDENT DIRECTORS:

The declaration by Independent Directors forms part of this Board's Report.

#### FORMAL ANNUAL EVALUATION:

The Board members and the Committee members performed their functions as required by the Companies Act 2013 and as per the regulatory framework of Securities and Exchange Board of India.

#### NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the financial year 2015-16 Six Board Meetings were held on 29/05/2015, 13/08/2015, 13/11/2015, 12/02/2016, 19/02/2016 and 12/03/2016.

#### AUDIT COMMITTEE:

During the financial year 2015-16 Four Audit Committee Meetings were held on 29/05/2015, 13/08/2015, 13/11/2015 and 12/02/2016.

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

S.No	Member	Designation	No. of meetings attended
1	Mr. M. Uttam Reddi	Independent	3
2	Mr. V. Thirumal Rao	Non-Executive	4
3	Mr. R. Gowri Shanker	Independent	4
4	Mr. V.J. Singh	Independent	4
5	Mr. S.V. Narasimha Rao	Executive Director	4

#### VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has established a vigil mechanism for directors and employees to report genuine concerns and the same is hosted in our website www.beardsell.co.in.

#### NOMINATION AND REMUNERATION COMMITTEE

During the financial year 2015-16 one Committee meeting was held on 29/05/2015.

S.No	Member	Designation	No. of meetings attended
1	Mr. M. Uttam Reddi	Independent	1
2	Mr. V. Thirumal Rao	Non-Executive	1
3	Mr. R. Gowri Shanker	Independent	1
4	Mr. V.J. Singh	Independent	1

#### CORPORATE SOCIAL RESPONSIBILITY REPORTING (CSR)

CSR Reporting forms part of this Report.

#### CSR COMMITTEE COMPRISES OF THE FOLLOWING DIRECTORS :

S.No	Member	Designation	No. of meetings attended
1	Mr Bharat Anumolu	Managing Director	1
2	Mr.Amrith Anumolu	Executive Director	1
3	Mr.R.Gowri Shanker	Independent Director	1

#### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT 2013:

- (i) Loans : Rs.920.00 lacs
- (ii) Guarantees : Nil
- (iii) Investments : Rs.159.20 lacs





## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Form No. AOC-2: (Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014).

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

Details of contracts or arrangements or transactions not at arm's length basis : NIL

Details of material contracts or arrangements or transactions at arm's length basis :

1. Name of the related party and nature of relationship : Sarovar Insulation Pvt Ltd
  - (i) Nature of contracts/arrangements/transactions : Processor and seller of EPS Products and Purchaser of EPS Resins
  - (ii) Duration of contracts/arrangements/transactions : Ongoing
  - (iii) Salient terms of contract including value : Processing charges : Rs.25.88 lacs;  
Sale of EPS Products : Rs.882.37 lacs;  
Purchase of EPS Resins : Rs.49.15 lacs
  - (iv) Date of approval by Board, if any : 13th August 2015
  - (v) Amount paid as advances, if any : Nil
2. Name of the related party and nature of relationship : Gunnam Subbarao Insulation Pvt Ltd
  - (i) Nature of contracts / arrangements / transactions: Processor of EPS & Quikbuild products
  - (ii) Duration of contracts/arrangements/transactions : Ongoing
  - (iii) Salient terms of contract including value : Processing charges : Rs.189.33 lacs  
Sales of Isobuild products : Rs.393.12 lacs;  
Purchase of Isobuild products : Rs.360.17 lacs
  - (iv) Date of approval by Board, if any : 13th August 2015
  - (v) Amount paid as advances, if any : Nil

## PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

### BOARD'S REPORT FOR THE YEAR ENDED 31/03/2016 PARTICULARS OF EMPLOYEES:

(A) Information as per Section 197 (12) read with Rule 5 (1) of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:

- (i) The ratio of Remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Name of the Director	Ratio
Mr. Bharat Anumolu	8.69
Mr. S.V. Narasimha Rao	14.22
Mr. Amrith Anumolu	8.69
Mr. Uttam Reddi	(*)
Mr. V. Thirumal Rao	(*)
Mr. R. Gowri Shanker	(*)
Mr. V.J. Singh	(*)
Mrs. Jayasree Anumolu	(*)

The median remuneration of the employees of the company during the Financial Year 2015-16 was Rs.3,12,929/-

(\*) The sitting fees received by the non-executive Independent Directors was less than the median remuneration of employee and hence the ratio is not provided.

(\*\*) The remuneration received by the non-executive Director comprises of sitting fees and professional fees paid to a Law firm wherein he is a Partner for rendering legal services and hence the ratio is not provided.

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year:

Name of the Director	Designation	% of increase in Remuneration
Mr. Bharat Anumolu	Managing Director	2.27
Mr. S.V. Narasimha Rao	Executive Director	4.61
Mr. Amrith Anumolu	Executive Director	100.00
Mr. M. Uttam Reddi	Independent Director	(#)
Mr. V.Thirumal Rao	Non-Executive Director	(#)
Mr. R.Gowri Shanker	Independent Director	(#)
Mr. V.J.Singh	Non-Executive Director	(#)
Mrs. Jayasree Anumolu	Independent Director	(#)
Mr. Y.Mukthar Basha	Chief Financial Officer	6.67
Mr. K.Murali	Company Secretary	17.84

(#) The remuneration to non-executive Independent Directors comprises of sitting

fees for attending the Board / Committee meetings. The actual payment of sitting fee is based on the number of meetings attended by the Directors. In view of the aforesaid facts, the calculation of percentage increase in remuneration would not be meaningful and hence not provided.

The percentage increase in the remuneration of Chief Financial Officer and Company Secretary in the financial year: 10.92 %

- (iii) The percentage increase in the median remuneration of employees in the financial year: 27.58%
  - (iv) The number of permanent employees on the rolls of the company: 234
  - (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Managerial Remuneration was increased by 100% to Mr.Amrith Anumolu, Executive Director which is higher than percentile increase in salaries of employees other than Managerial Personnel. The increase is in commensurate with the level of contribution made by Mr. Amrith Anumolu to the Company.
  - (vi) Affirmation that the remuneration is as per the remuneration policy of the company: The Company affirms that the remuneration is as per the Remuneration Policy of the Company.
- (B) Information as per section 197 (12) read with Rule 5 (2) and 5(3) of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:
- (i) None of the employee was in receipt of remuneration for the financial year 2015-16, which, in aggregate, was not less than sixty lakh rupees; and
  - (ii) None of the employee who was employed for a part of the financial year 2015-16 was in receipt of remuneration for any part of the financial year 2015-16, at a rate, which, in the aggregate, was not less than five lakh rupees per month.

## SECRETARIAL AUDIT REPORT:

A Secretarial Audit Report given by Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai is annexed to this report.

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE:

M/s Deloitte Haskins & Sells, Chartered Accountants, Chennai have given a certificate regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and the same is annexed to this report.

## RISK MANAGEMENT POLICY:

The Company has developed and implemented a risk management policy including identification therein the elements of risk which in the opinion of the Board may threaten the existence of the company.

## COST AUDIT

Your company has appointed Mr M. Krishnaswamy, Practicing Cost Accountant, Chennai (FCMA No.5944) as Cost Auditor for the financial year 2016-17 with the consent of the Central Government for the Audit of Cost Accounts maintained by the Company.

## EMPLOYEE RELATIONS

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

## DIRECTORS' RESPONSIBILITY STATEMENT:

As required by Sec. 134 (3) [c] of the Companies Act, 2013, your Directors further report that:

- I 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 judgments 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, 2016 and of the Profit of the Company for financial year ended 31st March, 2016;

## MANAGEMENT DISCUSSIONS AND ANALYSIS

### Industry Structure & Development

The prefab building elements manufactured by your Company finds applications in cold storages, Food Processing Plants, Pharmaceuticals and Roofing applications.Expanded Polystyrene has varied applications in insulation and packaging. SteilWallz panels finds applications in construction of low cost housing. Your Company also undertakes Contracts with in-house /outsourced materials.

### Outlook on Opportunities and Threats

With increased industrial construction 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. Major raw materials are:

- a) Expanded Polystyrene (a petroleum derivative): Increase in petroleum prices impacts this raw material price.

- 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.
- V The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- VI The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## REMUNERATION POLICY OF THE COMPANY

The remuneration policy of the Company comprising the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been hosted in our website www.beardsell.co.in.

## CORPORATE GOVERNANCE

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

## ACKNOWLEDGEMENT

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

For and on behalf of the Board

Bharat Anumolu  
Managing Director

Hyderabad S.V. Narasimha Rao  
May 27, 2016 Executive Director

- b) Steel: The upward trend in the global steel market has pushed up the price of steel, a major component in Isobuild Prefab Panels.

## Segment wise Performance

Insulation division which comprises manufacture of EPS Products / Prefab Panels and related Contracting activities earned a revenue of Rs 12949.18 Lakhs 86.50%of the total revenue.

Trading and others Segment which comprises Motors and Exports earned a revenue of Rs 2020.35 Lakhs 13.50% of the 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

#### 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 in Previous AGM held on 13/08/2015	Attendance in Board Meetings	No. of Directorships held in Other Public Limited Companies		Committee position held in other Companies	
				Director	Chairman	Member	Chairman
Mr. Bharat Anumolu	Managing Director, Promoter	Present	5	Nil	Nil	Nil	Nil
Mr. S.V. Narasimha Rao	Executive Director, Member	Present	6	1	Nil	1	Nil
Mr. M. Uttam Reddi	Non-Executive Independent	Present	5	Nil	Nil	Nil	Nil
Mr. V. Thirumal Rao	Non-Executive Director	Present	6	Nil	Nil	Nil	Nil
Mr. R. Gowrishanker	Non-Executive Independent	Present	6	Nil	Nil	Nil	Nil
Mr. Amrith Anumolu	Executive Director, Promoter	-	1	Nil	Nil	Nil	Nil
Mr. V.J. Singh	Non-Executive Independent	Present	6	Nil	Nil	Nil	Nil
Mrs. Jayasree Anumolu	Non-Executive, Promoter	-	1	Nil	Nil	Nil	Nil

#### b) Number of Board Meetings held during the year and dates of Meeting:

During the Financial Year 2015-2016, six Board Meetings were held on 29/05/2015, 13/08/2015, 13/11/2015, 12/02/2016, 19/02/2016 and 12/03/2016.

### 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, and 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.

#### II Composition and attendance

##### Audit Committee Meeting

During the financial year 2015-2016, Four Audit Committee meetings were held on 29/05/2015, 13/08/2015, 13/11/2015 and 12/02/2016.

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

Sl. No	Member	Designation	No. of meetings attended
1	Mr. M. Uttam Reddi	Independent	3
2	Mr. R. Gowri Shanker	Independent	4
3	Mr. V.J. Singh	Independent	4
4	Mr. V. Thirumal Rao	Non-Executive	4
5	Mr. S.V. Narasimha Rao	Executive Director	4

### 4. NOMINATION AND REMUNERATION COMMITTEE

The Company is having a Nomination and Remuneration Committee in line with the amended Listing Agreement, which is responsible for all matters concerning appointment and recommending the remuneration payable to Directors. The Committee comprises Mr.M.Uttam Reddi, Mr.VThirumal Rao, Mr.R.Gowri Shanker (Chairman) and Mr.V.J.Singh Directors. The Committee met once during the year on 29-05-2015 and all committee members were present at the meeting.

### a) SITTING FEES PAID TO DIRECTORS FOR THE FINANCIAL YEAR 2015-2016

(Rs. In Lakhs)

Sl. No	Directors	Sitting Fees
1	Mr.M.Uttam Reddi	1.50
2	Mr.V.Thirumal Rao	1.65
3	Mr.R.Gowri Shanker	1.80
4	Mr.V.J.Singh	1.80
5	Mr. Bharat Anumolu	0.75
6	Mr.S.V.Narasimha Rao	1.50
7	Mr. Amrith Anumolu	0.15
8	Mrs. Jayasree Anumolu	0.15
<b>TOTAL</b>		<b>9.30</b>

### b) REMUNERATION PAID TO WHOLE TIME DIRECTORS

(Rs. in Lakhs)

Sl. No	Name	Salary	Perquisites and Allowances	Commission to be paid*	Contribution to Provident Fund and Super Annuation Funds	Total
1	Mr. Bharat Anumolu	19.20	11.85	4.95	6.52	42.52
2	Mr. S.V. Narasimha Rao	12.00	9.72	0.28	3.32	25.32
3	Mr. Amrith Anumolu	19.20	13.23	3.57	6.15	42.15
		<b>50.40</b>	<b>34.80</b>	<b>8.80</b>	<b>15.99</b>	<b>109.99</b>

\* Commission is to be paid only in the Current Financial Year. A provision for the same has been made in the Financial Statement for the year ending 31st March, 2016.

c) M/s.Rao and Associates are the legal advisors of the Company where in Mr.V.Thirumal Rao is a Partner. The Company has paid the firm during the financial year, a sum of Rs. 9.00 Lakhs for Professional advice and services rendered.

### 5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

CSR COMMITTEE COMPRISES OF THE FOLLOWING DIRECTORS :

S.No	Member	Designation	No. of meetings attended
1	Mr Bharat Anumolu	Managing Director	1
2	Mr.Amrith Anumolu	Executive Director	1
3	Mr.R.Gowri Shanker	Independent Director	1

### 6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company is having a Stakeholders Relationship 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 Mr.M.Uttam Reddi, Mr.V.Thirumal Rao (Chairman) and Mr.VJ.Singh Directors. Mr.K.Murali, Company Secretary, is the Compliance Officer.

Details of number of complaints received and redressed during the year are given below:

Opening Balance	Received during the Financial Year 2015-16	Resolved during the Financial Year 2015-16	Closing Balance
NIL	NIL	NIL	NIL

**7. ANNUAL GENERAL MEETINGS****i) Details of the last three Annual General Meetings of the Company are given below:**

Financial Year	AGM	Location	Date	Time
2014-15	78th	Narada Gana Sabha, 314, TTK Salai, Chennai-600018	13/08/2015	10.00 A.M.
2013-14	77th	Narada Gana Sabha, 314, TTK Salai, Chennai-600018	13/08/2014	10.00 A.M.
2012-13	76th	Narada Gana Sabha, 314, TTK Salai, Chennai-600018	13/08/2013	10.00 A.M.

**ii) Special Resolution passed in the three Annual General Meeting:**

Year	Date	Special Resolution Considered
2014-2015	13/08/2015	-
2013-2014	13/08/2014	1
2012-2013	13/08/2013	-

During the financial year 2015-16, no special resolutions were passed through postal ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing of resolution through postal ballot.

**8. Prevention of Insider Trading**

The Company has framed a Code of Conduct for Prevention of Insider Trading based on SEBI (Prohibition of Insider Trading) Regulations, 1992. This code is applicable to all Directors / officers (including Statutory Auditors) / designated employees. The code ensures the prevention of dealing in Company's shares by persons having access to unpublished price sensitive information and available on our Company's website [www.beardsell.co.in](http://www.beardsell.co.in)

**9. DISCLOSURE**

- There were no materially significant related party transactions with Directors/promoters/management which had potential conflict with the interests of the Company at large.
- Periodical disclosures from Senior Management relating to all material financial and commercial transactions, where they had or were deemed to have had personal interest, that might have had a potential conflict with the interest of the Company at large were placed before the Board.
- The Company has followed the Guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.
- During the year under review, the Company has not raised any funds from public issue, rights issue or preferential issue.
- During the last three years, there were no strictures or penalties imposed on the Company either by Stock Exchanges or by SEBI or any statutory authority for non-compliance on any matter related to capital markets.
- Vigil Machenism Policy and affirmation that no personnel have been denied to the Audit Committee:  
The Company has established a Vigil mechanism Policy. No personnel have been denied access to the Audit Committee.

**10. CODE OF CONDUCT**

The Board has laid-down a "Code of Conduct" (Code) for all the Board members and the senior management of the Company and the Code is posted on the website of the Company [www.beardsell.co.in](http://www.beardsell.co.in). Annual declaration regarding compliance with the Code is obtained from every person covered by the Code of Conduct. A declaration to this effect signed by the Managing Director is forming part of this report.

**11. COMPLIANCE WITH CORPORATE GOVERNANCE NORMS**

The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges. The Company has submitted the compliance report in the prescribed format to the stock exchanges for the quarters ended June 30, 2015, September 30, 2015, December 31, 2015 and March 31, 2016.

The Statutory Auditors have certified that the Company has complied with the conditions of corporate governance as stipulated in Clause 49 of the listing agreements with the stock exchanges. The said certificate is annexed to this Report and will be forwarded to the Stock Exchanges and the Registrar of Companies, Tamilnadu, Chennai, along with the Annual Report.

**12. CEO/CFO CERTIFICATION**

The Board has received certificate from Managing Director and Chief Financial Officer that they have discharged the obligations under the Corporate Governance Guideline prescribed by SEBI.

**13. MEANS OF COMMUNICATION**

In compliance with the requirements of Listing Agreements, Company regularly submits un-audited as well as audited financial results to the Stock Exchange. These financial results are normally published in Trinity Mirror English and Makkal Kural Tamil.

**14. GENERAL SHARE HOLDERS INFORMATION****a) General Body Meeting**

The 79th Annual General Meeting of the Company will be held on Friday, the 12th August, 2016 at 10.00 A.M. at "Mini Hall" Satguru Gnananada Hall, Naradaganasabha, 314, T.T.K Road, Chennai 600 018.

**b) Financial Calendar**

The Next Financial Year covers the period from 1st April, 2016 to 31st March, 2017.

Results for the Period	Expected date of Completion
First Quarter	August, 2016
Second Quarter & Half-Yearly	November, 2016
Third Quarter	February, 2017
Fourth Quarter	May, 2017

**c) Date of Book Closure**

6th August, 2016 to 12th August, 2016 (both days inclusive).

**d) Interim Dividend on Equity Shares : @ Re.1.20 per Share (12 percent)**

Payment Date : Payable on or before 28th March, 2016

**e) (i) Shareholding Pattern as on 31st March, 2016**

	Category	No. of Shares Holders	No. of Shares Held	Percentage Of Share Holding
<b>A</b>	<b>Promoter And Promoters Holding</b>			
	a. Individuals	4	2956250	63.13
	b. Central Government and State Government	-	-	-
	c. Bodies Corporate	1	554720	11.85
	d. Foreign Promoters	-	-	-
	<b>Total Share Holding of Promoter And Promoters Group</b>	<b>5</b>	<b>3510970</b>	<b>74.97</b>
<b>B</b>	<b>Public Share Holding</b>			
	<b>1. INSTITUTIONS</b>			
	a. Mutual Funds	-	-	-
	b. Venture Capital Funds	-	-	-
	c. Alternative Investment Funds			
	d. Foreign Venture Capital Investors	-	-	-
	e. Foreign Portfolio Investors	-	-	-
	f. Financial Institutions / banks	6	4040	0.09
	g. Insurance Companies	-	-	-
	h. Provident Funds / Pension Funds	-	-	-
	i. Any other			
	<b>Central Government / State Government (s)</b>	<b>1</b>	<b>18000</b>	<b>0.38</b>
	j. Market Maker	-	-	-
	<b>SUBTOTAL (B) (1)</b>	<b>7</b>	<b>22040</b>	<b>0.47</b>