



**BEARDELL LIMITED**

*80<sup>th</sup> Year*

**Eightieth Annual Report & Accounts**

**2016 - 2017**



## BEARDELL LIMITED



Elevation at House in Vanagaram - Chennai



Himalaya Drugs Co. Makali, Banagalore - Baby Creche



Farm House - Moinabad



House at Mysore



House at Safilguda  
- Hyderabad



Deffence Manufacturing unit at Devanahalli  
- Bangalore

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### Directors

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

### Company Secretary

Mr. K.Murali

### Auditors

M/s. Deloitte Haskins & Sells

### Secretarial Auditor

M/s. Laskhmimi Subramanian & Associates

### Cost Auditor

Mr. M. Krishnaswamy

### 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

CERTIFIED TRUE COPY

For BEARDELL LIMITED,  
K.MURALI  
Company Secretary







**NOTICE IS HEREBY GIVEN** that the Eightieth Annual General Meeting of the Company will be held on Thursday, the 14th September, 2017 at 10.00 A.M. at "Mini Hall" Satguru Gnananada Hall, Naradagana 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, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss account of the Company (Both Standalone and Consolidated) with the Schedules and Cash Flow Statement for the year ended 31st March, 2017 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.1.50 (15 percent) per share paid as Interim Dividend for the year ended 31st March, 2017 to those share holders whose name appeared in the Register of Members on 23rd March 2017 be and is hereby ratified, as final dividend."

#### 3. APPOINTMENT OF DIRECTORS

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

"RESOLVED THAT Mr. Amrith Anumolu 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, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139,142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the consent of the Company be and is accorded to the Board of Directors for appointing Messrs. S.R. Batliboi & Associates LLP, Chartered Accountants, Chennai, (ICAI Registration Number of the firm is 101049W/E300004) as Statutory Auditors to hold office for a term of five (5) consecutive years from the conclusion of the 80th Annual General Meeting of the Company Subject to ratification by the members at every 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".

### AS SPECIAL BUSINESS SPECIAL RESOLUTION

#### 5. Increase in remuneration to Mr Bharat Anumolu, Managing Director, with effect from April 1, 2017:

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

"RESOLVED THAT subject to the provisions of section 197 and 198 read with Schedule V and all other applicable provisions,

if any, of the Companies Act, 2013 the increase in the remuneration payable to Mr Bharat Anumolu, Managing Director as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby approved and confirmed as under:

#### (I) FIXED PAY:

- (a) Salary (01/04/2017-14/8/2017): Rs.4,37,500/- per month
- (b) Salary (15/08/2017 onwards) : Rs.3,00,000/- per month
- (c) Perquisites : Perquisites are classified into A, B and C as follows:

#### CATEGORY A

#### HOUSING

- (a) The expenditure incurred by the Company on hiring unfurnished residential accommodation will be subject to a ceiling of 60% of the salary;
- (b) Where accommodation in the Company Owned house is provided, the Company shall deduct 20% salary of the Managing Director. Where ever the Company does not provide accommodation, House Rent Allowance shall be paid in accordance with (a) above.

#### GAS, ELECTRICITY AND WATER

Reimbursement of Expenditure incurred on gas, electricity and water.

#### MEDICAL REIMBURSEMENT

Expenses incurred for the Managing Director and his family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

#### ENTERTAINMENT AND OTHER TRAVEL EXPENSES

Expenses incurred for the Managing Director, subject to a ceiling of 30% of one month's Salary in any given month. Additional expenses above aforementioned limit to be submitted with reasons to Remuneration Committee for approval.

#### LEAVE TRAVEL CONCESSION

For the Managing Director and his family, once in a year incurred in accordance with the Company rules.

#### CLUB FEES

Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

#### PERSONAL ACCIDENT INSURANCE

Premium not to exceed Rs.1000/- per month.

#### CATEGORY B

Contribution to provident Fund, Superannuation Fund and Gratuity as per the Company's rules.

#### CATEGORY C

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company to the Managing Director.

The remuneration aforesaid including the benefits and amenities be paid and allowed as minimum remuneration for any year in the event of loss or inadequacy of profits though it

exceeds the ceiling limits prescribed in Section 197 of the Companies Act, 2013.

#### (II) VARIABLE PAY:

- The Managing Director will be paid a variable pay as under:
  - 4.90% on the Profit Before Tax from 01/04/2017 to 14/8/2017 payable on a quarterly basis.
  - 3.00% on the Profit Before Tax from 15/08/2017 onwards.

RESOLVED FURTHER THAT the aggregate of the above remuneration payable to the Managing Director shall not exceed Rs.75,00,000/- (Rupees Seventy Five Lakhs only) in a year which is inclusive of all perquisites, allowances and variable pay.

#### 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 31/03/2017 amounting to Rs. 1022.32 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".

### ORDINARY RESOLUTION

#### 7. Appointment of Mr. Amrith Anumolu as Joint Managing Director

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

"RESOLVED THAT subject to the provisions of Section 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Shareholders, Mr. Amrith Anumolu, appointed as Joint Managing Director for a period of 5 years with effect from 15th August, 2017 as recommended by the Nomination and Remuneration Committee on 8th August, 2017 and approved by the Board of Directors on 8th August, 2017 be and is hereby approved and confirmed on the following terms and conditions with effect from 15th August, 2017 ."

#### (I) FIXED PAY:

- a) Salary : Rs. 2,00,000/- Per month
- b) Perquisites : Perquisites are classified into Three Categories A, B and C as follows:

#### CATEGORY A HOUSING

- a) The expenditure incurred by the Company on hiring unfurnished residential accommodation will be subject to a ceiling of 60% of the salary;
- b) Where accommodation in the Company Owned house is provided, the Company shall deduct 20% salary of the Joint Managing Director. Wherever the Company does not

provide accommodation, House Rent allowance shall be paid in accordance with (a) above:

#### GAS, ELECTRICITY AND WATER

Reimbursement of Expenditure incurred on gas, electricity and water.

#### MEDICAL REIMBURSEMENT

Expenses incurred for the Joint Managing Director and the family, subject to a ceiling of one month's Salary in a year or three month's salary over a period of three years.

#### ENTERTAINMENT AND OTHER TRAVEL EXPENSES

Expenses incurred for the Joint Managing Director, subject to a ceiling of 30% of one month's Salary in any given month. Additional expenses above aforementioned limit to be submitted with reasons to Remuneration Committee for approval.

#### LEAVE TRAVEL CONCESSION

For the Joint Managing Director and his family, once in a year incurred in accordance with the Company Rules.

#### CLUB FEES

Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

#### PERSONAL ACCIDENT INSURANCE

Premium not to exceed Rs.1000/- per annum.

#### CATEGORY "B"

Contribution to Provident Fund, Superannuation Fund and Gratuity as per the Company's rules.

#### CATEGORY "C"

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Joint Managing Director.

#### (II) VARIABLE PAY:

The Jt. Managing Director will be paid a variable pay of 2.00% on the Profit Before Tax with effect from 15th August 2017 on a quarterly basis.

The remuneration aforesaid including the benefits and amenities be paid and allowed as minimum remuneration for any year in the event of loss or inadequacy of profits though it exceeds the ceiling limit prescribed in Section 197 of the Companies Act, 2013.

"RESOLVED FURTHER THAT the aggregate of above remuneration payable to the Joint Managing Director shall not exceed Rs. 60,00,000 /- (Rupees Sixty Lakhs only) in a year which is inclusive of all perquisites, allowances and variable pay.

### AS SPECIAL BUSINESS SPECIAL RESOLUTION

#### 8. Appointment of Mr. S.V. Narasimha Rao as Executive Director

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

"RESOLVED THAT subject to the provisions of Section 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the shareholders, and as recommended by the Nomination and Remuneration Committee on 8th August, 2017 and approved by the Board of Directors on 8th August, 2017 Mr S V Narasimha Rao



# BEARSELL LIMITED

be and is hereby appointed as Executive Director for a period of 3 years from 15th August 2017 on the following terms and conditions"

## (I) FIXED PAY:

- Salary : Rs. 1,00,000/- Per month
- Perquisites : Perquisites are classified into Three Categories A, B and C as follows:

## CATEGORY A

## HOUSING

- The expenditure incurred by the Company on hiring unfurnished residential accommodation will be subject to a ceiling of 60% of the salary;
- Where accommodation in the Company Owned house is provided, the Company shall deduct 20% salary of the Executive Director. Wherever the Company does not provide accommodation, House Rent allowance shall be paid in accordance with (a) above:

## GAS, ELECTRICITY AND WATER

Reimbursement of Expenditure incurred on gas, electricity and water.

## MEDICAL REIMBURSEMENT

Expenses incurred for the Executive Director and the family, subject to a ceiling of one month's Salary in a year or three month's salary over a period of three years.

## ENTERTAINMENT AND OTHER TRAVEL EXPENSES

Expenses incurred for the Executive Director, subject to a ceiling of 30% of one month's Salary in any given month. Additional expenses above aforementioned limit to be submitted with reasons to Remuneration Committee for approval.

## LEAVE TRAVEL CONCESSION

For the Executive Director and his family, once in a year incurred in accordance with the Company Rules.

## NOTES

- The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business set out Item no.5,6,7 and 8 annexed here to.

Item No. 1 to 4 & 6	Approved in the Board Meeting held on 22nd July 2017
Item No. 5	Approved in the Board Meeting held on 22nd July 2017 and 8th Aug 2017
Item No. 7 & 8	Approved in the Board Meeting held on 8th August 2017

- 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.
- Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf.
- The Register of Members and Share Transfer Books of the Company will remain closed from 8th September, 2017 to 14th September, 2017 (both days inclusive).
- Members are requested to intimate change, if any, in their address immediately.

## CLUB FEES

Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

## PERSONAL ACCIDENT INSURANCE

Premium not to exceed Rs.1000/- per annum.

## CATEGORY "B"

Contribution to Provident Fund, Superannuation Fund and Gratuity as per the Company's rules.

## CATEGORY "C"

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Executive Director.

## (II) VARIABLE PAY:

The Executive Director will be paid a variable pay of 1.00% on the Profit Before Tax with effect from 15th August 2017 on a quarterly basis.

The remuneration aforesaid including the benefits and amenities be paid and allowed as minimum remuneration for any year in the event of loss or inadequacy of profits though it exceeds the ceiling limit prescribed in Section 197 of the Companies Act, 2013.

"RESOLVED FURTHER THAT the aggregate of above remuneration payable to the Executive Director shall not exceed Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) in a year which is inclusive of all perquisites, allowances and variable pay.

Chennai  
August 8, 2017

K. Murali  
Company Secretary

- 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).

Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per section 124 of the Act and the applicable rules.

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
6	2016-2017	13/03/2017	15%	28/03/2017	26/03/2024

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 Regulation 36 of SEBI (LODR) Regulation 2015 and SS-2.

a	Name	Mr. Amrith Anumolu
b	Brief Resume	
i	Age	39 years
ii	Qualification	Master in Indl. Engg.
iii	Experience in Specific Functional Area	18 Years
iv	Date of Appointment on the Board of the Company (BEARSELL LIMITED)	12/08/2010
c	Nature of Expertise in Specific Functional Area	Industrialist
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.2/- each held by the - Director	NIL
	- his Relatives	17737500
	- Total	17737500
g	Relationship between Directors inter se (As per Section 2 (77) of the Companies Act,2013 )	Mr. Bharat Anumolu, Managing Director; Mrs. Jayasree Anumolu, Director.

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

## ITEM NO.(5)

The special business relates to seeking members approval by way of special resolution for increase in remuneration of Mr Bharat Anumolu, Managing Director pursuant to Section II of Part II of Schedule V of the Companies Act 2013:

## I. General Information:

- Nature of Industry: Manufacturing, Selling and Contracting activities in Expanded Polystyrene, Insulation and packaging material, Prefab Buildings & Quikbuild construction panels, Marketing of textiles, Electric Motors and Exports.
- Date or expected date of commencement of commercial production: 23/11/1936
- In case of new companies, expected date of commencement of activities as per project approval by financial institutions appearing in the prospectus: Not Applicable
- Financial performance based on given indicators:

For the Year Ended 31/03/2017	(Rs. in lakhs)
<b>INCOME</b>	
Revenue From Operations (Net)	16738.74
Other Income	175.55
Total	16914.29

<b>EXPENDITURE</b>	
Manufacturing and other Expenses	15052.79
Interest	444.07
Depreciation	337.12
Total	15833.98

<b>Profit Before Tax</b>	1080.31
Less : Provision for Income Tax Current	412.00
Less : Provision for Income Tax Deferred Tax	8.70
	420.70
Profit After Tax	659.61

- Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
- Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays, up to the date of the Annual General Meeting.
- Members who have not registered their email addresses so far are requested to register their email address for receiving all communications including Annual Report, notices, circulars, etc. from the Company Electronically.

- Foreign investments or collaborations, if any; NIL

## II. Information about the appointee:

- Background details: Mr Bharat Anumolu is a graduate of Indian Institute of Technology, Madras and has a Masters Degree in Industrial and Systems Engineering, Virginia Tech, USA. He was the Vice President at Merrill Lynch Bank, New York, USA managing a team of Software Engineers with responsibility for information systems critical to 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 and Philips De Pury. At present Mr Bharat is the Managing Director of Beardsell Limited.
- Past remuneration: Rs.36.00 Lakhs per annum up to 31st March 2017 in Beardsell Limited.
- Recognition or awards: Write up in Business India dated 1st May 2017 and interview in ET Now TV Channel about the growth of the Company and the future plans.
- Job profile and his suitability: Managing the entire affairs of the Company.
- Remuneration proposed:
  - Salary (01/04/2017-14/8/2017) : Rs.4,37,500/- per month
  - Salary (15/08/2017 onwards) : Rs.3,00,000/- per month
  - Perquisites : Perquisites are classified into A, B and C

The Managing Director will be paid a variable pay as under:  
- 4.90% on the Profit Before Tax from 01/04/2017 to 14/8/2017 payable on a quarterly basis.  
- 3.00% on the Profit Before Tax payable quarterly from 15/08/2017 onwards.  
The aggregate of the above remuneration payable to the Managing Director shall not exceed Rs.75,00,000/- (Rupees Seventy Five Lakhs only) in a year which is inclusive of all perquisites, allowances and variable pay.  
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): As regards the





comparative remuneration profile with respect to industry, size of the Company, profile of the position and person, it is not feasible for the Company to furnish such details in view of the Company's own distinctive remuneration policy based on its short term and long term objectives and role perceived and played by the employees at all levels.

- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Bharat Anumolu holds 30.76% of the share capital of the Company and he is related to Mrs. Jayasree Anumolu, Director and Mr. Amrith Anumolu, Joint Managing Director.
- (8) The Managing Director shall not be liable to retire by rotation.
- (9) The information provided above shall be treated as an Abstract of contract of employment with the Managing Director under section 190 of the Companies Act 2013.
- (10) Mr K Murali, Company Secretary be and is hereby authorised to sign and file all forms / applications and other documents with all statutory authorities and generally to do all acts, deeds and things in order to give effect to the above resolution.

### III. Other information:

- (1) Reasons for loss or inadequate profits: During the year ended 31/03/2017, the Company has earned a net profit of Rs.659.61 Lakhs after taxation.
- (2) Steps taken or proposed to be taken for improvement: The Company is putting all efforts in increasing the turn over and net profit in the coming years.
- (3) Expected increase in productivity and profits in measurable terms:

	2016-2017 Audited (Consolidated) (Rs.in Lakhs)	2017-2018 Projected (Consolidated) (Rs.in Lakhs)	2018-2019 Projected (Consolidated) (Rs.in Lakhs)
TURNOVER	19257.87	25000.00	35000.00
Profit After Tax	480.97	1500.00	2500.00

- IV. The Company has disclosed to the share holders regarding the remuneration package of the Managerial Personnel in the Corporate Governance Report as required under the provisions of the Companies Act 2013. Pursuant to the provisions of Section 197 and 198 read with Schedule V of the Companies Act 2013, the payment of increased remuneration to the Managing Director require the approval of the Share holders by way of Special Resolution. Accordingly this resolution is put forth before the Share holders for the approval.

None of the Directors, KMP and their relatives except Mr Bharat Anumolu, Mr. Amrith Anumolu and Mrs. A Jayasree are concerned or interested in the above 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 22nd July 2017, 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.

### ITEM NO.(7)

The special business relates to seeking members approval by way of ordinary resolution for increase in remuneration of Mr. Amrith Anumolu, Joint Managing Director pursuant to Section II of Part II of Schedule V of the Companies Act 2013:

#### I. General Information:

- (1) Nature of Industry: Manufacturing, Selling and Contracting activities in Expanded Polystyrene, Insulation and packaging material, Prefab Buildings & Quikbuild construction panels, Marketing of textiles, Electric Motors and Exports.
- (2) Date or expected date of commencement of commercial production: 23/11/1936
- (3) In case of new companies, expected date of commencement of activities as per project approval by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

For the Year Ended 31/03/2017	(Rs. in lakhs)
<b>INCOME</b>	
Revenue From Operations (Net)	16738.74
Other Income	175.55
Total	16914.29

#### EXPENDITURE

Manufacturing and other Expenses	15052.79
Interest	444.07
Depreciation	337.12
Total	15833.98

<b>Profit Before Tax</b>	1080.31
Less : Provision for Income Tax Current	412.00
Less : Provision for Income Tax Deferred Tax	8.70
	420.70
Profit After Tax	659.61

- (5) Foreign investments or collaborations, if any; NIL

#### II. Information about the appointee:

- (1) Background details: Mr Amrith Anumolu graduated his Bachelor of Science in Electrical Engineering from Virginia Tech & Masters Education in Industrial Engineering from Georgia Tech. After completing his education he worked in various positions for companies like Ericsson Inc. and Panasonic Corporation. His experience ranges from product design and development to business process improvements and re-engineering.
- (2) Past remuneration: Rs.36.00 Lakhs per annum up to 31st March 2017 in Beardsell Limited.
- (3) Recognition or awards: NIL
- (4) Job profile and his suitability: Managing the entire affairs of the Company.
- (5) Remuneration proposed:
  - (a) Salary (15/08/2017 onwards) : Rs.2,00,000/- per month
  - (b) Perquisites : Perquisites are classified into A, B and C

The Joint Managing Director will be paid a variable pay as under:  
- 2.00% on the Profit Before Tax payable quarterly from 15/08/2017 onwards.

The aggregate of the above remuneration payable to the Joint

Managing Director shall not exceed Rs.60,00,000/- (Rupees Sixty Lakhs only) in a year which is inclusive of all perquisites, allowances and variable pay.

- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): As regards the comparative remuneration profile with respect to industry, size of the Company, profile of the position and person, it is not feasible for the Company to furnish such details in view of the Company's own distinctive remuneration policy based on its short term and long term objectives and role perceived and played by the employees at all levels.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Amrith Anumolu, Joint Managing Director, related to Mr. Bharat Anumolu, Managing Director, who holds 30.76% of the share capital of the Company and Mrs. Jayasree Anumolu, Director who holds 32.36% of the share capital of the Company.

- (8) The Joint Managing Director shall be liable to retire by rotation.

- (9) The information provided above shall be treated as Abstract of contract of employment with the Jt. Managing Director under section 190 of the Companies Act 2013"

- (10) Mr. K Murali, Company Secretary be and is hereby Authorized to sign and file all forms / applications and other documents with all statutory authorities and generally to do all acts, deeds and things in order to give effect to the above resolution."

### III. Other information:

- (1) Reasons for loss or inadequate profits: During the year ended 31/03/2017, the Company has earned a net profit of Rs.659.61 Lakhs after taxation.
- (2) Steps taken or proposed to be taken for improvement: The Company is putting all efforts in increasing the turn over and net profit in the coming years.
- (3) Expected increase in productivity and profits in measurable terms:

	2016-2017 Audited (Consolidated) (Rs.in Lakhs)	2017-2018 Projected (Consolidated) (Rs.in Lakhs)	2018-2019 Projected (Consolidated) (Rs.in Lakhs)
TURNOVER	19257.87	25000.00	35000.00
Profit After Tax	480.97	1500.00	2500.00

- IV. The Company has disclosed to the share holders regarding the remuneration package of the Managerial Personnel in the Corporate Governance Report as required under the provisions of the Companies Act 2013. Pursuant to the provisions of Section 197 and 198 read with Schedule V of the Companies Act 2013, the payment of increased remuneration to the

Managing Director require the approval of the Share holders by way of Ordinary Resolution. Accordingly this resolution is put forth before the Share holders for the approval.

None of the Directors, KMP and their relatives except Mr Amrith Anumolu, Mr. Bharat Anumolu and Mrs. A Jayasree are concerned or interested in the above resolution.

### ITEM NO. 8

This special business relates to seeking members approval by way of special resolution for appointing Mr. SV Narasimha Rao as Executive Director for a period of 3 years with effect from 15th August 2017 and fixing of his remuneration

Remuneration proposed:	
(a) Salary	: Rs.1,00,000/- per month
(b) Perquisites	: Perquisites are classified into A, B and C

The Executive Director will be paid a variable pay as under: 1.00% on the Profit Before Tax payable quarterly from 15/08/2017 onwards.

The aggregate of the above remuneration payable to the Executive Director shall not exceed Rs.25,00,000/- (Rupees Twenty Five Lakhs only) in a year which is inclusive of all perquisites, allowances and variable pay.

As required under Section 196 (3) (a) and Part I (c) of Schedule V of the Companies Act, 2013, members approval is sought by way of special resolution as Mr. SV Narasimha Rao will be attaining the age of 70 years on 7th October 2017.

The Executive Director shall be liable to retire by rotation.

The information provided above shall be treated as Abstract of contract of employment with the Executive Director under section 190 of the Companies Act 2013"

Mr. K Murali, Company Secretary be and is hereby Authorized to sign and file all forms / applications and other documents with all statutory authorities and generally to do all acts, deeds and things in order to give effect to the above resolution."

#### Justification for appointment:

Mr. Narasimha Rao is a graduate of the Indian Institute of Technology, Madras and has a Masters Degree in Science (Chemical Engineering) and Masters Degree in Business Administration from University of Nebraska, USA. He has more than 45 years of experience in sugar, EPS and cement Industries. Prior to this appointment, he was working as Executive Director in Beardsell Limited for almost 9 years with rich experience in handling all the business verticles and overall administration of the Company and reporting to the Board of Directors. Due to health reasons, Mr.Narasimha Rao retired from the Board of Beardsell Limited on 8th May 2017. As he has fully recovered and can help the company with his expertise, the Board of Directors requested him to take charge as Executive Director.

None of the Directors, KMP and their relatives except Mr.SV.Narasimha Rao interested in the above resolution.

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 Amrith Anumolu Plot No.12, Park View Enclave, Road No.2, Banjara Hills, Hyderabad - 500 034	Executive Director	Industrialist	03044661
	Mrs Jayasree Anumolu Plot No.12, Park View Enclave, Road No.2, Banjara Hills, Hyderabad - 500 034	Director	Industrialist	00845666
	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.
g.	Details of default, including the amount involved, duration of default and present status, in repayment of -		-
	i) Statutory Dues		-
	ii) debentures and interest thereon;		-
	iii) loan from any bank or financial institution and interest thereon;		-

2.									
a.	Date of passing board resolution;		22nd July, 2017						
b.	Date of passing of resolution in the general meeting authorizing the invitation of such deposits;		14th September, 2017						
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	1022.32					
	Aggregate of deposits actually held on the last day immediately preceding financial year		0.54	312.95					
	Aggregate of deposits actually held on the date of issue of Circular or advertisement ( as on 27/05/2016)		0.54	312.95					
	Amount of deposits proposed to be raised		-	500.00					
	Amount of Deposits repayable in Next Twelve months		0.54	210.96					
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	14th September, 2017
	Validity of the circular or advertisement	Date of next AGM or 6 Months from the Close of Financial Year 2017 -2018
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	27th March, 2017
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 OUTSTANDING DEPOSITS	
	a. Amount Outstanding (as on 31/03/2017)	Rs. 3,13,49,000/-
	b. Date of Acceptance	At Different Dates
	c. Total Amount Accepted	Rs. 80,95,000/-
	d. Rate of Interest	AT DIFFERENT RATES
	e. Total of Number of Depositors	58 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
	31.03.2015	(5.22)	(9.83)
	31.03.2016	513.35	328.53
	31.03-2017	1080.31	659.61

	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
	31.03.2015	46.83	10 %	-0.99
	31.03.2016 (INTERIM DIVIDEND)	56.20	12 %	1.99
	31.03.2017 (INTERIM DIVIDEND)	70.25	15 %	3.43

	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	31.03.2017	31.03.2016	31.03.2015
	<b>A. EQUITY AND LIABILITIES</b>			
	Share Holders’ Fund	4089.27	3514.21	3253.32
	Non Current Liabilities	1780.07	1915.49	1781.23
	Current Liabilities	4839.70	4768.14	4448.90
	<b>TOTAL EQUITY AND LIABILITES</b>	<b>10709.04</b>	<b>10197.84</b>	<b>9483.45</b>
	<b>B. ASSETS</b>			
	Non – Current Assets	4374.63	4575.88	4784.32
	Current Assets	6334.41	5621.96	4699.13
	<b>TOTAL ASSETS</b>	<b>10709.04</b>	<b>10197.84</b>	<b>9483.45</b>

	D. Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular or advertisement;			
	PARTICULARS	31.03.2017	31.03.2016	31.03.2015
	Cash Flow From Operating Activities	522.02	1113.86	105.71
	Cash Flow From Investing Activities	19.79	(289.45)	(400.09)
	Cash Flow From Financing Activities	(566.08)	(878.92)	123.85
	Net Increase / (Decrease) in Cash and Cash Equivalents	(24.27)	(49.51)	(170.53)

	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 22nd July, 2017. 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,

Place : Chennai  
Date : 22nd July, 2017

K. MURALI  
Company Secretary



### 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 Eightieth 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:

- Log on to the e-voting website [www.evotingindia.co.in](http://www.evotingindia.co.in)
- Click on "Shareholders" tab to cast your votes.
- Now, select the Electronic Voting Sequence Number "EVSN" along with "BEARSELL LIMITED" from the drop down menu and click on "SUBMIT"
- 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.
- 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>	

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- Click on the relevant EVSN on which you choose to vote.
- 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.
- Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- 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.

- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 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
170812016	xxxxxxxxxxxxxxxx	xxxxxxxxxxxxxxxx

(Folio No/DP Client ID)

(Existing Password or

\*\* (Electronic Voting Sequence Number)

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

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

#### General

- The voting period begins on **11th September, 2017 (9.00 AM) and ends on 13th September, 2017 (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 7th September, 2017, 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.
- 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 7th September, 2017.
- Mrs. Lakshmi Subramanian, Practising Company Secretary, Chennai has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 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.
- 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 80th Annual Report of the Company together with the Audited Accounts for the Financial Year ended 31.03.2017.

### PERFORMANCE / OPERATIONS

#### FINANCIAL RESULTS

(Rs. In Lakhs)

	Year Ended 31.03.2017	Year Ended 31.03.2016
Gross Revenue	<b>16914.29</b>	15122.88
Profit before interest & Depreciation	<b>1861.50</b>	1355.94
Finance Cost	<b>444.07</b>	520.26
Profit before Depreciation	<b>1417.22</b>	835.68
Depreciation	<b>337.12</b>	322.33
Profit / ( LOSS) before tax	<b>1080.31</b>	513.55
Profit / (LOSS) after taxation	<b>659.61</b>	328.53
Surplus in Statement of Profit & Loss Account from Last Year	<b>1911.97</b>	1651.08
<b>Appropriations</b>		
Interim Dividend paid on Equity Shares	<b>70.25</b>	56.20
Tax on Dividend	<b>14.30</b>	11.44
Surplus carried to Balance Sheet	<b>2487.03</b>	1911.97

#### DIVIDEND:

The Board of Directors wishes to inform the shareholders that Interim Dividend at the rate of Re.1.50 (15 percent) per share was paid as Dividend for the year ended 31st March, 2017 to those share holders whose name appeared in the Register of Members on 23rd March, 2017. 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 has performed well over the last year both in terms of production as well as gross margins. Results would have been better had the prices been stable. During the second half of the year, raw material prices continuously increased which could not be passed on to the customers. New customers were added which added to the volume and values.

##### B) PREFABRICATED PANEL PRODUCTS

Isobuild and Quikbuild divisions performed extremely well in terms of volume and also margins. We were able to execute both private and Govt sector orders. Quikbuild is poised for exponential growth, in the years ahead, due to approval by BMTPC / CPWD / New Delhi Municipal Corporation. This technology is approved for Pradhan Mantri Awas Yojna (PMAY) scheme by the Central Government - Housing for all.

### 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 faced stiff competition in global tenders. Efforts are on to improve this division.

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

M/s. Sarovar Insulation Pvt Ltd a wholly owned Subsidiary of our Company with effect from 29/02/2016 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. 80,95,000/-
(b)	Remained Unpaid or unclaimed as at the end of the year	Rs. 54,000/-
(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) Statutory Auditors of your Company hold office up to the conclusion of eightieth Annual General Meeting. Section 139,142 and other applicable provisions of the Companies Act, 2013 read with the Companies ( Audit and Auditors ) Rules, 2014 stipulates that no listed Company shall re-appoint an audit firm as statutory auditors for more than two





terms of Five consecutive years. M/s Deloitte Haskins & Sells (DHS) ( formerly known as Fraser and Ross have been the Statutory Auditors of your Company since inception and are therefore not eligible for reappointment.

Your Directors recommend the appointment of M/s.S.R.Batliboi & Associates, LLP, Chartered Accountants, Chennai as Statutory Auditors of the Company, in accordance with the provisions of section 139,141, and other applicable provisions of the Companies Act, 2013 to hold office from the conclusion of 80th Annual General Meeting until conclusion of the 85th Annual General Meeting, Subject to ratification by the members at every Annual General Meeting thereafter.

Your Directors place on record their grateful appreciation of the contribution made and services rendered by Messrs. Deloitte Haskins & Sells (DHS), Chartered Accountants , since the inception of the Company

## 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 2017.

## 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.

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.121.75 Lakhs as against Rs.1155.29 Lakhs during previous year.

The total Foreign Exchange Outgo during the year under review was Rs.503.39 Lakhs as against Rs.1102.74 Lakhs during previous year.

## DIRECTORS

### DEMISE OF DIRECTOR

With deep regret the Board noted the sudden demise of Mr.V.Thirumal Rao on 13th July 2016. The Directors and staff

at all levels places on record the contribution made by Mr.V.Thirumal Rao during his tenure as a director.

## RESIGNATION OF DIRECTOR

On account of health grounds Mr. M Uttam Reddi resigned from the Board on 20th October 2016. The Directors and staff at all levels places on record the contribution made by Mr.M Uttam Reddi during his tenure as a director.

## RETIREMENT OF EXECUTIVE DIRECTOR

On account of health grounds Mr S V Narasimha Rao, Executive Director retired on 8th May 2017. The Directors and staff at all levels places on record the contribution made by Mr. SV Narasimha Rao during his tenure as Executive Director.

## APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

Mr Amrith Anumolu retires by rotation at this Annual General Meeting, and being eligible, offers himself for reappointment.

## DECLARATION BY INDEPENDENT DIRECTORS:

The declaration by Independent Directors has been placed in our web site www.beardsell.co.in

## 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. The Company has received the annual evaluation report from the Directors. The Board of Directors individually and as a whole has been formally evaluated by the Independent Directors at their meeting held on 15th March 2017.

## NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the financial year 2016-17 Six Board Meetings were held on 27/05/2016, 11/08/2016, 11/11/2016, 11/02/2017, 13/03/2017 and 15/03/2017.

## AUDIT COMMITTEE:

During the financial year 2016-17 Six Audit Committee Meetings were held on 25/05/2016, 11/08/2016, 09/11/2016, 11/02/2017, 13/03/2017 and 15/03/2017.

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	1
2	Mr. V. Thirumal Rao **	Non-Executive	1
3	Mr. R. Gowri Shanker	Independent	5
4	Mr. V.J. Singh	Independent	6
5	Mr. S.V. Narasimha Rao	Executive Director	6

\* Resigned on 20/10/2016

\*\* Expired on 13/07/2016

## 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 2016-17 one Committee meeting was held on 15/03/2017.

S.No	Member	Designation	No. of meetings attended
1	Mr. R. Gowri Shanker	Independent	1
2	Mr. V.J. Singh	Independent	1
3	Mrs. A. Jayasree	Non-Executive	-

## CORPORATE SOCIAL RESPONSIBILITY REPORTING (CSR)

CSR Reporting forms part of this Report.

During the financial year 2016-17 one Committee meeting was held on 13/03/2017.

## 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 CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

This particulars are annexed to this report.

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

- (i) Loans : Rs.1497.28 lacs
- (ii) Guarantees : Nil
- (iii) Investments : Rs.159.20 lacs

## 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, 2017 and of the Profit of the Company for financial year ended 31st March, 2017;
- 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.

CERTIFIED TRUE COPY  
For BEARDELL LIMITED,  
Chennai  
July 22, 2017  
Company Secretary

For and on behalf of the Board  
Bharat Anumolu  
Managing Director  
V.J. Singh  
Director



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.24.04 lacs; Sale of EPS Products : Rs.856.29 lacs; Purchase of EPS Resins : Rs.50.30 lacs
(iv) Date of approval by Board, if any	: 27th May 2016
(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, buyer and seller of EPS & Quikbuild products
(ii) Duration of contracts/arrangements/transactions	: Ongoing
(iii) Salient terms of contract including value	: Processing charges : Rs. 230.60 lacs Sales of Isobuild products : Rs. 570.02 lacs; Purchase of Isobuild products : Rs. 454.71 lacs
(iv) Date of approval by Board, if any	: 27th May 2016
(v) Amount paid as advances, if any	: Nil

PARTICULARS OF EMPLOYEES AND  
RELATED DISCLOSURES:

BOARD'S REPORT FOR THE YEAR ENDED 31/03/2017  
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	10.31
Mr. S.V. Narasimha Rao	6.30
Mr. Amrith Anumolu	10.31
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 2016-17 was Rs.3,49,165/-

(\*) 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.

- (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	-
Mr. S.V. Narasimha Rao	Executive Director	-
Mr. Amrith Anumolu	Executive Director	-
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	40.16
Mr. K.Murali	Company Secretary	12.37

(#) 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: 29.00 %

- (iii) The percentage increase in the median remuneration of employees in the financial year: 11.85 %
- (iv) The number of permanent employees on the rolls of the company: 253
- (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: NIL.
- (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 2016-17, 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 2016-17 was in receipt of remuneration for any part of the financial year 2016-17, at a rate, which, in the aggregate, was not less than five lakh rupees per month.

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.

- 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 15681.30 Lakhs 93.68% of the total revenue. Trading and others Segment which comprises Motors and Exports earned a revenue of Rs.1057.44 Lakhs 6.32% 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.