



BEARDSELL LIMITED

84th *Year*

Eighty Fourth Annual Report & Accounts

2020 - 2021



BEARDELL LIMITED

CIN NO :L65991TN1936PLC001428

CONTENTS

| | Page |
|-----------------------------------|------|
| Notice to Shareholders | 2 |
| Report of Directors | 10 |
| Auditors Report | 27 |
| Balance Sheet | 35 |
| Statement of Profit and Loss | 36 |
| Cash Flow Statement | 38 |
| Notes | 40 |
| Consolidated Financial Statements | 85 |

Directors

Mr. R. Gowri Shanker - Chairman - Non-Executive Director
Mr. Amrith Anumolu - Executive Director
Mr. V.J. Singh - Non Executive Director
Mrs. Jayasree Anumolu - Non-Executive Director
Mr. Gurram Jagannatha Reddy - Non Executive Independent Director
Mr. A.V. Rammohan - Non Executive Independent Director

Chief Financial Officer

Mr. V.V. Sridharan

Company Secretary

Mr. K. Murali

Auditors

M/s. S.R.BATLIBOI & ASSOCIATES LLP,
Chartered Accountants (ICAI Firm registration number: 101049W/E300004)
6th Floor, A Block, Tidel Park, No.4, Rajiv Gandhi Salai, Taramani, Chennai - 600113.

Secretarial Auditor

Mr. Rabindrakumar Samal, Practicing Company Secretary
4th Floor, Tower 1, Sakthi Towers, 766, Anna Salai, Chennai - 600002.

Cost Auditor

Mr. M. Krishnaswamy, Practicing Cost Accountant
Flat 1K, Ramaniyam Ganga, Door No.27/30, First Avenue, Ashok Nagar, Chennai - 600083.

Bankers

Bank of India, Chennai Overseas Branch,
Star House, 3rd Floor, 30 (Old No.17), Errabalu Street, Chennai - 600001.

Registered Office

47, Graemes Road, Chennai - 600 006
Phone : 044 - 2829 3296 / 2829 0900
CIN No. : L65991TN1936PLC001428
GST NO : 33AAACB1429P2ZP
E-mail : ho@beardsell.co.in
Website : www.beardsell.co.in



BEARDSSELL LIMITED

CIN NO :L65991TN1936PLC001428

NOTICE IS HEREBY GIVEN that the Eighty Fourth Annual General Meeting of the Company will be held on Wednesday, 15th September 2021 at 10.00 A.M through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following items of business

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, 2021, 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, 2021 together with the Directors Report and the Auditors' Report thereon, be and are hereby approved and adopted."

"RESOLVED THAT the Board's report, the statement of profit and loss and the cash flow statement for the year ended 31 March, 2021 and the balance sheet as at that date, including the consolidated financial statements, together with the independent auditors' reports thereon be and are hereby considered, 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, Dividend at the rate of Re.0.10 (5 percent) per equity share to be paid for the year ended 31st March, 2021 to those share holders whose name appears in the Register of Members on 8th September 2021, being the record date fixed for the purpose, be and is hereby confirmed.

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 Mr. V. J. Singh 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 the Auditors of the Company, Messrs. S.R. Batliboi & Associates LLP, Chartered Accountants, Chennai (ICAI Registration Number of the firm is 101049W/E300004) who were appointed as Statutory Auditors to hold office for a period of five years till the conclusion of the 85th 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 be and is hereby ratified".

AS SPECIAL BUSINESS:

5. 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 35% of the aggregate of the paid up capital and free reserves of the Company as per the latest audited accounts as of 31/03/2021 amounting to **Rs.1396.36** 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".

Chennai
7th August, 2021

By Order of the Board
K. Murali
Company Secretary

Notice to the Shareholders

NOTES: Statutory information:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business set out in Item no 5 annexed here to
2. The Register of Members and the Share Transfer books of the Company will remain closed from **9th September 2021 to 15th September 2021 (both days inclusive)** in connection with the Annual General Meeting (AGM) and payment of dividend.
3. Pursuant to the General Circular No. 20/2020 dated 5th May 2020 read with General Circulars No. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 and 02/2021 dated 13th January 2021, the Meeting will be held through Video Conferencing / Other Audio Visual Means.
4. In terms of the above Circulars, there is no provision for appointment of proxies for the meeting. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of bodies corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. For participating in the Meeting through the VC/OAVM please see the guidance in Page 9.
6. Members desirous of speaking at the meeting may register through the web portal of the Registrar & Transfer Agent (RTA) Cameo Corporate Services Limited through the web-link: <https://Investors.cameoindia.com>.
7. The above facility for registration will be open from 9:00 AM on 09-09-2021 to 5:00 PM on 13-09-2021. It may please be noted that there will be no option for spot registration and so only those shareholders who have registered through the above process will be able to speak at the meeting.
8. Members who do not wish to speak during the AGM but need clarifications on the items to be transacted at the AGM may send their queries by e-mail to cs@beardsell.co.in on or before 8th September 2021, mentioning their names, demat account number/folio number, e-mail id and mobile number. These queries will be replied to by the Company suitably by email.
9. Despatch of Annual Report and Notice of the meeting: Electronic copy of the Annual Report for the year 2020-21 and the Notice of the 84th Annual General Meeting are being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes. Members may note that pursuant to the aforesaid Circulars, there is no provision for providing printed copies of the Annual Reports.
10. Annual Report and the Notice of the AGM are available in the Company's website: www.beardsell.co.in The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting during the AGM) i.e. www.evotingindia.com.
11. Facility for Remote E-voting and Voting during the meeting: Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act 2013, and the relevant Rules, the Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) to facilitate the Members to exercise their right to vote at the Annual General Meeting through remote e-voting. The detailed process for participating in the said e-voting is furnished in Page No. 9.
12. A person who has participated in the remote e-voting is not debarred from participating in the meeting though he/she shall not be able to vote at the meeting again and his/her earlier vote cast electronically shall be treated as final.

However, as per Rule 20 of the Companies (Management & Administration) Rules, 2014, facility for voting shall also be made available at the meeting and Members who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting which would also be through electronic mean

13. Payment of dividend and withholding tax thereon:

1. The dividend for the year 2020-21 upon declaration at the AGM, will be paid on or before 14th October, 2021.
2. As per the Finance Act, 2020, from 1st April 2020, dividend is taxable in the hands of the recipient and the Company is required to deduct tax at source from dividend. Accordingly dividend would be paid net of TDS @ 20% if the Member has not provided his/her valid PAN and @ 10% in other cases.
3. Tax Deduction would be PAN based and so in the case of multiple holding by the same first named person, the dividend would be aggregated for determining the TDS.
4. If the Member
 - (a) is a resident individual and the amount of dividend does not exceed 5,000 or furnishes a declaration in Form 15G/15H, no such deduction will be made.
 - (b) is a Non Resident or Foreign Institutional Investor or a Foreign Portfolio Investor, tax deduction would be @ 20%
 - (c) is other than (a) or (b) above, TDS would be deducted @ 10% or as the case may be 20%, in the absence of a valid PAN.
 - (d) in addition to the above surcharge and cess as applicable will be deducted.
5. Resident Individuals may submit their declarations to the RTA through <https://Investors.cameoindia.com>. It may please be noted that physical copies of the Forms will not be acceptable and so Members may provide the declaration only electronically. The facility for providing the declaration for Dividend 2020-21 will not be available after 8th September 2021 5:00 PM.
6. As per SEBI guidelines, dividend is to be paid through electronic mode into the bank account as per the details furnished by the depositories. In case electronic payment is not possible, the bank account details, if available will be printed on the warrant/other payment instrument. The Company is not permitted to entertain any direct request for deletion or change of such bank details.
7. Members may provide their bank account details through the Web-portal of the RTA <https://Investors.cameoindia.com>. Information provided after 15th September 2021 may not be considered by the RTA and warrants will be sent. Due to the current pandemic situation, there may be delays in receipt of the warrants by the shareholders. Unpaid/Unclaimed Dividend:

Unpaid/Unclaimed Dividend:

14. As per Section 125 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.

The Company has, accordingly, transferred ` Rs.218132/- being the unpaid and unclaimed dividend amount pertaining to the year 2012-13 to the IEPF during the year.



BEARDELL LIMITED

CIN NO :L65991TN1936PLC001428

| 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 | 2013-2014 | 13/08/2014 | 10% | 18/09/2014 | 17/09/2021 |
| 2 | 2014-2015 | 13/08/2015 | 10% | 18/09/2015 | 17/09/2022 |
| 3 | 2015-2016 | 23/03/2016 | 12% | 28/04/2016 | 27/04/2023 |
| 4 | 2016-2017 | 13/03/2017 | 15% | 18/04/2017 | 17/04/2024 |
| 5 | 2017-2018 | 31/03/2018 | 12% | 22/04/2018 | 21/04/2025 |
| 6 | 2018-2019 | 30/09/2019 | 12% | 05/11/2019 | 04/11/2026 |
| 7 | 2019-2020 | 30/09/2020 | 5% | 05/11/2020 | 04/11/2027 |

Dividend for the year 2013-14 remaining unclaimed and unpaid will be transferred to IEPF during September 2021. Shareholders who are yet to encash their dividend warrants are requested to contact the Company or Cameo Corporate Services Limited, the Registrar at an early date and lodge their claims.

15. In addition to the above, the related shares would also be transferred to the IEPF, if the shareholder has not encashed any dividend during a period of seven consecutive years, for which notices have been sent to the concerned individuals. They are also requested to lodge their claims for unpaid dividend with the RTA immediately to avoid transfer of the dividend and the shares. As per the extant law, the shareholders are entitled to claim the unpaid dividends and the equity shares transferred to the IEPF for which they are required to submit the request online in Form IEPF-.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and the holdings should be verified.
17. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the RTA through the web-link: <https://Investors.cameoindia.com>
18. SEBI vide Circular dated 20-04-2018 mandated the Company to collect copy of PAN and Bank account details from Members holding shares in physical form. Accordingly in July 2018 individual letters were sent to those shareholders whose PAN and Bank account details were not available with the Company followed by two reminders. In spite of this, many shareholders have not come forward to provide the information. Such shareholders are requested to provide the information at the earliest to the Company/ RTA.

As per the Circular the shareholders who have not furnished the information have been placed under "enhanced watch" and so their requests will be processed subject to enhanced due diligence.
19. Pursuant to proviso to Regulation 40 (1) of the Listing Regulations, effective from 1st April 2019 transfer of securities other than transmission or transposition of names are not to be processed by the Company in physical form. So, shareholders desirous of transferring their shares are requested to dematerialize their shares.

20. Members may avail nomination facility in respect of their holdings. Those holding shares in physical mode may download the form available in the website of the Company and submit the same to the RTA. Those holding shares in demat form may approach their DP for registering the nominations.

21. The documents and information to be made available for inspection by the Members during the AGM will be provided electronically through the e-voting facility of CDSL.

ANNEXURE TO THE NOTICE

A. EXPLANATORY STATEMENT: Pursuant to Section 102 of the Companies Act, 2013:

ITEM NO. (3)

Details of Directors seeking Re-appointment at the forthcoming Annual General Meeting pursuant to Provisions of SEBI (LODR) Regulations 2015.

| | | |
|-----|--|--|
| a | Name | Mr. V.J. Singh |
| b | Brief Resume | |
| i | Age | 69 Yrs |
| ii | Qualification | MA Economics |
| iii | Experience in Specific Functional Area | Retired as Executive Director from Life Insurance Corporation of India |
| iv | Date of Appointment on the Board of the Company (BEARDELL LIMITED) | 21/10/2019 |
| c | Nature of Expertise in Specific Functional Area | Life Insurance & 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) / Chairmanship (s) Held | Nomination & Remuneration Committee, CSR Committee & Stakeholders Relationship Committee |
| f | No. of Shares of Rs.2/- each held by the - Director | Nil |
| | - her Relatives | Nil |
| | - Total | Nil |
| g | Relationship between Directors inter se (As per Section 2 (77) of the Companies Act, 2013) | N.A. |

ITEM NO : 5

The special business relates to seeking members' approval for acceptance / renewal of unsecured deposits from shareholders. The Board of Directors, on 7th August, 2021 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 ICRA 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.

The Board of Directors recommends the above resolution for the share holders approval.



BEARDELL LIMITED

CIN NO :L65991TN1936PLC001428

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 | BEARDELL LIMITED 47, Grems Road Chennai 600006. email: ho@beardsell.co.in web: www.beardsell.co.in | | |
| b. | DETAIL OF INCORPORATION | 23rd November, 1936 | | |
| 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 & Quikbuild construction panels, marketing of Electric Motors, Exports. | | |
| | Subsidiary Company | Sarovar Insulation (P) Ltd., (Manufacture & Trading of EPS Products) | | |
| | Manufacturing units | Chennai, Thane, Karad, Hyderabad, Malur and Hapor. | | |
| | Branches and subsidiaries | Ahmedabad, Bangalore, Chennai, Coimbatore, Hyderabad, Kochi, Mumbai, New Delhi, Pune and Vizag. Wholly Owned Subsidiary: M/s Sarovar Insulation Pvt Ltd. | | |
| d. | Brief particulars of the management of the company; | Company is Managed by Executive Director under direction, control and supervision of the Board of Directors of the Company. | | |
| e. | Names, addresses, DIN and occupation of the DIRECTORS | | | |
| | Name and Address | Designation | Occupation | Din Number |
| | 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 |
| | Mr. A V. Rammohan D-2 Ceebros Apts, 161, St. Mary's Road Raintree Hotel, Teynampet, Chennai - 600 018 | Director | Industrialist | 02093767 |
| | Mr. Gurram Jagannatha Reddy House No.22, Old No.26, Anderson Road, Chennai - 600 006 | Director | Doctor | 07472109 |

| | | |
|----|--|---|
| 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; | 7th August, 2021 | | | | | | | |
| b. | Date of passing of resolution in the general meeting authorizing the invitation of such deposits; | 15th September, 2021 | | | | | | | |
| c. | Type of deposits, i.e., whether secured or unsecured; | Unsecured Deposits | | | | | | | |
| | | (Rs. In Lakhs) | | | | | | | |
| | | Public | | Share Holders | | | | | |
| d. | Amount which the company can raise by way of deposits as per the Act and the rules made there under; | NIL | | 1396.36 | | | | | |
| | Aggregate of deposits actually held on the last day immediately preceding financial year | 0.54 | | 278.71 | | | | | |
| | Aggregate of deposits actually held on the date of issue of Circular or advertisement (as on 31/03/2021) | 0.54 | | 278.71 | | | | | |
| | Amount of deposits proposed to be raised | - | | 500.00 | | | | | |
| | Amount of Deposits repayable in Next Twelve months | 0.54 | | 176.23 | | | | | |
| 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 | 16th September, 2021 | | | | | | | |
| | Validity of the circular or advertisement | Date of next AGM or 6 Months from the Close of Financial Year 2021 -2022 | | | | | | | |



BEARDSSELL LIMITED

CIN NO :L65991TN1936PLC001428

| | | |
|----|---|--|
| 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 | ICRA LIMITED |
| | Meaning of the rating obtained | "MB+(STABLE)" |
| | Date on which rating was obtained | 1st April, 2020 |
| 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 31/03/2021) | Rs. 278.71 lakhs |
| | b. Date of Acceptance | At Different Dates |
| | c. Total Amount Accepted including renewals | Rs. 172,47,000 |
| | d. Rate of Interest | AT DIFFERENT RATES |
| | e. Total of Number of Depositors | 114 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 |
| | 31-03-2019 | (46.81) | (68.25) |
| | 31-03-2020 | 84.06 | 108.47 |
| | 31-03-2021 | 45.83 | (23.35) |

| | | | | |
|--|---|--|---|--------------------------------|
| | 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 |
| | 31.03.2019 (INTERIM DIVIDEND) | 67.44 | 12 % | 0.901 |
| | 31.03.2020 | 28.10 | 5 % | 1.166 |
| | 31.03.2021* | 28.10 | 5 % | 1.106 |

* Subject to the approval of share holders in the ensuing Annual General Meeting.

ANNEXURE

| C. 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 | 31.03.2021* | 31.03.2020 | 31.03.2019 | |
| A. EQUITY AND LIABILITIES | | | | |
| Equity | 3989.62 | 4055.28 | 4031.86 | |
| Non Current Liabilities | 1515.67 | 1001.16 | 791.20 | |
| Current Liabilities | 5617.26 | 5985.37 | 6543.24 | |
| TOTAL EQUITY AND LIABILITIES | 11122.55 | 11041.81 | 11366.30 | |
| B. ASSETS | | | | |
| Non – Current Assets | 4556.67 | 4349.71 | 4239.02 | |
| Current Assets | 6565.88 | 6692.10 | 7127.28 | |
| TOTAL ASSETS | 11122.55 | 11041.81 | 11366.30 | |
| D. Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular or advertisement; | | | | |
| PARTICULARS | 31.03.2021* | 31.03.2020 | 31.03.2019 | |
| Cash Flow From Operating Activities | 1066.44 | 1147.43 | 771.23 | |
| Cash Flow From Investing Activities | (202.19) | 51.47 | (218.42) | |
| Cash Flow From Financing Activities | (777.91) | (1428.69) | (388.24) | |
| Net Increase / (Decrease) in Cash and Cash Equivalents | 86.34 | (229.79) | 164.57 | |
| 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 | | |

* Subject to the approval of share holders in the ensuing Annual General Meeting.

| | |
|--|--|
| 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 7th August, 2021. A Copy of this Advertisement signed by a majority of the Directors of the Company will be filed with the Registrar of Companies, Chennai 600 006, Tamil Nadu as required by the Companies (Acceptance of Deposits) Rules, 2014 as amended. | |

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

(BY ORDER OF THE BOARD)

**FOR BEARDSSELL LIMITED,
Mr. K. Murali
Company Secretary**

Place : Chennai
Date : 7th August, 2021

**Guidance to Shareholders for Remote e-voting**

- (i) The voting period begins at 9:00 AM on 12th September, 2021 and ends on 14th September 2021 at 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 viz., 8th September 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5 p.m. on 14th September 2021.
- (ii) For remote e-voting shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" module.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vii) If you are holding shares in demat mode and a first time user or if you are holding shares in Physical mode:

- a) Enter the following details:
Applicable for Shareholders holding shares in Demat form and Physical form:

| | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. If you have not updated the PAN with the Company / Depository Participant please use the sequence number which is available in the e-mail forwarding the Annual Report |
| Dividend Bank Details (or) Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the Depository or Company please enter the member id / folio number as mentioned in instruction (iv). |

- b) After entering these details appropriately, click on "SUBMIT" tab.
- c) Shareholders holding shares in physical form will then directly reach the Company selection screen. For shareholders holding shares in physical form, the details can be used only for e-voting on these solutions contained in this Notice.
- d) Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (ix) Click on the EVSN for Beardsell Limited (**EVSN No.:210820050**) and you will be directed to the e-voting screen.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, your option would have been recorded and you will not be allowed to modify it thereafter.
- (xiv) After completing the voting, you can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xvi) **SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE RTA OR DEPOSITORIES MAY USE THE WEBLINK OF THE RTA <https://investors.cameoindia.com> AND FOLLOW THE INSTRUCTIONS THEREIN. In case of any difficulty please contact the RTA.** Upon registration of the E-mail ID as above, the RTA will provide the login credentials for the e-voting when the notice of the AGM is sent based on this registration.

GUIDANCE TO SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC/OAVM

1. As mentioned earlier, the AGM will be held through Video Conferencing (VC)

- /Other Audio Visual Means (OAVM).
2. Shareholder will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available upon Login where the EVSN of Company will be displayed.
3. Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. In other words, the window for joining the meeting would be available from 8:45 AM on the AGM day.
4. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This shall not apply to Shareholders holding 2% or more shares and other categories of persons mentioned in the relevant Circular.
5. The attendance of the Members participating in the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Shareholders are encouraged to join the Meeting through Laptops / IPads / Desktops for better experience. Shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that participants connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. There is no provision for spot registration to speak at the meeting. Please refer to Sl.No. of the 8 Important Note in Page No.3 to register for speaking at the Meeting.
9. Shareholders are requested not to permit any other person to use their log-in credentials, as it would be a violation of the provisions of the Companies Act, 2013 and the Rules made there under.

GUIDANCE TO SHAREHOLDERS FOR VOTING DURING THE AGM

1. The procedure for e-Voting on the day of the AGM is same as mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. E-voting facility during the meeting will be available from the beginning of the Meeting till 5 minutes after the close of the meeting. Shareholders may, at their option, vote at any time during this period. The voting facility will be closed thereafter.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

FOR THE ATTENTION OF NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details 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 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.
- Non Individual shareholders who have voted from the tab for individuals or not submitted the relevant documents in the CDSL E-voting system are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote by email, to the Scrutinizers fcssamal@gmail.com or to the Company at cs@beardsell.co.in

CONTACT FOR FURTHER INFORMATION

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com