



BEARDSELL LIMITED

85th *Year*

Annual Report

2021-2022



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Directors:

Mr.Gowrishanker Ramasamy, Chairman and Non-executive Director
Mr.Amrith Anumolu, Executive Director
Mrs.Anumolu Jayashree, Non-executive Director
Mr.Gurram Jagannatha Reddy, Non-executive Independent Director
Mr.Rammohan Anappathur Vanchi, Non-executive Independent Director
Mr.Jeyapaul Singh, Non-executive Director
Mr.Mannam Malakondaiah, Non-executive Independent Director

Chief Financial Officer:

Mr. V V Sridharan

Company Secretary:

Kanhu Charan Sahu

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. Rabindra Kumar 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 : L65991TN1936PLC001428
GSTIN : 33AAACB1429P2ZP
E-Mail : ho@beardsell.co.in
Website : www.beardsell.co.in

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Eighty-fifth Annual General Meeting of the company will be held on Friday, the 30th September 2022 at 10.00 a.m. IST (Indian Standard Time) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company, at No.47, Greams Road, Chennai – 600006.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company on standalone and consolidated basis, for the financial year ended 31st March 2022 and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT the audited, standalone financial statements and consolidated financial statements of the Company, for the financial year ended 31st March 2022, including the Balance Sheet as at 31st March 2022, Profit & Loss Statement, Cash Flow Statement along with Notes to the Accounts for the financial year ended on that date and the Auditors Report, the Board of Directors Report thereon and other Reports laid before the meeting, be and are hereby considered and adopted.

2. To declare a final dividend on equity shares for the financial year ended on 31st March 2022 and in this regard, consider and if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT a dividend at the rate of Re.0.10/- (Ten Paise Only) per equity share of Rs.2/- (Rupees Two only) each fully paid up of the Company be and is hereby declared for the financial year ended 31st March 2022 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the said Financial Year ended 31st March 2022.

3. To appoint a director in place of Mr.Amrith Anumolu who retires by rotation and being eligible, offers himself for reappointment and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT Mr.Amrith Anumolu (DIN:03044661), retiring by rotation be and is hereby reappointed as Director of the company.

4. To appoint a director in place of Mr.R Gowrishanker who retires by rotation and being eligible, offers himself for reappointment and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT Mr.R Gowrishanker (DIN:00104597), retiring by rotation be and is hereby reappointed as Director of the company.

5. To appoint statutory auditors and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s.G Balu Associates LLP, Chartered Accountants, (Firm Registration No. 000376S/S200073) be and are hereby appointed as Statutory Auditors of the Company, in place of M/s.S R Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004) the retiring Auditors, for a period of Five (5) years i.e. from the conclusion of this 85th Annual General Meeting until the conclusion of 90th Annual General Meeting to be held in the year 2027, at a remuneration upto Rs.10,00,000/- (Rupees ten lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses for the financial year ending 31st March 2023, and the Board of Directors be and are hereby further authorized to finalize the terms

and conditions of appointment, including other services to be rendered by the Statutory Auditor and remuneration during their tenure as Statutory Auditors, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

SPECIAL BUSINESS:

6. Ratification of Cost Auditor's Remuneration for FY 2022-23

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs.1,50,000/- (Rupees one lakh fifty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to Mr.M Krishnaswamy, Cost Accountant, Membership No. 5944, who is re-appointed by the Board of Directors of the Company as Cost Auditor, to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March 2023.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

7. Reappointment of Mr.Amrith Anumolu (DIN:03044661) as Executive Director

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and recommendations of the Board of Directors, and subject to such other consents and permission as may be necessary, approval of the Members of the Company be and is hereby accorded for the reappointment of Mr.Amrith Anumolu (DIN:03044661) as Executive Director for further period of three years from 15th August 2022 with following basic terms and conditions:

A. Remuneration:

1. FIXED PAY:

- a) Basic Salary :- Rs.2,00,000/- (Rupees two lakh only) per month
- b) Perquisites and allowances :-
 - i) Rent free accommodation with utilities i.e Gas, Electricity and Water or House Rent Allowance @ 60% of Basic Salary (when no such accommodation is provided)
 - ii) Medical Reimbursement - Expenses incurred, including Medical Insurance for self and family subject to a ceiling of one month's basic salary in a year or subject to a maximum of three month's basic salary over period in three years
 - iii) Traveling, Boarding and Lodging expenses – Expenses incurred for Traveling, Boarding and Lodging for self during the business trips and provision of car for the same shall be reimbursed at actuals and not considered as perquisites.
 - iv) Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
 - v) Personal Accident Insurance/ Term Life Insurance, Premium not exceeding Rs.12,000/- per annum
 - vi) Company's contribution to provident fund, superannuation or annuity fund
 - vii) Gratuity payable shall not exceed half month's salary for each completed year of service or part thereof

- viii) Leave entitlement, as per the rules of the Company
- ix) The Company shall provide a car with chauffeur and telephone at the residence. Provisions of the car for use in Company's business and telephone at residence will not be considered as perquisites. Personal long-distance calls and use of car for Private purpose shall be billed by the Company.

2. VARIABLE PAY:

In addition to the salary, perquisites and allowances as set out above, the Executive Director shall be entitled to receive remuneration based on performance of the Company @ 2% on the Profit Before Tax on a quarterly basis.

- B. The Executive Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- C. The Executive Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- D. The Executive Director shall adhere to the Company's internal codes and policies as may be applicable from time to time.
- E. The office of the Executive Director may be terminated by the Company or by the concerned Director by giving the other 3 (three) months' prior notice in writing.

RESOLVED FURTHER THAT the aggregate of above remuneration payable to the Executive Director shall not exceed Rs.48,00,000/- (Rupees forty-eight lakh only) per year which is inclusive of all perquisites, allowances and variable pay.

RESOLVED FURTHER THAT in case of loss or inadequacy of profits in any financial year, the above said remuneration shall be paid to him as minimum remuneration under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in addition to the remuneration above the Executive Director be entitled for payment of fees for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

- 8. Appointment of Mr.Mannam Malakondaiah (DIN:01431923) as a Non-Executive, Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.Mannam Malakondaiah (DIN:01431923) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board in their meeting held on 12th August 2022, and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 12th August 2022 to 11th August 2027.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr.Mannam Malakondaiah shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and are hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

9. Adoption of new set of Articles of Association

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, subject to such other consents, permissions as may be necessary, approval of the Members of the Company be and are hereby granted, to adopt new set of regulations 1 to 116, as submitted to the meeting, in lieu of, and to the entire exclusion of the existing Regulations of the Article of Association of Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and are hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

10. Acceptance of unsecured deposits from shareholders

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 73 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposits) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs ("MCA"), Reserve Bank of India or such other agencies / authorities read together with other applicable rules, regulations, guidelines, notifications and circulars issued by any other concerned statutory or regulatory authority(ies) from time to time, to the extent applicable, the approval of the Members of the Company be and is hereby accorded to invite / accept / renew from time to time Unsecured Deposits from Members of the Company to such extent that the deposits outstanding and the deposits to be accepted shall not exceed the permissible limits as prescribed under the Act read with relevant provisions of the Companies (Acceptance of Deposits) Rules, 2014 and other regulations as applicable and amended from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and are hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

Date: 12th August 2022
Place : Registered Office at
No.47, Greams Road,
Chennai – 600006

By Order of the Board
For Beardsell Limited

KANHU CHARAN SAHU
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, and No. 21/2021 dated December 14, 2021, (collectively referred to as “**MCA Circulars**”) has permitted the holding of the annual general meeting through Video Conferencing (“**VC**”) or through other audio-visual means (“**OAVM**”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“**the Act**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and MCA Circulars, the 85th Annual General Meeting (“**Meeting**” or “**AGM**”) of the Company is being held through VC / OAVM on Friday, 30th September 2022 at 10:00 a.m. (IST). The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at No.47, Greams Road, Chennai - 600006.
2. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, IN PURSUANCE OF SECTION 112 AND 113 OF THE COMPANIES ACT, 2013, REPRESENTATIVES OF THE MEMBERS SUCH AS THE PRESIDENT OF INDIA OR THE GOVERNOR OF A STATE OR A BODY CORPORATE CAN ATTEND THE AGM THROUGH VC/ OAVM AND CAST THEIR VOTES THROUGH E-VOTING.
3. In line with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2021-22 has been uploaded on the website of the Company at www.beardsell.co.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 24th September 2022 to Friday, 30th September 2022 both days inclusive, for annual closing and determining the entitlement of the Members to the final Dividend for financial year 2021-22.
6. The Board of Directors has recommended Final Dividend of Re.0.10 per Equity Share of face value of Rs.2.00 each for the year ended 31st March 2022.
7. The Company has fixed Friday, 23rd September 2022 as the ‘Record Date’ for determining entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.
8. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (‘the IT Act’). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants (‘DPs’) or in case shares are held in physical form, with the Company, by sending documents by Tuesday, 20th September 2022 (upto 7:00 pm), to enable the Company to determine the appropriate TDS / withholding tax rate applicable.

9. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before 29th October 2022 as under:
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of the close of business hours on Friday, 23rd September 2022.
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Friday, 23rd September 2022.
10. The dividend/s, if any, approved by the Members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depository Participants.
11. Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means (“Electronic Bank Mandate”), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/ documents by email to reach the Company’s email address cs@beardsell.co.in
 - a) signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i. Name and Branch of Bank and Bank Account type;
 - ii. Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11 digit IFSC Code;
 - b) self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - c) self-attested scanned copy of the PAN Card; and
 - d) self-attested scanned copy of any document (such as Aadhar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company. For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.
12. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers’ cheque/ demand draft to such Member.
13. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”) read with the relevant circulars and amendments thereto, 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. Accordingly, Rs.2,19,561/- (Rupees two lakhs nineteen thousand five hundred sixty-one only) relating to financial year 2013-14 (Final) were due to be transferred during the financial year 2021-22, and Company has transferred to the IEPF. During the current financial year 2022-23, Company will be required to transfer the unclaimed Final Dividend for the year 2014-15. Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company at www.beardsell.co.in Members who have not encashed Final Dividend for the year 2014-15 or any subsequent dividend declared by the Company, are advised to write to the Company immediately.
14. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority (“IEPF Account”) within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Members who have not claimed /

encashed their dividends in the last seven consecutive years from 2014-15 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.

15. 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 to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
16. The Securities and Exchange Board of India (SEBI) has mandated the 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 can submit their PAN details to the Company.
17. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
18. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA, M/s.Cameo Corporate Services Limited/ Depositories.
19. SEBI has made it mandatory for effecting transfer of securities (except in case of transmission or transposition of securities) in dematerialized form effective from April 01, 2019. In order to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
20. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
21. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
22. During the AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at cs@beardsell.co.in , latest by Tuesday, 27th September 2022 (upto 3:00 p.m).
23. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:
 - i. 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 in shareholder/members login where the EVSN of Company will be displayed.

- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@beardsell.co.in. The shareholders who do not wish to speak during the AGM but have queries may also send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@beardsell.co.in. These queries will be replied to by the company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

24. VOTING

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Members are provided with the facility to cast their vote electronically (remote e-voting), through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
- b. The facility for voting, through the e-voting services provided by CDSL shall also be made available on the date of meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- c. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- d. The instructions for e-voting are as under:
 - (i) The remote e-voting period begins on 27th September 2022 (9.00 a.m. IST) and ends on 29th September 2022 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made