



**BEARDSELL LIMITED**

Regd. Office :  
47, Greams Road,  
CHENNAI - 600 006. (INDIA)  
Tel : 2829 32 96, 2829 09 00  
Fax : 044-2829 03 91  
CIN No. : L65991TN1936PLC001428  
E-mail : ho@beardsell.co.in  
Website : www.beardsell.co.in

27<sup>th</sup> May 2024

To,

National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai - 400051  
Scrip: BEARDSELL

BSE Limited  
Corporate Relationship Department  
Phiroz Jeejheebhoy Towers  
Dallal Street,  
Mumbai - 400001  
Scrip: 539447

Sub.: Notice of Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice.

In compliance with the relevant circulars issued by Ministry of Corporate Affairs, the said Notice is being sent through electronic mode to those members whose e-mail IDs are registered with the Company/ Depositories as on Friday, 24<sup>th</sup> May 2024, being the cut-off date.

The Company has engaged CDSL to provide e-Voting facility to its members. The e-Voting period commences on Wednesday, 29<sup>th</sup> May 2024 from 9:00 A.M. (IST) and ends on Thursday 27<sup>th</sup> June 2024 at 5:00 P.M. (IST). Please note that communication of assent or dissent of the members would only take place through the e-Voting. The instructions for remote e-Voting are provided in the Postal Ballot Notice.

Kindly take note of the above.

Yours faithfully,  
For BEARDSELL LIMITED

Company Secretary and Compliance Officer

Encl: As above



# BEARDSSELL LIMITED

CIN:L65991TN1936PLC001428

Regd. Office: No.47, Greams Road, Chennai – 600006

Phone: 044 – 2829 3296 / 2829 0900 | E Mail : [ho@beardsell.co.in](mailto:ho@beardsell.co.in) | Website: [www.beardsell.co.in](http://www.beardsell.co.in)

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the “Companies Act / the Act”), read with the Companies (Management and Administration) Rules, 2014 (the “Rules”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and other applicable provisions, if any of the Act, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2023 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (the “MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, M/s.Beardsell Limited (the “Company”) is seeking the consent of its Members for the matters more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote e-voting.

In compliance with the requirements of the MCA Circulars, the Company is sending Postal Ballot Notice along with explanatory statement by email to all its Members who have registered their email addresses with the Company or Depository / Depository Participants and the communication of assent / dissent of the Members will take place through the remote e-voting system. The physical Postal Ballot Notice and Postal Ballot Form will therefore not be sent to the Members for this Postal Ballot.

Members may note that, in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India read with Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote by electronic means and the businesses may be transacted through e-voting services provided by Central Depository Services (India) Limited (“CDSL”).

The e-voting facility will be available from 9:00 a.m. (IST) on Wednesday, 29<sup>th</sup> May 2024 to 5:00 p.m. (IST) on Thursday, 27<sup>th</sup> June 2024. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, 24<sup>th</sup> May 2024, may cast their vote electronically. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Mr. Rabindra Kumar Samal, Practicing Company Secretary, (Membership No. FCS 7649) has been appointed as the Scrutinizers to scrutinize the E-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman / any other Director / Key Managerial Personnel as may be authorized by the Chairman after completion of the e-voting process. The results of the e-voting will be declared on or before Saturday, 29<sup>th</sup> June 2024. The declaration/ announcement of the results as stated above shall be treated as declaration of results at a Meeting of the Members as per the provisions of the Companies Act, 2013 and applicable Rules framed thereunder. The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company, viz., [www.Beardsell.co.in](http://www.Beardsell.co.in) immediately after the Results are declared and will simultaneously be communicated to the Stock Exchanges, viz., BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed.

## SPECIAL BUSINESS

1. To consider and if thought fit, to pass the following resolution as a Special Resolution:

## REAPPOINTMENT OF DR.GURRAM JAGANNATHA REDDY AS INDEPENDENT DIRECTOR FOR SECOND TERM

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee, Dr.Gurram Jagannatha Reddy (DIN: 07472109), who was appointed as an Independent Director at the 82<sup>nd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September 2019 and who holds office upto 27<sup>th</sup> June 2024 and who is eligible for reappointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1) (b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing with effect from 28<sup>th</sup> June 2024 upto 27<sup>th</sup> June 2029.

RESOLVED FURTHER THAT the approval of the members to the appointment of Dr.Gurram Jagannatha Reddy in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1A) of the Listing Regulations for his continuation as Non-executive Independent Director of the Company notwithstanding his attaining the age of seventy-five years;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

2. To consider and if thought fit, to pass the following resolution as a Special Resolution:

## REAPPOINTMENT OF MR. RAMMOHAN ANAPPATHUR VANCHI AS INDEPENDENT DIRECTOR FOR SECOND TERM

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee, Mr.Rammohan Anappathur Vanchi (DIN:02093767), who was appointed as an Independent Director at the 83<sup>rd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September 2020 and who holds office upto 20<sup>th</sup> October 2024 and who is eligible for reappointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1) (b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing with effect from 21<sup>st</sup> October 2024 upto 20<sup>th</sup> October 2029.

RESOLVED FURTHER THAT the approval of the members to the appointment of Mr.Rammohan Anappathur Vanchi in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1A) of the Listing Regulations for his continuation as Non-executive Independent Director of the Company notwithstanding his attaining the age of seventy-five years;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Date: 27<sup>th</sup> May 2024  
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. Explanatory Statement as required under Section 102 of the Companies Act, 2013 ("the Companies Act / the Act") in respect to the resolutions is annexed to this Notice.
2. This Notice is being electronically sent to all the Members whose names appear in the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, 24<sup>th</sup> May 2024, and who have registered their email addresses with the Company and/or with the Depositories/ Depository Participants. It is however, clarified that all the persons who are Members of the Company as on Friday, 24<sup>th</sup> May 2024, (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote on the resolutions specified in this Notice.
3. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date, i.e., Friday, 24<sup>th</sup> May 2024. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
4. In compliance of the provisions of Sections 108 and 110 of the Act and Rules framed thereunder and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services (India) Limited. The instructions for electronic voting are annexed to this Notice.
5. E-voting will be available from 9:00 a.m. (IST) on Wednesday, 29<sup>th</sup> May 2024 to 5:00 p.m. (IST) on Thursday, 27<sup>th</sup> June 2024.
6. During the voting period, Members can login to CDSL's e-voting platform any number of times till they have voted on the Resolution. Once the vote on a Resolution is casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a General Meeting of the Members.

### DISPATCH OF POSTAL BALLOT NOTICE THROUGH E-MAIL AND REGISTRATION OF E-MAIL IDS:

8. In accordance with Section 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice will not be circulated and also the Company will not be under any obligation to provide physical copies upon specific request of any Member(s). The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on Friday, 24<sup>th</sup> May 2024, and who have registered their e-mail addresses with the Company or with the Depositories. Therefore, Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialised form) or with Cameo Corporate Services Limited, our Registrar and Share Transfer Agents (RTA) (in case of Shares held in physical form).
9. Members holding shares in physical mode and who have not updated their email addresses with the Company / Depository Participant(s) / RTA are requested to update their postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., by submitting a duly filled up Form ISR-1 and other forms pursuant to SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023. Members holding shares in dematerialized mode are requested to register / update their email addresses with their Depository Participant(s). The Company and RTA shall co-ordinate with Central Depository Services (India) Limited (CDSL) and provide the login credentials to the above-mentioned Members, subject to receipt of the required documents and information from the Members. The Postal Ballot Notice is also being uploaded on the website of the Company ([www.beardsell.co.in](http://www.beardsell.co.in)) and on the website of stock exchanges at BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
10. The result of voting on the Resolutions will be declared on or before Saturday, 29<sup>th</sup> June 2024 and will also be displayed on the website of the Company ([www.beardsell.co.in](http://www.beardsell.co.in)) besides being communicated to the Stock Exchanges.
11. E-voting Instructions:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and the provisions contained in under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions to increase participation by the public non-institutional shareholders/retail shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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.

OPTION 1: Pursuant to aforesaid SEBI Circular, Login through Depositories i.e., CDSL/NSDL for e-Voting for Individual Shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Members who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication.</li> <li>2) The users who want to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on “Login” icon and select “New System Myeasi”.</li> <li>3) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the users will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</li> <li>4) If the user is not registered for Easi/Easiest, option to register is available on CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on “Login” icon and “New System Myeasi” tab and then click on “Registration” option.</li> <li>5) Alternatively, the Member can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, Member will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) Members who are already registered for NSDL IDeAS facility, may please visit the e-Services website of NSDL.</li> <li>2) Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile.</li> <li>3) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</li> <li>4) A new screen will open. Member will have to enter User ID and Password. After successful authentication, Member will be able to see e-Voting services.</li> <li>5) Click on “Access to e-Voting” under e-Voting services and Member will be able to see e-Voting page.</li> <li>6) Click on Company name or e-Voting service provider name and Member will be re-directed to e-Voting service provider website for casting vote during the remote e-Voting period.</li> <li>7) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>8) Visit the e-Voting website of NSDL. <ul style="list-style-type: none"> <li>- Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile.</li> <li>- Once the home page of e-Voting system is launched, click on the icon</li> <li>- “Login” which is available under ‘Shareholder/Member’ section.</li> <li>- A new screen will open. Members will have to enter User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>- After successful authentication, Member will be redirected to NSDL</li> <li>- Depository site, wherein Member can see e-Voting page.</li> <li>- Click on company name or e-Voting service provider name and Member will be redirected to e-Voting service provider website for casting vote during the remote e-Voting period.</li> </ul> </li> </ol>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	1) Members can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility.
	2) After Successful login, Member will be able to see e-Voting option.
	3) Once Member clicks on e-Voting option, Member will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein Member can see e-Voting feature.
	4) Click on Company name or e-Voting service provider name and Member will be redirected to e-Voting service provider website for casting vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000.

OPTION 2: Login method through CDSL e-Voting system for non-individual shareholders holding securities in Demat Form & shareholders holding securities in Physical Form

- i. The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on "Shareholders".
- iii. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and click on "LOGIN".
- v. If Members are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then their existing password is to be used.
- vi. If Members are a first time user follow the steps given below:

For Non-Individual Shareholders holding shares in Demat Form and Shareholders holding shares in Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
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 in the Dividend Bank details field as mentioned in instruction (iii).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company 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. 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 password with any other person and take utmost care to keep the password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- x. Click on the EVSN: BEARDELL LIMITED on which Members choose to vote.
- xi. On the voting page, Members 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 Members assent to the Resolution and option 'NO' implies that Members dissent to the Resolution.
- xii. Click on the "RESOLUTION FILE LINK" if Members wish to view the entire Resolution details.
- xiii. After selecting the resolution, Members have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If Members wish to confirm their vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify their vote.
- xiv. Once Members "CONFIRM" their vote on the resolution, they will not be allowed to modify their vote.
- xv. Member can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. 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" and enter the details as prompted by the system.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xviii. NOTE FOR 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](http://www.evotingindia.com) and register themselves as "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](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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 Members have any queries or issues regarding e-voting from CDSL e-Voting System, they may write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.
  - Alternatively, Non Individual shareholders 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, to the Scrutinizer and to the Company at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) / [cs@beardsell.co.in](mailto:cs@beardsell.co.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

**FOR MEMBERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

- a. For Physical Shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at [cs@beardsell.co.in](mailto:cs@beardsell.co.in) / RTA at [cameo@cameoindia.com](mailto:cameo@cameoindia.com)
  - b. For Demat Shareholders - Please update your email id & mobile number with your respective Depository Participant (DP).
  - c. For Individual Demat Shareholders - Please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
12. The last date for the receipt of duly completed Postal Ballot Forms and e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
  13. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
  14. A Member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
  15. The Scrutinizer's decision on the validity of the Postal Ballot voting shall be final.

## EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013:

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned in the accompanying Notice dated 27<sup>th</sup> May 2024 should be taken as forming part of the Notice.

Item No. 1:

Dr. Gurram Jagannatha Reddy (DIN: 07472109), was appointed as an Independent Director by the Members at the 82<sup>nd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September 2019, for a term of five years with effect from 28<sup>th</sup> June 2019 upto 27<sup>th</sup> June 2024

Pursuant to the performance evaluation of Dr. Gurram Jagannatha Reddy, substantial contributions made by him during his tenure and considering that his continued association would be beneficial to the Company, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board, on 27<sup>th</sup> May 2024, proposed to re-appoint him as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term effective 28<sup>th</sup> June 2024 upto 27<sup>th</sup> June 2029, subject to the approval of the Members.

In terms of Regulation 17(1A) of SEBI Listing Regulations, effective from 1st April, 2019 consent of members by way of special resolution is required for appointment or continuation of directorship of Independent Non-Executive Director, beyond the age of 75 years. Further, Dr. Gurram Jagannatha Reddy will attain the age of 75 years with effect from 21<sup>ST</sup> May 2029 and approval of members is required for the continuation of his directorship from the day he attains the age of 75 years till the expiry of his term till 27<sup>th</sup> June 2029.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. The Company has received from Dr. Gurram Jagannatha Reddy (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'); (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. Dr. Gurram Jagannatha Reddy has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The NRC has considered his diverse skills, leadership capabilities, expertise in governance, finance, strategy, human resources, and regulatory advisory experience, among others, as being key requirements for this role. Accordingly, the NRC and Board are of the view that Dr. Gurram Jagannatha Reddy is a person of integrity and possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an Independent Director. Dr. Gurram Jagannatha Reddy is also independent of the Management.

Further details about the appointee director pursuant to the provisions of (i) Companies Act, 2013 (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided under Annexure – II to this Notice.

The terms and conditions of re-appointment of Dr. Gurram Jagannatha Reddy as an Independent Director are uploaded on the website of the Company at <https://www.beardsell.co.in> and would also be made available for inspection to the Members without any fee, on all working days, until the last date of remote e-voting.

The Board recommends the Special Resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company.

Other than Dr. Gurram Jagannatha Reddy and/or his relatives, none of the Directors, Key Managerial Personnel ('KMP') of the Company or their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No.1 of the accompanying Notice. Dr. Gurram Jagannatha Reddy is not related to any Director or KMP of the Company.



ITEM NO. 2:

Mr.Rammohan Anappathur Vanchi (DIN:02093767), was appointed as an Independent Director by the Members at the 83<sup>rd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September 2020, for a term of five years with effect from 21<sup>st</sup> October 2019 upto 20<sup>th</sup> October 2024

Pursuant to the performance evaluation of Mr.Rammohan Anappathur Vanchi, substantial contributions made by him during his tenure and considering that his continued association would be beneficial to the Company, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board, on 27<sup>th</sup> May 2024, proposed to re-appoint him as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term effective 21<sup>st</sup> October 2024 upto 20<sup>th</sup> October 2029, subject to the approval of the Members.

In terms of Regulation 17(1A) of SEBI Listing Regulations, effective from 1st April, 2019 consent of members by way of special resolution is required for appointment or continuation of directorship of Independent Non-Executive Director, beyond the age of 75 years. Further, Mr.Rammohan Anappathur Vanchi will attain the age of 75 years with effect from 6<sup>th</sup> April 2027 and approval of members is required for the continuation of his directorship from the day he attains the age of 75 years till the expiry of his term till 20<sup>th</sup> October 2029.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. The Company has received from Mr.Rammohan Anappathur Vanchi (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'); (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. Mr.Rammohan Anappathur Vanchi has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The NRC has considered his diverse skills, leadership capabilities, expertise in governance, finance, strategy, human resources, and regulatory advisory experience, among others, as being key requirements for this role. Accordingly, the NRC and Board are of the view that Mr.Rammohan Anappathur Vanchi is a person of integrity and possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an Independent Director. Mr.Rammohan Anappathur Vanchi is also independent of the Management.

Further details about the appointee director pursuant to the provisions of (i) Companies Act, 2013 (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided under Annexure – II to this Notice.

The terms and conditions of re-appointment of Mr.Rammohan Anappathur Vanchi as an Independent Director are uploaded on the website of the Company at <https://www.beardsell.co.in> and would also be made available for inspection to the Members without any fee, on all working days, until the last date of remote e-voting.

The Board recommends the Special Resolution at Item No.2 of the accompanying Notice for approval by the Members of the Company.

Other than Mr.Rammohan Anappathur Vanchi and/or his relatives, none of the Directors, Key Managerial Personnel ('KMP') of the Company or their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No.2 of the accompanying Notice. Mr.Rammohan Anappathur Vanchi is not related to any Director or KMP of the Company.

Date: 27<sup>th</sup> May 2024  
Place : Registered Office at  
No.47, Greams Road,  
Chennai – 600006

By Order of the Board  
For Beardsell Limited  
KANHU CHARAN SAHU  
Company Secretary

Name of the Director	Dr.Gurram Jagannatha Reddy	Mr.Rammohan Anappathur Vanchi
DIN	07472109	02093767
Date of Birth	21-05-1954	06-04-1952
Date of first appointment on Board	28-06-2019	21-10-2019
Qualification	Doctor by profession and is M.S (Gen.Surgery).	B.Tech from IIT Kharagpur, PGDM from IIM Ahmedabad
Expertise in specific functional area	Governance, human resources, and regulatory advisory	Technical and entrepreneurial professional with a distinguished management career leading the technology and operations
Terms and conditions of appointment	As per resolution of appointment	As per resolution of appointment
Remuneration last drawn	He has not drawn any remuneration except fees for attending meetings of the Board and Committees as applicable	He has not drawn any remuneration except fees for attending meetings of the Board and Committees as applicable
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.
List of Directorships held in other companies	NIL	Alter-Ego Management Consulting LLP – Designated Partner
Memberships / Chairmanships of committees of other companies	NIL	NIL
Shareholding in the company	NIL	NIL
Relationship with other directors / KMP	NIL	NIL
Number of Board Meetings attended during financial year ended	FY 2023-24 - 4 (Four) out of 5 (Five) meetings held FY 2024-25 - 1 (one) out of 1 (one) meeting held	FY 2023-24 - 5 (Five) out of 5 (Five) meetings held FY 2024-25 - 1 (one) out of 1 (one) meeting held

Date: 27<sup>th</sup> May 2024  
Place : Registered Office at  
No.47, Greams Road,  
Chennai – 600006

By Order of the Board  
For Beardsell Limited  
KANHU CHARAN SAHU  
Company Secretary