



# BEARDELL LIMITED

Regd. Office :  
47, Greams Road,  
CHENNAI - 600 006. (INDIA)  
Tel : 2829 32 96, 2829 09 00  
GSTIN : 33AAACB1429P2ZP  
CIN No. : L65991TN1936PLC001428  
E-mail : ho@beardsell.co.in  
Website : www.beardsell.co.in

Sec : May : 2019

24<sup>th</sup> May, 2019

The Listing Manager,  
National Stock Exchange of India Limited,  
Exchange Plaza  
Bandra Kurla Complex, Bandra (E)  
Mumbai-400 051  
Scrip Code: BEARDELL

The Listing Manager  
BSE Limited  
Registered Office : Floor 25  
P J Towers, Dalal Street,  
Mumbai – 400 001  
Scrip Code: 539447

Dear Sir,

Sub : Outcome of the Board Meeting - 24<sup>th</sup> May , 2019 – Reg.

We are pleased to inform you that the Board of Directors at its Meeting held today (24<sup>th</sup> May , 2019), which commenced at 10.30 a.m. and concluded at 5.30 P.M. , **have considered and approved the followings :**

<ul style="list-style-type: none"><li>The Board has approved the Statement of Audited Financial Results for the quarter and year ended 31<sup>st</sup> March, 2019 along with Auditors Report (M/s. S.R.BATLIBOI &amp; ASSOCIATES LLP, Chartered Accountants (ICAI Firm registration number: 101049W/E300004) (submitted separately )</li></ul>	
<ul style="list-style-type: none"><li>Mr.M.Krishnaswamy (FCMA No.5944), Practicing Cost Accountant - appointed as the Cost Auditor of our Company for the year 2019-2020</li></ul>	
<ul style="list-style-type: none"><li>Messrs. Rabindra Kumar Samal ( FCS-7469 – COP -18278 ) Practicing Company Secretary, Chennai - appointed as the Secretarial Auditor of our Company for the year 2019-2020</li></ul>	
<ul style="list-style-type: none"><li>Omnibus Approval of Related Party Transaction for the year 2019-2020</li></ul>	
<ul style="list-style-type: none"><li>Re-appointment of Mr V J Singh as Independent Director with effect from 29<sup>th</sup> May, 2019</li></ul>	Subject to the Approval of the Share holders in the ensuing Annual General Meeting
<ul style="list-style-type: none"><li>RE-appointment of Mr R Gowrishanker as Independent Director with effect from 29<sup>th</sup> May,2019</li></ul>	
<ul style="list-style-type: none"><li>Re-designation of Mr Amrith Anumolu as Executive Director with effect from 20<sup>th</sup> May, 2019 and revision in his remuneration with effect from 1<sup>st</sup> June, 2019</li></ul>	
<ul style="list-style-type: none"><li>Recommendation of Dividend Re. 0.24 per share (12 %) on the Equity Shares subject to approval of Shareholders</li></ul>	

Kindly take on record the above intimation

Thanking you,  
Yours faithfully,  
For BEARDELL LIMITED

  
K MURALI  
Company Secretary



**BRANCHES :** AHMEDABAD - BANGALORE - CHENNAI - COIMBATORE - HYDERABAD - KOCHI  
MUMBAI - NEW DELHI - VISAKHAPATNAM

## PROFILE of Cost Auditor Mr M KRISHNASWAMY

1	<b>Name</b>	M. Krishnaswamy	
2	<b>Father's Name</b>	R.Mahalingam	
3	<b>Address for communication</b>	Flat-1K, Ramaniyam Ganga, Door No:27-30, First Avenue, Ashok Nagar, Chennai-600083.	
4	<b>Web Site Address</b>	<a href="http://www.qica.in">www.qica.in</a>	
5	<b>Age</b>	64	
6	<b>Phone number</b>	044-23710069, 9445560940	
7	<b>E- Mail address</b>	<a href="mailto:mahalingamkrishnaswamy@gmail.com">mahalingamkrishnaswamy@gmail.com</a>	
8	<b>Educational Qualification</b>	<ul style="list-style-type: none"> <li>• Rank Holder and First class Master of Commerce From University of Madras</li> <li>• Certified Information Security Auditor From ISACA, U.S.A.</li> <li>• Fellow of Institute of Cost Accountants of India.</li> <li>• Lead Auditor in Quality Management System-ISO 9001 from IRCA, London.</li> <li>• Lead Auditor in Information Security Management System ISO-27001 from British Standards Institution.</li> <li>• Associate of Institute of Public Auditors of India</li> <li>• Certified Associate of Indian Institute of Bankers.</li> <li>• Diploma in Bank Management from Indian Institute of Bankers.</li> <li>• Certified six sigma green belt by MSMI Institute, Chennai.</li> </ul>	
9	<b>Employment Experience in India</b>		
<b>Year</b>	<b>Institution</b>	<b>Designation</b>	<b>Duties handled</b>
1977-1980	United Commercial Bank Mount Road Branch, Chennai.	Officer-in-charge, Advances Department	Evaluation of Projects and processing of credit applications relating thereto, documentation, inspection of hypothecated assets, issuance of letters of credit, guarantees.
1982-1985	United Commercial Bank Zonal Office, Madras	Junior Manager, Industrial Services Cell.	Scrutiny of Credit Proposals received from Branches in the Zone including evaluation of technical feasibility and economic viability of the industrial unit.

1985-1986	United Commercial Bank, Shastrinagar Branch, Chennai	Manager	Overall control of branch including sanction of credit applications based on Project Evaluation
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<b>10 Foreign Experience</b>			
<b>Year</b>	<b>Institution</b>	<b>Designation</b>	<b>Duties handled</b>
1986-1991	United Commercial Bank, Hong Kong Branch	Senior Manager	Processing of credit applications for large syndicated loans, Trade financing, funds management, export and import bills negotiation under L/C.
1991-1993	Shanker's Emporium (P) Ltd, Singapore.	Corporate Treasury Executive	Foreign Exchange dealing, Treasury management, exports & imports documents scrutiny & submission for negotiation
1993-1995	Sineximco (P) Ltd, Singapore	Financial Controller	Foreign Exchange dealing, Treasury management, exports & imports documents scrutiny & submission for negotiation.

#### **11. Major Professional assignments done**

I am engaged in professional practice as Quality systems auditor, Cost and management accountant, management consultant and Information security management system auditor.

##### **➤ Cost Audit Experience**

- Oil and Natural Gas Corporation Limited
- NLC India Limited
- NLC Tamil Nadu Power Limited
- Bharat Heavy Electricals Limited - Ranipet & Trichy
- Olympia Tech Park (Chennai) Private Limited
- Chennai Petroleum Corporation Limited
- Tamil Nadu Petroproducts Limited
- Hindusthan Petroleum Corporation Limited
- Amrutanjan Limited- Bulk Drugs
- Amrutanjan Limited- Formulations
- Kothari Petro-chemicals
- Futura Polyesters Limited
- Florind Shoes Pvt Limited
- BSNL Limited
- Beardsell Limited
- JBM Auto Systems Private Limited
- Arcelor Neel Tailored Blank Pvt Limited
- Neel Industries Private Limited

➤ **MAIN CONSULTANCY PROJECTS**

**Establishment of Activity Based Costing Systems in**

- Amrutanjan company Limited - Ayurvedic Products Division
- Amrutanjan company Limited - Bulk Drugs Division
- Egatur Printing company Limited - Printing

**Establishment of Costing Systems in**

- Hindusthan Petroleum Corporation Limited
- Florind Shoes Private Limited
- Rane (Madras) Limited
- Canara Traders Private Limited
- Futura Polyesters Limited

**Establishment of Quality Systems/ Information Security Management Systems**

- World Bank
- Turbo Energy Limited(TVS Group)
- AOne Logistica
- VTRANS
- La Freightlift Private Limited

**ISO Audit Experience**

- Larsen and Toubro Limited
- Business Engineers
- Alfa Engineers
- Dhaksin Speaker Manufacturing Limited
- Citigroup Global Services Limited- COE Division
- Gunnebo India Limited
- HDFC Bank – Cash Management Division
- HDFC Bank – Credit Card Division
- HDFC Bank – Retail Assets Division
- HDFC Bank – Risk Management Group
- HDFC Bank - Retail Liabilities Division
- Citi Bank - All Divisions
- Bank of America - All Divisions
- Bank of Baroda – Branches In Chennai and Coimbatore
- Canara Bank - Branches in Chennai, Trichy, Salem, Madurai  
Coimbatore , Bangalore and Andhra Pradesh
- Yes Bank- All departments
- IDBI Bank- Back Office Operations in Chennai
- Andhra Bank- Branches in Chennai
- Sundaram Finance Limited

- Sundaram Business Services Limited
- Royal Sundaram Insurance
- Reliance Life Insurance
- HP Compaq Limited
- IBM Computers India Pvt Ltd
- Reliance Communications Limited
- NOKIA Mobile Services
- EGB Systems and Solutions Private Limited
- HCL Technology Limited-Business Services
- HMA Software Limited
- Kaavian Systems Private Limited
- Korcompetenz Consultancy Private Limited
- MMC Infotech Limited
- Patni Computers Limited
- TVS Logistics Limited
- India Comnet
- Syntel
- Precision Informatics Limited
- E-Serve -Trade Services
- E-Serve- Cash Unit
- E-Serve-Funds Investigation Unit
- TCS Global Services
- Sairam Polytechnics Limited
- AFL Dascher Limited
- Tricom Infotech Solutions Private Limited
- Pro-Active Solutech India Private Limited
- WNS Global Services Limited
- Qatalys Software Technologies Limited
- Trianz Limited
- Alfa Engineers
- Larsen & Toubro Limited
- Vizag Steel Plant, Finance Division.

## **12. Other Experience**

- Member of Independent Evaluation Committee for restructuring of stressed assets by Banks.
- Indian Banks Association has empanelled me as expert to conduct Techno- Economic Study and Evaluation of distressed assets as part of the initiative required by RBI.
- Empanelled by Department of Public Enterprise, Government of India for serving as independent Director in Public Enterprises.
- Deposited as Cost Expert before Arbitration Tribunal.
- Deposited as Service Tax Consultant before CESTAT.

- Audits of various companies under Section 14A and 14AA of Central Excise Act, 1944 as per orders of Central Government.
- Stock Audit For Indian Bank, Indian Overseas Bank, Bank of Baroda, State Bank of Travancore, Canara Bank, Union Bank.



**Rabindra Kumar Samal**  
***Practicing Company Secretary,***  
**FCS – 7469, COP – 18278**



**Office Address:** 4th Floor, Tower-1, No. 766, Shakti Towers, Anna Salai, Chennai - 600002,  
Phone no. +91 - 44 48500558, Mobile + 91- 7358304100, e.mail. [fcssamal@gmail.com](mailto:fcssamal@gmail.com)

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**Rabindra Kumar Samal - *Practicing Company Secretary***

Rabindra Kumar Samal is a fellow member of Institute of Company Secretaries of India. A well accredited Company Secretary and a Management Expert, he is highly specialized in Companies Act, the Securities and Exchange Board of India Act, the Stock Exchange Regulation and Take Over Code, Insolvency and Bankruptcy Code, Mergers & Demergers, Oppression & Mismanagement, Arbitration and Reconciliation, SARFESI Act and he regularly appears before authorities like National Company Law Tribunal (NCLT), SEBI, ROC in various matters attributable to a company. He is brilliant in Stress Asset Management. Mr. Rabindra Kumar Samal has spearheaded the functions of a Company Secretary for Corporates in all spheres and possesses of rich experience on meeting statutory Compliances and involving various management decisions and possesses excellent rapport with the SEBI, ROC, Stock Exchange, NCLT and well acquainted with Corporate Lawyers and Auditors. He is renowned for his innovative thinking and professional approach.

**Services Offered**

Offering one-stop solutions for all Corporate Compliances, Legal Requirements and advising, guiding and servicing various Indian companies and multinational companies. Our services play a vital role in implementing robust control mechanisms to facilitate proper compliance in accordance with the challenging and ever changing regulations of the country.

All companies incorporated in India are required to comply with various provisions of the Indian Companies Act, 2013 and the rules thereunder. Companies are required to obtain various licenses, certificates and approvals from several regulatory authorities. We advise a broad spectrum of companies, from closely held start-ups to public listed companies with a wide shareholder base, on several issues arising in corporate under Companies Act, SEBI laws, FEMA and allied laws. Our team has immense knowledge and experience in dealing with matters relating to the various corporate and related laws. Presently we have 10 members team including three qualified company secretaries. Our offerings include the following.

We are veteran professionals having a standing and reputation in customizing the process of services much to the needs and requirements of our client. Our professional consultancy encompassing in all aspects of companies secretarial activities and corporate governance. We endeavor to widen and maintain its client base by continuously adhering to the highest professional standards of the following Services:

- Company Formation (Advisory service regarding the most suitable form of organization, based on the clients specific needs and objectives; incorporation of all types of companies under the Companies Act, 2013, Limited Liability Partnerships, Offshore Companies, Wholly Owned Subsidiaries, and Joint Ventures. Obtaining all required approvals and licenses for commencement of the business) and provide Start up and MSME Registrations.
- Secretarial Audit, Compliance Audit, Scrutinizer role under Companies Act, 2013 and SEBI laws. The scope of audit covers compliance to all the laws applicable to the corporate in addition to the Companies Act, 2013, SEBI and other Securities laws, Foreign Exchange Management Act, Labour Laws as well as the Secretarial Standards issued by ICSI)
- Services of a Company Secretary on retainer basis to small and medium scale companies for which mandatory appointment of Company Secretary is not required (Preparation of Minutes, Maintaining statutory Registrars, filing and Certifications of Forms with ROC and drafting of Statutory documents.
- Due diligences and search Report for various banks for various Banks in Tamil Nadu.
- Filing of various Petitions before NCLT, Regional Director and Drafting various Contracts, Legal Agreements, JV Agreements, MOU, Shareholders Agreement, Applications, petitions, affidavits and Briefing Services to Lawyers, Solicitors and Arbitrators and Conciliators, in the matters of disputes amongst the Promoters, Directors or Stake Holders and assist in Negotiations and Settlements.
- Compliance under SEBI laws related to Preferential issue, bonus issue, public issue, rights issue, QIP, GDR, ECB and merger & demerger of companies, capital reduction, liquidation, winding-up, buy-back, employee stock option, private placement, debenture issue, acquisition and takeover, postal ballot rules, promoters share transfers and holdings, share transfer, transmission, issue of duplicate certificate, etc. and handling the entire share transfer system and conducting Share Transfer Audit various reporting formalities and compliances, etc



- Issue of search and status reports, Advising on loan documentation, opinion on various company law matters, Advising on creation and registration of charges, Advising lenders in safeguarding their interest consequent to change in the constitution of the borrower including change in management and ownership, Diligence Report – Certification as per the Guidelines on consortium arrangements / multiple banking arrangements issued by the RBI
- Consultation and Advisory Services for Setting up of Joint Venture Company in India, Setting up of Wholly Owned Subsidiaries and Joint Venture Companies Abroad, Opening of Liaison, Project and Branch Offices in India, Drafting of Foreign Collaboration / Joint Venture / Technology Transfer Agreement' Liaison with Reserve Bank of India / Secretariat of Industrial Assistance / Foreign Investment Promotion Board and obtaining necessary approvals, Approvals for External Commercial Borrowings and Obtaining various approvals from RBI under FEMA.
- Advising on Open Offer, Preferential issue, GDRs, FCCB, Formulation and Implementation ESOP / SWEAT EQUITY Schemes, Amalgamation, Merger and Restructuring, Winding-up and striking-off the name of Company and Initial Public Offer (IPO) or Public Issue related consultancy and support services and Issue based consultancy to Large scale Companies and Listed Companies
- Liaison with regulatory authorities' viz. SEBI, Stock Exchange, RBI, Registrar of Companies, Regional Director, Liquidation office, NCLT etc. to obtain all types clearances and approvals.

Our Mission is to deliver outstanding client services; to provide fulfilling careers and professional satisfaction for our people; and to achieve financial success so that we can reward ourselves and grow.

Through efficient and ethical work environment our services to the clients are provided both onsite as well as offsite. We offer customized services either on assignment to assignment basis or on a retainer basis based on the requirement of the client. We also provide opinions on various matters concerning interpretation of law.

We firmly believe that our success is dependent on the success of the clients business and this is achieved by understanding our clients' objectives, by developing a strong grasp of their business and their industry and by building trustworthy relationships with their people.

We respect the confidentiality and privacy of our clients, our colleagues and others with whom we are professionally involved.

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Beardsell Limited

Related Party Transactions

Omnibus approval of Audit Committee obtained in the Audit Committee Meeting and Board Meeting held on 24<sup>th</sup> May 2019 - Continuing Contracts

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Name Gunnam Subbarao Insulation Pvt Ltd ( GSR)

Entity Type Pvt Ltd Co

Relationship Related Party

Rationale : Mrs A Jayasree, ( Relative of Mr Bharat Anumolu and Mr Amrith Anumolu, Directors ) is a major shareholder and Director"

Tenure of Contract : Ongoing

Type of Contract Documents : Invoice

Value (01/04/2019 to 31/03/2020) Rs.48 lacs

"Lease of land and building by GSR at a lease rent of Rs.4.00 lakh per month"

Approved by Audit Committee Omnibus Approval

Arm's length Pricing

Ordinary Course of Business Lease of land and buildings

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Name Korean Painting and Plating Pvt Ltd, .

Entity Type Private Ltd.,

Relationship Related Party

Rationale Mrs A Jayasree, Promoter of M/s Beardsell Ltd, holds majority shares in this Company

Tenure of Contract : Ongoing

Type of Contract Documents : Invoice

Value (01/09/2019 to 31/03/2020) : Rs.2,38,000/-

"Lease of open space of land to Korean Painting and Plating Pvt Ltd at a lease rent of Rs.34,000/- per month"

Approved by Audit Committee Omnibus Approval on 24<sup>th</sup> May 2019

Arm's length Pricing

Ordinary Course of Business : Lease of Open space of Land

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<b>BRIEF PROFILE OF Mr V J Singh</b>	
Name of The Director	Mr. V J Singh,
Father's Name	Sri VELU
Nationality	India
Date of Birth	12/02/1952
Address	1/3, Teppakula Street, Subramaniapuram, Palayam Kottai, Thirunelveli - 627 002
PAN NUMBER	AYEPS0759E
DIN NUMBER	03129164
Date of Appointment ( with effect from )	29/05/2019
Designation	Director ( Non-Executive - Independent)
For a period of	Five Years
	<p>Sri. V.J. Singh is an M.A in Economics from Madras University and he secured 7<sup>th</sup> Rank in the University at graduation level, holding the first class in B.A Economics which was a rarity in 1970s. Sri. V.J. Singh joined LIC as a Direct Recruit Officer in the year 1977. The important assignments he held were, Marketing Manager of Aurangabad Division, Sr. Divisional Manager of ztirunelveli Division and Regional Manager of the combined heaviest portfolio of Estates and Office Services of the Western Zone, Mumbai. Subsequently he held the post of Regional Manager (E&amp;OS) of Southern Zone, Chennai. On his elevation to the cadre of Executive Director, he took charge as Principal, Southern Zonal Training Centre, Chennai.</p> <p>Mr V.J. Singh retired from the services of LIC of India in February 2012. He is associated with the Company as a Director from 2010 onwards.</p>



*[Handwritten signature in blue ink]*

<b>BRIEF PROFILE OF Mr R Gowrishanker</b>	
Name of The Director	Mr. RAMASWAMY GOWRISHANKER,
Father's Name	Sri G Ramamsamy
Nationality	Indian
Date of Birth	01/07/1956
Address	4/241, MGR Salai, Palavakkam, Chennai - 600 041
PAN NUMBER	AADPG0323M
DIN NUMBER	00104597
Date of Appointment ( with effect from )	29/05/2019
Designation	Director ( Non-Executive - Independent)
For a period of	Five Years
	Mr Gowri Shanker is a well-qualified technical and entrepreneurial professional with a distinguished management career leading the technology and operations of multi-million dollar organizations. He holds M.S. Degree in e-commerce from Carnegie Mellon University, M.S. in Industrial Engineering from University of Texas, M.B.A from University of Chicago and B.Tech in Chemical Engineering from IIT, Madras. He has over 41 years experience with Multinational Companies such as AT & T, Fedex & Holiday Inns in the US and has had leadership roles in several entrepreneurial ventures.



A handwritten signature in blue ink, consisting of a stylized, cursive script that appears to be the name "Gowri Shanker".