



BEARDELL LIMITED

Regd. Office :
47, Greens 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 : June : 2021

30th June, 2021

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.: Annual Secretarial Compliance Report for the year ended March 31, 2021

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2021.

With reference to the above, please find enclosed, the secretarial compliance report of Beardsell Limited for the year ended duly certified by Mr Rabindra Kumar Samal, Practising Company Secretary

Kindly take on record the above intimation

Thanking you,

Yours faithfully,
for BEARDELL LIMITED,

K MURALI
COMPANY SECRETARY



Encl : As Above

**SECRETARIAL COMPLIANCE REPORT OF M/S. BEARDSSELL LIMITED
FOR THE YEAR ENDED 31ST MARCH 2021**

I, Rabindra Kumar Samal, Company Secretary in whole time practice have examined:

- (a) All the documents and records made available to us and explanation provided by **M/s. Beardsell Limited ("the listed entity")** having its registered office at 47, Greams Road, Chennai - 6000 06,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")•,

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable During Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable During Review Period)**



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable During Review Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable During Review Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, replaced by The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	<p>The National Stock Exchange of India Limited has raised two queries relating to Disclosure not received under</p> <p>a. Disclosure requirement under Regulation 7 of SEBI (Prohibition of Insider Trading) Regulation, 2015</p> <p>b. Disclosure requirement under Regulation 29 of SEBI (Substantial Acquisition of shares and Takeover) Regulation, 2011. for Change in Promoters Holding of Mr. Anumolu Bharat as on 31st December, 2020 was 39,55,197 and Shareholding pattern as on 30th</p>	<p>Ms. T. Anantha Jothi, Company Secretary after the medical emergency resumed work at the office and disclosed in delay the requirement under Regulation 7 of SEBI (Prohibition of Insider Trading) Regulation, 2015 regarding Mr. Anumolu Bharat sale 6,59,611 Equity shares upto 31st December, 2020 to the Stock Exchanges</p>	<p>The Company could not able to received Disclosures for 1111 Sale of shares of Mr. Anumolu Bharat and the same has been in advertently missed out in the disclosing to the Stock exchange.</p>



Handwritten signature of the Practicing Company Secretary, FABSINDRA KUMAR SAMAL.

	September, 2020 was 46,15,919.		
2	<p>Regulation 23 (9) of SEBI (LODR) Regulation, 2015</p> <p>The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges</p>	The results for the half year ended 30th September 2020 were approved by Board of Directors of the Company on 12th November 2020 and the related party transactions were to be disclosed on or before 11th December 2020. However disclosed the related party transactions to the Stock Exchanges on 21st January, 2021	The delay is unintentional and due to issues caused by Covid-19 Pandemic and medical emergency of compliance officer. Further On the basis of request from the company, fine of Rs.2,06,500/- levied by BSE was withdrawn on 25 th June 2021 and the company is waiting for waiver from NSE.
3	The Company has received from BSE to clarify on Share Price Movement under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Due to the sudden demise of father of our Compliance officer, there is delayed replied on 24.12.2020.	The Company has not withheld any material information/event that would have bearing on the price movement.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ ~~material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.



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As per the Information Furnished by the Company, there are no actions taken either by SEBI or by Stock Exchanges except fines against delay in submission related party disclosure for the half yearly ended 30th September 2020, which explained in the observation given in the aforesaid Para of this Report.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations of practicing company Secretary made in the secretarial compliance report for the year ended March 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Reg. 34.(1) The listed entity shall submit to the stock exchange and publish on its website- (a) a copy of the annual report sent to the shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders.	The Company has complied in subsequent year.	The Company has submitted to the stock exchange and publish on its website	On basis of request from the company, fine levied by BSE and NSE were waived.



Rabindra Kumar Samal
Practicing Company Secretary
C.P.No. - 18278
FCS - 7649



Date: 30.06.2021
Place: Chennai

UDIN- F007649C000550873