



BEARDELL 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

5th September 2025

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

Dear Madam / Sir,

Sub: NOTICE OF ANNUAL GENERAL MEETING, E-VOTING, BOOK CLOSURE

This is to bring to your notice that:

1. The Eighty-eighth Annual General Meeting ("AGM") of the company will be held on Monday, the 29th September 2025 at 10:00 a.m. IST (Indian Standard Time) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the business as set out in the Notice of the AGM. The window for joining the meeting would be available from 9:45 a.m. on the day of AGM.
2. In terms of circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India (SEBI), the AGM of the members will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, members can attend and participate in the AGM through VC/OAVM only.
3. In line with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM along with Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2024-25 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 National Stock Exchange of India Limited www.nseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the e-Voting facility) i.e. www.evotingindia.com.
4. As per Regulation 36 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations, 2015'), as amended, the web-link, including the exact path, where complete details of the Annual Report are available is also being sent to those member(s) who have not registered their email address(es) either with the Company or with any Depository or Cameo Corporate Services Limited Registrar & Share Transfer Agent (RTA) of the Company.
5. 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. The instruction for joining the AGM are provided in the Notice.
6. Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 22nd September 2025, may cast their vote electronically from a place other than venue of AGM (remote e-voting), or at the AGM, through the e-voting services provided by CDSL, on all resolutions set out in the Notice of the AGM. All the members are informed that:
 - (a) All the business as set out in the Notice of AGM may be transacted through voting by electronic means.
 - (b) The remote e-voting shall commence on 26th September 2025 (9.00 a.m. IST) and shall end on 28th September 2025 (5.00 p.m. IST) and the remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (c) Once a member casts vote on a resolution, he/she will not be allowed to modify his/her vote.
 - (d) The facility for voting, through electronic voting system shall also be made available at the AGM and members attending the AGM who have not already casted their vote by remote e-voting shall be able to exercise their right at the AGM.



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- (e) The Members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
 - (f) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of Notice of AGM and holding shares as of the cut-off date, may obtain the login and password details (*sequence number*) from the Registrar and Transfer Agents ("RTA") of the Company by sending a request at investor@cameoindia.com. However, if the person is already registered with CDSL for e-voting, the person can use the existing login details for casting the votes.
 - (g) In case of queries or issues regarding e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. Members may also contact the Company Secretary at the above registered office address or the RTA at the following address, M/s.Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai - 600002, Phone No.+91-44-28460390/91/92/93/94 ; Fax No. +91-44-2846 0129, e-mail - investor@cameoindia.com
7. If your email id is registered with Company / Depository Participant, login details for e-voting are being sent on your registered email address. In case you have not registered your email address with Company / Depository Participant, please follow below instruction to register your email-id for obtaining Annual Report and login details for e-voting.
 - (i) 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/RTA email id.
 - (ii) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to Company/RTA email id.
 8. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September 2025 to 29th September 2025 (both days inclusive).
 9. The Company has fixed Monday, 22nd September 2025 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended 31st March 2025, and if approved at the AGM, the dividend will be paid on or before 28th October 2025

The same will also be made available on the Company's website, www.beardsell.co.in

Please take the aforementioned information on your record.

Thanking you,

Yours faithfully,

For BEARDSELL LIMITED

Company Secretary

Encl: Notice of 88th AGM

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Eighty-eighth Annual General Meeting of the company will be held on Monday, the 29th September 2025 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 2025 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 2025, including the Balance Sheet as at 31st March 2025, 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 2025 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 as recommended by the Board of Directors, dividend at the rate of Re.0.10 per Equity Share of face value of Rs.2/- each of the Company, be and is hereby declared for the financial year ended 31st March 2025 and that the said dividend be paid out of the profits of the Company to the eligible Members.

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 in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s)thereof for the time being in force), 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 in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s)thereof for the time being in force), Mr.R Gowrishanker (DIN:00104597), retiring by rotation be and is hereby reappointed as Director of the company.

SPECIAL BUSINESS:

5. To appoint Secretarial Auditor and in this regard, to consider and if thought fit to pass, with or without modification(s), the following as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of M/s.SKD & Associates, Company Secretaries, ICSI Unique Identification No.S2023TN958600, a Sole Proprietorship Firm of Mr.Susanta Kumar

Dehury, Company Secretary, Membership No.F7408, Certificate of Practice No.27050 and a peer reviewed Company Secretaries (Peer Review Certificate Number: 5384/2023) as the Secretarial Auditors of the Company for auditing the secretarial and related records and for submitting Secretarial Audit Report, for a term of five (5) consecutive financial years commencing from financial year 2025-26 to the financial year 2029-30, on such remuneration, as may be mutually agreed between the Board of Directors, based on the recommendation of the Audit Committee, and the Secretarial Auditor and as stated in Explanatory Statement to the Notice.

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.

6. To ratify Cost Auditor's Remuneration for FY 2024-25, 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 pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs.1,65,000/- (Rupees One Lakh Sixty Five Thousand only) plus applicable taxes and out-of-pocket expenses, as approved by the Board of Directors with recommendation of the Audit Committee, payable to M/s.B Thulasiram & Co., Cost Accountants, Firm Registration No.003539, a Sole Proprietorship Firm of Mr.B Thulasiram, Cost Accountant, Membership No.40478, who was appointed by the Board to fill the casual vacancy caused due to the death of the previous Cost Auditor, for conducting the cost audit of the Company for the financial year 2024-25, be and is hereby ratified and confirmed.

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. To ratify Cost Auditor's Remuneration for FY 2025-26, 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 pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs.1,65,000/- (Rupees One Lakh Sixty Five Thousand only) plus applicable taxes and out-of-pocket expenses, as approved by the Board of Directors with recommendation of the Audit Committee, payable to M/s.B Thulasiram & Co., Cost Accountants, Firm Registration No.003539, a Sole Proprietorship Firm of Mr.B Thulasiram, Cost Accountant, Membership No.40478, who was appointed by the Board for conducting the cost audit of the Company for the financial year 2025-26, be and is hereby ratified and confirmed.

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. To appoint Mr.Amrith Anumolu (DIN:03044661) as Managing Director, and in this regard 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, 198 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 based on recommendations of the Nomination and Remuneration Committee and 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 appointment of Mr.Amrith Anumolu (DIN:03044661) as Managing Director for a period of three years from 15th August 2025, liable to retire by rotation, with following principal 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.50,000/- 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 Managing Director shall be entitled to receive variable incentive based on performance of the Company @ 5% of Net Profit (*Net Profit to be computed under section 198 of the Companies Act, 2013*)

- B. Subject to the supervision, superintendence, control and directions of the Board of Directors of the Company, Mr.Amrith Anumolu, so long as he holds the position of the Managing Director of the Company, shall have substantial power and authority for conduct and management of the whole of business and affairs of the Company except in the matters which may be specifically required to be done by the Board either pursuant to the Companies Act, 2013 or by the Articles of Association of the Company, and he shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board in the best interest of the Company.
- C. The Managing 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 Managing Director shall adhere to the Company's internal codes and policies as may be applicable from time to time.
- E. The office of the Managing 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 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 Managing 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.

Date: 12th August 2025
 Place : Chennai
 Registered Office: No.47, Greams Road, Chennai – 600006
 Phone – 044 2829 3296 / 0900, Email – ho@beardsell.co.in
 Website: www.beardsell.co.in

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 08, 2020 and 17/2020 dated April 13, 2020, General Circular Nos. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being, General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") has allowed the Companies to conduct the Annual General Meeting ("AGM") through Video Conferencing ("VC"), without the physical presence of the Members at a common venue. In terms of the said Circulars, the 88th AGM of the Company is being held through VC. Hence, Members can attend and participate in the AGM through VC only.

Further, MCA vide its aforesaid Circulars and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and subsequent circulars issued in this regard, the latest being, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (hereinafter referred to as "SEBI Circulars") prescribing the procedures and manner of conducting the AGM through VC/ Other Audio Visual Means (OAVM) and has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

2. In line with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 are being sent only through electronic mode to those Members whose email addresses are registered in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s.Cameo Corporate Services Limited ("Cameo"). However, hard copy of Annual Report shall be sent to those shareholders who specifically request for the same. Members may also note that the Notice of the 88th AGM and the Annual Report 2024-25 will also be available on the Company's website at www.Beardell.co.in, websites of the Stock Exchange, National Stock Exchange of India Limited, at www.nseindia.com, and on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
3. Pursuant to the aforesaid MCA Circulars, Members attending the 88th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. As per the Companies Act, 2013, ('the Act'), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, in terms of the MCA Circulars, the 88th AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and SEBI Circulars, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The Board of Directors have considered and decided to include item nos. 5 - 8 given above as Special Businesses in the Notice to the 88th AGM, as they consider them unavoidable in nature.
6. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, relating to Item nos. 5-8 and the additional information required to be provided pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

- Requirements) Regulations, 2015 (hereinafter referred to as “SEBI LODR”) and Secretarial Standard on General Meetings (SS-2) prescribed by Institute of Company Secretaries of India (ICSI), regarding the Directors who are proposed to be re-appointed are annexed hereto.
7. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, 23rd September 2025 to Monday, 29th September 2025 both days inclusive, for the Annual General Meeting.
 8. The Board of Directors have recommended Final Dividend of Re.0.10 per Equity Share of face value of Rs.2.00 each for the year ended 31st March 2025.
 9. The Company has fixed Monday, 22nd September 2025 as the ‘Record Date’ for determining entitlement of members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.
 10. The dividend income is taxable in the hands of the Shareholders, and 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 15th September 2025 (upto 5:00 pm), to enable the Company to determine the appropriate TDS / withholding tax rate applicable.
 11. 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 2025.
 12. The dividend/s, if any, approved by the Members or declared by the Board of Directors of the Company, will be paid as per the mandate registered with the Company or with their respective Depository Participants.
 13. 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.
 14. SEBI vide its Master Circular No. SEBI/HO/MIRSD/ POD-1/P/ CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024 dividend to members who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the members furnish their PAN, contact details (postal address with PIN and mobile number), bank account details and specimen signature (‘KYC’). In the event the Company is unable to pay the dividend to any Member who holds shared in Demat mode, 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.

The Members holding shares in physical form are requested to furnish the relevant details in Form ISR-1 (updating KYC details), Form ISR-2 (signature-related confirmation), ISR-3 (opting out of nomination) ISR-4 (request for duplicate share certificate), along with Form SH-13 (nomination form), and SH-14 (cancellation/variation in nomination) in accordance with Section 72 of the Act as made available on the Company's website for the respective purpose.

Alternatively, members may send the above forms/documents by email to RTA, M/s.Cameo Corporate Services Limited or upload on their web-portal through the link at https://cambridge.cameoindia.com/module/Downloadable_Formats.aspx.

15. 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, unclaimed dividends upto financial year 2017-18 (Interim) has been transferred to the IEPF. Company will be required to transfer the unclaimed Dividend for the year 2018-19 as per the statutory timeline. 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 Interim Dividend for the year 2018-19 or any subsequent dividend declared by the Company, are advised to write to the Company immediately.
16. 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 or more 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.
17. In the event of transfer of shares and unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in> and by sending a physical copy of the same to the Company along with the requisite documents enumerated in Form IEPF5. Members can file only one consolidated claim in a financial year as per the IEPF Rules
18. 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.
19. 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.
20. 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.
21. The SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P / CIR /2022 /8 dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

22. 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.
23. 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.
24. 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.
25. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting. Also, the electronic copy of the relevant documents referred to in the accompanying Notice and the Statement will be made available for inspection by the Members through e-mail. The Members are requested to send an email to cs@beardsell.co.in for the same.
26. 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.

27. 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 26th September 2025 (9.00 a.m. IST) and ends on 28th September 2025 (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 22nd September 2025, may cast their vote electronically. The remote 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 holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users 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. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to

	e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1. The shareholders should log on to the e-voting website of CDSL www.evotingindia.com
2. Click on Shareholders.
3. 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form other than Individuals and 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 first two letters of their name and the 8 digits of the sequence

	<p>number in the PAN field. [Sequence number has been provided as serial number (SL No) in the Address Label]</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or DOB (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>* 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 (iv).</p>

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) 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 your password with any other person and take utmost care to keep your password confidential.
- (vi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for Beardsell Limited.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone user can download the app from the App Store and Windows Phone Store respectively. Please follow the instruction as prompted by the mobile app while voting on your mobile.
- (xv) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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 the email address viz; cs@beardsell.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- (xvii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 022-23058542/43.
- e. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM:
- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - (ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- f. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:
- (i) 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/RTA email id.

- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- g. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, or voting at the meeting.
- h. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the sequence number from the RTA of the Company by sending a request at investor@cameoindia.com However, if you are already registered with CDSL for remote e-voting then you can use your existing log in details for casting your vote.
- i. Mr.Rabindra Kumar Samal, Practising Company Secretary, Membership No.F7649 has been appointed to act as Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of AGM, in fair and transparent manner.
- j. The Scrutinizer shall, immediately after the conclusion of the AGM, would count the votes cast during the meeting and the votes cast through remote e-voting and make, not later than forty eight hours from conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by Chairperson in writing who shall countersign the same.
- k. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.beardsell.co.in and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited (“NSE”), where the shares of the Company are listed.
28. Details of directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting are provided below.

Name of the Director	Mr.Amrith Anumolu	Mr.R Gowrishanker
DIN	03044661	00104597
Date of Birth	14-09-1978	01-07-1956
Date of first appointment on Board	12-08-2010	21-10-2019
Qualification	Mr Amrith Anumolu graduated his Bachelor of Science in Electrical Engineering from Virginia Tech & Masters Education in Industrial Engineering from Georgia Tech.	<ul style="list-style-type: none"> – M.S. Degree in E-Commerce from Carnegie Mellon University – M.S. in Industrial Engineering from University of Texas, – M.B.A from Chicago Booth, – B.Tech in Chemical Engineering from IIT Madras
Expertise in specific functional area	His experience ranges from product design and development to business process improvements and re-engineering.	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

Beardsell Limited
CIN:L65991TN1936PLC001428

Remuneration last drawn	He was drawing salary, allowance and perquisites, not exceeding Rs.48 lakhs per annum, apart from 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	As per resolution of appointment as whole-time director pursuant to the provisions of Section 117, 196 and 197 and 203 read with Schedule V other applicable provision of the Companies Act, 2013	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	<ul style="list-style-type: none"> – SOUTHERN INDIA CHAMBER OF COMMERCE & INDUSTRY – PRO PSK TECHNOLOGIES PRIVATE LIMITED
Memberships / Chairmanships of committees of other companies	NIL	NIL
Shareholding in the company	NIL	60033
Relationship with other directors / KMP	Son of Mrs.Anumolu Jayasree, Non-Managing Director	NIL
Number of Board Meetings attended during financial year ended 31 st March 2025	Four out of four	Four out of four

Annexure**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO. 5

Appointment of Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act, read with the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company and other specified class of companies, are required to annex with its Board's report made in terms of Section 134(3) of the Act, a report on secretarial audit given by a company secretary in practice.

Further, Regulation 24A of the Listing Regulations, requires listed companies and its material unlisted subsidiaries incorporated in India to undertake secretarial audit by a secretarial auditor who is required to be a peer reviewed company secretary and annex the secretarial audit report in such form as specified, with its annual report.

The aforementioned regulation apart from listing down the eligibility criteria for appointment of the secretarial auditor further stipulates that the appointment/ re-appointment of an individual as a secretarial auditor cannot be for more than one term of five consecutive years and in case the secretarial auditor is a secretarial audit firm, it cannot be for more than two terms of five consecutive years and such an appointment/re-appointment is required to be approved by the Members of the Company at its annual general meeting, basis recommendation of the Board of Directors.

In view of the aforesaid, basis recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 12th August 2025, recommended the appointment of M/s.SKD & Associates, Company Secretaries, Unique Identification No.S2023TN958600, a Sole Proprietorship Firm of Mr.Susanta Kumar Dehury, Company Secretary, Membership No.F7408, Certificate of Practice No.27050 and a peer reviewed Company Secretaries (Peer Review Certificate Number: 5384/2023), as the Secretarial Auditor of the Company, for a period of five (5) consecutive financial years commencing from FY 2025-26 to the FY 2029-30, to undertake Secretarial Audit of the Company and to issue the Secretarial Audit Report for the aforesaid period.

Mr. Susanta Kumar Dehury is the founder of SKD & Associates, a distinguished firm specializing in corporate governance, compliance, and legal services head quartered in Chennai. He is a Fellow Member of the Institute of Company Secretaries of India (ICSI), New Delhi. An efficient and experienced Company Secretary, legal and governance professional, with over 18 years of experience in delivering services in the areas of Corporate Laws, Industrial Laws, Intellectual Property Laws, SEBI Laws, Insolvency and Bankruptcy Laws, RBI Guidelines, Legal Due Diligence, Mergers and Acquisitions, Listing and Capital Market Transactions.

M/s.SKD & Associates, Company Secretaries, have given their consent to act as the Secretarial Auditors of the Company and have confirmed that their appointment, if made, will be within the limit specified under Section 204 of the Act. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Section 204 of the Act and the Rules made thereunder, read with Regulation 24A of the Listing Regulations.

In view of their qualifications and experience in undertaking Secretarial Audit, it is proposed to appoint M/s.SKD & Associates, Company Secretaries, as Secretarial Auditors of the Company. The Board, based on the recommendation of the Audit Committee, approved a remuneration of Rs.75,000/- (excluding out of pocket expenses, if any, and applicable tax) for each of the financial year respectively ending on March 31, 2026, March 31, 2027, March 31, 2028, March 31, 2029 and March 31, 2030 as secretarial audit fees. The payment for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee and shall be determined by the Audit Committee and/ Board of Directors of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

ITEM NO. 6-7

Ratification of Cost Auditor's Remuneration

As per the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014.

Mr.M Krishnaswamy, Cost Accountant, (Membership No. 5944), was appointed as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending 31st March 2025 and their remuneration was ratified at the previous Annual General Meeting held on 30th September 2024. Unfortunately, Mr.M Krishnaswamy, has passed away on 7th June 2025 before completing the audit.

The Board, based on the recommendation of the Audit Committee, at the meeting held on 13th June 2025 has approved the appointment of M/s.B Thulasiram & Co., Cost Accountants, Firm Registration No.003539, a Sole Proprietorship Firm of Mr.B Thulasiram, Cost Accountant, Membership No.40478, to fill the casual vacancy caused due to the death of the previous Cost Auditor, for conducting the cost audit of the Company for the financial year 2024-25, at a remuneration of Rs.1,65,000/- (Rupees one lakh sixty-five thousand only) plus applicable taxes and reimbursement of reasonable out-of-pocket expenses.

The Board has further, based on the recommendation of the Audit Committee, at the meeting held on 12th August 2025 has approved the appointment of M/s.B Thulasiram & Co., for conducting the cost audit of the Company for the financial year 2025-26, at a remuneration of Rs.1,65,000/- (Rupees one lakh sixty-five thousand only) plus applicable taxes and reimbursement of reasonable out-of-pocket expenses.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company.

The Board commends ratification of remuneration of Cost Auditors, as set out in Resolution nos.6 and 7 of the Notice for approval by the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 8

Mr.Amrith Anumolu was appointed as Executive Director by the members of the Company at their meeting dated 30th September 2022 for a period of three (3) year from 15th August 2022. Considering his valuable contribution during his tenure, the Board of Director of the Company at its meeting held on 12th August 2025, with recommendation of the Nomination and Remuneration Committee and, subject to the approval of members of the Company, has approved the appointment and redesignation of Mr.Amrith Anumolu as Managing Director of the Company for a period of three (3) years from 15th August 2025 to 14th August 2028 on the terms and conditions including remuneration in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.

Mr.Amrith Anumolu satisfies all the conditions set out in Para – I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

Broad particulars of the terms of appointment and remuneration payable to Mr.Amrith Anumolu during the tenure are set out in the resolution, that may be treated as a written memorandum setting out terms of re-appointment of Mr.Amrith Anumolu under Section 190 of the Act.

The details as required under proviso to Section II of Part II of Schedule V to the Companies Act, 2013 are given here-in-below:

I. GENERAL INFORMATION

(1)	Nature of Industry	Manufacturing, Selling and Contracting activities in Expanded Polystyrene, Insulation materials, Prefab construction panels, Electric Motors and Exports.			
(2)	Date of commencement of commercial Production	The company is in existence and operation since 23/11/1936			
(3)	Foreign Investment or collaboration	Nil			
(4)	Financial performance based on given indicators	(in lakhs of Indian Rupees)			
	Particulars	Standalone		Consolidated	
		2024-25	2023-24	2024-25	2023-24
	Revenue from Operation	25051.20	23145.84	26835.01	24495.02
	Other income	217.17	432.46	123.67	361.47
	Finance cost	308.29	388.10	362.74	450.87
	Depreciation and amortization Expenses	630.49	589.26	763.10	722.49
	Profit/ (Loss) before Exceptional Items and Tax Expenses	1242.08	1208.12	1268.01	1237.38
	Exceptional Items	--	---	--	---
	Profit/ (Loss) before Tax	1242.08	1208.12	1268.01	1237.38
	Tax expenses / provisions	285.02	414.69	285.03	414.69
	Profit after Tax	957.06	793.43	982.98	822.69
	Other Comprehensive Income	78.50	(34.24)	78.50	(34.24)
	Total Comprehensive Income	1035.56	759.19	1061.48	788.45

II. INFORMATION ABOUT THE DIRECTOR

- (1) Background details:
Mr.Amrith Anumolu is one of the promoters of the Company and has been associated with the Company around for one and a half decade. With keen business acumen and strategic planning skills, he has contributed immensely in shaping the long term vision and mission of the Company with major emphasis on business development in focus areas, undertaking of new projects, achieving operational efficiencies and building upon commercial successes.
- (2) Past Remuneration:
During previous tenure as whole-time director, the company was paying remuneration not exceeding Rs.48,00,000/- per annum inclusive of all perquisites and allowances as fulltime employee of the Company.
- (3) Recognition or awards:
NIL
- (4) Remuneration proposed:
The company proposes to pay remuneration as stated in the resolution inclusive of perquisites and allowances, and separately payment of fees for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board

(5) Job profile and his suitability:

Mr Amrith Anumolu graduated his Bachelor of Science in Electrical Engineering from Virginia Tech & Masters Education in Industrial Engineering from Georgia Tech. After completing his education he worked in various positions for companies like Ericsson Inc. and Panasonic Corporation. His experience ranges from product design and development to business process improvements and re-engineering. With rich experience in the industry he is felt suitable for the job.

(6) Comparative remuneration profile:

Taking into consideration the size of the Company, his profile, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior levels in other companies.

(7) Pecuniary relationship:

Mr. Amrith Anumolu has no other pecuniary relationship with the Company. He is also related to Mrs. Anumolu Jayasree, Promoter who directly holds 35.27 % shares as at 30th June 2025.

(8) Relationship with managerial Personnel, if any:

Son of Mrs. Anumolu Jayasree, Whole-time Director.

III OTHER INFORMATION

(1) Reasons of loss or inadequate profit:

During the financial ended 31st March 2025, the Company had earned total comprehensive income of 1061.48lakhs, which is not adequate to compensate the Managing Director with proposed remuneration. Primary reason being insufficient revenues, affected by unprecedented Covid pandemic. The limits specified under Section 197(1) read with Schedule V of the Companies Act, 2013 and the Listing Regulations, may be exceeded during the term of appointment.

(2) Steps taken or proposed to be taken for improvement:

With a view to improve overall financial health of the Company and also to derive benefits of economies of scale which will result in overall profitability, several steps have been taken by the Company. Towards this the management focuses on long term business models, improving production efficiency by technology upgradation etc. The Company also further intensified its efforts for further improvement in the operating parameters, optimum utilization of working capital, conservation of energy, rationalization of product mix, cutting down on overheads, greater emphasis on augmenting export sales and increasing penetration in the domestic replacement market, etc. to ensure that the Company stays on the course of sustainable growth trajectory and profitability.

(3) Expected increase in productivity and profits in measurable terms:

It is difficult to quantify the increase in measurable terms. However the business initiatives will bring and create further value for our shareholders, by enhancing the revenue, resulting in better and improved profit.

The brief resume of Mr. Amrith Anumolu, his nature of expertise in specific functional areas, names of Companies in which he holds directorships/ chairmanship of Board Committees, shareholding and relationships between directors is provided in the Notes to the Notice, 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.

The resolution seeks approval of members as a Special Resolution for the appointment of Mr. Amrith Anumolu as Managing Director of the Company with effect from 15th August 2025 pursuant to the provisions of Section 117, 196 and 197 and 203 read with Schedule V other applicable provision of the Companies Act, 2013 and the rules made there under. The approval accorded herein shall also be deemed to be the approval as contemplated under Regulation 17(6)(e) of the Listing Regulations which specifies limits on promoter Managing Directors remuneration.

The Board recommends the Special Resolution at item no. 8 of this Notice for approval by the members.

Except Mr.Amrith Anumolu, being an appointee and Mrs.Anumolu Jayasree, being his relative, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.8.

Date: 12th August 2025
Place : Chennai
Registered Office: No.47, Greams Road, Chennai – 600006
Phone – 044 2829 3296 / 0900, Email – ho@beardsell.co.in
Website: www.beardsell.co.in

By Order of the Board
For Beardsell Limited

KANHU CHARAN SAHU
Company Secretary

