



**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

16<sup>th</sup> February 2026

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

Sub.: Notice of Postal Ballot

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

In compliance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the said Notice is being sent through electronic mode only to the members whose e-mail IDs are registered with the Company/ Depositories as on Friday, 13<sup>th</sup> February 2026, being the cut-off date.

The Company has engaged CDSL to provide e-Voting facility to its members. The e-Voting period commences on Wednesday, 18<sup>th</sup> February 2026 from 9:00 A.M. (IST) and ends on Thursday 19<sup>th</sup> March 2026 at 5:00 P.M. (IST). Please note that communication of assent or dissent of the members would only take place through the e-Voting. The instructions for remote e-Voting are provided in the Postal Ballot Notice.

Kindly take note of the above.

Yours faithfully,  
For BEARDELL LIMITED

Company Secretary and Compliance Officer

Encl: Postal Ballot Notice dt.11/02/2026



# BEARDSSELL LIMITED

CIN:L65991TN1936PLC001428

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

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

## POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the “Companies Act / the Act”), read with the Companies (Management and Administration) Rules, 2014 (the “Rules”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and other applicable provisions, if any of the Act, read with Circulars issued from time to time by the Ministry of Corporate Affairs (“MCA”), including the General Circular No. 03/2025 dated 22nd September, 2025 (the “MCA Circulars”) and the Circulars issued from time to time by the Securities and Exchange Board of India (“SEBI”) (the “SEBI Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, M/s.Beardsell Limited (the “Company”) is seeking the consent of its Members for the matters more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote e-voting.

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

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

The e-voting facility will be available from 9:00 a.m. (IST) on Wednesday, 18<sup>th</sup> February 2026 to 5:00 p.m. (IST) on Thursday, 19<sup>th</sup> March 2026. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, 13<sup>th</sup> February 2026, may cast their vote electronically. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

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

The Scrutinizer will submit his report to the Chairman / any other Director / Key Managerial Personnel as may be authorized by the Chairman after completion of the e-voting process. The results of the e-voting will be declared on or before Saturday, 21<sup>st</sup> March 2026. The declaration/ announcement of the results as stated above shall be treated as declaration of results at a Meeting of the Members as per the provisions of the Companies Act, 2013 and applicable Rules framed thereunder. The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company, viz., [www.Beardsell.co.in](http://www.Beardsell.co.in) immediately after the Results are declared and will simultaneously be communicated to the Stock Exchanges, viz., the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed.

## SPECIAL BUSINESS

- 1) Material Related Party Transaction(s) with M/s.Saideep Polytherms

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

RESOLVED that pursuant to Regulations 2(1)(zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 ('Act') read with the related rules framed thereunder (including any statutory modification(s) or re enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with M/s.Saideep Polytherms ('Saideep'), a Registered Partnership Firm, Wholly Owned Controlled Entity of Beardsell Limited ('the Company') and accordingly, a related party of the Company, on such terms and conditions as may be agreed between the Company and Saideep, for an aggregate value not exceeding the amount mentioned in the Explanatory Statement during FY2025-26 and FY2026-27, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER that all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.

2) Appointment of Mrs.Anumolu Jayasree (DIN:00845666) as Wholetime Director

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

RESOLVED THAT pursuant to provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and section 196, 197, 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 reappointment of Mrs.Anumolu Jayasree (DIN: 00845666) as Whole-time Director for period of three years from 1st April 2026, liable to retire by rotation, with following principal terms and conditions, notwithstanding that she has attained the age of seventy years:

A. Remuneration:

She shall be entitled to receive remuneration entirely variable based on performance of the Company at 5% of the Net Profit (Net Profit to be computed under section 198 of the Companies Act, 2013).

B. She will be primarily responsible for strategic management of company operation and advisory support including long-term business planning, capital allocation decisions and risk management, to the management team and the Board, and attend to such other instruction or directions given by the Board from time to time.

C. She 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. She shall adhere to the Company's internal codes and policies as may be applicable from time to time.

E. The office of the Whole-time 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 her as minimum remuneration under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in addition to the remuneration above she will be entitled for payment of fees for attending meetings of the Board or Committee thereof 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: 11<sup>th</sup> February 2026  
Place : Registered Office at  
No.47, Greams Road,  
Chennai – 600006

By Order of the Board  
For Beardsell Limited

KANHU CHARAN SAHU  
Company Secretary

## NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 (“the Companies Act / the Act”) in respect to the resolutions is annexed to this Notice.
2. This Notice is being electronically sent to all the Members whose names appear in the Register of Members/ List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, 13<sup>th</sup> February 2026, and who have registered their email addresses with the Company and/or with the Depositories/ Depository Participants. It is however, clarified that all the persons who are Members of the Company as on 13<sup>th</sup> February 2026, (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote on the resolutions specified in this Notice.
3. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date, i.e., Friday, 13<sup>th</sup> February 2026. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
4. In compliance of the provisions of Sections 108 and 110 of the Act and Rules framed thereunder and Regulation 44 of the Listing Regulations and the MCA Circulars and the SEBI Circulars, the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services (India) Limited. The instructions for electronic voting are annexed to this Notice.
5. E-voting will be available from 9:00 a.m. (IST) on Wednesday, 18<sup>th</sup> February 2026 to 5:00 p.m. (IST) on Thursday, 19<sup>th</sup> March 2026.
6. During the voting period, Members can login to CDSL's e-voting platform any number of times till they have voted on the Resolution. Once the vote on a Resolution is casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a General Meeting of the Members.

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

8. In accordance with Section 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Circulars, physical copies of the Postal Ballot Notice will not be circulated and also the Company will not be under any obligation to provide physical copies upon specific request of any Member(s). The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on Friday, 13<sup>th</sup> February 2026, and who have registered their e-mail addresses with the Company or with the Depositories. Therefore, Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialised form) or with Cameo Corporate Services Limited, our Registrar and Share Transfer Agents (RTA) (in case of Shares held in physical form).
9. Members holding shares in physical mode and who have not updated their email addresses with the Company / Depository Participant(s) / RTA are requested to update their postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., by submitting a duly filled up Form ISR-1 and other forms pursuant to SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023. Members holding shares in dematerialized mode are requested to register / update their email addresses with their Depository Participant(s). The Company and RTA shall co-ordinate with Central Depository Services (India) Limited (CDSL) and provide the login credentials to the above-mentioned Members, subject to receipt of the required documents and information from the Members. The Postal Ballot Notice is also being uploaded on the website of the Company ([www.beardsell.co.in](http://www.beardsell.co.in)) and on the website of stock exchanges at the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).
10. The result of voting on the Resolutions will be declared on or before Saturday, 21<sup>st</sup> March 2026 and will also be displayed on the website of the Company ([www.beardsell.co.in](http://www.beardsell.co.in)) besides being communicated to the Stock Exchanges.
11. E-voting Instructions:

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

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> <li>1) Members can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2) After Successful login, Member will be able to see e-Voting option.</li> <li>3) Once Member clicks on e-Voting option, Member will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein Member can see e-Voting feature.</li> <li>4) Click on Company name or e-Voting service provider name and Member will be redirected to e-Voting service provider website for casting vote during the remote e-Voting period</li> </ol>
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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 above-mentioned website.

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

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

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

- i. The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on "Shareholders".
- iii. Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID;
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and click on "LOGIN".
- v. If Members are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then their existing password is to be used.
- vi. If Members are a first time user follow the steps given below:

For Non-Individual Shareholders holding shares in Demat Form and Shareholders holding shares in Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the Member id / Folio Number in the Dividend Bank details field as mentioned in instruction (iii).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share password with any other person and take utmost care to keep the password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- x. Click on the EVSN: BEARDSSELL LIMITED on which Members choose to vote.
- xi. On the voting page, Members will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option 'YES' implies that Members assent to the Resolution and option 'NO' implies that Members dissent to the Resolution.
- xii. Click on the "RESOLUTION FILE LINK" if Members wish to view the entire Resolution details.
- xiii. After selecting the resolution, Members have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If Members wish to confirm their vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify their vote.
- xiv. Once Members "CONFIRM" their vote on the resolution, they will not be allowed to modify their vote.
- xv. Member can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xviii. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:
  - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - In case Members have any queries or issues regarding e-voting from CDSL e-Voting System, they may write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) / [cs@beardsell.co.in](mailto:cs@beardsell.co.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned in the accompanying Notice dated 11<sup>th</sup> February 2026 should be taken as forming part of the Notice.

## Item No.1:

Background, details and benefits of the transaction : M/s.Saideep Polytherms ('Saideep'), a Registered Partnership Firm, Wholly Owned Controlled Entity of Beardsell Limited ('the Company') and accordingly, a related party of the Company. Saideep offers a broad range of EPS and Pre-fab Panel products dealt by the Company. The Company primarily sells raw materials to Saideep to be used for production. Saideep being hundred percent owned and controlled by the Company, it also depends on the Company for financial needs and arrangements, although it has own assets and line of credit facilities. Both, Saideep and Beardsell being part of the same Group, these transactions not only help smoothen business operations for both the entities, but also ensures consistent flow of desired quality and quantity of material, products and services without interruptions and generation of revenue and business to cater to their business requirements.

The management has provided the Audit Committee of Directors ('Audit Committee') with the relevant details of various proposed RPTs including material terms and basis of pricing. The Audit Committee has also reviewed the certificate of the Managing Director and Chief Financial Officer of the Company, confirming that the terms of the transactions proposed are in the interest of the Company. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into RPTs with Saideep during FY2025-26 and FY2026-27. Beardsell has already entered into certain agreement(s)/contract(s) as mentioned herein below. The Audit Committee has noted that the said transactions with Saideep will be in the ordinary course of business of the Company and at an arms' length basis. Details of the proposed RPTs between the Company and Saideep, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circulars are as follows:

S. No.	Particulars of the information	Information provided by the management		
1.	Name of the related party	M/s.Saideep Polytherms, Registered Partnership Firm		
2.	Country of incorporation of the related party	India		
3.	Nature of business of the related party	Manufacture and sales of EPS, Prefab Building Materials		
4.	Relationship between the listed entity and the related party	Wholly owned controlled entity of M/s.Beardsell Limited, with Capital Contribution of Rs.4,62,15,000/-		
5.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	S. No.	Nature of Transactions	FY 2024-2025 (INR)
		1	Purchase of Goods and Materials	14,97,51,000/-
		2	Sale of Goods and Materials	8,59,98,000/-
6.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs.25,70,12,000/- (upto 31 <sup>st</sup> December 2025)		
7.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NIL		
8.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Nature of Transaction	Value for 2025-26	Value for 2026-27
		Sale of products / material by the Company	Rs.15,00,00,000/-	Rs.15,00,00,000/-
		Purchase of products / materials by the Company	Rs.30,00,00,000/-	Rs.30,00,00,000/-

		Corporate Guarantee issued to secure loans borrowed by the Related Party from Bank	Rs.4,40,00,000/-	Rs.4,40,00,000/-
9.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
10.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover considering FY 2024-25 as immediately preceding financial year	18% (for RPTs to be entered during FY2025-26) 18% (for RPTs to be entered during FY2026-27)		
11.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover considering FY 2024-25 as immediately preceding financial year.	119% (for RPTs to be entered during FY2025-26) 119% (for RPTs to be entered during FY2026-27)		
12.	Financial performance of the related party for the immediately preceding financial year:	<b>Particulars</b>	<b>FY 2024-2025 (INR)</b>	
		Turnover	41,29,24,095/-	
		Profit After Tax	1,05,32,467/-	
		Net worth	5,42,00,000/-	
13.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	As mentioned above, purchase of goods, sale of goods and corporate guarantee		
14.	Details of each type of the proposed transaction	As mentioned above		
15.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	<p>– Purchase and sales transactions are to be entered into in the course of business day to day basis, omnibus approval of the Members is being sought for material RPTs for FY2025-26 and FY2026-27.</p> <p>– Corporate guarantee is continuous and coterminous with Related Party's liability with Bank, unless otherwise cancelled or modified</p>		
16.	Whether omnibus approval is being sought?	Yes		
17.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	As explained above		
18.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>a. Both, Saideep and Beardsell being part of the same Group, these transactions not only help smoothen business operations for both the entities, but also ensures consistent flow of desired quality and quantity of material, products and services without interruptions and generation of revenue and business to cater to their business requirements.</p> <p>b. Company having contributed hundred percent towards capital and authorized for hundred percent control over Saideep, it also depends on the Company for financial needs and arrangements, although it has own assets and line of credit facilities. Further, the Company being a Partner in the Firm, it may be treated as liable for all debts of the firm under Section 25 of the Indian Partnership Act, 1932 towards outsider dues in case of default, and the corporate guarantee extended by the Company as per the Bank's stipulation, do not increase in liability beyond existing legal exposure.</p>		
19.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.			
	a. Name of the director / KMP	None of the promoter / director / KMP have any pecuniary interest in the proposed transactions		

	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
20.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The transactions shall be entered into as per the prevailing price and terms, and no valuation has been obtained
21.	Other information relevant for decision making.	All important information forms part of the Explanatory Statement setting out material facts of the proposed RPTs.
22.	Additional information for sale / purchase transaction	
	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding had been applied
	Basis of determination of price.	At the prevailing price
	In case of Trade advance, if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NIL
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA
23.	Additional information for extending corporate guarantee	
	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	As explained above
	(b) Whether it will create a legally binding obligation on listed entity?	In case of default in repayment of the borrowings by the Related Party, the Company will have legal obligation to repay it.
	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	No commission to be received  There is no contractual provision for recovery
	The value of obligations undertaken by the listed entity, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity.  Any provisions required to be made in the books of account of the listed entity.	The principal borrowings of Rs.4.40 crores from Bank along with outstanding interest and charges  NIL

The said transactions, being a material RPT, require prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 1.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 1 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 1 of the accompanying Notice to the Members for approval.

#### ITEM NO. 2:

Mrs.Anumolu Jayasree is one of the promoters of the Company, and whole-time director in the Board. Her current tenure of three years is ending on 31<sup>st</sup> March 2026. The Board of Directors of the Company at its meeting held on 11<sup>th</sup> February 2026, with recommendation of the Nomination and Remuneration Committee and, subject to the approval of members of the Company, has reappointed Mrs.Anumolu Jayasree as Whole-time Director of the Company for a period of three (3) years from 1st April 2026 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.

Mrs. Anumolu Jayasree 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 appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. However, she has attained the age of seventy years and therefore her reappointment requires approval of the shareholders by way of Special Resolution under Section 196(3)(a) of the Companies Act, 2013.

Broad particulars of the terms of appointment of and remuneration payable to her during the tenure are set out in the resolution, that may be treated as a written memorandum setting out terms of appointment of Mrs. Anumolu Jayasree 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)			
	<b>Particulars</b>	<b>Standalone</b>		<b>Consolidated</b>	
		<b>2024-25</b>	<b>2023-24</b>	<b>2024-25</b>	<b>2023-24</b>
	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:  
Mrs. Anumolu Jayasree is one of the promoters of the Company and has been associated with the Company over a decade. She was appointed as whole-time director of the company in the field of strategic guidance on business operation etc. and support to the management.
- (2) Past Remuneration:  
The company was paying entirely variable remuneration based on performance of the company at 5% of the net profits, computed under section 198 of the Companies Act, 2013 and sitting fees for attending board and committee meetings.
- (3) Recognition or awards:  
NIL
- (4) Remuneration proposed:  
The company proposes to pay remuneration entirely based on performance of the Company at 5% of the Net Profit (Net Profit to be computed under section 198 of the Companies Act, 2013), and separately payment of fees for attending meetings of the Board or Committee thereof as may be decided by the Board

(5) Job profile and her suitability:

Mrs Anumolu Jayasree is a graduate. Being the promoter and closely associated with the company and its business, her knowledge in strategic management and business operation is felt suitable for the job.

(6) Comparative remuneration profile:

Taking into consideration the size of the Company, her profile, the responsibilities shouldered by her 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:

As promoter of the company, Mrs. Anumolu Jayasree directly holds 35.27 % shares, presently she has no other pecuniary relationship with the Company.

(8) Relationship with managerial Personnel, if any:

Mother of Mr. Amrith Anumolu, Managing Director.

### III OTHER INFORMATION

(1) Reasons of loss or inadequate profit:

During the financial ended 31<sup>st</sup> March 2025, the Company had earned total comprehensive income of 1035.56 lakhs, which is not adequate to compensate all the managerial 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, which requires approval of shareholders by way of special resolution.

(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 remuneration payable to Mrs. Anumolu Jayasree, being a promoter and a Whole-time Director, constitutes a Related Party Transaction under Regulation 2(1)(zc) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and it has been approved by the Independent Directors of the Audit Committee at their meeting held on 11<sup>th</sup> February 2026.

Based on the recommendation of the Nomination and Remuneration Committee, and the Audit Committee, the Board has evaluated the performance of Mrs. Anumolu Jayasree during her first term as Whole-time Director. During her tenure, she has contributed to the Company primarily in the area of strategic decision, business planning, capital allocation and risk management. Her inputs have supported the Board and senior management in aligning business initiatives with the Company's long-term objectives. The proposed remuneration structure is entirely variable and linked to the net profits of the Company, with no fixed or guaranteed component. Considering the contribution during the previous term, the need for continuity in strategic direction and the performance-linked nature of remuneration, the Board believes that the re-appointment of Mrs. Anumolu Jayasree for a further period of three years is in the best interest of the Company, notwithstanding that she has attained the age of seventy years.

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

Except Mrs. Anumolu Jayasree, being appointee and, Mr. Amrith Anumolu being her relative, none of other 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.2.

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

Name of the Director	Mrs.Anumolu Jayasree
DIN	00845666
Date of Birth	15-05-1954
Date of first appointment on Board	31-03-2015
Qualification	Mrs.Anumolu Jayasree is a graduate.
Expertise in specific functional area	Business operation, strategic management etc.
Terms and conditions of appointment	As per resolution of appointment
Remuneration last drawn	The company was paying entirely variable remuneration based on performance of the company at 5% of the net profits, computed under section 198 of the Companies Act, 2013 and sitting fees for attending meetings.
Remuneration proposed to be paid	As per resolution of appointment
List of Directorships held in other companies	GUNNAM SUBBA RAO INSULATION PRIVATE LIMITED (CIN:U36998TN1981PTC051249)
Memberships / Chairmanships of committees of other companies	NIL
Shareholding in the company	1,39,08,008 nos of equity shares (35.27%)
Relationship with other directors / KMP	Mother of Mr.Amrith Anumolu, Managing Director
Number of Board Meetings attended during previous financial year	Four out of four meetings
Number of Board Meetings attended during current financial year (till the date of the notice)	Five out of five meetings

Date: 11<sup>th</sup> February 2026  
Place : Registered Office at  
No.47, Greams Road,  
Chennai – 600006

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