BEARDSELL LIMITED

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

SEC : August: 2015

17th August , 2015

The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Dear Sir,

Sub : E Voting Results for 78th AGM – Reg.

Further to your mail dated 14th August , 2015 please find enclosed Voting Results of 78th Annual General Meeting of the Company. We are also enclosing report under Clause 35 A, for the same.

Thanking you

Yours faithfully,
For BEARDSELL LIMITED

K MURALI
Company Secretary

BEARDSELL LIMITED * CHENNAI-600006 *

M/S .BEARDSELL LIMITED - 47 GREAMES ROAD, CHENNAI - 600 006

Clause 35A of the LISTING AGREEMENT

DATE OF THE AGM	**13/08/2015**
Total Number of Shareholders on Record Date	**3609**
No. of Share holders present in the Meeting (either in person or thru proxy)	23
Promoter and Promoter Group	2
Public	21
No. of Share holders present in the Meeting (either in person or thru proxy)	
Promoter and Promoter Group	NIL
Public	NIL

Details of Agenda :	**1. Consideration and adoption of audited annual accounts for the year ended 31.03.2015 (Ordinary Resolution)**

Resolution Required : Ordinary Resolution

Mode of Voting : E-voting / Physical voting -AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter andPromoter Group	3510864	3510864	100.00	3510864	0	100.00	-
Public – Institutional holders	-	-	-	-	0	-	-
Public-Others	1172304	30598	2.61	30588	10	99.97	0.03
Total	**4683168**	**3541462**		**3541452**	**10**	99.99	-

BEARDSELL LIMITED CHENNAI

M/S .BEARDSELL LIMITED - 47 GREAMES ROAD, CHENNAI - 600 006

Details of Agenda :	2. To declare dividend for the year ended 31.03.2015 (Ordinary Resolution)

Resolution Required : Ordinary Resolution
Mode of Voting : E-voting / Physical voting -AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter andPromoter Group	3510864	3510864	100.00	3510864	-	100.00	-
Public – Institutional holders	-	-	-	0	-	-	-
Public-Others	1172304	30598	2.61	30598	-	100.00	-
Total	**4683168**	**3541462**		**3541462**		100.00	-

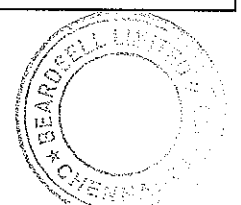
Details of Agenda :	3. Appointment of Mr. V. Thirumal Rao, as director (Ordinary Resolution)

Resolution Required : Ordinary Resolution
Mode of Voting : E-voting / Physical voting -AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter andPromoter Group	3510864	3510864	100.00	3510864	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1172304	30598	2.61	30588	10	99.97	0.03
Total	**4683168**	**3541462**		**3541452**	**10**	99.99	-

Details of Agenda :	4. RATIFICATION OF Appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, Ordinary Resolution)

Resolution Required : Ordinary Resolution
Mode of Voting : E-voting / Physical voting -AGM



M/S .BEARDSELL LIMITED - 47 GREAMES ROAD, CHENNAI - 600 006

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter andPromoter Group	3510864	3510864	100.00	3510864	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1172304	30598	2.61	30588	10	99.97	0.03
Total	**4683168**	**3541462**		**3541452**	**10**	99.99	-

Details of Agenda :	5. Appointment of Mrs. Anumolu Jayasree as Director (Special Business -Ordinary Resolution)

Resolution Required : Ordinary Resolution
Mode of Voting : E-voting / Physical voting -AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter andPromoter Group	3510864	3510864	100.00	3510864	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1172304	30598	2.61	30588	10	99.97	0.03
Total	**4683168**	**3541462**		**3541452**	**10**	99.99	-

Details of Agenda :	6. Increase in Remuneration Mr. Amrith Anumolu - Executive Director (Special Business - Ordinary Resolution)

Resolution Required : Ordinary Resolution
Mode of Voting : E-voting / Physical voting -AGM

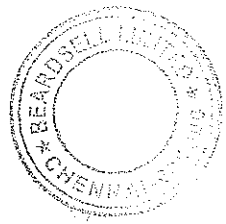
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter andPromoter Group	3510864	3510864	100.00	3510864	-	100.00	-

Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1172304	30598	2.61	30588	10	99.97	0.03
Total	**4683168**	**3541462**		**3541452**	**10**	99.99	-

Details of Agenda :	**7. TO ACCEPT / RENEW UNSECURED LOANS FROM SHARE HOLDERS (Special Business - Ordinary Resolution)**

Resolution Required : Ordinary Resolution
Mode of Voting : E-voting / Physical voting -AGM

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter andPromoter Group	3510864	3510864	100.00	3510864	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1172304	30598	2.61	30588	10	99.97	0.03
Total	**4683168**	**3541462**		**3541452**	**10**	99.99	-



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Website : www.beardsell.co.in

DECLARTION OF RESULTS OF e-voting

As per the Provisions of the Companies Act , 2013 as also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote (Cut off Date - 06/08/2015) electronically on the Resolutions proposed in the notice of the 78th Annual General Meeting (AGM) - The E-voting was open from 10/08/2015 (10.00 A.M.) to 12/08/2015 (5.00 P.m)

The Board of Directors had Appointed Mrs. Lakshmmi Subramanian (Practising Company Secretary) , Chennai as the Scrutinizer for e-voting .

The Share Holders who have not cast their votes by e-voting were given an option to cast their votes by ballot in the AGM held on 13th August , 2015

The Company has received the Scrutinizer Report dated 14th August, 2015

1) For e-voting - Mrs Lakshmmi Subramanian , Practising Company Secretary
2) For Physical Voting - Mrs Lakshmmi Subramanian , Practising Company Secretary
3) For Consolidated Report - Mrs Lakshmmi Subramanian , Practising Company Secretary

We are enclosing all the above said reports - for information

Based on the Consolidated report of the Scrutiniser, the resolutions mentioned in the Notice of 78th Annual General Meeting was voted with overwhelming majority as Ordinary Resolution

for BEARDSELL LIMITED

K MURALI
Company Secretary

Place : Chennai
Date : 14/08/2015

BEARDSELL LIMITED
Registered Office : 47 Greams Road , Chennai - 600 006
Website : www.beardsell.co.in
CIN No.L65991TN1936PLC001428

DECLARTION OF RESULTS OF e-voting

As per the Provisions of the Companies Act , 2013 as also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote (Cut off Date - 06/08/2015) electronically on the Resolutions proposed in the notice of the 78th Annual Genereal Meeting (AGM) - The Evoting was open from 10/08/2015 (10.00 A.M.) to 12/08/2015 (5.00 P.m)

The Board of Directors had Appointed Mrs. Lakshmmi Subramanian (Practising Company Secretary) , Chennai as the Scrutinizer for e-voting .

The Share Holders who have not cast their votes by e-voting were given an option to cast their votes by ballot in the AGM held on 13th August , 2015

The Company has received the Scrutinizer Report dated 14th August, 2015

1) For e-voting - Mrs Lakshmmi Subramanian , Practising Company Secretary
2) For Physical Voting - Mrs Lakshmmi Subramanian , Practising Company Secretary
3) For Consolidated Report - Mrs Lakshmmi Subramanian , Practising Company Secretary

We are enclosing all the above said reports - for information

Based on the Consolidated report of the Scrutiniser, the resolutions mentioned in the Notice of 78th Annual General Meeting was voted with overwhelming majority as Ordinary Resolution

for BEARDSELL LIMITED
K MURALI
Company Secretary

Place : Chennai
Date : 14/08/2015

Lakshmmi Subramanian & Associates

LAKSHMMI SUBRAMANIAN, B.Com., F.C.S.
P. S. SRINIVASAN, B.A., LL.B., A.C.S.
S. SWETHA, B.Com., A.C.S.
Practising Company Secretaries

Consolidated Scrutinizer's Report
[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 78th Annual General Meeting ('AGM') of the Equity Shareholders of Beardsell Limited held on the 13th August, 2015 at "Mini Hall" Satguru Gnanananda Hall, Narada Gana Sabha, 314, T.T.K. Road, Chennai- 600018.

Dear Sir,

1. I, Lakshmmi Subramanian, a practicing Company Secretary, have been appointed as a scrutinizer by the board of directors of Beardsell Limited ('the Company') for the purpose of Scrutinizing:

   (i) The E-voting process (Remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended ('Rules') and

   (ii) Poll under the provisions of section 109 of the Companies Act, 2013 read with Rule 21 of the Rules, on the resolutions contained in the notice to the AGM of the Equity Shareholders of the Company, held on the 13th August, 2015 at "Mini Hall" Satguru Gnanananda Hall, Narada Gana Sabha, 314, T.T.K. Road, Chennai- 600018.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting) and voting by poll at the AGM for the resolutions contained in the notice to the 78th AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) and poll at the AGM is restricted to make a consolidated Scrutinizer's report of the votes cast; in favour or against the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Securities (India) Limited ('CDSL'), the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting).

3. I have issued separate Scrutinizer's Report dated 14th August 2015 on the remote e-voting and on the poll through electronic system on the resolutions contained in the notice to the AGM. I submit herewith the consolidated scrutinizer's report on the results of voting through electronic means (i.e. by remote e-voting) and poll at the AGM as follows.

LAKSHMMI SUBRAMANIAN & ASSOCIATES PCS

"Murugesa Naicker Office Complex", 81, Greams Road, Chennai - 600 006.
Ph : 28292272, 28292273 Fax : 044-42142061, Cell : 9841015012, 9841047966
e-mail : lakshmmi6@gmail.com, worklistlsa2@gmail.com

Lakshmmi Subramanian & Associates

LAKSHMMI SUBRAMANIAN, B.Com., F.C.S.
P. S. SRINIVASAN, B.A., LL.B., A.C.S.
S. SWETHA, B.Com., A.C.S
Practising Company Secretaries

1. **Consideration and Adoption of Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.**

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	37	3541341
Total Number of Ballot Papers Received (Physical Voting)	4	121
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	37	3541341
Number of valid votes cast in favour of the Resolution (Physical Voting)	3	111
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	1	10
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	99.99%	

Result: The requisite majority for passing the above resolution as a Ordinary Resolution was received.



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S. SWETHA, B.Com., A.C.S
Practising Company Secretaries

2. **Declaration of Dividend.**

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	37	3541341
Total Number of Ballot Papers Received (Physical Voting)	4	121
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	37	3541341
Number of valid votes cast in favour of the Resolution (Physical Voting)	4	121
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	Nil	Nil
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	100%	

Result: The requisite majority for passing the above resolution as a Ordinary Resolution was received.



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3. **Appointment of a Director in place of Mr.V Thirumal Rao, Director who retires by rotation and being eligible, offers him for re-appointment.**

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	37	3541341
Total Number of Ballot Papers Received (Physical Voting)	4	121
Invalid Votes:		
E-voting	Nil	Nil
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Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	37	3541341
Number of valid votes cast in favour of the Resolution (Physical Voting)	3	111
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	1	10
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	99.99%	

Result: The requisite majority for passing the above resolution as a Ordinary Resolution was received.

LAKSHMMI SUBRAMANIAN & ASSOCIATES ACS

Lakshmmi Subramanian & Associates

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P. S. SRINIVASAN, B.A., LL.B., A.C.S.
S. SWETHA, B.Com., A.C.S
Practising Company Secretaries

4. **Ratification of Appointment of M/s.Deloitte Haskins & Sells (DHS), Chartered Accountants, as the Statutory Auditors of the company.**

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	37	3541341
Total Number of Ballot Papers Received (Physical Voting)	4	121
Invalid Votes:		
E-voting	Nil	Nil
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Out of the above:		
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Number of valid votes cast in favour of the Resolution (Physical Voting)	3	111
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	1	10
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	99.99%	

Result: The requisite majority for passing the above resolution as a Ordinary Resolution was received.



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Lakshmmi Subramanian & Associates

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S. SWETHA, B.Com., A.C.S
Practising Company Secretaries

SPECIAL BUSINESS

5. **Appointment of Mrs. Jayasree Anumolu, as a Director.**

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	37	3541341
Total Number of Ballot Papers Received (Physical Voting)	4	121
Invalid Votes:		
E-voting	Nil	Nil
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Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	37	3541341
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Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	1	10
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	99.99%	

Result: The requisite majority for passing the above resolution as a Ordinary Resolution was received.

LAKSHMMI SUBRAMANIAN & ASSOCIATES PCS

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S. SWETHA, B.Com., A.C.S
Practising Company Secretaries

6. **Increase in Remuneration to Mr. Amrith Anumolu , Executive Director.**

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	37	3541341
Total Number of Ballot Papers Received (Physical Voting)	4	121
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	37	3541341
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Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	1	10
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	99.99%	

Result: The requisite majority for passing the above resolution as a Ordinary Resolution was received.

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S. SWETHA, B.Com., A.C.S.
Practising Company Secretaries

7. **To Accept / Renew Unsecured Deposits from Shareholders.**

Nature of resolution: Ordinary Resolution

Voting requirement: Simple majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	37	3541341
Total Number of Ballot Papers Received (Physical Voting)	4	121
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
Out of the above:		
Number of valid votes cast in favour of the Resolution (E- Voting)	37	3541341
Number of valid votes cast in favour of the Resolution (Physical Voting)	3	111
Number of valid votes cast in against the Resolution (Both under E-voting and Physical Voting)	1	10
Percentage to the total valid votes received in favour of the resolution (Both under E-voting and Physical Voting)	99.99%	

Result: The requisite majority for passing the above resolution as a Ordinary Resolution was received.

Therefore we recommend that you may declare the results as above.

For and on Behalf of Lakshmmi Subramanian & Associates

LAKSHMMI SUBRAMANIAN & ASSOCIATES PCS

Ms Lakshmmi Subramanian
Senior Partner
C.P.No: 1087
Scrutinizer

"Murugesa Naicker Office Complex", 81, Greams Road, Chennai - 600 006.
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Lakshmmi Subramanian & Associates

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S. SWETHA, B.Com., A.C.S
Practising Company Secretaries

August 14, 2015

The Chairman
Beardsell Limited
Chennai

Sub: Report of Scrutinizer for e-voting at the 78th Annual General Meeting under section 108 of the Companies Act, 1956 read with Rule 20 of Companies (Management & Administration) Rules, 2014

In the meeting of the Board of Directors of Beardsell Limited Limited ('Beardsell' or 'the Company') held on 29th May 2015, we, M/s Lakshmmi Subramanian & Associates, were appointed to act as Scrutinizer to ensure that E-voting was conducted in a fair and transparent manner for passing of the following resolutions at the 78th Annual General Meeting:

S.No.	Nature of Resolution	Type of Resolution
ORDINARY BUSINESS		
1	Consideration and Adoption of Audited Balance Sheet as at **31st March, 2015** and the Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.	Ordinary
2	Declaration of Dividend	Ordinary
3	Appointment of a Director in place of **Mr.V Thirumal Rao,** Director who retires by rotation and being eligible, offers him for re-appointment.	Ordinary
4	Ratification of Appointment of **M/s. Deloitte Haskins & Sells (DHS),** Chartered Accountants, as the Statutory Auditors of the company.	Ordinary
SPECIAL BUSINESS		
5	Appointment of **Mrs. Jayasree Anumolu,** as a Director.	Ordinary
6	Increase in Remuneration to **Mr. Amrith Anumolu,** Executive Director.	Ordinary
7	To Accept / Renew Unsecured Deposits from Shareholders.	Ordinary

The Company has availed the e-voting facility of Central Depository Services (India) Limited for the shareholders to cast their votes to the aforesaid resolutions through electronic mode.

LAKSHMI SUBRAMANIAN & ASSOCIATES ★ PCS

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