BEARDSELL LIMITED
CHENNAI

Minutes of Extra-Ordinary General Meeting of the Company held on Thursday, the 2nd April, 2015 at "Mini Hall", Sathguru Gnanananda Hall, Narada Gana Sabha, 314, T.T.K.Road, Chennai - 600 018.

1. **PRESENT:**

Mr.S.V.Narasimha Rao	-	Executive Director / Member
Mr V.Thirumal Rao	-	Director
Mr.R Gowrishanker	-	Director
Mr.V.J.Singh	-	Director
Mr.Y.Mukthar Basha	-	Chief Financial Officer / Member
Mr.K. Murali	-	Company Secretary
M/s.Gunnam Subbaro Insulation P Ltd.	-	A Corporate Member Represented by Mr.K.Murali
Mr.V.V.Sridharan	-	Member
Mr.P.Thiruvalluvar	-	Member
Mr.D.Kumar	-	Member
Mr.R.Parthasarathy	-	Member
Mr.P.Josephpaul	-	Member
Mr.G.Newton	-	Member
Mr.V.Gandhiraj	-	Member
Mrs.K.N.Indira	-	Member
Ms.N.Sumathi	-	Member
Mrs R Kamalapriya	-	Member
Mr.G.Newton	-	Member
Mr.M.S Rangarajan	-	Member
Mrs N Sujatha	-	Member
Ms.P.Vasantha	-	Member
Mr.ABHISHEK J	-	Member
Mr.VAIYAPURI MUDALI K	-	Member
Ms.PREMA VIDYASHANKAR	-	Member
Ms.GOTHAVARI AMMAL A	-	Member
Mr.C.M. VISWESWARAN	-	Member

Total number of 23 shareholders and NIL proxies were present at the Meeting.

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2. **CHAIRMAN:**

Mr.R.Gowri Shanker, Director proposed Mr.V.Thirumal Rao Director to be Chairman for the Extra Ordinary General Meeting and Mr.V.J.Singh, Director seconded the proposal.

Thereafter Mr.V.Thirumal Rao , Director, took the Chair and called the Meeting to order.

3. **QUORUM :**

The Chairman ascertained the quorum and confirmed that there was requisite quorum present for the meeting and announced commencement of the meeting.

4. **REGISTERS / REPORT FOR INSPECTION:**

The Chairman announced that the Register of Directors' Shareholdings maintained by the Company, under the Companies Act, 2013 and Proxy Register are available for inspection during the meeting by any member(s).

He also announced that proxies received till 10.00 a.m. on 31st March, 2015 was Nil

5. **WELCOME ADDRESS:**

The Chairman heartily welcomed the shareholders of the Company for Extra Ordinary General Meeting.

6. **CHAIRMAN'S SPEECH**

The Chairman Mr.V.Thirmal Rao, delivered his speech to the shareholders and also thanked all share holders for participating in Extra Ordinary General Meeting of the Company

He announced further that "SEBI has mandated all listed companies to provide e-voting facility to share holders and we tied up with CDSL and the e-voting was open from 26th March 2015 (9.00 A.M.) to 28th March 2015 (6.00 P.M.). Those share holders who have not exercised their vote through e-voting can vote through ballot.

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Chairman directed Mr.K.Murali, Company Secretary to read out the gist of the resolutions contained in the notice of the EGM".

Some of the Members those who have not casted their vote through electronically, Opted for Ballot and the ballot papers were distributed to the Shareholders and Mr.V.V,Sridharan, Member appointed as Scrutinizer. Mr.V.V.Sridharan, Scrutinizer handed over the report of the ballot results to Mrs Lakshmi Subramanian for consolidation of the same with e_voting results.

Based on the Consolidated (e-voting+physical Voting) results as per Scrutinizer [M/s.Lakshmmisubramanian Associates (Practicing Company Secretary)] Report dated 2nd April, 2015, the following resolution was considered and passed unanimously.

AS SPECIAL BUSINESS

ORDINARY RESOLUTION

TO ACCEPT / RENEW UNSECURED DEPOSITS FROM SHAREHOLDERS:

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to section 73(2) read with Chapter V of the Companies (Acceptance of Deposits) Rules, 2014 and all other applicable provisions, if any, of the Companies Act 2013, the Company be and is hereby authorised to accept / renew unsecured deposits from shareholders not exceeding 25% of the aggregate of the paid up capital and free reserves of the Company as per the latest audited accounts as of 31/03/2014 amounting to Rs.831.32 lacs including deposits outstanding as on the date of the issue of the Circular".

"RESOLVED FURTHER THAT Mr K Murali, Company Secretary be and is hereby authorized to sign and file the necessary forms / documents with all statutory authorities to give effect to the above resolution".

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Details of Agenda :	TO ACCEPT / RENEW UNSECURED DEPOSITS FROM SHAREHOLDERS: (Ordinary Resolution)

Resolution Required : Ordinary Resolution

Mode of Voting : e-voting / physical voting – EGM

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 and Promoter Group	3510864	3510864	100.00	3510864	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	1172304	30317	2.58	30317	-	100.00	-
Total	4683168	3541181		3541181			-

7. VOTE OF THANKS

There being no other business, the meeting was came to an end with a vote of thanks to the Chair.

CERTIFIED TRUE COPY

For BEARDSELL LIMITED,

K.MURALI
Company Secretary

Chairman

BEARDSELL LIMITED * CHENNAI-600006 *