



BEARDELL LIMITED

Regd. Office
47 Graemes Road,
Chennai – 600 006
Tel : 28293296, 28290900
Grams : beardsell
Fax : 044 2829 0391
E-mail : ho@beardsell.co.in

REF: SECR: OCTOBER : 2012

22nd October, 2012

The Secretary,
Madras Stock Exchange Ltd.,
11, Second Line Beach
Chennai - 600 001.

Dear Sir,

Sub : Proceedings of the Postal Ballot - Regarding

With reference to the above, please find enclosed Proceedings of the Postal Ballot (Ordinary Resolution for the sale of land pursuant to sections 293 (1) (a) of the Companies Act 1956. held on 22nd October, 2012 at 11.00 a.m. at the Registered Office of the Company

Kindly acknowledge receipt and take on your record.

Thanking you,

Yours faithfully,
for BEARDELL LIMITED,

S.V. Narasimha Rao
S.V.NARASIMHA RAO
Executive Director



Offices : Ahmedabad – Bangalore - Chennai – Coimbatore – Hyderabad - Kochi
Mumbai – New Delhi - Visakhapatnam



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Extracts from the proceedings of the Postal Ballot Poll held on 22nd October, 2012 at 11.00 A.M. at the Registered office of the Company

PRESENT:

- | | |
|--------------------------|----------------------------------|
| 1) Mr S.V. Narasimha Rao | Executive Director – Member |
| 2) Mr V Thirumal Rao | Director |
| 3) Mr V.V. Sridharan | Member |
| 4) Mr Y Mukthar Basha | Member |
| 5) Mr R Parthasarathy | Member |
| 6) Mr D Kumar | Member |
| 7) Mr.H.Ravindar | Member |
| 8) Mr.R.Jeyachander | Member |
| 9) Mr.R.Kamalapriya | Member |
| 10) Mr V Gandhiraj | Member |
| 11) Mrs K.N. Indira | Member |
| 12) Mr P Joseph Paul | Member |

CHAIRMAN:

Mr. S.V.Narasimha Rao was elected as the chairman for announcing the results of the Postal Ballot

REPORT OF THE SCRUTINIZER:

Chairman received the Report of the Scrutinizer, Mrs Lakshmmi Subramanain, a Practicing Company Secretary and announced that the following Resolution were voted with overwhelming majority :

Authorizing the Board for the sale/ transfer of the Land belonging to the Company to be passed through Postal Ballot:-

“RESOLVED THAT the consent of the members be and is hereby accorded under section 293(1)(a) and other applicable provisions, if any of the Companies Act, 1956 to authorize the Board of Directors of the Company to sell the whole or substantially the whole of the Lands belonging to the Company and situated at the following locations-

- (a) TTC Industrial Area, Thane Belapur Road, Navi Mumbai, Maharashtra;
- (b) Bonthapally Village, Jinnaram Mandal, Medak District, Andhra Pradesh; and
- (c) SF 483/B, Pollachi Main Road, Malumichampatti P.O., Coimbatore.

in such form and manner and on such terms and at such time(s) and to and in favour of any person(s) or body corporate(s) as the Board of Directors may in its absolute discretion deem fit”

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“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a Committee of the Board or such person (s) as may be authorized by the Board be and is/ are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/ or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to the this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient.”

POSTAL BALLOT RESULTS :

Particulars	No. of Members	No. of Shares
Total Number of Postal Ballot Received	100	3050970
Less :Total Number of Postal Ballot treated as invalid due to technical reasons	5	1430
Less: Votes Not Casted	5	1300
Total Number of Postal Ballot treated as valid	90	3048240
Out of the above valid ballots,		
i) Number of Postal Ballot assented in full	82	2993859
ii) Number of Postal Ballot dissented	8	54381
iii) Percentage to the total votes received in favour of the resolution	91.11%	98.22%

Result: Approved by the requisite majority as Ordinary Resolution.

By order of the Board

Date : 22/10/2012
Place : Chennai



S.V. Narasimha Rao

S.V.Narasimha Rao
Executive Director

Offices : Ahmedabad – Bangalore – Chennai – Coimbatore – Hyderabad – Kochi
Mumbai – New Delhi – Visakhapatnam

20 October 2012

Scrutinizer for Beardsell Limited

The Chairman
Beardsell limited
47, Graemes Road
Chennai 600006

Report of Scrutinizer

I was appointed at the meeting of the Board of Directors of your company held on 24.08.2012 as Scrutinizer for Postal Ballot on resolutions that shall be passed under the provisions of Section 293(1)(a), 192 A(2) and other applicable provisions of the Companies Act, 1956 for selling or disposal of whole or substantially the whole of the undertaking of the Company as per section 293(1)(a) of the Companies Act, 1956 which are situated at

- (a) TTC Industrial Area, Thane Belapur Road, Navi Mumbai, Maharashtra
- (b) Bonthapally Village, Jinnaram Mandal, Medak District, Andhra Pradesh and
- (c) SF 483/B, Pollachi Main Road, Malumichampatti P.O., Coimbatore

The above Postal Ballot forms were dispatched to the shareholders on 13.09.2012 under Speed Post along with a prepaid envelope to the shareholders aggregating to 3067 in number and 8 postal ballot forms were directly posted to the promoters/ promoter group. The last date for receiving the Postal Ballot papers was fixed as 17.10.2012.

Number of members as per the Register of Members as on 24.08.2012, being the cut-off date for dispatch of Postal Ballot form, was 3075 and the Number of equity shares paid up as on that date is 46,83,168 Equity shares of Rs.10/- each aggregating to Rs. 4,68,31,680/-



The company had submitted the following Resolution to the Members for their consideration and approval by Postal Ballot as Ordinary resolution, which reads as under:

ITEM NO.1: AUTHORISATION FOR SALE OF UNDERTAKING:

RESOLVED THAT subject to the approval of shareholders, pursuant to the provisions of section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Board of Directors be and is hereby accorded for the sale of lands belonging to the Company and situated at

- (a) TTC Industrial Area, Thane Belapur Road, Navi Mumbai, Maharashtra
- (b) Bonthapally Village, Jinnaram Mandal, Medak District, Andhra Pradesh and
- (c) SF 483/B, Pollachi Main Road, Malumichampatti P.O., Coimbatore

in such form and manner and on such terms and at such time(s) and to and in favour of any person(s) or body corporate(s) as the Board of Directors may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a Committee of the Board or such person (s) as may be authorized by the Board be and is/ are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/ or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to the this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient.

RESOLVED FURTHER THAT the draft of the Notice to the shareholders, pursuant to section 192A (2) of the Companies Act, 1956 and read with the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011 together with the Explanatory Statement, Postal Ballot Form and the Calendar of Events annexed thereto, be and are hereby approved and this Notice along with the Explanatory Statement thereto, be issued to the members.

RESOLVED FURTHER THAT Mr Thirumal Rao, Director and Mr K Murali, Company Secretary be and are hereby jointly or severally authorized to be responsible for the entire postal ballot process and to do necessary acts, deeds and things as may be required to be done in this regard.

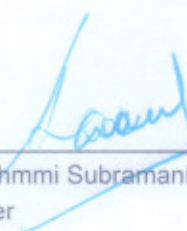
RESOLVED FURTHER THAT Mrs. Lakshmmi Subramanian, Senior Partner of M/s. Lakshmmi Subramanian & Associates, Practising Company Secretaries who has given her consent to act as Scrutinizer, be and is hereby appointed as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.



On the basis of the above postal ballot forms received, I hereby report that the Resolution as mentioned above, under sections 293(1)(a), 192 A(2) and other applicable sections of the Companies Act, 1956 read with Companies (Passing of the Resolution by the Postal Ballot) Rules, 2011 for the power to sell the lands belonging to the company and situated at

- a) TTC Industrial Area, Thane Belapur Road, Navi Mumbai, Maharashtra
- b) Bonthapally Village, Jinnaram Mandal, Medak District, Andhra Pradesh and
- c) SF 483/B, Pollachi Main Road, Malumichampatti P.O., Coimbatore

were voted with overwhelming majority as Ordinary Resolution.



Mrs Lakshmmi Subramanian
Scrutinizer



SUMMARY OF POSTAL BALLOT RESULTS

ITEM NO.1

Particulars	No. of Members	No. of Shares
Total Number of Postal Ballot Received	100	3050970
Less :Total Number of Postal Ballot treated as invalid due to technical reasons	5	1430
Less: Votes Not Casted	5	1300
Total Number of Postal Ballot treated as valid	90	3048240
Out of the above valid ballots,		
i) Number of Postal Ballot assented in full	82	2993859
ii) Number of Postal Ballot dissented	8	54381
iii) Percentage to the total votes received in favour of the resolution	91.11%	98.22%

Hence, the resolution for requiring requisite majority for passing as an **Ordinary Resolution** was received.



I hereby report that the result of the said postal ballot as under:

Particulars	For Power to sell the lands belonging to the Company and situated at a) TTC Industrial Area, Thane Belapur Road, Navi Mumbai, Maharashtra b) Bonthapally Village, Jinnaram Mandal, Medak District, Andhra Pradesh and c) SF 483/B, Pollachi Main Road, Malumichampatti P.O., Coimbatore
Votes polled in favour:	
(i) No. of Postal Ballots	82
(ii) No. of Shares	2993859
Votes polled against:	
(i) No. of Postal Ballots	8
(ii) No. of Shares	54381
Invalid Votes:	
(i) No. of Postal Ballots	10
(ii) No. of Shares	2730

Majority for the Resolution

Particulars	Percentage
(i) Number of Postal Ballots	91.11%
(ii) Number of Shares	98.22%

