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 : May: 2017

30th May, 2017

The Listing Manager,
National Stock Exchange of India Limited,
Exchange Plaza
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051
Scrip Code: BEARDSELL

Sub - BEARDSELL:The Exchange has sought clarification from Beardsell Limited with respect To Announcement dated 25-May-2017, regarding Outcome of Board Meeting held on May 25, 2017. On basis of above the Company is required to clarify following:
1. Brief profile (in case of appointment);

With reference to the above subject, We are enclosing the Brief Profile of Appointment Made (for the following) in the Board Meeting held on 25th May, 2017

1. Mr.M.Krishnaswamy (FCMA No.5944), Practicing Cost Accountant - appointed as the Cost Auditor of our Company for the year 2017-2018
2. Messrs. Lakshmmi Subramanian Associates, Practicing Company secretaries, Chennai - appointed as the Secretarial Auditor of our Company for the year 2017-2018

Kindly take on record and acknowledge receipt

Thanking you,

Yours Faithfully
For BEARDSELL LIMITED

K MURALI
Company Secretary

BEARDSELL LIMITED CHENNAI-600 006

Encl : As Above

PROFILE

1	**Name**	M. Krishnaswamy
2	**Father's Name**	R.Mahalingam
3	**Address for communication**	Flat-1K, Ramaniyam Ganga, Door No:27-30, First Avenue, Ashok Nagar, Chennai-600083.
4	**Web Site Address**	www.qica.in
5	**Age**	62
6	**Phone number**	044-23710069, 9445560940
7	**E- Mail address**	mahalingamkrishnaswamy@gmail.com
8	**Educational Qualification**	• Rank Holder and First class Master of Commerce From University of Madras • Certified Information Security Auditor From ISACA, U.S.A. • Fellow of Institute of Cost Accountants of India. • Lead Auditor in Quality Management System-ISO 9001 from IRCA, London. • Lead Auditor in Information Security Management System ISO-27001 from British Standards Institution. • Associate of Institute of Public Auditors of India • Certified Associate of Indian Institute of Bankers. • Diploma in Bank Management from Indian Institute of Bankers. • Certified six sigma green belt by MSMI Institute, Chennai.

9	**Employment Experience in India**		
Year	**Institution**	**Designation**	**Duties handled**
1977-1980	United Commercial Bank Mount Road Branch, Chennai.	Officer-in-charge, Advances Department	Evaluation of Projects and processing of credit applications relating thereto, documentation, inspection of hypothecated assets, issuance of letters of credit, guarantees.
1982-1985	United Commercial Bank Zonal Office, Madras	Junior Manager, Industrial Services Cell.	Scrutiny of Credit Proposals received from Branches in the Zone including evaluation of technical feasibility and economic viability of the industrial unit.

1985-1986	United Commercial Bank, Shastrinagar Branch, Chennai	Manager	Overall control of branch including sanction of credit applications based on Project Evaluation

10	Foreign Experience		
Year	**Institution**	**Designation**	**Duties handled**
1986-1991	United Commercial Bank, Hong Kong Branch	Senior Manager	Processing of credit applications for large syndicated loans,Trade financing, funds management, export and import bills negotiation under L/C.
1991-1993	Shanker's Emporium (P) Ltd, Singapore.	Corporate Treasury Executive	Foreign Exchange dealing, Treasury management, exports & imports documents scrutiny & submission for negotiation
1993-1995	Sineximco (P) Ltd, Singapore	Financial Controller	Foreign Exchange dealing, Treasury management, exports & imports documents scrutiny & submission for negotiation.

11. Major Professional assignments done

I am engaged in professional practice as Quality systems auditor, Cost and management accountant, management consultant and Information security management system auditor.

- **Cost Audit Experience**
  - Oil and Natural Gas Corporation Limited
  - Hindusthan Petroleum Corporation Limited
  - Amrutanjan Limited- Bulk Drugs
  - Amrutanjan Limited- Formulations
  - Kothari Petro-chemicals
  - Futura Polyesters Limited
  - Florind Shoes Pvt Limited
  - Neyveli Lignite Coporation Ltd
  - BSNL Limited
  - Beardsell Limted
  - JBM Auto Systems Private Limited
  - Arcelor Neel Tailored Blank Pvt Limited
  - Neel Industries Private Limited
- **MAIN CONUSLTANCY PROJECTS**

Establishment of Activity Based Costing Systems in

- Amrutanjan company Limited - Ayurvedic Products Division
- Amrutanjan company Limited - Bulk Drugs Division
- Egatur Printing company Limited - Printing

M. R

Establishment of Costing Systems in

- Hindusthan Petroleum Corporation Limited
- Florind Shoes Private Limited
- Rane (Madras) Limited
- Canara Traders Private Limited
- Futura Polyesters Limited

Establishment of Quality Systems/ Information Security Management Systems

- World Bank
- Turbo Energy Limited(TVS Group)
- AOne Logistica
- VTRANS
- La Freightlift Private Limited

ISO Audit Experience

- Larsen and Toubro Limited
- Business Enineers
- Alfa Engineers
- Dhaksin Speaker Manufacturing Limited
- Citigroup Global Services Limited- COE Division
- Gunnebo India Limited
- HDFC Bank – Cash Management Division
- HDFC Bank – Credit Card Division
- HDFC Bank – Retail Assets Division
- HDFC Bank – Risk Management Group
- HDFC Bank - Retail Liabilities Division
- Citi Bank - All Divisions
- Bank of America - All Divisions
- Bank of Baroda – Branches In Chennai and Coimbatore
- Canara Bank - Branches in Chennai, Trichy, Salem, Madurai Coimbatore , Bangalore and Andhra Pradesh
- Yes Bank- All departments
- IDBI Bank- Back Office Operations in Chennai
- Andhra Bank- Branches in Chennai
- Sundaram Finance Limited
- Sundaram Business Services Limited
- Royal Sundaram Insurance
- Reliance Life Insurance
- HP Compaq Limited
- IBM Computers India Pvt Ltd
- Reliance Communications Limited

- NOKIA Mobile Services
- EGB Systems and Solutions Private Limited
- HCL Technology Limited-Business Services
- HMA Software Limited
- Kaavian Systems Private Limited
- Korcompetenz Consultancy Private Limited
- MMC Infotech Limited
- Patni Computers Limited
- TVS Logistics Limited
- India Comnet
- Syntel
- Precision Informatics Limited
- E-Serve -Trade Services
- E-Serve- Cash Unit
- E-Serve-Funds Investigation Unit
- TCS Global Services
- Sairam Polytechnics Limited
- AFL Dascher Limited
- Tricom Infotech Solutions Private Limited
- Pro-Active Solutech India Private Limited
- WNS Global Services Limited
- Qatalys Software Technlogies Limited
- Trianz Limited
- Alfa Engineers
- Larsen & Toubro Limited
- Vizag Steel Plant, Finance Division.

12. Other Experience

- Member of Independent Evaluation Committee for restructuring of stressed assets by Banks.
- Indian Banks Association has empanelled me as expert to conduct Techno- Economic Study and Evaluation of distressed assets as part of the initiative required by RBI.
- Empanelled by Department of Public Enterprise, Government of India for serving as independent Director in Public Enterprises.
- Deposed as Cost Expert before Arbitration Tribunal.
- Deposed as Service Tax Consultant before CESTAT.
- Audits of various companies under Section 14A and 14AA of Central Excise Act, 1944 as per orders of Central Government.
- Stock Audit For Indian Bank, Indian Overseas Bank, Bank of Baroda, State Bank of Travancore, Canara Bank.

LAKSHMMI SUBRAMANIAN & ASSOCIATES

Practicing Company Secretaries

OUR PROFILE

Content

- About us
- Our services
- Our experience
- Our values
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- Our clientele

About us

About LSA

- Lakshmmi Subramanian & Associates ('LSA') is a firm of Practicing Company Secretaries with two partners and two senior associates.

- Our firm has a standing of more than a decade in the industry. In addition to this the independent practice of our Senior Partner extends to more than twenty one years of experience since 1989.

- LSA was established in the year 2000 as a partnership firm empanelled with various banks and providing credit information reports. This includes background checks on companies, organizational details, business activities, operations, market reports compliance track records and other specific requirements.

- LSA has a client base of more than 500 body-corporates. These include Public Sector undertakings, National and Multi National Companies, Core Manufacturing Companies, Marketing companies, Software companies, SMEs and others. All of these have availed our services during last ten years, and most of which have an on-going relationship with LSA.

- Though focused on the Southern Region covering the States of Tamil Nadu (Chennai & Coimbatore), Andhra Pradesh (Hyderabad), Kerala (Cochin) and Karnataka (Bangalore), LSA has considerable experience in undertaking transactions for companies with regulatory authorities, at other major metropolitan cities like Mumbai, Calcutta and New Delhi.

Our services

Our services

Advisory

- Opinion on Corporate Laws
- Advise on exchange control regulations, state laws, legal and procedural matters on various laws of different states on Pollution Control, Co-operative Societies, Public Trusts, Non Trading Corporations, Land Ceilings, Sales Tax, Revenue Laws etc.
- Advisory on Corporate Governance & Board constitution
- Project planning (including undertaking feasibility study, formation of company, identification of project, selection of land and related matters, advising on size of the project, and on expansion/ modernization plans)
- Advise on setting up of subsidiaries abroad or in India/ joint ventures/ foreign collaboration

Compliance

- Secretarial Audit
- Incorporation, obtaining approvals, sanctions from Ministry of Corporate Affairs ('MCA')
- Statutory Compliances
- Certification of returns for filing with MCA/ various documents as required under the respective Corporate Law
- Audit of Compliance on Labour Laws
- Maintenance of secretarial records, statutory books and registers
- Acting as Scrutinizer for postal ballots voting process
- Compilation of status/ search reports for companies, banks and financial institutions.

Representation

- Appearing as authorized representative before/ liaisoning with the Company Law Board('CLB'), Central Government, Regional Director ('RD') and Registrar of Companies ('ROC'), Debt Recovery Tribunal, Stock Exchanges, Security Exchange Board of India ('SEBI'), etc
- Filing of petitions before the CLB
- Obtaining approvals from regulatory authorities

Our services

Issue related

- Acting as advisors and facilitators to public issues (IPO/ FPO/ Rights/ Offer for Sale) & related Legal Due Diligence
- Assistance in relation to Debts Issues/ Buyback/ ADR/ GDR/ ECB
- Financial & Legal Due Diligence
- Drafting of prospectus/ offer for sale/ letter of offer/ other documents related to issue of securities, and obtaining various approvals in association with lead managers
- Listing of securities/ delisting of securities with recognized stock exchanges
- Private placement of shares and securities

Funding

- Preparation of Project Reports and Feasibility Studies.
- Syndication of loans from financial institutions/ banks and other agencies
- Loan documentation, registration of charges, search and status report

Restructuring

- Mergers & Acquisition (M & A)
- Financial & Capital restructuring
- Management restructuring
- Consolidation of holdings for Listed Companies by market acquisition/ open offer/ buyback etc
- Advising sick companies with respect to the provisions of the Sick Industrial Companies (Special Provisions) Act, 1985, and drafting of rehabilitation schemes.
- Change of name, change of objects and shifting of registered office of the company

Our services

ARBITRATION & CONCILIATION

- Advising on arbitration, negotiations and conciliation.
- Drafting Arbitration/ Conciliation Agreement/ Clauses.
- Acting as Arbitrator/ Conciliator in Domestic and International Commercial disputes.

PERSONNEL MATTERS

- Manpower planning and development.
- Recruitments, fixation of terms of appointment and devising pay packages.
- Advising on matters with respect to labour and industrial laws, maintenance of registers and records, filing of various forms and registers, and follow up with the authorities

Our experience

Our experience

ASSOCTIATION WITH ISSUES

Named as Legal Advisors in the Prospectus

- Tulsyan NEC Limited (Rights Issue)
- Edserv Softsystems Limited (IPO)
- Edserve Softsystems Limited (QIP)
- Purple Infotech Limited (IPO)
- Apollo Computer Education Limited (IPO – in progress)
- Ravinandan Mineralss Private Limited (IPO – in progress)
- A-Team Edutech Limited (IPO – in progress)
- National Oxygen Limited (Rights issue – in progress)
- Miam Global Foods Limited (IPO – in progress)
- Olympic Cards Limited (IPO – in progress)
- Hindusthaan Eco Ventures Limited (IPO – in progress)

Assistance in obtaining approvals for prospectus/ exemptions from SEBI

- Zylog Systems Limited (IPO)
- Indotech Transformers Limited (IPO & Open offer)
- Consolidated Construction Company Limited (IPO)
- Take Solutions Limited (IPO)
- Empee Distilleries Limited (IPO)
- Shriram Transport Finance Limited (Debenture issue)
- Saksoft Limited (IPO)
- Elgi Equipments Limited (ESOP)
- Eduexcel Infotainment Limited
- Aravind Remedies Limited
- Ucal Fuel systems Limited
- Jumbo Bags Limited

Our experience

ONGOING LEGAL COMPLIANCE AUDITS

- Apollo Hospitals Enterprise Limited
- WS Industries Limited
- Hydro S & S Limited
- Advent Computer Systems Limited
- Beardsell Limited
- Jumbo Bags Limited
- Ashok Leyland Limited
- Indotec Transformers Limited
- Stanpacks Limited
- Shriram Group of Companies

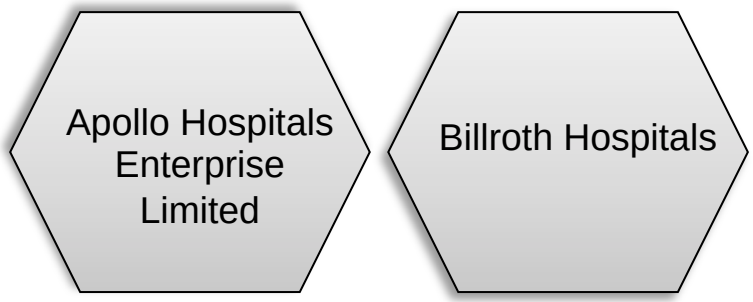
*Our Legal Due Diligence audit with the above companies covered Commercial Laws, Labour Legislations, Environmental Laws, Corporate Laws, Direct and Indirect tax Laws

Our experience

ONGOING LEGAL COMPLIANCE AUDITS

- We undertake legal compliance audit for hospitals and companies engaged in the healthcare industry

- We have assisted the following renowned hospitals in obtaining licenses* and approvals in addition to undertaking legal compliance audit



*Some of the licenses we have assisted in obtaining for the hospitals include *inter alia* Fire license, Lift license, Corporation licenses for canteen, Pollution control license, Blood bank license, Nephrology license, Pharmacy license, Medical treatment for pregnancy license etc.

Our experience

MERGER/ DEMERGER/ AMALGAMATIONS

We have handled more than 50 mergers/ demergers/ amalgamations for all kinds of companies (including listed entities) in the last 3 years

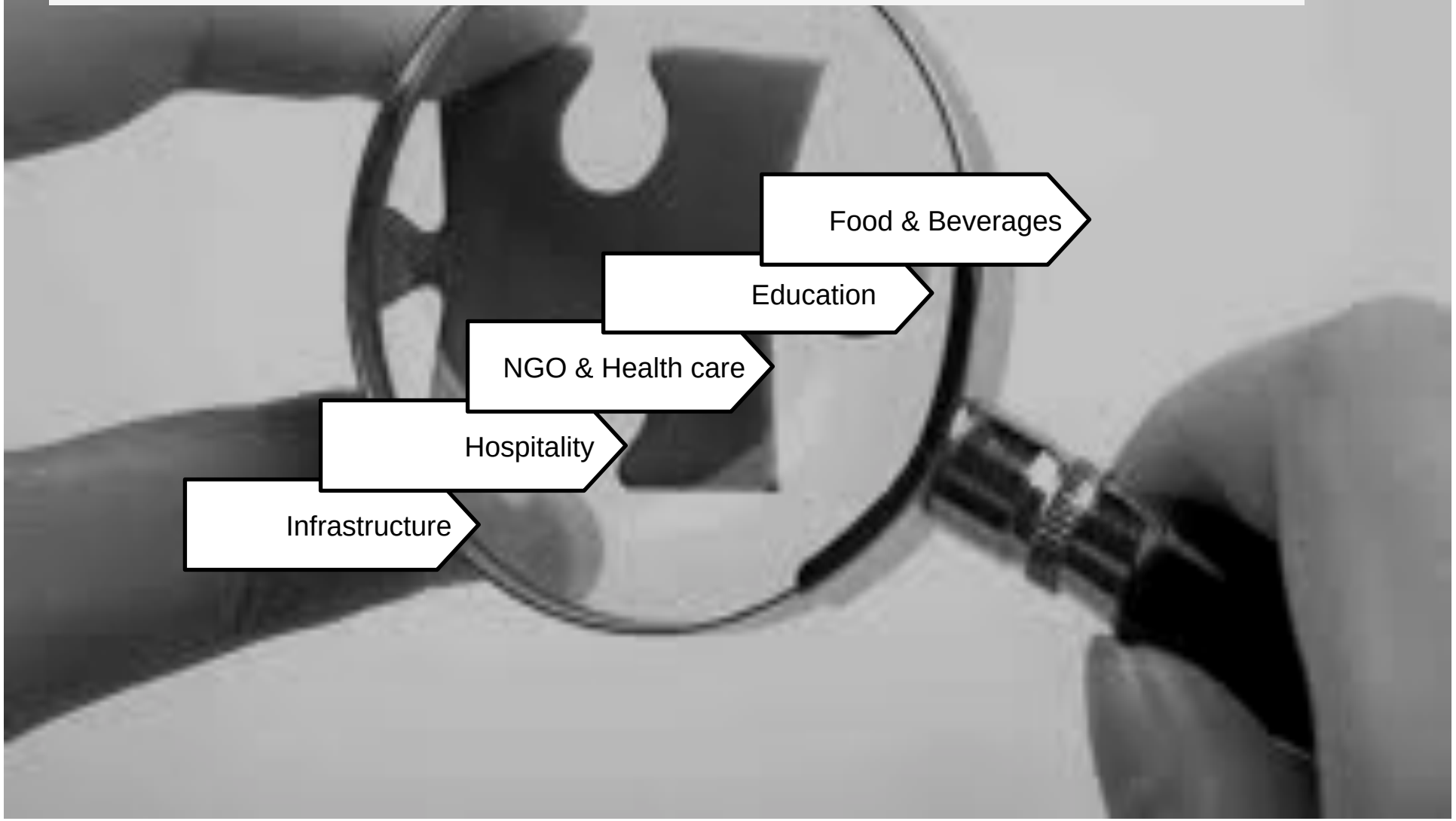
Our experience – Industry specific

We take efforts to understand client's business so as to provide effective services & advice. We have specialists who focus on specific industry sectors as below:

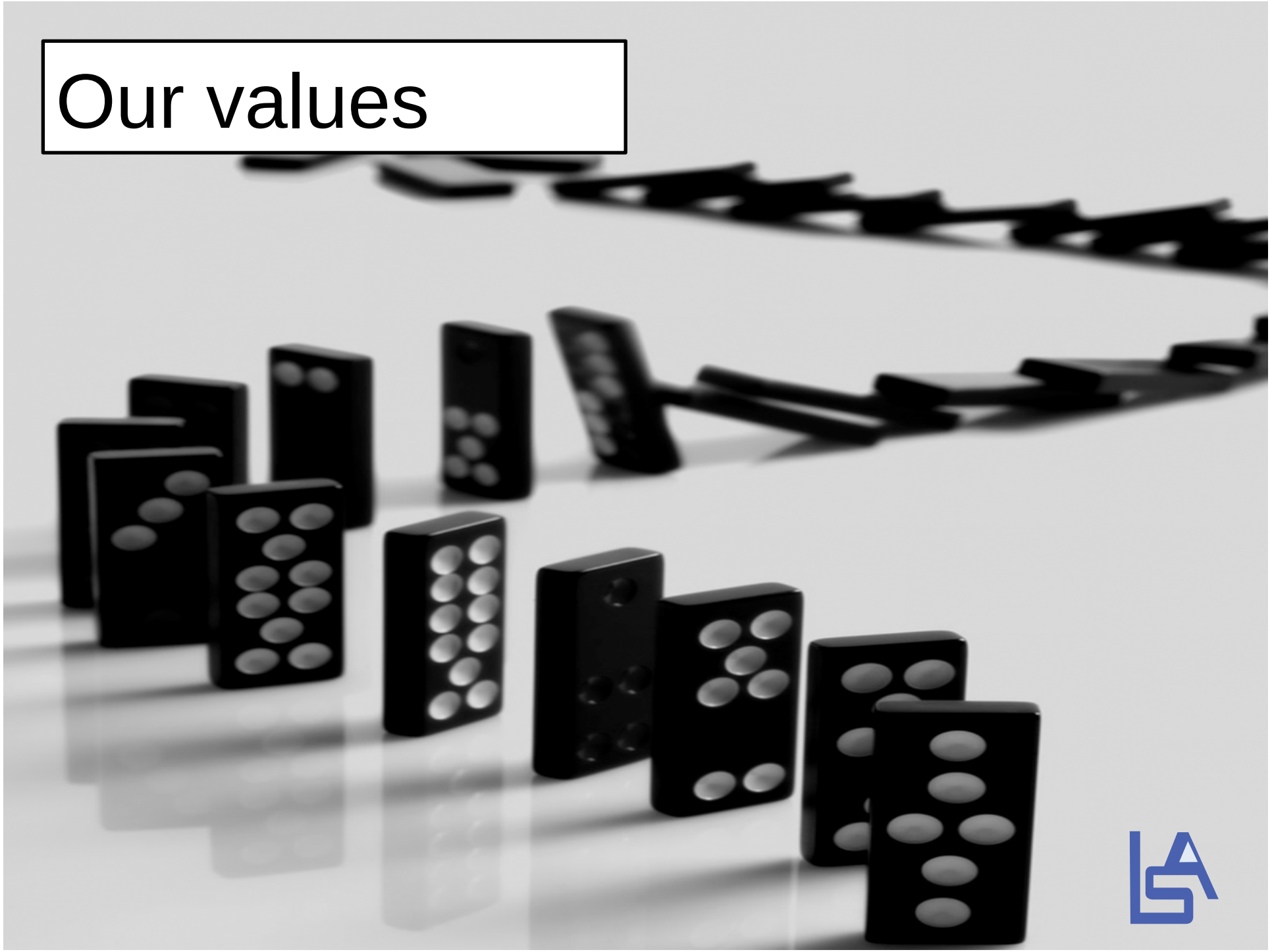
- Consumer Business
- Energy & Resources
- Financial Services
- Manufacturing
- Automobiles
- Technology, Media & Telecommunications
- Banking & Finance
- Transportation & Logistics

Our experience – Industry specific contd…

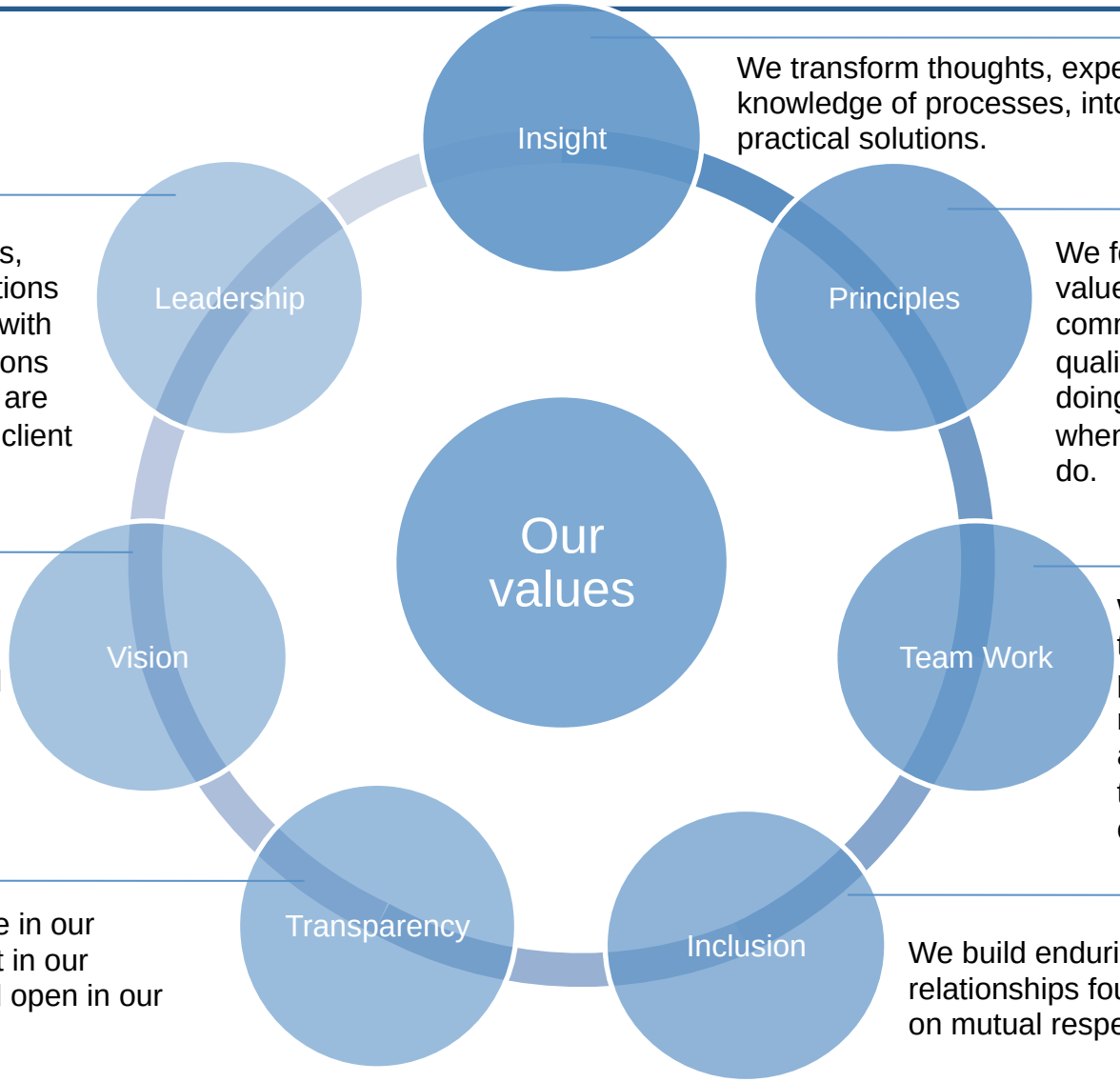
We take efforts to understand client's business so as to provide effective services & advice. We have specialists who focus on specific industry sectors as below:



Our values



Our values



We transform thoughts, experience and knowledge of processes, into intelligent and practical solutions.

We focus our efforts to add value to clients with commitment. We ensure quality above all by always doing the right thing, even when it is the hard thing to do.

We strongly believe that teamwork invariably produces the best results. We believe in achieving our potential through our people, and clients.

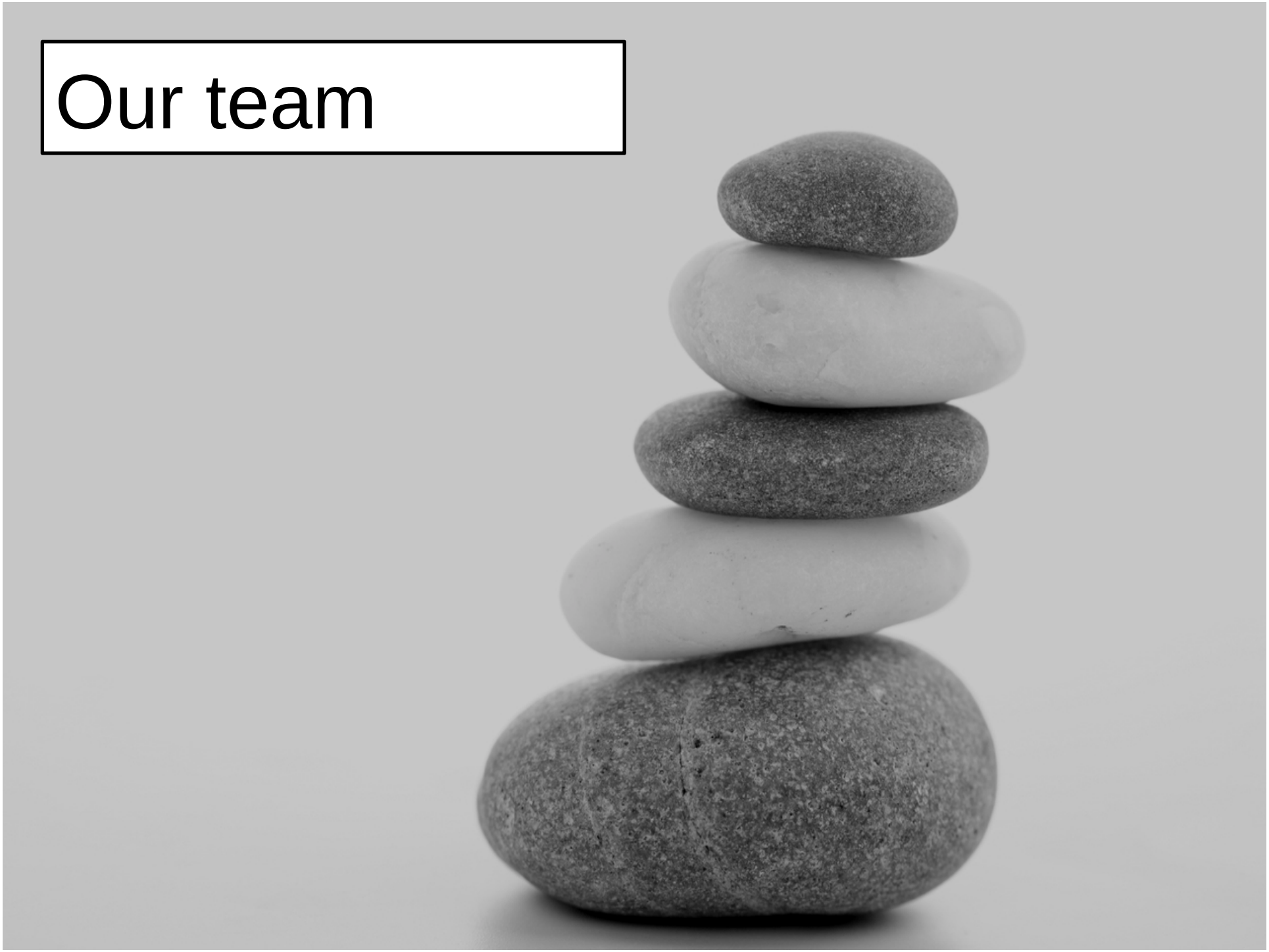
We build enduring relationships founded on mutual respect.

We are clear and concise in our communications, straight in our dealings with people and open in our approach.

We take a 360-degree perspective on issues to seek out and understand the whole picture before putting forth solutions.

We anticipate future needs, developing workable solutions to problems and respond with rapid turnaround to questions and service requests. We are committed to outstanding client service.

Our team



Ms Lakshmmi Subramanian B.Com, FCS - Senior Partner

Expertise

- Extensive knowledge in all Corporate Law Matters and a good rapport with Ministry of Corporate Affairs.
- Proficiency in providing complete corporate solutions, advising on financial restructuring, assisting in loan syndication, complying with legal formalities and helping the corporate in complying with overall Corporate Governance.

Experience

- Started practicing as a full time Company Secretary since 1989
- Handled several Public Issues from 1994 to 2008
- Provided IPO services like drafting of prospectus, liasoning with lead managers, Registrars to the issue, Bankers, Merchant Bankers and getting approval from stock exchange/ SEBI/ ROC/ RBI
- Contributed various Articles in the 'Chartered Secretary' magzine. Also contributed in assisting and thoroughly reviewing of a book published by Institute of Company Secretaries of India ('ICSI'), in the name of Hand Book on Internal Audit of Operations of Depository Participants (with Extensive Checklist).
- Served as the Vice Chair-person of ICSI during 2009-10

Mr P.S Srinivasan B.A., LLB, A.C.A, A.C.S, A.I.C.W.A, B.Com, FCS - Partner

Expertise

- Expert knowledge in all Corporate Law Matters
- In depth knowledge in providing complete corporate solutions, advising on financial restructuring, assisting in loan syndication, complying with legal formalities and helping the corporate in complying with Corporate Governance

Experience

- Started career as a Works Accountant and having Industrial Experience in Finance, Legal, General Administration for more than 40 years
- Jointed our Firm as partner during 2005

Mr N Ganesh B.A., A.C.S – Senior Associate

Expertise

- Exposure to various corporate activities. Specialization in service to the Banking sector in providing analytical studies and reports on borrowing powers, issuance of corporate guarantees, and solvency of the companies.
- Experienced in conducting the secretarial audit as per the requirements of the Companies Act, 1956.
- Proficient in advising the Corporate on legal formalities and helping the corporate in complying with Corporate Governance.

Experience

- Bachelor of Corporate Secretaryship
- Associate member of ICSI and associated with various corporates for more than a decade.

Mr V Ramaseshan M.Com., L.L.B. CAIIB, A.C.S. – Senior Associate

Expertise

- Exposure to various corporate activities and specialization in servicing to the Banking sector by providing analytical studies and reports on borrowing powers, issue of corporate guarantees, and solvency of the company.
- Instrumental in enlarging the scope of services extended to the banking sector by providing various financials report as required by banks. This enlarged the number of banks and the branches covered.

Experience

- Post Graduate in Commerce and a law degree (LLB)
- He is an associate member of Institute of Company Secretaries of India since 1969
- Started the career as a banker and held senior positions in the banking sector.

Ms Swetha Subramanian CS –Associate

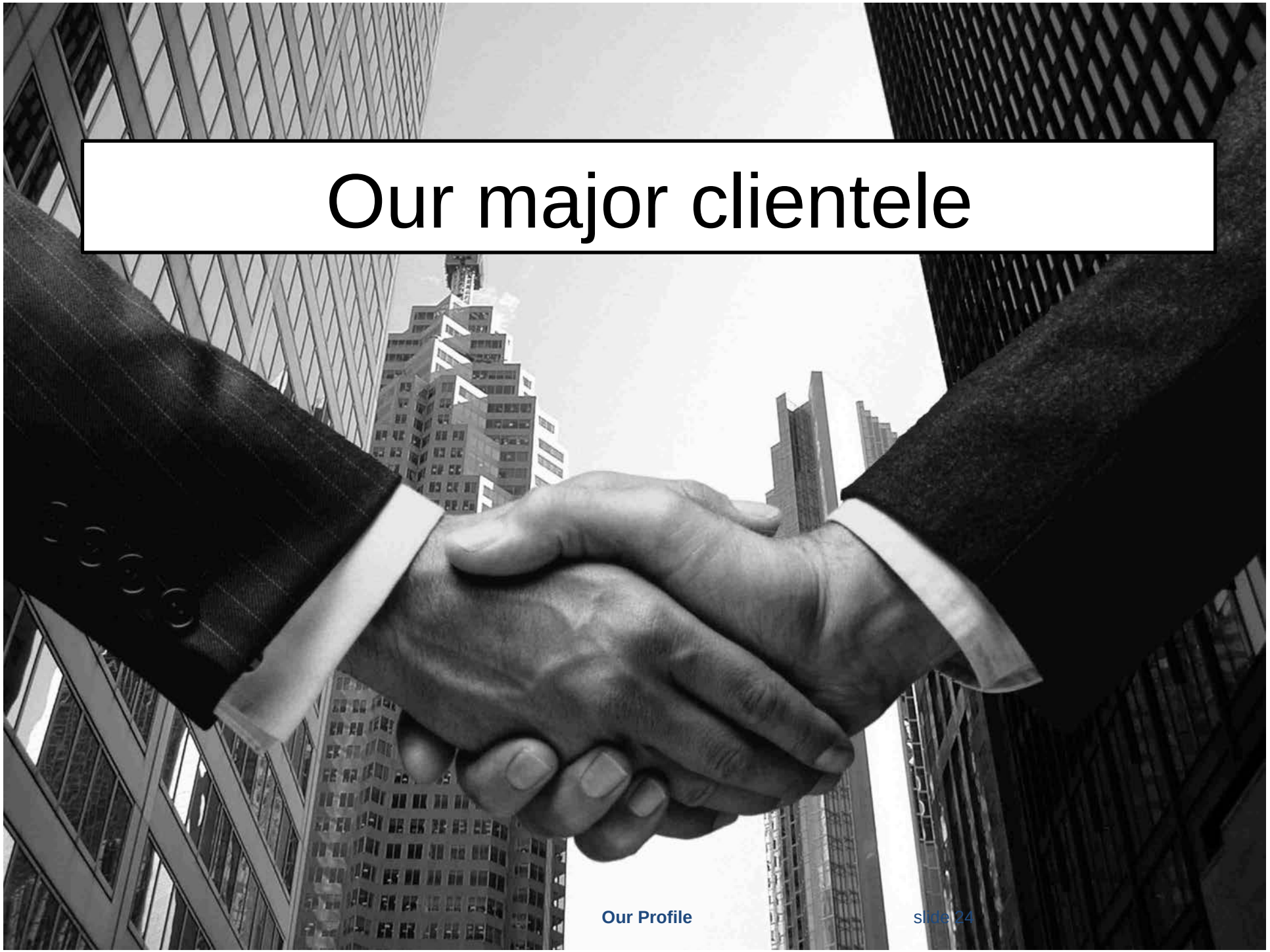
Expertise

- In-depth exposure to various corporate compliances and advisory activities, and is well versed in all facets of company law, covering various industry segments, with a focus on the hospitals and healthcare industry.
- Experienced in handling various functions and areas at LSA, including capital markets, compliance, funding and corporate restructuring services.

Experience

- Started the career at one of the 'big four' international consulting firms, dealing with various areas such as international tax, transfer pricing, human capital etc., for four years

Our major clientele



Our major clientele

Apollo Hospitals GROUP touching lives

GTV

spicejet flying for everyone

GEM SPINNERS

EdServ EDUCATE to ELEVATE

CHOLAYIL

APOLLO COMPUTER EDUCATION LTD.

Ashok Leyland

ARVIND REMEDIES LTD. Caring for your Health

Gold Winner

WS

RPG

maiam

THOMSON images & beyond

Unilever

UCAL FUEL SYSTEMS

Empower Emerge... Evolve... Zylog SYSTEMS LIMITED

AVT

SHRIRAM GROUP COMPANIES CHENNAI

NOL GROUP

LOYAL TEXTILE MILLS LTD

ELGI

Hydro S & S Total Plastic Solutions Provider

TANDON GROUP

PURPLE Infotech Limited

DYNA VISION

Symbol of sentiment & satisfaction Since 1962 OLYMPIC TRADE MARK

EDUEXEL INFOTAINMENT LIMITED

TULSYAN NEC STEEL

A-Team

Jumbo Bag Ltd. An ISO 9001 & 14001 Company

THANK YOU