



BEARDELL LIMITED

Regd. Office :
47, Greams Road,
CHENNAI - 600 006. (INDIA)
Tel : 2829 32 96, 2829 09 00
GSTIN : 33AAACB1429P2ZP
CIN No. : L65991TN1936PLC001428
E-mail : ho@beardsell.co.in
Website : www.beardsell.co.in

Sec : September : 2017

21st September, 2017

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

The Listing Manager
BSE Limited
Registered Office : Floor 25
P J Towers, Dalal Street,
Mumbai – 400 001
Scrip Code: 539447

Dear Sir,

Sub : Submission our 80th Annual Report for period ended 31st March, 2017 – Reg.

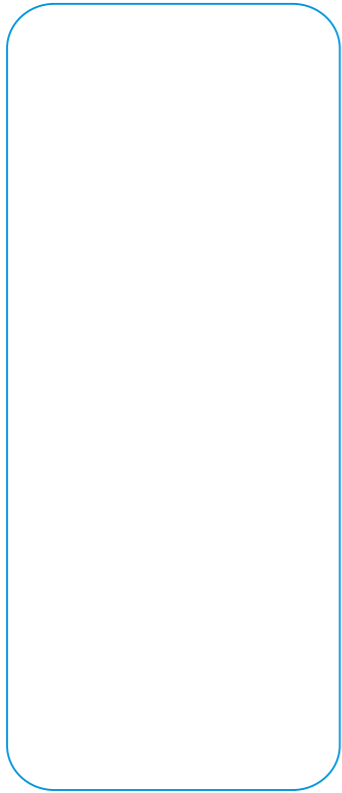
Please find attached duly certified and scanned copy of our 80th Annual Report for period ended 31st March, 2017 which was duly approved by the share holders at the Annual General Meeting held on 14th September, 2017

Kindly take the above information on record.

Thanking you,
Yours faithfully,
For BEARDELL LIMITED

K Murali
Company Secretary



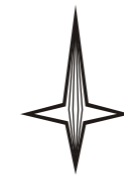


BEARDSELL LIMITED

80th Year

Eightieth Annual Report & Accounts

2016 - 2017



Elevation at House in Vanagaram - Chennai



Himalaya Drugs Co. Makali, Banagalore - Baby Creche



House at Mysore



Farm House - Moinabad



House at Safilguda - Hyderabad



Deffence Manufacturing unit at Devanahalli - Bangalore

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Directors

Mr. R.Gowri Shanker
 Mr. Bharat Anumolu - Managing Director
 Mr. Amrith Anumolu - Joint Managing Director
 Mr. S.V. Narasimha Rao - Executive Director
 Mr. V.J. Singh
 Mrs. Jayasree Anumolu

Company Secretary

Mr. K.Murali

Auditors

M/s. Deloitte Haskins & Sells

Secretarial Auditor

M/s. Laskhmmi Subramanian & Associates

Cost Auditor

Mr. M. Krishnaswamy

Bankers

Bank of India

Registered Office

47 Graemes Road
 Chennai 600 006
 Phone : 044 - 2829 3296 / 2829 0901
 CIN No. : L65991TN1936PLC001428
 Fax : 044 - 2829 0391
 E-mail : ho@beardsell.co.in
 Website : www.beardsell.co.in

CERTIFIED TRUE COPY

For BEARDELL LIMITED,
 K.MURALI
 Company Secretary



NOTICE IS HEREBY GIVEN that the Eightieth Annual General Meeting of the Company will be held on Thursday, the 14th September, 2017 at 10.00 A.M. at "Mini Hall" Satguru Gnananada Hall, Naradagana Sabha, 314, T.T.K. Road, Chennai 600 018 to transact the following business:

AS ORDINARY BUSINESS

1. ADOPTION OF ACCOUNTS

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

"RESOLVED THAT the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss account of the Company (Both Standalone and Consolidated) with the Schedules and Cash Flow Statement for the year ended 31st March, 2017 together with the Directors Report and the Auditors' Report thereon, be and are hereby approved and adopted."

2. TO DECLARE A DIVIDEND

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

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, Interim Dividend at the rate of Re.1.50 (15 percent) per share paid as Interim Dividend for the year ended 31st March, 2017 to those share holders whose name appeared in the Register of Members on 23rd March 2017 be and is hereby ratified, as final dividend."

3. APPOINTMENT OF DIRECTORS

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

"RESOLVED THAT Mr. Amrith Anumolu who retires by rotation and being eligible for reappointment be and is hereby appointed as a director of the Company."

4. APPOINTMENT OF AUDITORS

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

"RESOLVED THAT pursuant to Section 139,142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the consent of the Company be and is accorded to the Board of Directors for appointing Messrs. S.R. Batliboi & Associates LLP, Chartered Accountants, Chennai, (ICAI Registration Number of the firm is 101049W/E300004) as Statutory Auditors to hold office for a term of five (5) consecutive years from the conclusion of the 80th Annual General Meeting of the Company Subject to ratification by the members at every Annual General Meeting, on a remuneration as the Board of Directors of the Company may determine in addition to travelling and out of pocket expenses".

AS SPECIAL BUSINESS SPECIAL RESOLUTION

5. Increase in remuneration to Mr Bharat Anumolu, Managing Director, with effect from April 1, 2017:

To consider and if thought fit to pass with or without modification, the following resolution as Special Resolution.

"RESOLVED THAT subject to the provisions of section 197 and 198 read with Schedule V and all other applicable provisions,

if any, of the Companies Act, 2013 the increase in the remuneration payable to Mr Bharat Anumolu, Managing Director as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby approved and confirmed as under:

(I) FIXED PAY:

- (a) Salary (01/04/2017-14/8/2017): Rs.4,37,500/- per month
- (b) Salary (15/08/2017 onwards) : Rs.3,00,000/- per month
- (c) Perquisites : Perquisites are classified into A, B and C as follows:

CATEGORY A

HOUSING

- (a) The expenditure incurred by the Company on hiring unfurnished residential accommodation will be subject to a ceiling of 60% of the salary;
- (b) Where accommodation in the Company Owned house is provided, the Company shall deduct 20% salary of the Managing Director. Where ever the Company does not provide accommodation, House Rent Allowance shall be paid in accordance with (a) above.

GAS, ELECTRICITY AND WATER

Reimbursement of Expenditure incurred on gas, electricity and water.

MEDICAL REIMBURSEMENT

Expenses incurred for the Managing Director and his family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

ENTERTAINMENT AND OTHER TRAVEL EXPENSES

Expenses incurred for the Managing Director, subject to a ceiling of 30% of one month's Salary in any given month. Additional expenses above aforementioned limit to be submitted with reasons to Remuneration Committee for approval.

LEAVE TRAVEL CONCESSION

For the Managing Director and his family, once in a year incurred in accordance with the Company rules.

CLUB FEES

Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

PERSONAL ACCIDENT INSURANCE

Premium not to exceed Rs.1000/- per month.

CATEGORY B

Contribution to provident Fund, Superannuation Fund and Gratuity as per the Company's rules.

CATEGORY C

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company to the Managing Director.

The remuneration aforesaid including the benefits and amenities be paid and allowed as minimum remuneration for any year in the event of loss or inadequacy of profits though it

exceeds the ceiling limits prescribed in Section 197 of the Companies Act, 2013.

(II) VARIABLE PAY:

- The Managing Director will be paid a variable pay as under:
- 4.90% on the Profit Before Tax from 01/04/2017 to 14/8/2017 payable on a quarterly basis.
- 3.00% on the Profit Before Tax from 15/08/2017 onwards.

RESOLVED FURTHER THAT the aggregate of the above remuneration payable to the Managing Director shall not exceed Rs.75,00,000/- (Rupees Seventy Five Lakhs only) in a year which is inclusive of all perquisites, allowances and variable pay.

6. 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 authorized 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 31/03/2017 amounting to Rs. 1022.32 lakhs 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".

ORDINARY RESOLUTION

7. Appointment of Mr. Amrith Anumolu as Joint Managing Director

To consider and if thought fit to pass with or without modification, the following resolution as Ordinary Resolution.

"RESOLVED THAT subject to the provisions of Section 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Shareholders, Mr. Amrith Anumolu, appointed as Joint Managing Director for a period of 5 years with effect from 15th August, 2017 as recommended by the Nomination and Remuneration Committee on 8th August, 2017 and approved by the Board of Directors on 8th August, 2017 be and is hereby approved and confirmed on the following terms and conditions with effect from 15th August, 2017."

(I) FIXED PAY:

- a) Salary : Rs. 2,00,000/- Per month
- b) Perquisites : Perquisites are classified into Three Categories A, B and C as follows:

CATEGORY A HOUSING

- a) The expenditure incurred by the Company on hiring unfurnished residential accommodation will be subject to a ceiling of 60% of the salary;
- b) Where accommodation in the Company Owned house is provided, the Company shall deduct 20% salary of the Joint Managing Director. Wherever the Company does not

provide accommodation, House Rent allowance shall be paid in accordance with (a) above:

GAS, ELECTRICITY AND WATER

Reimbursement of Expenditure incurred on gas, electricity and water.

MEDICAL REIMBURSEMENT

Expenses incurred for the Joint Managing Director and the family, subject to a ceiling of one month's Salary in a year or three month's salary over a period of three years.

ENTERTAINMENT AND OTHER TRAVEL EXPENSES

Expenses incurred for the Joint Managing Director, subject to a ceiling of 30% of one month's Salary in any given month. Additional expenses above aforementioned limit to be submitted with reasons to Remuneration Committee for approval.

LEAVE TRAVEL CONCESSION

For the Joint Managing Director and his family, once in a year incurred in accordance with the Company Rules.

CLUB FEES

Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

PERSONAL ACCIDENT INSURANCE

Premium not to exceed Rs.1000/- per annum.

CATEGORY "B"

Contribution to Provident Fund, Superannuation Fund and Gratuity as per the Company's rules.

CATEGORY "C"

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Joint Managing Director.

(II) VARIABLE PAY:

The Jt. Managing Director will be paid a variable pay of 2.00% on the Profit Before Tax with effect from 15th August 2017 on a quarterly basis.

The remuneration aforesaid including the benefits and amenities be paid and allowed as minimum remuneration for any year in the event of loss or inadequacy of profits though it exceeds the ceiling limit prescribed in Section 197 of the Companies Act, 2013.

"RESOLVED FURTHER THAT the aggregate of above remuneration payable to the Joint Managing Director shall not exceed Rs. 60,00,000 /- (Rupees Sixty Lakhs only) in a year which is inclusive of all perquisites, allowances and variable pay.

AS SPECIAL BUSINESS SPECIAL RESOLUTION

8. Appointment of Mr. S.V. Narasimha Rao as Executive Director

To consider and if thought fit to pass with or without modification, the following resolution as Special Resolution.

"RESOLVED THAT subject to the provisions of Section 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the shareholders, and as recommended by the Nomination and Remuneration Committee on 8th August, 2017 and approved by the Board of Directors on 8th August, 2017 Mr S V Narasimha Rao

be and is hereby appointed as Executive Director for a period of 3 years from 15th August 2017 on the following terms and conditions"

(I) FIXED PAY:

- Salary : Rs. 1,00,000/- Per month
- Perquisites : Perquisites are classified into Three Categories A, B and C as follows:

CATEGORY A

HOUSING

- The expenditure incurred by the Company on hiring unfurnished residential accommodation will be subject to a ceiling of 60% of the salary;
- Where accommodation in the Company Owned house is provided, the Company shall deduct 20% salary of the Executive Director. Wherever the Company does not provide accommodation, House Rent allowance shall be paid in accordance with (a) above:

GAS, ELECTRICITY AND WATER

Reimbursement of Expenditure incurred on gas, electricity and water.

MEDICAL REIMBURSEMENT

Expenses incurred for the Executive Director and the family, subject to a ceiling of one month's Salary in a year or three month's salary over a period of three years.

ENTERTAINMENT AND OTHER TRAVEL EXPENSES

Expenses incurred for the Executive Director, subject to a ceiling of 30% of one month's Salary in any given month. Additional expenses above aforementioned limit to be submitted with reasons to Remuneration Committee for approval.

LEAVE TRAVEL CONCESSION

For the Executive Director and his family, once in a year incurred in accordance with the Company Rules.

NOTES

- The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business set out Item no.5,6,7 and 8 annexed here to.

Item No. 1 to 4 & 6	Approved in the Board Meeting held on 22nd July 2017
Item No. 5	Approved in the Board Meeting held on 22nd July 2017 and 8th Aug 2017
Item No. 7 & 8	Approved in the Board Meeting held on 8th August 2017

- A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy or Proxies to attend and vote instead of himself and such Proxy or Proxies need not be a member or members of the Company. The Proxy form, duly signed, must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting.
- A Proxy form shall be in Form No.MGT11 of the Companies Act, 2013.
- Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf.
- The Register of Members and Share Transfer Books of the Company will remain closed from 8th September, 2017 to 14th September, 2017 (both days inclusive).
- Members are requested to intimate change, if any, in their address immediately.

CLUB FEES

Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

PERSONAL ACCIDENT INSURANCE

Premium not to exceed Rs.1 000/- per annum.

CATEGORY "B"

Contribution to Provident Fund, Superannuation Fund and Gratuity as per the Company's rules.

CATEGORY "C"

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Executive Director.

(II) VARIABLE PAY:

The Executive Director will be paid a variable pay of 1.00% on the Profit Before Tax with effect from 15th August 2017 on a quarterly basis.

The remuneration aforesaid including the benefits and amenities be paid and allowed as minimum remuneration for any year in the event of loss or inadequacy of profits though it exceeds the ceiling limit prescribed in Section 197 of the Companies Act, 2013.

"RESOLVED FURTHER THAT the aggregate of above remuneration payable to the Executive Director shall not exceed Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) in a year which is inclusive of all perquisites, allowances and variable pay.

Chennai August 8, 2017

By order of the Board
K. Murali
Company Secretary

- Section 124 (5) of the Companies Act, 2013 mandates that Companies should transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education Protection Fund (IEPF).

Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per section 124 of the Act and the applicable rules.

The dividend for the years mentioned below, if unclaimed with in a period of seven years, will be transferred to IEPF in accordance with the following schedule.

S.No	Financial Year	Date of Declaration of Dividend	% of Dividend	Date of Transfer to unpaid Dividend Account	Date of Transfer to Central Government to Investor Education and Protection Fund
1	2011-2012	29/09/2012	10%	10/10/2012	08/11/2019
2	2012-2013	13/08/2013	10%	16/08/2013	14/09/2020
3	2013-2014	13/08/2014	10%	19/08/2014	17/09/2021
4	2014-2015	13/08/2015	10%	21/08/2015	20/08/2022
5	2015-2016	23/03/2016	12%	28/03/2016	26/03/2023
6	2016-2017	13/03/2017	15%	28/03/2017	26/03/2024

Share holders are informed that once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.

- Details of Directors seeking Re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36 of SEBI (LODR) Regulation 2015 and SS-2.

a	Name	Mr. Amrith Anumolu
b	Brief Resume	
i	Age	39 years
ii	Qualification	Master in Indl. Engg.
iii	Experience in Specific Functional Area	18 Years
iv	Date of Appointment on the Board of the Company (BEARSELL LIMITED)	12/08/2010
c	Nature of Expertise in Specific Functional Area	Industrialist
d	Name(s) of other Companies in which Directorships held (as per section 165 of the Companies Act, 2013)	NIL
e	Name(s) of Companies in which Committee Membership(s) / Chairman ship (s) Held	NIL
f	No. of Shares of Rs.2/- each held by the - Director	NIL
	- his Relatives	17737500
	- Total	17737500
g	Relationship between Directors inter se (As per Section 2 (77) of the Companies Act,2013)	Mr. Bharat Anumolu, Managing Director; Mrs. Jayasree Anumolu, Director.

EXPLANATORY STATEMENT: Pursuant to Section 102 (1) of the Companies Act,2013

ITEM NO.(5)

The special business relates to seeking members approval by way of special resolution for increase in remuneration of Mr Bharat Anumolu, Managing Director pursuant to Section II of Part II of Schedule V of the Companies Act 2013:

I. General Information:

- Nature of Industry: Manufacturing, Selling and Contracting activities in Expanded Polystyrene, Insulation and packaging material, Prefab Buildings & Quikbuild construction panels, Marketing of textiles, Electric Motors and Exports.
- Date or expected date of commencement of commercial production: 23/11/1936
- In case of new companies, expected date of commencement of activities as per project approval by financial institutions appearing in the prospectus: Not Applicable
- Financial performance based on given indicators:

For the Year Ended 31/03/2017 (Rs. in lakhs)

INCOME	
Revenue From Operations (Net)	16738.74
Other Income	175.55
Total	16914.29

EXPENDITURE	
Manufacturing and other Expenses	15052.79
Interest	444.07
Depreciation	337.12
Total	15833.98

Profit Before Tax	1080.31
Less : Provision for Income Tax Current	412.00
Less : Provision for Income Tax Deferred Tax	8.70
	420.70
Profit After Tax	659.61

- Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
- Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays, up to the date of the Annual General Meeting.
- Members who have not registered their email addresses so far are requested to register their email address for receiving all communications including Annual Report, notices, circulars, etc. from the Company Electronically.

- Foreign investments or collaborations, if any; NIL

II. Information about the appointee:

- Background details: Mr Bharat Anumolu is a graduate of Indian Institute of Technology, Madras and has a Masters Degree in Industrial and Systems Engineering, Virginia Tech, USA. He was the Vice President at Merrill Lynch Bank, New York, USA managing a team of Software Engineers with responsibility for information systems critical to business functions in the Bank. Prior to working at Merrill Lynch, Mr Bharat worked in a consulting role for major Corporations such as Deutsche Bank, Credit Suisse and Philips De Pury. At present Mr Bharat is the Managing Director of Beardsell Limited.
- Past remuneration: Rs.36.00 Lakhs per annum up to 31st March 2017 in Beardsell Limited.
- Recognition or awards: Write up in Business India dated 1st May 2017 and interview in ET Now TV Channel about the growth of the Company and the future plans.
- Job profile and his suitability: Managing the entire affairs of the Company.
- Remuneration proposed:
 - Salary (01/04/2017-14/8/2017) : Rs.4,37,500/- per month
 - Salary (15/08/2017 onwards) : Rs.3,00,000/- per month
 - Perquisites : Perquisites are classified into A, B and C

The Managing Director will be paid a variable pay as under:
 - 4.90% on the Profit Before Tax from 01/04/2017 to 14/8/2017 payable on a quarterly basis.
 - 3.00% on the Profit Before Tax payable quarterly from 15/08/2017 onwards.
 The aggregate of the above remuneration payable to the Managing Director shall not exceed Rs.75,00,000/- (Rupees Seventy Five Lakhs only) in a year which is inclusive of all perquisites, allowances and variable pay.
 (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): As regards the



comparative remuneration profile with respect to industry, size of the Company, profile of the position and person, it is not feasible for the Company to furnish such details in view of the Company's own distinctive remuneration policy based on its short term and long term objectives and role perceived and played by the employees at all levels.

- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Bharat Anumolu holds 30.76% of the share capital of the Company and he is related to Mrs. Jayasree Anumolu, Director and Mr. Amrith Anumolu, Joint Managing Director.
- (8) The Managing Director shall not be liable to retire by rotation.
- (9) The information provided above shall be treated as an Abstract of contract of employment with the Managing Director under section 190 of the Companies Act 2013.
- (10) Mr K Murali, Company Secretary be and is hereby authorised to sign and file all forms / applications and other documents with all statutory authorities and generally to do all acts, deeds and things in order to give effect to the above resolution.

III. Other information:

- (1) Reasons for loss or inadequate profits: During the year ended 31/03/2017, the Company has earned a net profit of Rs.659.61 Lakhs after taxation.
- (2) Steps taken or proposed to be taken for improvement: The Company is putting all efforts in increasing the turn over and net profit in the coming years.
- (3) Expected increase in productivity and profits in measurable terms:

	2016-2017 Audited (Consolidated) (Rs.in Lakhs)	2017-2018 Projected (Consolidated) (Rs.in Lakhs)	2018-2019 Projected (Consolidated) (Rs.in Lakhs)
TURNOVER	19257.87	25000.00	35000.00
Profit After Tax	480.97	1500.00	2500.00

IV. The Company has disclosed to the share holders regarding the remuneration package of the Managerial Personnel in the Corporate Governance Report as required under the provisions of the Companies Act 2013. Pursuant to the provisions of Section 197 and 198 read with Schedule V of the Companies Act 2013, the payment of increased remuneration to the Managing Director require the approval of the Share holders by way of Special Resolution. Accordingly this resolution is put forth before the Share holders for the approval.

None of the Directors, KMP and their relatives except Mr Bharat Anumolu, Mr. Amrith Anumolu and Mrs. A Jayasree are concerned or interested in the above resolution.

ITEM NO. (6)

The special business relates to seeking members' approval for acceptance / renewal of unsecured deposits from shareholders. The Board of Directors, on 22nd July 2017, has approved the acceptance / renewal of unsecured deposits from shareholders subject to your approval. The Circular in Form DPT-1 inviting / accepting unsecured deposits from shareholders along with the rating assigned for our Fixed Deposit Programme by CRISIL Limited is annexed.

None of the Directors of the Company is interested or concerned in the above resolution. The purpose for accepting / renewing unsecured deposits from Members is to fund the Company's projects and also to augment the working capital needs of the Company.

ITEM NO.(7)

The special business relates to seeking members approval by way of ordinary resolution for increase in remuneration of Mr. Amrith Anumolu, Joint Managing Director pursuant to Section II of Part II of Schedule V of the Companies Act 2013:

I. General Information:

- (1) Nature of Industry: Manufacturing, Selling and Contracting activities in Expanded Polystyrene, Insulation and packaging material, Prefab Buildings & Quikbuild construction panels, Marketing of textiles, Electric Motors and Exports.
- (2) Date or expected date of commencement of commercial production: 23/11/1936
- (3) In case of new companies, expected date of commencement of activities as per project approval by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

For the Year Ended 31/03/2017	(Rs. in lakhs)
INCOME	
Revenue From Operations (Net)	16738.74
Other Income	175.55
Total	16914.29

EXPENDITURE

Manufacturing and other Expenses	15052.79
Interest	444.07
Depreciation	337.12
Total	15833.98

Profit Before Tax	1080.31
Less : Provision for Income Tax Current	412.00
Less : Provision for Income Tax Deferred Tax	8.70
	420.70
Profit After Tax	659.61

- (5) Foreign investments or collaborations, if any; NIL

II. Information about the appointee:

- (1) Background details: Mr Amrith Anumolu graduated his Bachelor of Science in Electrical Engineering from Virginia Tech & Masters Education in Industrial Engineering from Georgia Tech. After completing his education he worked in various positions for companies like Ericsson Inc. and Panasonic Corporation. His experience ranges from product design and development to business process improvements and re-engineering.
- (2) Past remuneration: Rs.36.00 Lakhs per annum up to 31st March 2017 in Beardsell Limited.
- (3) Recognition or awards: NIL
- (4) Job profile and his suitability: Managing the entire affairs of the Company.
- (5) Remuneration proposed:
 - (a) Salary (15/08/2017 onwards) : Rs.2,00,000/- per month
 - (b) Perquisites : Perquisites are classified into A, B and C

The Joint Managing Director will be paid a variable pay as under:
- 2.00% on the Profit Before Tax payable quarterly from 15/08/2017 onwards.

The aggregate of the above remuneration payable to the Joint

Managing Director shall not exceed Rs.60,00,000/- (Rupees Sixty Lakhs only) in a year which is inclusive of all perquisites, allowances and variable pay.

- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): As regards the comparative remuneration profile with respect to industry, size of the Company, profile of the position and person, it is not feasible for the Company to furnish such details in view of the Company's own distinctive remuneration policy based on its short term and long term objectives and role perceived and played by the employees at all levels.

- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Amrith Anumolu, Joint Managing Director, related to Mr. Bharat Anumolu, Managing Director, who holds 30.76% of the share capital of the Company and Mrs. Jayasree Anumolu, Director who holds 32.36% of the share capital of the Company.

- (8) The Joint Managing Director shall be liable to retire by rotation.

- (9) The information provided above shall be treated as Abstract of contract of employment with the Jt. Managing Director under section 190 of the Companies Act 2013"

- (10) Mr. K Murali, Company Secretary be and is hereby Authorized to sign and file all forms / applications and other documents with all statutory authorities and generally to do all acts, deeds and things in order to give effect to the above resolution."

III. Other information:

- (1) Reasons for loss or inadequate profits: During the year ended 31/03/2017, the Company has earned a net profit of Rs.659.61 Lakhs after taxation.
- (2) Steps taken or proposed to be taken for improvement: The Company is putting all efforts in increasing the turn over and net profit in the coming years.
- (3) Expected increase in productivity and profits in measurable terms:

	2016-2017 Audited (Consolidated) (Rs.in Lakhs)	2017-2018 Projected (Consolidated) (Rs.in Lakhs)	2018-2019 Projected (Consolidated) (Rs.in Lakhs)
TURNOVER	19257.87	25000.00	35000.00
Profit After Tax	480.97	1500.00	2500.00

IV. The Company has disclosed to the share holders regarding the remuneration package of the Managerial Personnel in the Corporate Governance Report as required under the provisions of the Companies Act 2013. Pursuant to the provisions of Section 197 and 198 read with Schedule V of the Companies Act 2013, the payment of increased remuneration to the

Managing Director require the approval of the Share holders by way of Ordinary Resolution. Accordingly this resolution is put forth before the Share holders for the approval.

None of the Directors, KMP and their relatives except Mr Amrith Anumolu, Mr. Bharat Anumolu and Mrs. A Jayasree are concerned or interested in the above resolution.

ITEM NO. 8

This special business relates to seeking members approval by way of special resolution for appointing Mr. SV Narasimha Rao as Executive Director for a period of 3 years with effect from 15th August 2017 and fixing of his remuneration

Remuneration proposed:

(a) Salary	: Rs.1,00,000/- per month
(b) Perquisites	: Perquisites are classified into A, B and C

The Executive Director will be paid a variable pay as under: 1.00% on the Profit Before Tax payable quarterly from 15/08/2017 onwards.

The aggregate of the above remuneration payable to the Executive Director shall not exceed Rs.25,00,000/- (Rupees Twenty Five Lakhs only) in a year which is inclusive of all perquisites, allowances and variable pay.

As required under Section 196 (3) (a) and Part I (c) of Schedule V of the Companies Act, 2013, members approval is sought by way of special resolution as Mr. SV Narasimha Rao will be attaining the age of 70 years on 7th October 2017.

The Executive Director shall be liable to retire by rotation.

The information provided above shall be treated as Abstract of contract of employment with the Executive Director under section 190 of the Companies Act 2013"

Mr. K Murali, Company Secretary be and is hereby Authorized to sign and file all forms / applications and other documents with all statutory authorities and generally to do all acts, deeds and things in order to give effect to the above resolution."

Justification for appointment:

Mr. Narasimha Rao is a graduate of the Indian Institute of Technology, Madras and has a Masters Degree in Science (Chemical Engineering) and Masters Degree in Business Administration from University of Nebraska, USA. He has more than 45 years of experience in sugar, EPS and cement Industries. Prior to this appointment, he was working as Executive Director in Beardsell Limited for almost 9 years with rich experience in handling all the business verticles and overall administration of the Company and reporting to the Board of Directors. Due to health reasons, Mr. Narasimha Rao retired from the Board of Beardsell Limited on 8th May 2017. As he has fully recovered and can help the company with his expertise, the Board of Directors requested him to take charge as Executive Director.

None of the Directors, KMP and their relatives except Mr.SV.Narasimha Rao interested in the above resolution.



ANNEXURE

FORM DPT-1

CIRCULAR OR CIRCULAR IN THE FORM OF ADVERTISEMENT INVITING DEPOSITS

{Pursuant to section 73(2)(a) and section 76 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014}

1.				
a.	Name, address, website and other contacts of the Company	BEARSELL LIMITED 47, Greams Road Chennai 600006. email: ho@beardsell.co.in web: www.beardsell.co.in		
b.	DETAIL OF INCORPORATION	23rd November, 1936		
c.	Business carried on by the company and its subsidiaries with the details of branches or units, if any;	The company is in the business of Manufacturing, Selling and Contracting activities in Expanded Polystyrene, Insulation and packaging material, Prefab Panels & Solar Shield, Quikbuild construction panels, marketing of Textiles, Electric Motors, Exports and Technical Consultancy Services.		
	Manufacturing units	Chennai, Thane, Karad and Hyderabad		
	Branches	Ahmedabad, Bangalore, Chennai, Coimbatore, Hyderabad, Kochi, Mumbai, New Delhi and Vizag		
d.	Brief particulars of the management of the company;	Company is Managed by Managing Director and Executive Director under direction, control and supervision of the Board of Directors of the Company		
e. Names, addresses, DIN and occupation of the DIRECTORS				
	Name and Address	Designation	Occupation	Din Number
	Mr Bharat Anumolu Plot No.12, Park View enclave Road No.2, Banjara Hills, Hyderabad - 500 034	Managing Director	Industrialist	02660220
	Mr Amrith Anumolu Plot No.12, Park View Enclave, Road No.2, Banjara Hills, Hyderabad - 500 034	Executive Director	Industrialist	03044661
	Mrs Jayasree Anumolu Plot No.12, Park View Enclave, Road No.2, Banjara Hills, Hyderabad - 500 034	Director	Industrialist	00845666
	Mr R Gowri Shanker 4/241 M G R Salai, Palavakkam Chennai - 600 041	Director	Industrialist	00104597
	Mr V J Singh 1/4, Teppakula Street, Subramaniapuram, Palayamkottai, Thirunelveli - 627 002	Director	Retired from LIC	03129164

f.	Management's perception of risk factors;	Fluctuating raw material prices can have negative impact on operations. Major raw materials are: (a) Expanded Polystyrene (a petroleum derivative): Increase in petroleum prices impacts this raw material price. (b) Steel: The upward trend in the global steel market has pushed up the price of steel, a major Component in Isobuild Prefab Panels.							
g.	Details of default, including the amount involved, duration of default and present status, in repayment of -								
	i) Statutory Dues	-							
	ii) debentures and interest thereon;	-							
	iii) loan from any bank or financial institution and interest thereon;	-							
2.									
a.	Date of passing board resolution;	22nd July, 2017							
b.	Date of passing of resolution in the general meeting authorizing the invitation of such deposits;	14th September, 2017							
c.	Type of deposits, i.e., whether secured or unsecured;	Unsecured Deposits							
		(Rs. In Lakhs)							
			Public	Share Holders					
d.	Amount which the company can raise by way of deposits as per the Act and the rules made there under;		NIL	1022.32					
	Aggregate of deposits actually held on the last day immediately preceding financial year		0.54	312.95					
	Aggregate of deposits actually held on the date of issue of Circular or advertisement (as on 27/05/2016)		0.54	312.95					
	Amount of deposits proposed to be raised		-	500.00					
	Amount of Deposits repayable in Next Twelve months		0.54	210.96					
e.	Terms of raising of Deposits								
	RATE OF INTEREST	PERIOD IN YEARS	Monthly Interest Scheme, Minimum Deposit Rs.10000/-	Quarterly Interest Scheme, Minimum Deposit Rs.5000/-	Cumulative Interest Scheme, Minimum Deposit Rs.5000/-				
						Maturity Value	Yield in %		
					1	9.75 %	9.83 %	Rs.5509/-	10.20 %
					2	10.25 %	10.34 %	Rs.6132/-	11.32 %
		3	10.50 %	10.59 %	Rs.6842/-	12.28 %			
	Mode of payment and repayment	Account Payee Cheque (or) Demand Draft							



f.	Proposed time schedule mentioning the date of opening of the Scheme and time period for which the circular or advertisement is valid	
	Date of opening of the scheme	14th September, 2017
	Validity of the circular or advertisement	Date of next AGM or 6 Months from the Close of Financial Year 2017 -2018
g.	Reasons or objects of raising the deposits;	The Purpose of Unsecured Loans from Members is to fund the Development of ongoing projects and Augment long term working capital needs of the Company.
h.	Credit rating Obtained;	
	Name of the Credit Rating Agencies	CRISIL LIMITED
	Meaning of the rating obtained	"FB+ /STABLE"
	Date on which rating was obtained	27th March, 2017
i.	Extent of deposit insurance	Not Applicable – Beardsell Limited Undertakes to
	Terms of the insurance coverage	Provide necessary Insurance Coverage once the Product is available in the Market
	Duration of coverage	
	Extent of coverage	
	Procedure for claim in case of default etc.	
j.	Short particulars of the charge created or to be created for securing such deposits, if any;	NOT APPLICABLE – As the deposits are unsecured
k.	Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits and the effect of such interest in so far it is different from the interest of other persons.	None of the Directors, Key Managerial Personnel and their relatives are concerned or interested

3	DETAILS OF ANY OUTSTANDING DEPOSITS	
	a. Amount Outstanding (as on 31/03/2017)	Rs. 3,13,49,000/-
	b. Date of Acceptance	At Different Dates
	c. Total Amount Accepted	Rs. 80,95,000/-
	d. Rate of Interest	AT DIFFERENT RATES
	e. Total of Number of Depositors	58 NOS
	f. Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved	NOT APPLICABLE
	g. Any waiver by depositors, of interest accrued on deposit	NOT APPLICABLE

4	FINANCIAL POSITION OF THE COMPANY		
	A . Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of circular or advertisement	(Rs. In Lakhs)	
	FOR THE YEAR ENDED	PROFIT / LOSS BEFORE TAX	PROFIT / LOSS AFTER TAX
	31.03.2015	(5.22)	(9.83)
	31.03.2016	513.35	328.53
	31.03.2017	1080.31	659.61

	B. Dividends Declared by the Company in Respect of the Said Three Financial Years : Interest Coverage Ratio for Last Three Years (Cash Profit After Tax Plus Interest Paid or Interest Paid)			
	FOR THE YEAR ENDED	DIVIDEND DECLARED (EQUITY) RS. IN LAKHS	DIVIDEND DECLARED (EQUITY) (%)	INTEREST COVERAGE RATIO
	31.03.2015	46.83	10 %	-0.99
	31.03.2016 (INTERIM DIVIDEND)	56.20	12 %	1.99
	31.03.2017 (INTERIM DIVIDEND)	70.25	15 %	3.43

C. A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of circular or advertisement				
(Rs. In Lakhs)				
	PARTICULARS	31.03.2017	31.03.2016	31.03.2015
	A. EQUITY AND LIABILITIES			
	Share Holders' Fund	4089.27	3514.21	3253.32
	Non Current Liabilities	1780.07	1915.49	1781.23
	Current Liabilities	4839.70	4768.14	4448.90
	TOTAL EQUITY AND LIABILITIES	10709.04	10197.84	9483.45
	B. ASSETS			
	Non – Current Assets	4374.63	4575.88	4784.32
	Current Assets	6334.41	5621.96	4699.13
	TOTAL ASSETS	10709.04	10197.84	9483.45

D. Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular or advertisement;				
	PARTICULARS	31.03.2017	31.03.2016	31.03.2015
	Cash Flow From Operating Activities	522.02	1113.86	105.71
	Cash Flow From Investing Activities	19.79	(289.45)	(400.09)
	Cash Flow From Financing Activities	(566.08)	(878.92)	123.85
	Net Increase / (Decrease) in Cash and Cash Equivalents	(24.27)	(49.51)	(170.53)

E. Any change in accounting policies during the last three years and their effects on the profits and the reserves of the company;	There is no change in Accounting Policies in the last three preceding financial years
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5. A DECLARATION BY THE DIRECTORS THAT -
a) the company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest thereon;
b) the board of directors have satisfied themselves fully with respect to the affairs and prospects of the company and that they are of the opinion that having regard to the estimated future financial position of the company, the company will be able to meet its liabilities as and when they become due and that the company will not become insolvent within a period of one year from the date of issue of the circular or advertisement;
c) the company has complied with the provisions of the Act and the rules made there under;
d) the compliance with the Act and the rules does not imply that repayments of deposits is guaranteed by the Central Government;
e) the deposits accepted by the company before the commencement of the Act will be repaid along with interest on the respective due dates and until they are repaid, they shall be treated as unsecured & ranking pari passu with other unsecured liabilities.
f) In case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty.
g) the deposits shall be used only for the purposes indicated in the circular or circular in the form of advertisement;
h) the deposits accepted by the company (other than the secured deposits, if any, aggregate amount of which to be indicated) are unsecured and rank pari passu with other unsecured liabilities of the company.
Note : The text of the Advertisement has been approved by the Board of Directors of the Company on 22nd July, 2017. A Copy of this Advertisement signed by a majority of the Directors of the Company will be filed with the Registrar of Companies , Chennai 600 006, Tamil Nadu as required by the Companies (Acceptance of Deposits) Rules, 2014 as amended.

This Advertisement is issued on the Authority and in the name of Board of Directors of the Company

(BY ORDER OF THE BOARD)

FOR BEARSELL LIMITED,

Place : Chennai
Date : 22nd July, 2017

K. MURALI
Company Secretary

**Rules for Voting through Electronic means**

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Eightieth Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

The instructions for members for voting electronically are as under:

In case of members receiving e-mail:

- Log on to the e-voting website www.evotingindia.co.in
- Click on "Shareholders" tab to cast your votes.
- Now, select the Electronic Voting Sequence Number "EVSN" along with "BEARSELL LIMITED" from the drop down menu and click on "SUBMIT"
- if you are holding shares in Demat form and have already voted earlier on www.evotingindia.co.in for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL : 8 Character DP ID followed by 8 Digit Client ID	Folio Number registered with the Company.
	For CDSL : 16 Digits beneficiary ID	
PAN*	Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both Demat Shareholders as well as physical Shareholders) <small>*Members who have not updated their PAN with the Company/Depository participant are requested to use the first two letters of their name and 8 digits of the sequence number in the PAN field in case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in capital letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA000000001 in the PAN field.</small>	
DOB#	Enter the date of birth as recorded in your Demat Account or in the Company records for the said Demat Account or folio in DD/MM/YYYY format.	
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your Demat Account or in the company records for the said Demat Account or folio. <small># Please enter DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID / Folio No. in the Dividend Bank details field.</small>	

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight Characters consisting of at least one upper case (A-Z), one lower case (a-z), one Numeric value (0-9) and a special character (@#\$%&*). 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 your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform.
- Click on the relevant EVSN on which you choose to vote.
- On the voting page, you 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 you assent to the Resolution and option NO implies that you dissent to the resolution.
- Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to

confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- Note for Non Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 of members receiving the physical copy of Notice of AGM (for members whose e-mail IDs are not registered with the company/depository participant(s) or requesting physical copy):

a) Initial password as below is given in the attendance slip for the AGM.

Evsn**	User ID	Password
170812016	xxxxxxxxxxxxxxxx	xxxxxxxxxxxxxxxx

(Folio No./DP Client ID) (Existing Password or Pan No with Bank A/c.No. or DOB)

** (Electronic Voting Sequence Number)

b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

General

- The voting period begins on **11th September, 2017 (9.00 AM) and ends on 13th September, 2017 (5.00 PM)** During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date is 7th September, 2017.
- Mrs. Lakshmi Subramanian, Practising Company Secretary, Chennai has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The results of the e-voting along with the scrutinizer's report shall be placed in the Company's website www.beardsell.co.in and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help Section or write an email to helpdesk.evoting@cdslindia.com.

REPORT OF BOARD OF DIRECTORS

Your Directors present the 80th Annual Report of the Company together with the Audited Accounts for the Financial Year ended 31.03.2017.

PERFORMANCE / OPERATIONS

FINANCIAL RESULTS

(Rs. In Lakhs)

	Year Ended 31.03.2017	Year Ended 31.03.2016
Gross Revenue	16914.29	15122.88
Profit before interest & Depreciation	1861.50	1355.94
Finance Cost	444.07	520.26
Profit before Depreciation	1417.22	835.68
Depreciation	337.12	322.33
Profit / (LOSS) before tax	1080.31	513.55
Profit / (LOSS) after taxation	659.61	328.53
Surplus in Statement of Profit & Loss Account from Last Year	1911.97	1651.08
Appropriations		
Interim Dividend paid on Equity Shares	70.25	56.20
Tax on Dividend	14.30	11.44
Surplus carried to Balance Sheet	2487.03	1911.97

DIVIDEND:

The Board of Directors wishes to inform the shareholders that Interim Dividend at the rate of Re.1.50 (15 percent) per share was paid as Dividend for the year ended 31st March, 2017 to those share holders whose name appeared in the Register of Members on 23rd March, 2017. The above payment shall be considered as final dividend and no fresh dividend is recommended by the Board.

Consolidated Financial Statements

In accordance with the Accounting Standard (AS)-21 on Consolidated Financial Statements, the audited consolidated financial statement is provided in the Annual Report.

REVIEW OF OPERATIONS

A) PACKAGING PRODUCTS

EPS division has performed well over the last year both in terms of production as well as gross margins. Results would have been better had the prices been stable. During the second half of the year, raw material prices continuously increased which could not be passed on to the customers. New customers were added which added to the volume and values.

B) PREFABRICATED PANEL PRODUCTS

Isobuild and Quikbuild divisions performed extremely well in terms of volume and also margins. We were able to execute both private and Govt sector orders. Quikbuild is poised for exponential growth, in the years ahead, due to approval by BMTPC / CPWD / New Delhi Municipal Corporation. This technology is approved for Pradhan Mantri Awaz Yojna (PMAY) scheme by the Central Government - Housing for all.

C) CONTRACTS & EXPORTS

Our contracting division continues to execute insulation contracts for major public sector companies. We are striving to increase revenues in this segment by marketing across regions. The exports division faced stiff competition in global tenders. Efforts are on to improve this division.

CHANGE IN THE NATURE OF BUSINESS, IF ANY: There is no change in the nature of business.

Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Financial Statements relate and the date of the report: Nil

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future : Nil

Details in respect of adequacy of internal financial controls with reference to the Financial Statements : Adequate internal financial controls are in place and they are working effectively and efficiently.

Details of Associate Companies: Nil

DETAILS OF WHOLLY OWNED SUBSIDIARY

M/s. Sarovar Insulation Pvt Ltd a wholly owned Subsidiary of our Company with effect from 29/02/2016 is engaged in the manufacture and processing of EPS products at Coimbatore and at SUPA, Ahmednagar, Maharashtra.

FIXED DEPOSITS

(a)	Accepted During the year	Rs. 80,95,000/-
(b)	Remained Unpaid or unclaimed as at the end of the year	Rs. 54,000/-
(c)	Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	There was no default in repayment of deposits or payment of interest thereon.
(d)	At the beginning of the year Maximum during the year At the End of the year The details of deposits which are not in compliance with the requirements of Chapter V of the Act	NIL NIL NIL NIL

STATUTORY AUDITORS

Messrs. Deloitte Haskins & Sells (DHS), Chartered Accountants, Chennai (ICAI Registration Number of the firm is 008072S) Statutory Auditors of your Company hold office up to the conclusion of eightieth Annual General Meeting. Section 139,142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 stipulates that no listed Company shall re-appoint an audit firm as statutory auditors for more than two

terms of Five consecutive years. M/s Deloitte Haskins & Sells (DHS) (formerly known as Fraser and Ross) have been the Statutory Auditors of your Company since inception and are therefore not eligible for reappointment.

Your Directors recommend the appointment of M/s.S.R.Batliboi & Associates, LLP, Chartered Accountants, Chennai as Statutory Auditors of the Company, in accordance with the provisions of section 139,141, and other applicable provisions of the Companies Act, 2013 to hold office from the conclusion of 80th Annual General Meeting until conclusion of the 85th Annual General Meeting, Subject to ratification by the members at every Annual General Meeting thereafter.

Your Directors place on record their grateful appreciation of the contribution made and services rendered by Messrs. Deloitte Haskins & Sells (DHS), Chartered Accountants , since the inception of the Company

INTERNAL AUDITORS

Mr .V V Sridharan (Membership Number FCA 24801) is the Internal Auditor of our Company.

EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in Form No.MGT-9 forms part of this Board's Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information Under Section 134 (3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and forming part of Directors Report for the year ended 31st March 2017.

Research and Development, Technology Absorption and Conservation of Energy

The main focus of the Company's Research and Development effort is on Energy Conservation, process up gradation and environmental preservation.

Better utility of Resources, to minimize cost & wastage. Continuous efforts are on to reduce wastage in use of Power and Fuel.

Foreign Exchange Earnings And Outgo

During the year under review, Foreign Exchange Earnings amounted to Rs.121.75 Lakhs as against Rs.1155.29 Lakhs during previous year.

The total Foreign Exchange Outgo during the year under review was Rs.503.39 Lakhs as against Rs.1102.74 Lakhs during previous year.

DIRECTORS

DEMISE OF DIRECTOR

With deep regret the Board noted the sudden demise of Mr.V.Thirumal Rao on 13th July 2016. The Directors and staff

at all levels places on record the contribution made by Mr.V.Thirumal Rao during his tenure as a director.

RESIGNATION OF DIRECTOR

On account of health grounds Mr. M Uttam Reddi resigned from the Board on 20th October 2016. The Directors and staff at all levels places on record the contribution made by Mr.M Uttam Reddi during his tenure as a director.

RETIREMENT OF EXECUTIVE DIRECTOR

On account of health grounds Mr S V Narasimha Rao, Executive Director retired on 8th May 2017. The Directors and staff at all levels places on record the contribution made by Mr. SV Narasimha Rao during his tenure as Executive Director.

APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

Mr Amrith Anumolu retires by rotation at this Annual General Meeting, and being eligible, offers himself for reappointment.

DECLARATION BY INDEPENDENT DIRECTORS:

The declaration by Independent Directors has been placed in our web site www.beardsell.co.in

FORMAL ANNUAL EVALUATION:

The Board members and the Committee members performed their functions as required by the Companies Act 2013 and as per the regulatory framework of Securities and Exchange Board of India. The Company has received the annual evaluation report from the Directors. The Board of Directors individually and as a whole has been formally evaluated by the Independent Directors at their meeting held on 15th March 2017.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the financial year 2016-17 Six Board Meetings were held on 27/05/2016, 11/08/2016, 11/11/2016, 11/02/2017, 13/03/2017 and 15/03/2017.

AUDIT COMMITTEE:

During the financial year 2016-17 Six Audit Committee Meetings were held on 25/05/2016, 11/08/2016, 09/11/2016, 11/02/2017, 13/03/2017 and 15/03/2017.

Composition and Attendance record of the members of the Committee is as under:

S.No	Member	Designation	No. of meetings attended
1	Mr. M. Uttam Reddi *	Independent	1
2	Mr. V. Thirumal Rao **	Non-Executive	1
3	Mr. R. Gowri Shanker	Independent	5
4	Mr. V.J. Singh	Independent	6
5	Mr. S.V. Narasimha Rao	Executive Director	6

* Resigned on 20/10/2016

** Expired on 13/07/2016

VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company has established a vigil mechanism for directors and employees to report genuine concerns and the same is hosted in our website www.beardsell.co.in.

NOMINATION AND REMUNERATION COMMITTEE

During the financial year 2016-17 one Committee meeting was held on 15/03/2017.

S.No	Member	Designation	No. of meetings attended
1	Mr. R. Gowri Shanker	Independent	1
2	Mr. V.J. Singh	Independent	1
3	Mrs. A. Jayasree	Non-Executive	-

CORPORATE SOCIAL RESPONSIBILITY REPORTING (CSR)

CSR Reporting forms part of this Report.

During the financial year 2016-17 one Committee meeting was held on 13/03/2017.

CSR COMMITTEE COMPRISES OF THE FOLLOWING DIRECTORS:

S.No	Member	Designation	No. of meetings attended
1	Mr Bharat Anumolu	Managing Director	1
2	Mr.Amrith Anumolu	Executive Director	1
3	Mr.R.Gowri Shanker	Independent Director	1

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

This particulars are annexed to this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT 2013:

- (i) Loans : Rs.1497.28 lacs
- (ii) Guarantees : Nil
- (iii) Investments : Rs.159.20 lacs

SECRETARIAL AUDIT REPORT:

A Secretarial Audit Report given by Lakshmi Subramanian & Associates, Practicing Company Secretaries, Chennai is annexed to this report.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE:

M/s Deloitte Haskins & Sells, Chartered Accountants, Chennai have given a certificate regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and the same is annexed to this report.

RISK MANAGEMENT POLICY:

The Company has developed and implemented a risk management policy including identification therein the elements of risk which in the opinion of the Board may threaten the existence of the company.

COST AUDIT

Your company has appointed Mr M. Krishnaswamy, Practicing Cost Accountant, Chennai (FCMA No.5944) as Cost Auditor for the financial year 2016-17 with the consent of the Central Government for the Audit of Cost Accounts maintained by the Company.

EMPLOYEE RELATIONS

The relations between the employees and management continued to be cordial during the year.

DIRECTORS' RESPONSIBILITY STATEMENT:

As required by Sec. 134 (3) [c] of the Companies Act, 2013, your Directors further report that:

- I In preparation of the annual accounts, applicable accounting standards have been followed along with proper explanation relating to material departures;
- II The Directors have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2017 and of the Profit of the Company for financial year ended 31st March, 2017;
- III The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV The Directors have prepared the Annual Accounts on a going concern basis.
- V The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- VI The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

REMUNERATION POLICY OF THE COMPANY

The remuneration policy of the Company comprising the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been hosted in our website www.beardsell.co.in.

CORPORATE GOVERNANCE

Your Directors report that your Company has been fully compliant with the SEBI ICDR Regulations on Corporate Governance, which have been incorporated in Clause 49 of the Listing Agreement. A detailed report on this forms part of Annexure.

ACKNOWLEDGEMENT

Your Directors gratefully acknowledge the continued support received from the Bankers, Principals/Suppliers, Customers and Employees.

For and on behalf of the Board
Bharat Anumolu
Managing Director

V.J. Singh
Director

Chennai
July 22, 2017





PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Form No. AOC-2: (Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014).

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

Details of contracts or arrangements or transactions not at arm's length basis : NIL

Details of material contracts or arrangements or transactions at arm's length basis :

1. Name of the related party and nature of relationship : **Sarovar Insulation Pvt Ltd**
 - (i) Nature of contracts/arrangements/transactions : Processor and seller of EPS Products and Purchaser of EPS Resins
 - (ii) Duration of contracts/arrangements/transactions : Ongoing
 - (iii) Salient terms of contract including value :

Processing charges	: Rs.24.04 lacs;
Sale of EPS Products	: Rs.856.29 lacs;
Purchase of EPS Resins	: Rs.50.30 lacs
 - (iv) Date of approval by Board, if any : 27th May 2016
 - (v) Amount paid as advances, if any : Nil

2. Name of the related party and nature of relationship : **Gunnam Subbarao Insulation Pvt Ltd**
 - (i) Nature of contracts / arrangements / transactions: Processor, buyer and seller of EPS & Quikbuild products
 - (ii) Duration of contracts/arrangements/transactions : Ongoing
 - (iii) Salient terms of contract including value :

Processing charges	: Rs. 230.60 lacs
Sales of Isobuild products	: Rs. 570.02 lacs;
Purchase of Isobuild products	: Rs. 454.71 lacs
 - (iv) Date of approval by Board, if any : 27th May 2016
 - (v) Amount paid as advances, if any : Nil

**PARTICULARS OF EMPLOYEES AND
RELATED DISCLOSURES:**
**BOARD'S REPORT FOR THE YEAR ENDED 31/03/2017
PARTICULARS OF EMPLOYEES:**

(A) Information as per Section 197 (12) read with Rule 5 (1) of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:

- (i) The ratio of Remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Name of the Director	Ratio
Mr. Bharat Anumolu	10.31
Mr. S.V. Narasimha Rao	6.30
Mr. Amrith Anumolu	10.31
Mr. Uttam Reddi	(*)
Mr. V. Thirumal Rao	(*)
Mr. R. Gowri Shanker	(*)
Mr. V.J. Singh	(*)
Mrs. Jayasree Anumolu	(*)

The median remuneration of the employees of the company during the Financial Year 2016-17 was Rs.3,49,165/-

(*) The sitting fees received by the non-executive Independent Directors was less than the median remuneration of employee and hence the ratio is not provided.

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year:

Name of the Director	Designation	% of increase in Remuneration
Mr. Bharat Anumolu	Managing Director	-
Mr. S.V. Narasimha Rao	Executive Director	-
Mr. Amrith Anumolu	Executive Director	-
Mr. M. Uttam Reddi	Independent Director	(#)
Mr. V. Thirumal Rao	Non-Executive Director	(#)
Mr. R. Gowri Shanker	Independent Director	(#)
Mr. V.J. Singh	Non-Executive Director	(#)
Mrs. Jayasree Anumolu	Independent Director	(#)
Mr. Y. Mukthar Basha	Chief Financial Officer	40.16
Mr. K. Murali	Company Secretary	12.37

(#) The remuneration to non-executive Independent Directors comprises of sitting

fees for attending the Board / Committee meetings. The actual payment of sitting fee is based on the number of meetings attended by the Directors. In view of the aforesaid facts, the calculation of percentage increase in remuneration would not be meaningful and hence not provided.

The percentage increase in the remuneration of Chief Financial Officer and Company Secretary in the financial year: 29.00%

- (iii) The percentage increase in the median remuneration of employees in the financial year: 11.85%
- (iv) The number of permanent employees on the rolls of the company: 253
- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NIL.
- (vi) Affirmation that the remuneration is as per the remuneration policy of the company:
The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

(B) Information as per section 197 (12) read with Rule 5 (2) and 5(3) of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:

- (i) None of the employee was in receipt of remuneration for the financial year 2016-17, which, in aggregate, was not less than sixty lakh rupees; and
- (ii) None of the employee who was employed for a part of the financial year 2016-17 was in receipt of remuneration for any part of the financial year 2016-17, at a rate, which, in the aggregate, was not less than five lakh rupees per month.

MANAGEMENT DISCUSSIONS AND ANALYSIS
Industry Structure & Development

The prefab building elements manufactured by your Company finds applications in cold storages, Food Processing Plants, Pharmaceuticals and Roofing applications. Expanded Polystyrene has varied applications in insulation and packaging. SteilWallz panels finds applications in construction of low cost housing. Your Company also undertakes Contracts with in-house /outsourced materials.

Outlook on Opportunities and Threats

With increased industrial construction and retail business activities and Government of India's thrust and encouraging policies on cold storages with latest technologies for improving post harvest infrastructure, there is likely to be increase in demand for your Company's products.

Fluctuating raw material prices can have negative impact on operations. Major raw materials are:

- a) Expanded Polystyrene (a petroleum derivative):
Increase in petroleum prices impacts this raw material price.

- b) Steel: The upward trend in the global steel market has pushed up the price of steel, a major component in Isobuild Prefab Panels.

Segment wise Performance

Insulation division which comprises manufacture of EPS Products / Prefab Panels and related Contracting activities earned a revenue of Rs 15681.30 Lakhs 93.68% of the total revenue. Trading and others Segment which comprises Motors and Exports earned a revenue of Rs.1057.44 Lakhs 6.32% of the total revenue.

Internal Control System

Your Company has an effective Internal Control System and this is periodically reviewed for effectiveness. The Board of Directors have constituted an Audit Committee. The Audit Committee reviews the Internal Audit reports and their observations at regular intervals.

Material Development in Human Resources

Your Company believes that human resources are the main assets of the Company and the Company's Policy is framed in this direction.

**ANNEXURE
REPORT ON CORPORATE GOVERNANCE**
1. COMPANY'S PHILOSOPHY

The Company strives towards ensuring transparency and professionalism in all decisions and spheres of operation, achieving excellence in Corporate Governance by conforming to the prevalent mandatory guidelines on Corporate Governance and to enhance shareholder value through sound business decisions driving the organisation forward without undue restraints along with prudent framework of accountability and financial management.

2. BOARD OF DIRECTORS
a) Composition

The information on Composition of the Board, Directors Attendance at the Board Meetings held during the year and at the last Annual General Meeting, Directorships and Committee position held in other Companies are as under:

Name of Director	Category	Attendance in Previous AGM held on 12/08/2016	Attendance in Board Meetings	No. of Directorships held in Other Public Limited Companies		Committee position held in other Companies	
				Director	Chairman	Member	Chairman
Mr. Bharat Anumolu	Managing Director, Promoter	Present	6	Nil	Nil	Nil	Nil
Mr. S.V. Narasimha Rao	Executive Director, Member	Present	6	1	Nil	1	Nil
Mr. M. Uttam Reddi	Non-Executive Independent	Not Present	-	Nil	Nil	Nil	Nil
Mr. V. Thirumal Rao	Non-Executive Director	Not Present	1	Nil	Nil	Nil	Nil
Mr. R. Gowrishanker	Non-Executive Independent	Present	4	Nil	Nil	Nil	Nil
Mr. Amrith Anumolu	Executive Director, Promoter	-	3	Nil	Nil	Nil	Nil
Mr. V.J. Singh	Non-Executive Independent	Present	6	Nil	Nil	Nil	Nil
Mrs. Jayasree Anumolu	Non-Executive, Promoter	-	2	Nil	Nil	Nil	Nil

· MrNarasimhaRao retired on 8th May 2017

** Mr M UttamReddi resigned on 20th October 2016

*** Mr V ThirumalRao expired on 13th July 2016

b) Number of Board Meetings held during the year and dates of Meeting:

During the Financial Year 2016-2017, six Board Meetings were held on 27/05/2016, 11/08/2016, 11/11/2016, 11/02/2017, 13/03/2017 and 15/03/2017.

3. AUDIT COMMITTEE
I Terms of Reference

The role, terms of reference and authority and powers of this committee are in conformity with the SEBI (LODR) Regulation 2015. The essential functions of the committee include review of systems and procedures, overseeing the functioning of internal audit, the effectiveness of controls and regulatory compliances. It also reviews with management, Company's financial statements, and financial reporting process, disclosure of financial information and observations of auditors before submission to the Board. It recommends the appointment of statutory auditors and their fees.

II Composition and attendance
Audit Committee Meeting

During the financial year 2016-2017, Six Audit Committee meetings were held on 25/05/2016, 11/08/2016, 09/11/2016, 11/02/2017, 13/03/2017 and 15/03/2017.

Composition and Attendance record of the members of the Committee is as under:

Sl. No	Member	Designation	No. of meetings attended
1	Mr. M. Uttam Reddi **	Independent	1
2	Mr. R. Gowri Shanker	Independent	5
3	Mr. V.J. Singh	Independent	6
4	Mr. V. Thirumal Rao ***	Non-Executive	1
5	Mr. S.V. Narasimha Rao	Executive Director	6

** Mr M UttamReddi resigned on 20th October 2016

*** Mr V ThirumalRao expired on 13th July 2016

4. NOMINATION AND REMUNERATION COMMITTEE

The Company is having a Nomination and Remuneration Committee in line with the SEBI (LODR) Regulation 2015, which is responsible for all matters concerning appointment and recommending the remuneration payable to Directors. The Committee comprises Mr. V J Singh, Mr R Gowri Shanker and Mrs. A Jayasree (duly reconstituted consequent upon the demise of Mr. V Thirumal Rao on 13/07/2016 and resignation of Mr. M Uttam Reddi on 20/10/2016). The Committee met once during the year on 15-03-2017 and leave of absence was granted to Mrs. A Jayasree.

a) SITTING FEES PAID TO DIRECTORS FOR THE FINANCIAL YEAR 2016-2017

(Rs. In Lakhs)

Sl. No	Directors	Sitting Fees
1	Mr. M.Uttam Reddi	0.15
2	Mr. V.Thirumal Rao	0.30
3	Mr. R.Gowri Shanker	1.65
4	Mr. V.J.Singh	2.10
5	Mr. Bharat Anumolu	0.90
6	Mr. S.V.Narasimha Rao	1.80
7	Mr. Amrith Anumolu	0.45
8	Mrs. Jayasree Anumolu	0.30
	TOTAL	7.65

b) REMUNERATION PAID TO WHOLE TIME DIRECTORS

(Rs. in Lakhs)

Sl. No	Name	Salary	Perquisites and Allowances	Commission to be paid*	Contribution to Provident Fund and Super Annuation Funds	Total
1	Mr. Bharat Anumolu	19.20	12.30	4.51	6.39	42.40
2	Mr. S.V. Narasimha Rao	12.00	8.15	1.85	3.74	25.74
3	Mr. Amrith Anumolu	19.20	13.21	3.59	6.15	42.15
	Total	50.40	33.66	9.95	16.28	110.29

* Commission is to be paid only in the Current Financial Year. A provision for the same has been made in the Financial Statement for the year ending 31st March, 2017.

c) M/s.Rao and Associates are the legal advisors of the Company where in Mr. V Thirumal Rao was a Partner. The Company has paid the firm during the financial year, a sum of Rs. 2.25 Lakhs for Professional advice and services rendered.

5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

CSR COMMITTEE COMPRISES OF THE FOLLOWING DIRECTORS :

S.No	Member	Designation	No. of meetings attended
1	Mr Bharat Anumolu	Managing Director	1
2	Mr.Amrith Anumolu	Executive Director	1
3	Mr.R.Gowri Shanker	Independent Director	1

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company is having a Stakeholders Relationship Committee in line with the SEBI (LODR) Regulation 2015, which is responsible for all matters concerning the share transfers, transmissions, issue of duplicate Share Certificates and redressal of Investor's Grievances. The Committee comprises Mr R Gowri Shanker, Mr V J Singh and Mr Bharat Anumolu (reconstituted on 6th May 2017 consequent upon the demise of Mr V Thirumal Rao on 13th July 2016 and resignation of Mr M Uttam Reddi on 20th October 2016).

Mr. K.Murali, Company Secretary, is the Compliance Officer.

Details of number of complaints received and redressed during the year are given below:

Opening Balance	Received during the Financial Year 2016-17	Resolved during the Financial Year 2016-17	Closing Balance
NIL	NIL	NIL	NIL



7. ANNUAL GENERAL MEETINGS

i) Details of the last three Annual General Meetings of the Company are given below:

Financial Year	AGM	Location	Date	Time
2015-16	79th	Narada Gana Sabha, 314, TTK Salai, Chennai-600018	12/08/2016	10.00 A.M.
2014-15	78th	Narada Gana Sabha, 314, TTK Salai, Chennai-600018	13/08/2015	10.00 A.M.
2013-14	77th	Narada Gana Sabha, 314, TTK Salai, Chennai-600018	13/08/2014	10.00 A.M.

ii) Special Resolution passed in the three Annual General Meeting:

Year	Date	Special Resolution Considered
2015-2016	12/08/2016	-
2014-2015	13/08/2015	-
2013-2014	13/08/2014	1

During the financial year 2016-17, no special resolutions were passed through postal ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing of resolution through postal ballot.

8. Prevention of Insider Trading

The Company has framed a Code of Conduct for Prevention of Insider Trading based on SEBI (Prohibition of Insider Trading) Regulations, 1992. This code is applicable to all Directors / officers (including Statutory Auditors) / designated employees. The code ensures the prevention of dealing in Company's shares by persons having access to unpublished price sensitive information and available on our Company's website www.beardsell.co.in

9. DISCLOSURE

- a) There were no materially significant related party transactions with Directors/promoters/management which had potential conflict with the interests of the Company at large.
- b) Periodical disclosures from Senior Management relating to all material financial and commercial transactions, where they had or were deemed to have had personal interest, that might have had a potential conflict with the interest of the Company at large were placed before the Board.
- c) The Company has followed the Guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.
- d) During the year under review, the Company has not raised any funds from public issue, rights issue or preferential issue.
- e) During the year 2016-17 the Company has paid a penalty amounting to Rs. 73600/- for delay in submission of Annual Report to BSE Ltd.
- f) Vigil Mechanism Policy and affirmation that no personnel have been denied to the Audit Committee: The Company has established a Vigil Mechanism Policy. No personnel have been denied access to the Audit Committee.

10. CODE OF CONDUCT

The Board has laid-down a "Code of Conduct" (Code) for all the Board members and the senior management of the Company and the Code is posted on the website of the Company www.beardsell.co.in. Annual declaration regarding compliance with the Code is obtained from every person covered by the Code of Conduct. A declaration to this effect signed by the Managing Director is forming part of this report.

11. COMPLIANCE WITH CORPORATE GOVERNANCE NORMS

The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges. The Company has submitted the compliance report in the prescribed format to the stock exchanges for the quarters ended June 30, 2016, September 30, 2016, December 31, 2016 and March 31, 2017.

The Statutory Auditors have certified that the Company has complied with the conditions of corporate governance as stipulated in Clause 49 of the listing agreements with the stock exchanges. The said certificate is annexed to this Report and will be forwarded to the Stock Exchanges and the Registrar of Companies, Tamilnadu, Chennai, along with the Annual Report.

12. CEO/CFO CERTIFICATION

The Board has received certificate from Managing Director and Company Secretary that they have discharged the obligations under the Corporate Governance Guideline prescribed by SEBI.

13. MEANS OF COMMUNICATION

In compliance with the requirements of Listing Agreements, Company regularly submits un-audited as well as audited financial results to the Stock Exchange. These financial results are normally published in Trinity Mirror English and Makkal Kural Tamil.

14. GENERAL SHARE HOLDERS INFORMATION

a) General Body Meeting

The 80th Annual General Meeting of the Company will be held on Thursday, the 14th September, 2017 at 10.00 A.M. at "Mini Hall" Satguru Gnananada Hall, Naradagana Sabha, 314, T.T.K Road, Chennai 600 018.

b) Financial Calendar

The Next Financial Year covers the period from 1st April, 2017 to 31st March, 2018.

Results for the Period	Expected date of Completion
First Quarter	September, 2017
Second Quarter & Half-Yearly	November, 2017
Third Quarter	February, 2018
Fourth Quarter	May, 2018

c) Date of Book Closure

8th September, 2017 to 14th September, 2017 (both days inclusive).

d) Interim Dividend on Equity Shares : @ Re.1.50 per Share (15 percent)

Payment Date : Payable on or before 28th March, 2017

e) (i) Shareholding Pattern as on 31st March, 2017

	Category	No. of Shares Holders	No. of Shares Held	Percentage Of Share Holding
A	Promoter And Promoters Holding			
	a. Individuals	3	2956250	63.13
	b. Central Government and State Government	-	-	-
	c. Bodies Corporate	1	554720	11.85
	d. Foreign Promoters	-	-	-
	Total Share Holding of Promoter And Promoters Group	4	3510970	74.97
B	Public Share Holding			
	1. INSTITUTIONS			
	a. Mutual Funds	-	-	-
	b. Venture Capital Funds	-	-	-
	c. Alternative Investment Funds	-	-	-
	d. Foreign Venture Capital Investors	-	-	-
	e. Foreign Portfolio Investors	1	2500	0.05
	f. Financial Institutions / banks	6	4040	0.09
	g. Insurance Companies	-	-	-
	h. Provident Funds / Pension Funds	-	-	-
	i. Any other	-	-	-
	Central Government / State Government (s)	1	18000	0.38
	j. Market Maker	-	-	-
	SUBTOTAL (B) (1)	8	24540	0.52



Category	No. of Shares Holders	No. of Shares Held	Percentage Of Share Holding
2. Central Government / State Government President of India			
3. NON INSTITUTIONS			
a. INDIVIDUALS			
I. Individual Share holders holding Nominal Share Capital up to Rs.2.00 Lakhs	4091	689701	14.73
II. Individual Share holders holding Nominal Share Capital in excess of Rs.2.00 Lakhs	6	323156	6.90
b. NBFCs Registered with RBI	-	-	-
c. EMPLOYEE TRUSTS	-	-	-
d. Overseas Depositories (holding DRs) (balancing figure)	-	-	-
e. ANY OTHER	-	-	-
Bodies Corporates	85	113250	2.42
Clearing Members	18	2903	0.06
Foreign Nationals	1	200	0.00
Hindu Undivided Families	71	12009	0.26
Non Resident Indians	25	5584	0.12
Trust	1	585	0.01
	4298	1147658	24.51
TOTAL = B(1)+B(2)+B(3)	4306	1172198	25.03
TOTAL	4310	4683168	100.00

(ii) DISTRIBUTION OF HOLDINGS AS ON 31ST MARCH, 2017

No. of Shares	Shareholders		Shares Amount	
	Nos.	%	In Rs.	% to
		Total Number of Shares		Total Share Amount
Up to 5000	4285	99.43	5914240	12.63
5001 to 10000	6	0.14	453870	0.97
10001 to 20000	8	0.19	1248810	2.67
20001 to 30000	1	0.02	216000	0.46
30001 to 40000	1	0.02	374500	0.80
40001 to 50000	4	0.09	1906310	4.07
50001 to 100000	1	0.02	547000	1.17
100001 & above	4	0.09	36170950	77.23
TOTAL	4310	100.00	46831680	100.00

f) Share Transfer Systems

The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialisation of the Company's shares. The ISIN No., allotted is INE520H01022. Members now have the option to hold their shares in demat form either through the NSDL or CDSL.

g) Dematerialisation of Shares as on 31st March, 2017 - 4187430 shares (89.41%) have been dematerialised.

h) Registrar And Share Transfer Agents

Cameo Corporate Services Limited, Chennai is the Registrar and Share Transfer Agent of the Company.

Address of the Share Transfer Agent:

The General Manager
M/s Cameo Corporate Services Limited
 Subramanian Building,
 No. 1, Club House Road,
 Chennai 600 002.
 Tel: (044) 28460390-91
 e-mail: cameo@cameoindia.com

i) Listing On Stock Exchange

The shares of the Company are listed in National Stock Exchange of India Limited (NSE) and BSE Limited. Listing fees has been paid up-to-date.

Stock Code in NSE: "BEARSELL".
SCRIP Code in BSE: "539447"

j) Market Price Data:

Monthly High / Low & Closing Prices during each month in the financial year

Month	NATIONAL STOCK EXCHANGE OF INDIA LIMITED				BSE LIMITED			
	High Rs.	Low Rs.	Closing Rs.	Volume Traded Nos	High Rs.	Low Rs.	Closing Rs.	Volume Traded Nos
April 2016	105.00	72.55	88.00	1515	124.80	124.80	124.80	4
May 2016	105.45	85.00	100.00	3107	127.80	111.00	120.00	3604
June 2016	116.30	90.05	115.00	5366	129.00	102.90	129.00	3159
July 2016	132.30	111.15	112.30	21904	141.10	119.00	120.50	8597
August 2016	184.50	104.40	184.50	4836	195.85	109.25	195.85	12158
September 2016	222.50	181.00	215.00	27876	226.00	185.00	215.90	24791
October 2016	527.85	205.20	527.85	30331	516.50	206.00	516.50	89251
November 2016	599.00	312.60	419.45	23440	622.00	350.60	448.50	17928
December 2016	431.85	380.00	398.95	7148	470.90	389.50	412.95	6844
January 2017	415.40	312.30	328.70	18313	429.00	344.95	355.75	4587
February 2017	390.00	313.35	374.15	9573	403.00	326.00	392.60	4584
March 2017	573.90	380.00	423.80	35997	581.00	377.05	430.00	55200

k) Address For Correspondence

Registered Office:
 Secretarial Department
 BEARSELL LTD
 47, Greams Road, Chennai-600006
 Tel: (044) 28293296
 Email: ho@beardsell.co.in

l) Company Plant Locations :

- TTC Industrial Area, Thane Belapur Road, Navi Mumbai, Maharashtra
- Govindamedu Village, Killachery (PO & Panchayat) Mappedu, Thiruvallur Dt., Tamil Nadu
- Bonthapally Village, Jinnaram Mandal, Medak District, Andhra Pradesh
- B-113/1, M.I.D.C, Tasawade, P.O. Umbaraj, Karad, Taluka Karad, Dist. Satara Maharashtra 415 019.

m) e-mail ID for redressal of investor complaints:

An e-mail id has been created for Redressal grievance division / Compliance officer exclusively for the purpose of registering the complaints of the investors. Investors may send their complaints to igrc@beardsell.co.in

COMPLIANCE

Company has obtained a certificate from Auditors regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement which is attached to this report.

Chennai
 July 22, 2017

CERTIFIED TRUE COPY
 For and on behalf of the Board
 Bharat Anumolu
 Managing Director
 V.J. Singh
 Director

BEARSELL LIMITED
 Company Secretary



FormNo.MGT-9

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN:- L65991TN1936PLC001428
- ii) Registration Date 23rd November 1936
- iii) Name of the Company BEARDELL LIMITED
- iv) Category/Sub-Category of the Company PUBLIC LIMITED
- v) Address of the Registered office and contact details 47, GREAMS ROAD
CHENNAI - 600 006
Phone : 28293296
- vi) Whether listed company Yes/No YES
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any
M/s Cameo Corporate Services Limited
Subramanian Building,
No. 1, Club House Road,
Chennai 600 002.
Tel: (044) 28460390-91
e-mail: cameo@cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	INSULATION	45302	86.50 %
2	TRADING	-	13.50 %

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	Name and address of the Company	CIN / GLN	% of Shares Held	Applicable Section
1	Sarovar Insulation Private Limited	U32109TZ1999PTC008729	100 %	2 (87)

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

A	Category of Shareholders	No. of Shares held at the beginning of the year as on 01/04/2016				No. of Shares held at the end of the year as on 31/03/2017				% of Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	(1) Indian									
	a) Individual/ HUF	2956250	-	2956250	63.12	2956250	-	2956250	63.12	-
	b) Central Govt.	-	-	-	-	-	-	-	-	-
	c) State Govt.(s)	-	-	-	-	-	-	-	-	-
	d) Bodies Corp.	554720	-	554720	11.85	554720	-	554720	11.85	-
	e) Banks/FI	-	-	-	-	-	-	-	-	-
	f) Any Other....	-	-	-	-	-	-	-	-	-
	Sub-total (A) (1)	3510970	-	3510970	74.97	3510970	-	3510970	74.97	-
	(2) Foreign									
	a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
	b) Other Individuals	-	-	-	-	-	-	-	-	-
	c) Bodies Corp.	-	-	-	-	-	-	-	-	-
	d) Banks/FI	-	-	-	-	-	-	-	-	-
	e) Any Other....	-	-	-	-	-	-	-	-	-
	Sub-total(A)(2)	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter (A)= (A)(1)+(A)(2)	3510864	-	3510864	74.97	3510970	-	3510970	74.97	-
	B Public Share holding									
	(1) Institutions									
	a) Mutual Funds	-	-	-	-	-	-	-	-	-
	b) Banks/FI	-	4040	4040	0.09	-	4040	4040	0.09	-
	c) Central Govt.	-	18000	18000	0.38	-	18000	18000	0.38	-
	d) State Govt. (s)	-	-	-	-	-	-	-	-	-
	e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
	f) Insurance Companies	-	-	-	-	-	-	-	-	-
	g) Foreign Institutional Investors	-	-	-	-	2500	-	2500	0.05	-
	h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
	i) Others(specify)	-	-	-	-	-	-	-	-	-
	Sub-total(B)(1)	-	22040	22040	0.47	2500	22040	24540	0.52	-
	(2) Non-Institutions									
	a) Bodies Corp.									
	Indian	14117	91228	105345	2.25	22292	91228	113520	2.42	0.17
	b) Individuals									
	i) Individual shareholders holding nominal share capital up to Rs.1 lakh	154488	378990	533478	11.39	231570	351250	582820	12.45	1.05
	ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	468287	26375	494662	10.56	403662	26375	430037	9.18	-1.38
	c) Others(specify)									
	Clearing members	85	-	85	-	2903	-	2903	0.06	0.06
	Foreign nationals	200	-	200	-	200	-	200	-	-
	Hindu Undivided Families	7550	5	7555	0.16	12004	5	12009	0.25	0.09
	NRI	3993	4840	8833	0.19	744	4840	5584	0.12	-0.06
	Trusts	-	-	-	-	585	-	585	0.01	0.01
	Sub-total(B)(2)	648720	501438	1150158	24.56	673960	473698	1147658	24.51	-
	Total Public Shareholding (B)=(B)(1)+ (B)(2)	648720	523478	1172198	25.03	676460	495738	1172198	25.03	-
	C Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total(A+B+C)	4159690	523478	4683168	100.00	4187430	495738	4683168	100.00	-



(ii) Shareholding of Promoters

S. No	Shareholder's Name	No. of Shares held at the beginning of the year as on 01/04/2016			No. of Shares held at the end of the year as on 31/03/2017			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	M/s. GUNNAM SUBBA RAO INSULATION PRIVATE LTD	554720	11.85	-	554720	11.85	-	-
2	Mrs. LALITHAMBA PANDA	100	-	-	100	-	-	-
3	Mr. AMRITH ANUMOLU	200	-	-	-	-	-	-
4	Mr. ANUMOLU JAYASREE	1515069	32.35	-	1515269	32.35	-	-
5	Mr. ANUMOLU BHARAT	1440881	30.77	-	1440881	30.77	-	-
	TOTAL	3510970	74.97	-	3510970	74.97	-	-

(iii) Change in Promoters' Shareholding (please specify ,If there is no change

S. No	Share holding at the beginning of the year (as on 01/04/2016)	Cumulative Share holding during the year (as on 01/04/2016 - 31/03/2017)	
		No. of shares	% of total shares of the company
	At the beginning of the year	-	-
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity at the end of the year		
	At the end of the year	200	-

Note : There is no change in the total Shareholding of Promoters between 01/04/2016 and 31/03/2017
Transfer detail is given below:

S. No	Name	Share Holding		Date	Increase / (decrease) in the share holding	Reason	Cumulative Share holding During the year (as on 01/04/2016 - 31/03/2017)	
		No. of Shares at he beginning (01/04/2016/ end of the year 31/03/2017)	% of total shares of the company				No of Shares	% of total shares of the company
1	Mrs Jayasree Anumolu	1515069	32.35	01/04/2016	200	Transfer	1515069	32.35
		1515269	32.35	31/03/2017			1515269	32.35

(iv) Share holding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

S. No	For Each of the Top 10 Shareholders	Share Holding		Date	Increase / (decrease) in the share holding	Reason	Cumulative Share holding During the year (as on 01/04/2016 - 31/03/2017)	
		No. of Shares at the beginning (01/04/2016/ end of the year 31/03/2017)	% of total shares of the company				No of Shares	% of total shares of the company
1	SUNITHA VEMULAPALLI	106225	2.27	01/04/2016	-	Nil Movement during the year	106225	
		106225	2.27	31/03/2017			106225	2.27
2	SANDEEP VUYURU RAMESH	69700	1.49	01/04/2016	-15000	Transfer	69700	
		54700	1.49	15/07/2016			54700	
		54700	1.49	31/03/2017			54700	1.17
3	MAHENDRA GIRDHARILAL	53021	1.13	01/04/2016	- 2156 - 1454 - 3780	Transfer	53021	
				04/11/2016			50865	
				11/11/2016			49411	0.98
		45631	0.98	24/03/2017			45631	
				31/03/2017	45631		45631	

(iv) Share holding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

S. No	For Each of the Top 10 Shareholders	Share Holding		Date	Increase / (decrease) in the share holding	Reason	Cumulative Share holding During the year (as on 01/04/2016 - 31/03/2017)	
		No. of Shares at the beginning (01/04/2016/ end of the year 31/03/2017)	% of total shares of the company				No of Shares	% of total shares of the company
4	JITENDRA MANSUKHLAL PAREKH	50000	1.07	01/04/2016	- 15000 - 10000 - 5000 - 10343	Transfer	50000	1.07
				14/10/2016			35000	0.75
				21/10/2016			25000	0.53
				28/10/2016			20000	0.42
		9657	0.21	04/11/2016			9657	0.21
				31/03/2017	9657	0.21		
5	ANUMOLU SUBBA RAO	50000	1.07	01/04/2016	-	Nil Movement during the year		
		50000	1.07	31/03/2017			50000	1.07
6	M/s. HYDERABAD EPS PRODUCTS PVT.LTD.	50000	1.07	01/04/2016	-	Nil Movement during the year		
		50000	1.07	31/03/2017			50000	1.07
7	V SAROJINI	45000	0.96	01/04/2016	-	Nil Movement during the year		
		45000	0.96	31/03/2017			45000	0.96
8	M/s.KAISER FINANCE&LEASING P LTD	37450	0.80	01/04/2016	-	Nil Movement during the year		
		37450	0.80	31/03/2017			37450	0.80
9	RAJESWARI VUYURU	21600	0.46	01/04/2016	-	Nil Movement during the year		
		21600	0.46	31/03/2017			21600	0.46
10	ANUJA KOHLI MARIWALA	-	-	01/04/2016	- 1587 8413 385 215 2 122 4878 1470 654 1472	Transfer	-	-
				02/09/2016			1587	0.03
				09/09/2016			10000	0.21
				16/09/2016			10385	0.22
				23/09/2016			10600	0.23
				30/09/2016			10602	0.23
				07/10/2016			10724	0.23
				28/10/2016			15602	0.33
				04/11/2016			17072	0.36
				18/11/2016			17726	0.39
				09/12/2016			19198	0.41
		19198	0.41	31/03/2017			19198	0.41
11	GOVERNOR OF KERALA	18000	0.38	01/04/2016			-	Nil Movement during the year
		18000	0.38	31/03/2017		18000	0.38	

(v) Share holding of Directors and Key Managerial Personnel:

S. No	Name	Share Holding		Date	Increase / (decrease) in the share holding	Reason	Cumulative Share holding During the year (as on 01/04/2016 - 31/03/2017)	
		No. of Shares at the beginning (01/04/2016/ end of the year 31/03/2017)	% of total shares of the company				No of Shares	% of total shares of the company
A. DIRECTORS								
1	Mr.Bharat Anumolu Managing Director	1440881	30.77	01/04/2016	-	Nil Movement during the year		
		1440881	30.77	31/03/2017			1440881	30.77
2	Mr.S.V.Narasimha Rao Executive Director	28680	0.61	01/04/2016	28680 -80 -244 -676 -4416 -4000 -4000 -5000 -10000	Transfer	28680	0.61
				09/09/2016			28600	0.61
				16/09/2016			28356	0.61
				23/09/2016			27680	0.59
				30/09/2016			23264	0.50
				07/10/2016			19264	0.41
				14/10/2016			15264	0.32
				21/10/2016			10264	0.21
				28/10/2016			264	0.00
		264	-	31/03/2017			264	0.00
3	Mr.Amrith Anumolu Executive Director	200	-	01/04/2016	200	Transfer	200	
				24/06/2016	-200		-	
		200	-	31/03/2017	-		-	
4	Mrs.Jayasree Anumolu Director	1515069	32.35	01/04/2016	1515069 200	Transfer	1515069	32.35
				24/06/2016			1515269	32.36
		1515269	32.36	31/03/2017			1515269	32.36



S.No	Name	Share Holding		Date	Increase / (decrease) in the share holding	Reason	Cumulative Share holding During the year (as on 01/04/2016 - 31/03/2017)	
		No. of Shares at the beginning (01/04/2016/ end of the year 31/03/2017)	% of total shares of the company				No of Shares	% of total shares of the company
A. DIRECTORS								
5	Mr.R. Gowri Shanker Director	1195	0.02	01/04/2016	1195	Nil Movement during the year	1195	0.02
		1195	0.02	31/03/2017	1195		1195	0.02
6	Mr.V.J. Singh Director	-	-	01/04/2016	-	Nil Movement during the year	-	-
		-	-	31/03/2017	-		-	-
7	Mr.M.Uttam Reddi Director	200	-	01/04/2016	-	Transfer	200	-
		200	-	31/03/2017	-		200	-
B. KEY MANAGERIAL PERSONNEL								
8	Mr.Y.Mukthar Basha Chief Financial Officer	250	-	01/04/2016	-	Nil Movement during the year	250	-
		250	-	31/03/2017	-		250	-
9	Mr.K.Murali Company Secretary	-	-	01/04/2016	-	Nil Movement during the year	-	-
		-	-	31/03/2017	-		-	-

V. IN DEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. In Lakhs)

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01/04/2016)				
i) Principal Amount	2067.60	921.37	-	2988.97
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	8.83	-	8.83
Total(i+ii+iii)	2067.60	930.20	-	2997.80
Change in Indebtedness during the financial year				
Addition	142.45	114.78	-	257.23
Reduction	(167.65)	(54.91)	-	(222.56)
Net Change	(25.20)	59.87	-	34.67
Indebtedness at the end of the financial year (31/03/2017)				
i) Principal Amount	2042.40	978.49	-	3020.89
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	11.58	-	11.58
Total(i+ii+iii)	2042.40	990.07	-	3032.47

VI. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager

(Rs. In Lakhs)

S.No	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
		Mr Bharat Anumolu Managing Director	Mr S V Narasimha Rao Executive Director	Mr Amrith Anumolu Executive Director	
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30.74	19.83	30.72	81.29
	(b) Value of perquisites u/s17(2) of the Income-tax Act, 1961	0.76	0.32	1.69	2.77
	(c) Profits in lieu of salary under section17(3) Income- taxAct,1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission- as % of profit	4.51	1.85	3.59	9.95
5.	Others:				
	(Sitting Fees)	0.90	1.80	0.45	3.15
	Contribution to PF/ Super annuation	6.39	3.74	6.15	16.28
	Total (A)	43.30	27.54	42.60	113.44

B. Remuneration to other directors:

S.No	Particulars of Remuneration	Name of Directors					Total amount
		Mr R Gowri Shanker	Mr M Uttam Reddi	Mr V J Singh	Mr V Thirumal Rao	Mrs Jayasree Anumolu	
1.	Independent Directors						
	Fee for attending board committee meetings	1.65	0.15	2.10	-	-	3.90
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	1.65	0.15	2.10	-	-	3.90
2.	Other Non Executive Directors						
	Fee for attending board committee meetings	-	-	-	0.30	0.30	0.60
	Commission	-	-	-	-	-	-
	Others, Professional fees	-	-	-	2.25	-	2.25
	Total (2)	-	-	-	2.55	0.30	6.75
	Total (B) = (1 + 2)	1.65	0.15	2.10	2.55	0.30	6.75
Total Managerial Remuneration							

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S.No	Particulars of Remuneration	Name of the Key Managerial Personnel		
		Mr Y Mukthar Basha Chief Financial Officer	Mr K Murali Company Secretary	Total Amount
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24.37	13.11	37.48
	(b) Value of perquisites u/s17(2) of the Income-tax Act, 1961	0.83	0.58	1.41
	(c) Profits in lieu of salary under section17(3) Income- taxAct,1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission- as % of profit- others, specify...	-	-	-
5.	Others	-	-	-
	Contribution to PF/ Super annuation	2.40	1.37	3.77
	Total	27.60	15.06	42.66

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

TYPE	Section of the Companies Act	Brief Description	Details of Penalty / punishment / compounding fees imposed	Authority (RD / NCLT / court)	APPEAL MADE IF ANY GIVE DETAILS
A. COMPANY Penalty Punishment Compounding			NIL		
B. DIRECTORS Penalty Punishment Compounding					
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding					

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)
ACTIVITIES FOR THE FINANCIAL YEAR 2016-17**

1	A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and the projects or programs and the composition of the CSR Committee	The Company's focus on CSR is towards providing quality education for needy and poor children
2	Average Net Profit of the Company for the last three years	Rs. 236.83 Lacs
3	Prescribed CSR expenditure (two percent of the amount mentioned in item 2 above)	Rs. 4.74 Lacs
4	Details of CSR spend during the financial year Total amount to be spent for the financial year	Rs. 4.74 Lacs
5	Amount actually spent	Rs. 84.98 Lacs
6	Manner in which amount spent during the financial year	Details given below

S.No.	CSR Project or Activity Identified	Sector in which the project is covered	Area Where programme undertaken	Amount of Outlay (Rs in Lacs)	Amount Spent (Rs. in Lacs)	Cumulative expenditure upto the reporting period (FY 2015-16)	Amount Spent Direct or implementing agency
1	Seva Bharathi	Promotion of education	Hyderabad	19.70	19.70	19.70	Implementing Agency
2	Sewa International	Promotion of education	New Delhi	2.40	2.40	2.40	Implementing Agency
3	Friends of Tribal Society	Promotion of education	Kolkatta	2.00	2.00	2.00	Implementing Agency
4	Vision India Foundation	Promotion of education	New Delhi	7.20	7.20	7.20	Implementing Agency
5	Sri Saraswathi Vidhya Peedham	Promotion of education	Hyderabad	40.00	40.00	40.00	Implementing Agency
6	Viswahitha Seva Trust	Promotion of education	Hyderabad	13.68	13.68	13.68	Implementing Agency
	Total			84.98	84.98	84.98	

RESPONSIBILITY STATEMENT

The Responsibility Statement of the Corporate Social Responsibility and Governance (CSR&G) Committee of the Board of Directors of the Company is reproduced below:

"The implementation and monitoring of Corporate Social Responsibility (CSR) Policy is in compliance with CSR objectives and policy of the company"

R Gowri Shanker
Independent Director

Bharat Anumolu
Managing Director

CERTIFIED TRUE COPY

For BEARDELL LIMITED,
K. RAJALAKSHMI
Company Secretary


[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To the Members
BEARDELL LIMITED
47, GREAMS ROAD,
CHENNAI – 600 006

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Beardsell Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Beardsell Limited for the financial year ended on 31st March, 2017 made available to me, according to the provisions of the following laws as applicable to the Company during the period of audit:

- The Companies Act, 2013 (the Act) and the rules made thereunder and the Companies Act, 1956 (to the extent applicable);
 - The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - The Depositories Act, 1996 and the regulations and Bye-laws framed thereunder;
 - The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - The Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015
 - Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of current account transactions, imports and exports of goods and services;
 - Other laws applicable specifically to the Company, namely:
 - Indian Boilers Act, 1923 and Rules made thereunder
 - The Electricity Act, 2003
 - Hazardous waste (Management, Handling and Transboundary Movement) Rules, 2008
 - Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder
 - Air (Prevention and Control of Pollution) Act, 1981 and Rules made thereunder
 - Environment (Protection) Act, 1986 and Rules made thereunder
- I have also examined the compliance with the applicable clause of the following:
- Secretarial Standards issued by The Institute of Company Secretaries of India.
 - The Listing Agreement entered into by the Company with the Stock Exchange pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that, on examination of the relevant documents and records, the Company has been regular in complying with the provisions of the Act, Rules, Regulations mentioned above except the following:

- The SS-1 and SS-2 compliances have to be improved in certain areas.
- SEBI (LODR), 2015 disclosures in certain areas.
- The Company is in the process of updating its website and statutory combined registers

I further report that, based on the information provided and the representations made by the Company, its officers, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like Labour laws wherever applicable.

I further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

I further report that:

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors There were changes in the composition of the Board of Directors during the period under review.

Notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were delivered and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, no events have occurred which has a major bearing on the Company's affairs.

CERTIFIED TRUE COPY

For BEARDELL LIMITED,
K. RAJALAKSHMI
Company Secretary



For **LAKSHMMI SUBRAMANIAN & ASSOCIATES**

Lakshmmi Subramanian
Senior Partner
FCS No. 3534
C.P.NO. 1087

Chennai
July 22, 2017

The Members
BEARSELL LIMITED
47, Greames Road
Chennai - 600 006

1. My report is subject to the production and verification of the audited Financial Statements as on 31.03.2017.
2. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and
5. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on a random test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Chennai
July 22, 2017

LAKSHMMI SUBRAMANIAN & ASSOCIATES
Lakshmmi Subramanian

Senior Partner
FCS No. 3534
C.P.NO. 1087



INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF BEARSELL LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated 3rd October 2016
2. We, Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of Beardsell Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2017, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of

the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2017.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Chennai
May 25, 2017

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No.008072S)

Bhavani Balasubramanian
Partner
(Membership No. 22156)

Declaration on Code of Conduct

This is to confirm that the Company has adopted a Code of Conduct for the Board of Directors and Senior Management of the Company. The same is available on the website of the Company as www.beardsell.co.in. As Managing Director of Beardsell Limited and as required by Clause 49 (1D) of the Listing Agreement of the Stock Exchanges in India, I hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the Financial Year 2016 -2017.

Chennai
May 25, 2017

CERTIFIED TRUE COPY

BEARSELL LIMITED

K. JURALI
Company Secretary



Bharat Anumolu
Managing Director

FIVE YEAR RECORD

(Rs. in Lakhs)

	Year ended 31st March				
	2013	2014	2015	2016	2017
Income	9609.92	10704.20	13202.42	15122.88	16914.29
Profit before Depreciation	685.26	424.88	299.28	835.68	1417.43
Depreciation	179.33	222.52	304.50	322.33	337.12
Taxation - Current	121.65	4.70	-	155.00	412.00
- Deferred	90.23	68.54	4.61	29.82	8.70
Profit after Tax	294.05	129.12	(9.83)	328.53	659.61
Dividend	46.83	46.83	46.83	56.20	70.25
Tax on Dividend	7.96	7.96	9.53	11.44	14.30
Retained Funds	239.26	74.33	(66.19)	260.89	575.06
Share Capital	468.32	468.32	468.32	468.32	468.32
Earnings per Share (Rs.)	6.28	2.76	(0.21)	7.02	14.08
Net Worth	3250.96	3325.29	3253.32	3514.21	4089.27
Book Value per Share (Rs.)	69.42	71.00	69.47	75.04	87.32

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of BEARDELL LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the

accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2017 and its profit and its cash flows for the year ended on that date.

Other Matters

The Company's share of loss amounting to Rs.72.51 lakhs on its investment in a Partnership Firm is based on the audited financial information of the Firm as audited by other auditors whose report has been furnished to us by the Management, and our opinion on the standalone financial statements of the Company in so far as it relates to the share of profit from the Firm is based solely on the report of such auditors.

Our opinion on the standalone financial statements is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report, to the extent applicable that:

- a) We have sought and obtained all the informations and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating

effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in the standalone financial statements as regards its holding and

dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November 2016 to 30th December 2016. Based on the audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the management.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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For BEARDELL LIMITED,
K. RAJALAKSHMI
Company Secretary



For Deloitte Haskins & Sells
Chartered Accountants
(Firm Registration No. 0080725)

Place : Chennai
Date : May 25, 2017

Bhavani Balasubramanian
Partner
(Membership No. 22156)

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Beardsell Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.



For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No.0080725)

Place : Chennai
Date : May 25, 2017

Bhavani Balasubramanian
Partner
(Membership No. 22156)

(Referred to in paragraph (2) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) Some of the fixed assets were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed and confirmation from Company's bankers provided to us in respect of immoveable properties pledged as security for loans, we report that, the title deeds, comprising all the immoveable properties of land and buildings are held in the name of the Company as at the balance sheet date.

In case of immoveable properties of land and buildings that have been taken on lease and disclosed as fixed asset in the financial statements, the lease agreements are in the name of the Company, where the Company is a lessee in the agreement.

- (ii) As explained to us, the inventories were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013
- (iv) The Company has not granted any loans, made investments or provided guarantees and hence reporting under clause (iv) of the CARO 2016 is not applicable
- (v) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013 for Plastics and Polymers. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities, except for significant delays in remittance of service tax dues ranging from 1 to 104 days, VAT/Sales Tax dues ranging from 1 to 235 days and Professional tax dues ranging from 1 to 29 days.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, , Employees' State Insurance, Income-tax,

Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues in arrears as at 31st March 2017 for a period of more than six months from the date they became payable.

- (c) Details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and Value Added Tax which have not been deposited as on 31st March 2017 on account of disputes are given below:

Name of the Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount Unpaid (Rs. in lakhs)
Sales Tax Acts of various States	Sales Tax - Local	Deputy Commissioner, Assistant Commissioner and other Appellate authorities	1995-96, 2000-01, 2001-02, 2003-04.	*1.05
Central Sales Tax Act, 1956	Sales Tax - CST	High Court, Deputy Commissioner and Commercial Tax Officer of various states	1995-96, 2000-01, 2001-02, 2003-04, 2006-07 to 2011-12	**435.13

* Net of Rs.0.74 Lakhs paid under protest- Sales Tax Act of Various States
** Net of Rs.50.65 Lakhs paid under protest-Central Sales Tax Act, 1956

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government. The Company has not issued any debentures.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). According to the information and explanations given to us, in respect of term loans, the Company has applied the money for the purposes for which it was raised, other than temporary deployment pending application.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the company is in compliance with Section 177 and 178 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its subsidiary company/persons connected with the directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.



For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No.0080725)
Bhavani Balasubramanian
Partner
(Membership No. 22156)

Place : Chennai
Date : May 25, 2017

**Balance Sheet as at
March 31, 2017**
**Statement of Profit and Loss for
the year ended March 31, 2017**

Particulars	Note No.	As at	As at
		March 31, 2017	March 31, 2016
		(Rs. in Lakhs)	
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	2	468.32	468.32
(b) Reserves and surplus	3	3,620.95	3,045.89
Non-current liabilities			
(a) Long-term borrowings	4	1,466.66	1,555.35
(b) Deferred tax liabilities (net)	34	224.16	215.46
(c) Other long-term liabilities	5	19.09	14.84
(d) Long-term provisions	6	70.16	129.84
Current liabilities			
(a) Short Term Borrowings	7	1,328.69	1,238.07
(b) Trade payables	8		
(i) Total outstanding dues of Micro enterprises and Small enterprises		-	-
(ii) Total outstanding dues of Creditors other than Micro enterprises and Small enterprises		2,812.72	2,899.72
(c) Other current liabilities	9	549.56	627.09
(d) Short-term provisions	10	148.73	3.26
TOTAL		10,709.04	10,197.84
ASSETS			
Non-current assets			
(a) Property Plant and Equipment			
(i) Tangible assets	11	4,013.26	4,028.90
(ii) Capital work-in-progress	11	43.74	155.36
(b) Non-current investments	12	159.20	159.20
(c) Long-term loans and advances	13	130.78	207.42
(d) Other non-current assets	14	27.65	25.00
Current assets			
(a) Inventories	15	867.34	826.85
(b) Trade receivables	16	2,726.04	2,522.89
(c) Cash and cash equivalents	17	416.60	473.45
(d) Short-term loans and advances	18	1,961.15	1,460.67
(e) Other current assets	19	363.28	338.10
TOTAL		10,709.04	10,197.84

See accompanying notes forming part of the financial statements

1 - 44

In terms of our report attached

For and on behalf of Board of Directors

For DELOITTE HASKINS & SELLS
Chartered Accountants

Bharat Anumolu
Managing Director

V J Singh
Director

Bhavani Balasubramanian
Partner

K Murali
Company Secretary

CERTIFIED TRUE COPY



Chennai
May 25, 2017

Particulars	Note No.	Year ended	Year ended
		March 31, 2017	March 31, 2016
		(Rs. in Lakhs)	
INCOME			
Revenue from operations (Gross)	20	17,884.47	15,883.01
Less : Excise Duty		1,145.73	913.48
Revenue from operations (Net)		16,738.74	14,969.53
Other Income	21	175.55	153.35
Total Revenue		16,914.29	15,122.88
Expenses			
(a) Cost of materials consumed	22	4,797.70	3,798.92
(b) Purchases of stock-in-trade	23	6,726.76	6,852.83
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	24	(6.35)	(5.59)
(d) Employee benefits expense	25	1,555.25	1,389.83
(e) Finance costs	26	444.07	520.26
(f) Depreciation and amortisation expenses	11	337.12	322.33
(g) Other expenses	27	1,979.43	1,730.95
Total expenses		15,833.98	14,609.53
Profit before tax		1,080.31	513.35
Tax expense			
(a) Current tax expense		412.00	155.00
(b) Deferred tax		8.70	29.82
Net tax expense		420.70	184.82
Profit for the year		659.61	328.53
Earnings per share (of Rs 10/- each)			
(a) Basic	33	14.08	7.02
(b) Diluted		14.08	7.02
See accompanying notes forming part of the financial statements	1 - 44		
In terms of our report attached			

For and on behalf of Board of Directors

For DELOITTE HASKINS & SELLS
Chartered Accountants

Bharat Anumolu
Managing Director

V J Singh
Director

Bhavani Balasubramanian
Partner

K Murali
Company Secretary

CERTIFIED TRUE COPY



Chennai
May 25, 2017



	March 31, 2017	March 31, 2016
	(Rs. in Lakhs)	
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	1,080.31	513.35
Adjustments for:		
Depreciation	337.12	322.33
(Profit)/Loss on sale of fixed assets (net)	(24.31)	1.13
Finance costs	444.07	520.26
Interest Income	(19.59)	(28.41)
Dividend Income	(0.02)	(0.03)
Rental income from operating leases	(26.37)	(26.35)
Share of loss from partnership firms	72.51	59.22
Share of profit relating to division of other entity	-	(73.83)
Provision for doubtful trade and other receivables, loans and advances	106.59	87.59
Liabilities / provisions no longer required written back	(79.42)	(8.86)
Investments written off reversed	-	(0.12)
Net unrealised exchange loss	0.69	3.30
Operating profit before Working Capital changes	1,891.58	1,369.58
<i>Changes in working capital</i>		
<i>Adjustments for (increase) / decrease in operating assets</i>		
Inventories	(40.49)	(92.63)
Trade receivables	(309.74)	(349.12)
Short Term Loans and Advances	(573.00)	(453.48)
Long Term Loans and Advances	(25.09)	(0.03)
Other current assets	(141.98)	-
Other non current assets	(2.65)	-
<i>Adjustments for increase / (decrease) in operating liabilities</i>		
Trade payables	(83.52)	602.94
Other current liabilities	(68.94)	114.99
Long term provisions	18.19	1.13
Short term provisions	6.00	(16.36)
Changes in Working Capital	(1,221.22)	(192.56)
Cash generated from Operations	670.36	1,177.02
Taxes Paid, net of refund	(146.61)	(63.16)
Net cash generated from Operating Activities	523.75	1,113.86
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital expenditure on fixed assets, including capital advances	(373.24)	(311.79)
Investment in wholly owned subsidiary	-	(21.00)
Proceeds from sale of fixed assets	313.23	6.31
Decrease/(Increase) in Bank balances not considered as Cash and cash equivalents	32.58	(20.44)
Dividend Received	0.02	0.03
Interest Received	20.84	31.09
Rental income from operating leases	26.37	26.35
Net Cash flow from/(used) in Investing Activities	19.80	(289.45)

	March 31, 2017	March 31, 2016
	(Rs. in Lakhs)	
C. CASH FLOW FROM FINANCING ACTIVITIES		
Finance costs	(443.06)	(533.55)
Proceeds from Long Term Borrowings	2.59	517.11
Repayment of Long Term Borrowings	(170.24)	(506.65)
Receipt/Repayment of Fixed Deposits (Net)	57.12	(9.13)
Proceeds from/ Repayment of Short term borrowings (Net)	70.92	(238.11)
Dividends paid including taxes	(85.15)	(103.59)
Net Cash used in Financing Activities	(567.82)	(873.92)
D. Net decrease in Cash & Cash Equivalents (A+B+C)	(24.27)	(49.51)
E. Cash and cash equivalents at the beginning of the year	220.17	269.68
F. Cash and cash equivalents at the end of the year	195.90	220.17
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents (Refer Note 17)	416.60	473.45
Less : Bank balances not considered as cash and cash equivalents as defined in AS 3 Cash Flow Statements		
- Deposits under Lien	38.50	4.00
- Unpaid Dividend Account	28.64	29.28
- Margin Money Deposits	153.56	220.00
Cash and cash equivalents at the end of the year *	195.90	220.17
* Comprises:		
(a) Cash on hand	1.46	3.05
(b) Cheques on hand	67.55	22.76
(c) Balances with banks		
(i) In current accounts	71.14	95.11
(ii) In deposit accounts with original maturity of less than 3 months	55.75	99.25

See accompanying notes forming part of the financial statements
In terms of our report attached

For DELOITTE HASKINS & SELLS
Chartered Accountants

Bhavani Balasubramanian
Partner

Chennai
May 25, 2017

For and on behalf of Board of Directors

Bharat Anumolu
Managing Director

V J Singh
Director

K Murali
Company Secretary



**Notes forming part of the financial statements****(All amounts in Rs. Lakhs)****1 NOTES FORMING PART OF THE FINANCIAL STATEMENTS****Corporate Information**

Beardsell Limited ("the Company") is a prominent manufacturer and supplier of Expanded Polystyrene products, popularly known as thermocole and Prefabricated Buildings that have wide industrial applications. The company also undertakes erection, commissioning and maintenance works in the field of hot and cold insulation solutions. The company has manufacturing facilities in Thane, Chennai, Hyderabad and Karad and branches with geographical spread across India. In addition, the company has trading operations in domestic and international market.

SIGNIFICANT ACCOUNTING POLICIES**1.1 Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

1.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

1.3 Inventories

Inventories are valued at lower of cost (net of Cenvat wherever applicable) and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. The method of determination of cost of various categories of inventory are as follows:

- (i) Raw materials – on weighted average basis.
- (ii) Finished goods and work in progress - on weighted average basis.
- (iii) Trading stocks and stores & spares - FIFO basis.

1.4 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1.5 Cash flow statement

Cash flows are reported using the indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

1.6 Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Leased assets are fully depreciated over the primary lease period. Leasehold improvements are amortized over the primary period of lease or useful life, whichever is lower.

Buildings on leasehold land are depreciated over the lower of primary lease period and use life as determined under schedule II to the Companies Act, 2013.

Depreciation on assets given on operating lease and acquired under hire purchase agreements have been provided at the rates specified in Schedule II to the Companies Act, 2013.

1.7 Revenue recognition

(i) Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the despatch of goods to customers. Sales include excise duty but exclude sales tax and value added tax.

(ii) Service income is recognised on proportionate completion method.

(iii) Lease rentals and commission income are recognized on accrual basis.

1.8 Other Income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

1.9 Fixed Assets

Fixed assets are stated at cost less accumulated depreciation / amortisation and impairment losses, if any. The Company capitalizes all costs relating to the acquisition and installation of fixed assets. The cost of fixed assets comprises its purchase price net of any trade discounts, subsidies and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Fixed Assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.

Capital work-in-progress:

Tangible fixed assets that are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

1.10 Foreign currency transactions and translations

Initial Recognition: Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement on Balance Sheet date: Foreign currency monetary items of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

Settlement: Exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

Forward Contracts: Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the balance sheet date. Any profit or loss arising on cancellation of a forward exchange contract is recognized as income or as expense in the period in which such cancellation or renewal is made.

1.11 Government grants, subsidies and export incentives

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidies will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the



carrying value of the assets. The grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge. Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

1.12 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

1.13 Employee benefits

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund and compensated absences.

Defined contribution plans

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. The Company makes contribution to a scheme administered by Life Insurance Corporation of India to discharge gratuity liabilities to the employees. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

1.14 Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information

is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

There are no inter segment revenues and therefore their basis of measurement does not arise.

1.15 Leases

Where the Company as a lessor leases assets under finance leases, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment.

Assets leased by the Company in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

1.16 Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

1.17 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets.



Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

1.18 Research and development expenses

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Fixed Assets.

1.19 Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

1.20 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

1.21 Insurance claims

Insurance claims are accounted for on the basis of claims admitted/ expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

1.22 Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

1.23 Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2 Share Capital

Particulars	As at 31st March 2017		As at 31st March 2016	
	Number of shares	Rs. in Lakhs	Number of shares	Rs. in Lakhs
Authorised Equity Shares of Rs 10/- each with voting rights	1,00,00,000	1,000.00	1,00,00,000	1,000.00
Issued, Subscribed And Fully Paid Up Equity Shares of Rs 10/- each with voting rights	46,83,168	468.32	46,83,168	468.32
Total		468.32		468.32

2.1 Reconciliation of Number of Shares and amount outstanding at the beginning and at the end of reporting period

Balance as at the beginning of the year	46,83,168	468.32	46,83,168	468.32
Add / Less : Movements during the year	-	-	-	-
Balance as at the end of the year	46,83,168	468.32	46,83,168	468.32

2.2 List of shareholders holding more than 5% of the total number of shares issued by the company

Name of shareholder	Number of shares held	% Holding	Number of shares held	% Holding
Mr. Bharat Anumolu	14,40,881	30.77 %	14,40,881	30.77 %
Mrs. A. Jayasree	15,15,269	32.36 %	15,15,069	32.35 %
Gunnam Subba Rao Insulation Private Limited	5,54,720	11.84 %	5,54,720	11.84 %

2.3 Terms attached to equity shares

The Company has issued only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. The Company declares dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting. Repayment of capital will be in proportion to the number of equity shares held.

3 Reserves and surplus

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
(a) Security Premium Account	649.31	649.31
(b) General Reserve	484.61	484.61
(c) Surplus in Statement of Profit and Loss		
Opening Balance	1911.97	1651.08
Add: Profit for the Year.	659.61	328.53
Less: Interim Dividends distributed to equity shareholders Re.1.50 per share (P.Y.Re.1.20 per share)	70.25	56.20
Tax on dividend	14.30	11.44
Closing Balance	2487.03	1911.97
Total	3620.95	3045.89



4 Long term borrowings	As at	As at
	March 31, 2017	March 31, 2016
Particulars	(Rs. in Lakhs)	
(a) Secured Term Loan from Banks (Refer Note 4.1 and 4.2)	630.21	797.86
(b) Unsecured public deposits		
- From related parties (Refer Note 31)	40.00	50.00
- From others	61.99	9.57
(c) Long-term maturities of Hire Purchase loans (Refer Note 4.3)	69.46	27.92
(d) Unsecured Inter Corporate deposits	650.00	650.00
(e) Unsecured Loans and advances from related parties (Refer Note 31)	12.00	20.00
(f) Unsecured Loans and advances from others	3.00	-
Total	1466.66	1555.35

4.1 The Rupee term loans from Bank of India are secured by exclusive charge on the entire fixed and current assets of the Company. They are also secured by deposit of the Title Deeds of all its properties except at Thane and Bihar. These term loans are repayable over a period of six years and the floating interest rate is 11.00% (P.Y. 13.25%)

4.2 For current maturities of long term borrowings, refer Item (a) in Note 9- Other Current Liabilities.

4.3 Hire purchase loans are secured by hypothecation of vehicles acquired out of the loan and are payable over a period of two to three years. For current maturities of hire purchase loans, refer item (b) in Note 9- Other Current Liabilities.

4.4 The Company has not defaulted in repayment of the loans, public deposits and interest thereon.

5 Other long term liabilities

(a) Interest accrued but not due on public deposits		
- From related parties (Refer Note 31)	2.51	1.99
- From others	2.01	0.21
(b) Deferred rent	14.57	12.64
Total	19.09	14.84

6 Long-term provisions

(a) Provision for Employee Benefits		
- Provision for compensated absences	70.16	53.90
(b) Provision for Warranty (Refer Note 35)	-	75.94
Total	70.16	129.84

7 Short term borrowings

(a) Loans repayable on demand from Banks (Refer Note 7.1)		
- Cash Credit	1074.74	1046.27
- Buyer's Credit	42.45	-
(b) Unsecured public deposits		
- From related parties (Refer Note 31)	50.00	-
- From others	161.50	191.80
Total	1328.69	1238.07

7.1 Working capital facilities from Bank of India are secured by exclusive charge on the entire fixed and current assets of the Company. They are also secured by deposit of the Title Deeds of all its properties except at Thane and Bihar.

7.2 The company has not defaulted in repayment of the loans, public deposits and interest thereon.

8 Trade payables	As at	As at
	March 31, 2017	March 31, 2016
Particulars	(Rs. in Lakhs)	
Trade payables: (Refer Note 8.1)		
- Acceptances	716.97	712.89
- Other than acceptances	2095.75	2186.83
Total	2812.72	2899.72

8.1 There are no dues to enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006, as at March 31, 2017 (March 31, 2016: Nil) which is on the basis of the such parties having been identified by the management and relied upon by the auditors.

9 Other current liabilities

(a) Current Maturities of Long Term Debt (Refer Note 9.1)	170.24	170.24
(b) Current maturities of Hire Purchase loans (Refer Note 9.2)	55.30	25.31
(c) Unclaimed Dividend (Refer Note 9.3)	11.06	8.51
(d) Interest accrued but not due on public deposits		
- from related parties (Refer Note 31)	7.04	-
- from others	-	5.31
(e) Interest accrued but not due on promoters loan (Refer Note 31)	0.02	1.32
(f) Dividend payable	17.58	20.73
(g) Other payables (Refer Note 9.4)	288.32	395.67
Total	549.56	627.09

9.1 Current maturities of long-term debt pertains to secured term loans taken from banks. Refer Note 4.1 under Long-term borrowings for details of security and terms of repayment.

9.2 Hire purchase loans are secured by hypothecation of vehicles acquired out of the loan.

9.3 These amounts represent dividend warrants issued to the Shareholders which remained unrepresented as on 31st March, 2017. There are no amounts due to be transferred to Investor Education and Protection Fund as on 31st March, 2017 (P.Y.: Rs. Nil).

9.4 Other payables pertains to

(i) Statutory liabilities	80.04	99.29
(ii) Advances received from customers	203.44	257.84
(iii) Deferred Rent	4.84	1.95
(iv) Payable on purchase of fixed assets	-	36.59
Total	288.32	395.67

10 Short-term provisions

(a) Provision for Employee Benefits		
- Provision for compensated absences	9.26	3.26
(b) Provision for Income tax	139.47	-
Total	148.73	3.26



11 FIXED ASSETS

(Rs. in Lakhs)

CURRENT YEAR	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK	
	As at April 1, 2016	Additions	Disposals	As at March 31, 2017	As at April 1, 2016	Depreciation expense for the year	Eliminated on disposal of assets	As at March 31, 2017	As at March 31, 2016
TANGIBLE ASSETS									
(a) Freehold Land	503.69	-	-	503.69	-	-	-	-	503.69
(b) Leasehold Land	471.34	-	-	471.34	21.83	4.89	-	26.72	444.62
(c) Buildings on Leasehold Land	697.89	-	-	697.89	86.23	2.38	-	88.61	609.28
(d) Buildings	672.89	26.22	1.60	697.51	147.70	37.33	0.20	184.83	512.68
(e) Plant and Equipment	2,973.56	302.08	234.27	3,041.37	1,250.02	220.08	63.29	1,406.81	1,634.56
(f) Computer	70.75	9.14	5.69	74.20	67.49	7.85	5.69	69.65	4.55
(g) Furniture, Fixtures & Office Equipment	77.95	10.85	3.41	85.39	53.99	11.61	2.67	62.93	22.46
(h) Leasehold improvements	31.77	-	-	31.77	29.02	0.21	-	29.23	2.54
(i) Vehicles	334.04	147.19	6.90	474.33	148.70	52.77	6.02	195.45	278.88
Total	5,833.88	495.48	251.87	6,077.49	1,804.98	337.12	77.87	2,064.23	4,013.26
Capital Work in Progress									43.74
Total									4,057.00

11.1 Details of assets given on operating lease

Description	Gross Block	Accumulated Depreciation	Net Block
Freehold land	6.92	-	6.92
Buildings	71.81	41.04	30.77
Plant and Equipment	658.15	325.90	332.25
Total	736.88	366.94	369.94

Details of assets acquired under hire purchase arrangements

Description	Gross Block	Accumulated Depreciation	Net Block
Vehicles	355.26	93.79	261.47
Total	355.26	93.79	261.47

FIXED ASSETS

(Rs. in Lakhs)

PREVIOUS YEAR	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK		
	As at April 1, 2015	Additions	Disposals	Reclassified as held for sale	As at March 31, 2016	As at April 1, 2015	Depreciation expense for the year	Eliminated on disposal of assets	Eliminated on reclassification as held for sale	As at March 31, 2016	As at March 31, 2015
TANGIBLE ASSETS											
(a) Freehold Land	503.69	-	-	-	503.69	-	-	-	-	503.69	503.69
(b) Leasehold Land	590.35	-	-	119.01	471.34	13.33	11.96	-	3.46	21.83	577.02
(c) Buildings on Leasehold Land	412.71	290.87	5.69	-	697.89	74.18	17.62	5.57	-	86.23	338.53
(d) Buildings	660.87	13.58	1.56	-	672.89	127.43	20.50	0.23	-	147.70	533.44
(e) Plant and Equipment	2,857.57	131.30	15.31	-	2,973.56	1,056.51	207.39	13.88	-	1,250.02	1,801.06
(f) Computer	59.79	11.06	0.10	-	70.75	54.20	13.39	0.10	-	67.49	5.59
(g) Furniture, Fixtures & Office Equipment	80.93	0.54	3.52	-	77.95	45.62	11.89	3.52	-	53.99	35.31
(h) Leasehold improvements	31.77	-	-	-	31.77	28.81	0.21	-	-	29.02	2.96
(i) Vehicles	294.97	51.99	12.92	-	334.04	117.68	39.37	8.35	-	148.70	177.29
Total	5,492.65	499.34	39.10	119.01	5,833.88	1,517.76	322.33	31.65	3.46	1,804.98	3,974.89
Capital Work in Progress											155.36
Total											4,130.25

Details of Assets given on operating Lease

Description	Gross Block	Accumulated Depreciation	Net Block
Freehold land	6.92	-	6.92
Buildings	69.54	38.66	30.88
Plant and Equipment	638.60	238.67	399.93
Total	715.06	277.33	437.73

Details of assets acquired under hire purchase arrangements

Description	Gross Block	Accumulated Depreciation	Net Block
Vehicles	208.08	53.84	154.24
Total	208.08	53.84	154.24

12 Non-Current Investments

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
Investments (at Cost)		
Trade, Unquoted - Fully paid up		
Investment in Equity Instruments of wholly owned Subsidiary		
20,100 (PY 20,100) Equity Shares of Rs.100/- each of M/s Sarovar Insulation Pvt Limited	21.12	21.12
Investment in Equity Instruments of other entities		
18,000 (PY.18,000) Equity Shares of Rs.10/- each of M/s. Hyderabad EPS Products (P) Limited Less: Provision for diminution in value	1.80 (1.80)	1.80 (1.80)
5,300 (PY 5,300) Equity Shares of Rs.100/- each of M/s.Pink Packaging & Moulding (P) Limited Less: Provision for diminution in value	7.50 (7.50)	7.50 (7.50)
Non-Trade, Quoted - Fully paid up		
500 (PY.500) Equity Shares of Rs.12/- each of M/s.Nava Bharat Ventures Limited Less: Provision for diminution in value	2.01 (1.08)	2.01 (1.08)
	0.93	0.93
Non-Trade, Unquoted - Fully paid up		
6,000 (PY.6,000) Equity Shares of Rs.10/- each of M/s. SuRe Energy Systems Private Limited	25.00	25.00
Trade, Investment in partnership firms		
M/s. Saideep Polytherm (Refer Note 12.1)	112.15	112.15
Total	159.20	159.20
Aggregate cost of quoted investments	2.01	2.01
Aggregate market value of quoted investments	0.63	0.81
Aggregate cost of unquoted investments	167.57	167.57

12.1

Other details relating to investment in partnership firm	Party 1	Party 2
Names of partners in the firm	Beardsell Limited	S Dhandapani
Total capital (Rs. in lakhs)	112.15 (112.15)	0.10 (0.10)
Share of each partner in the profits of the firm	99.99% (99.99%)	0.01% (0.01%)

Note: Figures in bracket relates to the previous year.


13 Long-term loans and advances

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
(a) Capital Advances - Unsecured and considered good	24.34	-
(b) Security Deposits - Unsecured, Considered good	92.47	78.52
(c) Loans and Advances to employees - Secured, Considered good (Refer Note 13.1) - Unsecured, Considered good	4.15 9.82	1.10 1.72
	13.97	2.82
(d) Advance income tax - Unsecured, Considered good (Net of provision for tax : Rs. Nil lakhs, PY: Rs.1,105.76 lakhs)	-	126.08
Total	130.78	207.42

13.1 Represents vehicle loans given to employees secured by respective vehicles.

14 Other Non-current Assets

Retention Money	27.65	25.00
Total	27.65	25.00

15 Inventories (At lower of cost and net realisable value)

(a) Raw Materials	423.80	393.13
(b) Work-in-progress (Refer Note 15.1)	29.82	41.69
(c) Finished goods (other than those acquired for trading)	155.59	167.75
(d) Stock-in-trade (acquired for trading)	217.41	187.03
(e) Stores and Spares	40.72	37.25
Total	867.34	826.85

15.1 Details of inventory of work-in-progress

Polystyrene	4.08	2.79
Isobuild panels	25.74	38.90
Total	29.82	41.69

16 Trade Receivables

(a) Trade receivables outstanding for a period exceeding six months from the date they were due for payment - Unsecured		
(i) Considered good	333.07	285.23
(ii) Considered doubtful	258.35	166.52
Less: Provision for doubtful trade receivables	(258.35)	(166.52)
	333.07	285.23
(b) Other Trade receivables - Unsecured and Considered good	2,392.97	2,237.66
	2,392.97	2,237.66
Total	2,726.04	2,522.89

17 Cash and cash equivalents

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
(a) Cash on hand	1.46	3.05
(b) Cheques, drafts on hand	67.55	22.76
(c) Balances with Banks		
(i) In current accounts	71.14	95.11
(ii) In deposits with original maturity of less than 3 months	55.75	99.25
(iii) In earmarked accounts		
- Unclaimed Dividend Accounts	11.06	8.55
- Interim Dividend Accounts	17.58	20.73
- Balances held as margin money	153.56	220.00
- Others (Refer Note 17.2)	38.50	4.00
Total	416.60	473.45

17.1 Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is Rs. 195.90 Lakhs (P.Y.: Rs. 220.17 Lakhs).

17.2 Balances with banks - Other earmarked accounts represent fixed deposits made in pursuance of Rule 13 of the Companies (Acceptance of Deposits) Rules 2014.

18 Short term loans and advances

(a) Loans and advances to related parties - Unsecured, Considered good (Refer Note 31)	1497.28	920.00
(b) Security Deposits - Unsecured, Considered good	104.38	146.47
(c) Loans and Advances to employees - Secured, Considered good (Refer Note 18.1) - Unsecured, Considered good	22.25 19.18	27.86 15.72
(d) Prepaid expenses - Unsecured, Considered good	67.92	51.52
(e) Balances with Government Authorities - Unsecured, Considered good - CENVAT credit receivable	14.76	62.25
(f) Advance paid to suppliers	117.65	144.79
(g) Others - Unsecured, Considered good	117.73	92.06
Total	1961.15	1460.67

18.1 Represents vehicle loans given to employees secured by respective vehicles.

19 Other current assets

Advance paid for Jobs in progress #	300.99	167.86
Interest accrued on deposits	1.94	3.19
Retention Money	60.35	51.50
Fixed Assets held for sale-Land	-	115.55
Total	363.28	338.10

Includes materials at site/other expenses for jobs, to be billed in future


20 Revenue from Operations

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
	(Rs. in Lakhs)	
(a) Sale of products (Refer Note 20.1)	16,271.53	14,172.54
(b) Sale of services (Refer Note 20.2)	1,580.61	1,688.47
(c) Other operating revenues (Refer Note 20.3)	32.33	22.00
	17,884.47	15,883.01
Less: Excise Duty	1,145.73	913.48
Revenue from operations (Net)	16,738.74	14,969.53

20.1 Sale of products comprises

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Manufactured goods		
Expanded Polystyrene	6,799.63	6,476.33
Prefab Panels	8,414.45	5,675.87
Traded goods		
Electric Motors	829.25	805.38
Trade Exports	228.20	1,214.96
Total	16,271.53	14,172.54

20.2 Sales of services comprise of income from erection, commissioning and maintenance of hot and cold insulation solutions.

20.3 Other operating revenues comprise

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Rental Income	17.54	11.62
Scrap Sales	14.79	10.38
Total	32.33	22.00

21 Other income

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Interest Income:		
- Interest from Bank deposits	19.59	28.41
- Interest on income tax refund	4.65	-
Dividend income from long-term investments	0.02	0.03
Other non-operating income (Refer Note 21.1)	151.29	124.91
Total	175.55	153.35

21.1 Other non-operating income comprises

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Rental income from operating leases	26.37	26.35
Profit on sale of fixed assets	24.31	-
Liabilities / provisions no longer required written back #	79.42	8.86
Share of profit relating to division of another entity	-	73.83
Others	21.19	15.87
Total	151.29	124.91

Includes an amount of Rs.75.94 Lakhs being warranty provision no longer required written back

22 Cost of Materials Consumed

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
	(Rs. in Lakhs)	
Opening stock	393.13	281.65
Add: Purchases	4,828.37	3,910.40
	5,221.50	4,192.05
Less: Closing stock	423.80	393.13
Cost of Materials consumed	4,797.70	3,798.92

Materials Consumed Comprises of:	Year ended March 31, 2017	Year ended March 31, 2016
Polystyrene Resin	2,531.36	1,965.48
Precoated Steel	1,469.96	1,018.76
Others (Refer Note 22.1)	796.38	814.68
Total	4,797.70	3,798.92

22.1 Others include raw materials such as Isocyanate, chemicals and wire mesh, none of which individually accounts for more than 10% of the total consumption.

23 Purchase of Stock-in-trade

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Stock-in-trade - EPS	1,308.24	1,583.74
Stock-in-trade - Motors	772.26	725.55
Stock-in-trade - Others	198.98	1,081.45
Bought out items for jobs	4,447.28	3,462.09
Total	6,726.76	6,852.83

24 Change in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Opening Stock		
Finished goods	167.75	136.48
Work-in-progress	41.69	34.63
Stock-in-trade	187.03	219.77
Total	396.47	390.88
Closing Stock		
Finished goods	155.59	167.75
Work-in-progress	29.82	41.69
Stock-in-trade	217.41	187.03
Total	402.82	396.47
Net (Increase)	(6.35)	(5.59)

25 Employee benefits expenses

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Salaries, Wages and Bonus	1,223.76	1,135.38
Contribution to Provident and other Funds	204.62	152.46
Staff Welfare Expenses	126.87	101.99
Total	1,555.25	1,389.83


26 Finance Cost

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
	(Rs. in Lakhs)	
Interest expense on:		
(i) Borrowings	223.89	284.17
(ii) On Public and other deposits	138.90	145.34
(iii) Delayed/Deferred payment of Income Tax	16.55	24.26
Other Borrowing Costs (Refer Note 26.1)	64.73	66.49
Total	444.07	520.26

26.1 Other borrowing cost includes loan processing charges, guarantee charges, loan facilitation charges and other ancillary costs incurred in connection with borrowings.

27 Other expenses

Consumption of Stores and spares	117.84	118.89
Power and Fuel	427.19	382.74
Increase of excise duty on inventory	1.60	3.91
Rent including lease rentals	113.29	109.43
Repairs and maintenance - Buildings	14.53	13.93
Repairs and maintenance - Machinery	29.53	25.23
Repairs and maintenance - Furniture and Equipment	18.29	12.77
Insurance	51.04	67.87
Rates and Taxes	29.82	23.16
Communication expense	39.77	41.57
Travelling and conveyance	167.52	153.26
Printing and Stationery	19.87	18.22
Legal and professional (Refer Note 27.1)	172.29	65.55
Payments to auditors (Refer Note 27.2)	33.26	31.63
Freight and forwarding	179.52	195.86
Service Charges	200.08	161.95
Donations and contributions	96.49	44.73
Provision for Doubtful Trade Receivables	106.59	87.59
Bad trade receivables written off	-	-
[Net of transfers from provision for doubtful trade receivables : Rs 14.76 lakhs (PY.: Rs. Nil lakhs)]		
Sitting fees paid to Directors	7.65	9.30
Share of loss of a partnership firm (Refer Note 31)	72.51	59.22
Loss on fixed assets sold	-	1.13
Net loss on foreign currency transactions and translation	7.97	7.84
Miscellaneous Expenses	72.78	95.17
Total	1,979.43	1,730.95

27.1 Legal and Professional charges include an amount of Rs.2.25 lakhs (PY 9.00 lakhs) paid to a law firm in which one of the directors was a partner.

27.2 Payments to the auditors comprises (net of service tax input credit, where applicable):

For Audit	12.00	12.00
For Certification	18.60	16.40
For Tax Representation	2.50	3.00
For Reimbursement of expenses	0.16	0.23
Total	33.26	31.63

28 Contingent Liabilities and Commitments (to the extent not provided for)

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
(i) Contingent Liabilities		
(a) Claims against the Company not acknowledged as debts	22.77	22.77
(b) Sales tax demands against which the Company has filed appeals and for which no provision is considered necessary as the Company is hopeful of successful outcome in the appeals.	487.57	524.96
	510.34	547.73
Future cash outflows in respect of the above matters are determinable only on receipt of judgements / decisions pending at various forums / authorities.		

Name of the statute	Nature of dues	Amount	Payment made	Period to which the amount relates	Forum where dispute is pending
		Rs. in Lakhs			
Sales Tax Acts of various states	Sales Tax - Local	1.79 (39.18)	0.74 (7.34)	1995-96 2000-01 2001-02 2003-04	Deputy Commissioner, Assistant Commissioner & other appellate authorities
Central Sales Tax Act, 1956	Sales Tax - CST	485.78 (485.78)	50.65 (41.65)	1995-96 2000-01 2001-02 2003-04 2006-07 2007-08 2008-09 2009-10 2010-11 2011-12	High Court, Deputy Commissioner & CTO of various states
		487.57 (524.96)	51.39 (48.99)		

Note: Figures in bracket relates to the previous year

(ii) Commitments Estimated amount of contracts remaining to be executed and not provided for in these accounts (net of advances) in respect of purchase of tangible assets.	169.86	38.66
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29 Employee Benefits

A. Defined Contribution Plans

The Company makes Provident Fund, Superannuation Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs.73.56 Lakhs (Year ended 31 March, 2016 Rs.66.15 Lakhs) for Provident Fund contributions, Rs.59.91 Lakhs (Year ended 31 March, 2016 Rs.55.66 Lakhs) for Superannuation Fund contributions and Rs.4.39 Lakhs (Year ended 31 March, 2016 Rs.3.17 Lakhs) for Employee State Insurance Scheme contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

B. Defined benefit plans

Gratuity

The following table sets forth the status of Gratuity Plan of the Company and the amount recognised in the Balance Sheet and Statement of Profit and Loss.

Particulars	As at March 31, 2017	As at March 31, 2016
(Rs. in Lakhs)		
(I) Table showing changes in present value of obligations		
Present value of obligations at the beginning of the year	249.16	199.78
Interest cost	19.93	15.98
Current service cost	18.82	15.91
Benefit paid / payable	(5.06)	(1.62)
Actuarial loss on obligations	39.58	19.11
Present value of obligations at the end of the year	322.43	249.16
(II) Table showing changes in the Fair value of Plan Assets		
Fair value of plan assets at the beginning of the year	262.43	217.07
Expected return on Plan Assets	21.31	18.13
Contributions	48.47	28.85
Benefit paid	(5.06)	(1.62)
Fair value of plan assets at the end of the year	327.15	262.43
(III) Table showing Fair Value of Plan Assets		
Fair Value of plan assets at beginning of the year	262.43	217.07
Actual return on plan assets	21.31	18.13
Contributions	48.47	28.85
Benefits paid	(5.06)	(1.62)
Fair Value of plan assets at the end of the year	327.15	262.43
Funded status	4.72	13.27
(IV) Actuarial Loss Recognised		
Actuarial loss on obligation	39.58	19.11
Actuarial gain/(loss) on plan assets	-	-
Total loss for the year	39.58	19.11
Actuarial loss recognised in the year	39.58	19.11
(V) Amount Recognised in the Balance Sheet		
Present Value of obligations at the end of the year	322.43	249.16
Fair Value of Plan Assets at the end of the year	327.15	262.43
Difference (Funded Status)	4.72	13.27
Amount to be recognised in the Balance Sheet (Refer Note 29.3)	4.72	13.27

Particulars	As at March 31, 2017	As at March 31, 2016
(Rs. in Lakhs)		
(VI) Expenses Recognised in the Statement of Profit and Loss		
Current Service cost	18.82	15.91
Interest Cost	19.93	15.98
Expected Return on Plan Assets	(21.31)	(18.13)
Net Actuarial loss to be recognised	39.58	19.11
Total expense recognised in the Statement of Profit and Loss (included as part of Contribution to Provident and Other Funds in Note No 25)	57.02	32.87
(VII) Balance Sheet Reconciliation		
Opening Net Asset	13.27	17.29
Expense as above	57.02	32.87
Employers Contribution	48.47	28.85
Closing Net Asset	4.72	13.27
(VIII) Actuarial Assumptions : For the year		
Discount rate	8.00%	8.00%
Expected return on plan assets	8.00%	8.00%
Attrition rate	3.00%	3.00%
Salary escalation	6.00%	6.00%
Mortality	Indian Assured Lives Mortality (2006-08)(Ultimate)	

29.1 Estimate of amount of contribution in the immediate next year: Rs.70.00 Lakhs (P.Y.- Rs.55.00 Lakhs)

29.2 The Company has invested the plan assets with the insurer managed funds. The insurance company has invested the plan assets in Government Securities, Debt Funds, Equity shares, Mutual Funds, Money Market Instruments and Time Deposits. The expected rate of return on plan asset is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligation. The details of experience adjustments arising on account of plan assets and liabilities as required by paragraph 120(n)(ii) of AS 15 (Revised) on "Employee Benefits" are not readily available in the valuation report and hence, are not furnished.

29.3 As the fair value of the planned assets is more than the liability, an amount of Rs.4.73 Lakhs (P.Y.- Rs.13.27 Lakhs) has not been recognised in the books on a conservative basis.

C. Long Term Compensated absences

The assumption used for computing the long term accumulated compensated absences on actuarial basis are as follows

Assumptions	As at March 31, 2017	As at March 31, 2016
Discount Rate	8.00 %	8.00 %
Attrition rate	3.00 %	3.00 %
Expected rate of salary increases	6.00 %	6.00 %

30 Segment Information

(a) Primary Segment

The Company has identified business segments as its primary segment. Business segments are primarily insulation and trading. Insulation Business includes manufacturing of EPS Products/ prefabricated panels and related service activities. Trading includes motors, export of fabrics, telemedicine equipments, Information Technology Products etc. The above segments have been identified taking into account the organisation structure as well as differing risks and returns of these



segments. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. The geographical segments of the Company are India and others.

Particulars	For the year ended 31 March, 2017		
	Business segments		Total
	Insulation	Trading	
(Rs. in Lakhs)			
Revenue (net of excise duty)	15,681.30 (12,949.18)	1,057.44 (2,020.35)	16,738.74 (14,969.53)
Segment result	2,114.37 (1,567.54)	49.32 (68.67)	2,163.69 (1,636.21)
Less: Finance costs			444.07 (520.26)
Less: Unallocable corporate expenses (net of income)			639.31 (602.60)
Profit/(Loss) before taxes			1,080.31 (513.35)
Tax expenses/benefit			420.70 (184.82)
Net profit/(Loss) for the year			659.61 (328.53)

Particulars	For the year ended 31 March, 2017		
	Business segments		Total
	Insulation	Trading	
(Rs. in Lakhs)			
Segment assets	9,573.55 (8,968.75)	217.37 (189.38)	9,790.92 (9,158.13)
Unallocable assets			918.12 (1,039.71)
Total assets			10,709.04 (10,197.84)
Segment liabilities	2,732.77 (2,909.81)	460.27 (431.64)	3,193.04 (3,341.45)
Unallocable liabilities			3,426.73 (3,342.17)
Total liabilities			6,619.77 (6,683.62)
Capital Expenditure Addition			383.86 (319.79)
Depreciation			337.12 (322.33)

Note: Figures in bracket relates to the previous year.

(b) The geographic segments details, which is considered as the secondary segment as defined in the aforesaid Standard are as follows:

Geographical Segment	Revenues for the year ended 31 March 2017	Segment assets as at 31 March 2017	Capital expenditure incurred during the year ended 31 March 2017
	(Rs. in Lakhs)		
India	16,510.53 (13,743.35)	10,691.36 (10,194.69)	383.86 (319.79)
Africa	228.21 (1,226.18)	17.68 (3.15)	- -

Note: Figures in bracket relates to the previous year.

31 Related party transactions - As per Accounting Standard 18 'Related Party Disclosures' (as identified by the management and relied upon by the auditors)

Details of related parties:

(a) Enterprise that is controlled by the Company - M/s Saideep Polytherm (Partnership Firm)- Controlled Entity
- Sarovar Insulation Private Limited - wholly owned subsidiary

(b) Key Management Personnel (KMP) and their relatives

- Mr. Bharat Anumolu - Managing Director
- Mr. S.V.Narasimha Rao - Executive Director
- Mr. Amrith Anumolu - Executive Director
- Mrs Jayasree Anumolu - Director
/ Relative of Key Management personnel
- Mrs Lalithamabal Panda - Relative of Key Management personnel

Details of related party transactions during the year ended 31 March, 2017 and balances outstanding as at 31 March, 2017

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
Transactions during the year with Controlled entity		
Trade Advance (Net)	277.19	124.56
Sale of materials	116.28	35.53
Sale of Services	11.39	-
Purchase of materials	44.88	15.69
Sale of assets	201.14	12.98
Purchase of assets	31.50	29.32
Reimbursement of expenses – Deputation Charges	0.31	-
Lease rent Income	1.50	-
Share of loss	(72.51)	(59.22)
Transactions during the year with wholly owned subsidiary		
Investments during the year	-	21.00
Trade advance	300.09	422.74
Sale of materials	223.71	21.31
Purchase of materials	1018.90	71.42
Sale of assets	6.87	-
Lease rent Income	16.04	0.96
Processing charges paid	24.04	2.62



Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
Transactions during the year with Key Management Personnel and their relatives		
Remuneration to Key Management Personnel (Refer Note 36)		
Mr. Bharat Anumolu	42.40	42.52
Mr. S.V. Narasimha Rao	25.74	25.32
Mr. Amrith Anumolu	42.15	42.15
Fixed Deposits received		
Mrs Lalithamba Panda	40.00	50.00
Mrs Jayasree Anumolu	-	25.00
Fixed Deposits repaid		
Mrs Jayasree Anumolu	-	25.00
Unsecured Loan received		
Mr Bharat Anumolu	12.00	29.00
Unsecured Loan repaid		
Mr Bharat Anumolu	20.00	99.00
Mr. Amrith Anumolu	-	145.00
Interest paid on Unsecured Loan		
Mr. Bharat Anumolu	0.76	7.96
Mr. Amrith Anumolu	-	12.84
Balances outstanding at the end of the year		
Loans and Advances to Saideep Polytherm (Controlled Entity)	774.45	497.26
Loans & Advances to Sarovar Insulation Pvt. Limited (Wholly owned subsidiary)	722.83	422.74
Unsecured Loan		
Mr. Bharat Anumolu	12.00	20.00
Fixed Deposits Payable		
Mrs. Lalithamba Panda	90.00	50.00
Interest payable on Unsecured Loan		
Mr. Bharat Anumolu	0.02	1.32
Interest payable on Fixed Deposit		
Mrs. Lalithamba Panda	9.55	1.99

32 Details of leasing arrangements

As Lessor		
The Company has entered into operating lease arrangements for certain surplus facilities. Lease rentals are accrued on the basis of agreed basis. The outstanding commitments by the lessee on account of such assets leased are as follows:		
Not later than 1 year	17.54	11.62
Later than 1 year and not later than 5 years	-	-
As Lessee		
The Company has entered into operating lease arrangements for certain office premises. The leases are non-cancellable and are for a period of 5 years. The lease agreements provide for an increase in the lease payments by 6 to 7% every year.		
Future minimum lease payments		
not later than one year	83.78	54.74
later than one year and not later than five years	165.45	134.34
later than five years	-	-
Lease payments recognised in the Statement of Profit and Loss	113.29	109.43
Sublease payments received / receivable recognised in the Statement of Profit and Loss	26.37	26.35

33 Earnings per share

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
Face value per share	10.00	10.00
Net profit for the year attributable to the equity shareholders (Rs. in Lakhs)	659.61	328.53
Weighted average number of equity shares (Nos)	4,683,168	4,683,168
Basic Earnings Per Share	14.08	7.02
Diluted Earnings Per Share	14.08	7.02

34 Deferred Tax Liabilities (Net)

(a) Tax effect of items constituting Deferred tax liabilities		
- On difference between book balance and tax balance of fixed assets	341.06	319.16
Tax effect of items constituting deferred tax liability	341.06	319.16
(b) Tax effect of items constituting Deferred tax assets		
- Provision for Doubtful debts	89.41	57.63
- Provision for Warranties	-	26.28
- Provision for compensated absences	27.49	19.79
Tax effect of items constituting deferred tax assets	116.90	103.70
Net deferred tax liability	224.16	215.46

35 Disclosure requirements under Accounting Standard 29 on Provisions, Contingent Liabilities and Contingent Assets

Particulars	(Rs. in Lakhs)				As at 31- March 2017
	As at 1 - April 2016	Additions	Utilisation	Reversal*	
Provision for warranty	75.94	-	-	75.94	-
	(105.95)	-	(30.01)	-	(75.94)

* Refer Note 21

36 Director's Remuneration	Year ended March 31, 2017	Year ended March 31, 2016
	(Rs. in Lakhs)	
Salary	50.40	50.40
Perquisites and allowances	33.65	34.80
Commission	9.95	8.80
Contribution to Provident and Superannuation funds	16.29	15.99
Total	110.29	109.99

Note : The above excludes provision for compensated absences and gratuity as separate actuarial valuations are not available.

37 Value of imports in CIF basis

Raw materials	225.66	73.33
Traded goods	194.59	1,005.29
Capital goods	54.11	11.02
Total	474.36	1,089.64

38 Expenditure in foreign currency

Travel	1.38	-
Interest	3.69	7.22
Other matters	23.96	5.88
Total	29.03	13.10



39 Value of imported Raw materials and stores and spare parts consumed and the value of all indigenous raw materials and stores and spare parts similarly consumed and percentage of each to total consumption:

Particulars	Year ended March 31, 2017		Year ended March 31, 2016	
	As % of consumption	Value (Rs. In Lakhs)	As % of consumption	Value (Rs. In Lakhs)
Imported	5 %	225.66	2 %	73.32
Indigenous	95 %	4,689.88	98 %	3,844.49
Total	100 %	4,915.54	100 %	3,917.81

40 Earnings in foreign exchange (Rs. in Lakhs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Export of goods calculated on FOB basis	121.75	1155.29

41 Derivative transactions

The Company uses forward exchange contracts to hedge its exposure in foreign currency. The information on derivative instruments is as follows:

Derivative Instruments outstanding as at March 31, 2017

The details of foreign currency balances which are not hedged as at the balance sheet date are as below:

Particulars	Currency	As at March 31, 2017	As at March 31, 2016
		Amount in Foreign Currency	Amount in Foreign Currency
Trade Receivables	USD	24,969.57	4,747.45
Buyers Credit	USD	65,477.32	-

42 Specified Bank Notes Disclosure (SBN's)

During this year, the company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of the Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBN's and other notes as per the notification is given below:

Particulars	SBN's	ODN's	Total
Closing Cash on hand as on 08 Nov 2016	1,836,000	551,214	2,387,214
(+) Permitted receipts	-	6,202,902	6,202,902
(-) Permitted payments	1,00,000	4,292,351	4,392,351
(-) Amounts Deposited in Banks	1,736,000	1,553,857	3,289,857
Closing Cash on hand as on 31 Dec 2016	-	907,908	907,908

43 Subsequent Events

The shareholders of the Company have approved through a postal ballot process, the subdivision of nominal value of each equity share of Rs. 10/- each into 5 equity shares of Rs. 2/- each and issue of one equity share of Rs.2/- each for five existing equity shares of Rs. 2/- each, post the stock split.

44 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of Board of Directors

Bharat Anumolu
Managing Director

V J Singh
Director

K Murali
Company Secretary



**CONSOLIDATED
FINANCIAL
STATEMENTS**



Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of BEARDSELL LIMITED (hereinafter referred to as "the Holding Company"), its subsidiary and controlled entity (the Holding Company, its subsidiary and controlled entity) together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act. The respective Board of Directors of the companies included in the Group and the management of the controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act as applicable, for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in sub-paragraphs (a) and (b) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements / financial information of the subsidiary and controlled entity, referred to in the Other Matters paragraph below, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

(a) We did not audit the financial statements / financial information of one subsidiary and a controlled entity whose financial statements / financial information reflect total assets of Rs.3,435.63 Lakhs as at 31st March, 2017, total revenues of Rs.3,004.12 Lakhs and net cash inflows amounting to Rs.11.12 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial

statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and controlled entity and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and controlled entity is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditors on separate financial statements and the other financial information of one subsidiary and controlled entity referred in the Other Matters paragraph above we report, to the extent applicable, that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept, so far as it appears from our examination of those books and the reports of the other auditors.
- The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under Section 133 of the Act.
- On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company, none of the directors of the Group company is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the Holding company and its subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding company's/ subsidiary company's incorporated in India internal financial controls over financial reporting.
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.
 - The Holding Company has provided requisite disclosures in the consolidated financial statements as regards the holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016 of the Group entities as applicable. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the relevant books of accounts maintained by those entities for the purpose of preparation of the consolidated financial statements and as produced to us and other auditors by the Management of the respective Group entities.

CERTIFIED TRUE COPY

For BEARDSELL LIMITED,
K. BALURAJI
Company Secretary

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No.008072S)
Shreekanth Balasubramanian
Partner
(Membership No. 22156)

Place : Chennai
Date : May 25, 2017

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)
Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of BEARDSELL Limited (hereinafter referred to as "the Holding Company") and its subsidiary company, which is a company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary company, which is a company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the "internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary company which is a company incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor of the subsidiary company which is a company incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding

Company and its subsidiary company, which is a company incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Holding Company and its subsidiary company which is a company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on "the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one subsidiary company, which is a company incorporated in India, is based solely on the corresponding reports of the auditors of such company incorporated in India.

Our opinion is not modified in respect of the above matters.

CERTIFIED TRUE COPY

For BEARDSELL LIMITED,
K. BALURAJI
Company Secretary

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No.008072S)
Bhavani Balasubramanian
Partner
(Membership No. 22156)

Place : Chennai
Date : May 25, 2017

**BEARSELL LIMITED****Consolidated Balance Sheet
as at March 31, 2017****Consolidated Statement of Profit and Loss
for the year ended March 31, 2017**

Particulars	Note No.	As at	As at
		March 31, 2017	March 31, 2016
		(Rs. in Lakhs)	
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	2	468.32	468.32
(b) Reserves and surplus	3	3,477.42	3,074.13
Minority Interest		0.08	0.09
Non-current liabilities			
(a) Long-term borrowings	4	1,696.45	1,900.03
(b) Deferred tax liabilities (net)	35	224.16	215.46
(c) Other long-term liabilities	5	19.09	14.84
(d) Long-term provisions	6	82.86	139.91
Current liabilities			
(a) Short Term Borrowings	7	1,552.23	1,466.26
(b) Trade payables	8		
(i) Total outstanding dues of Micro enterprises and Small enterprises		-	-
(ii) Total outstanding dues of Creditors other than Micro enterprises and Small enterprises		3,493.87	3,433.14
(c) Other current liabilities	9	803.91	791.64
(d) Short-term provisions	10	280.22	16.82
TOTAL		12,098.61	11,520.64
ASSETS			
Non-current assets			
(a) Property Plant and Equipment			
(i) Tangible assets	11	5,145.70	5,086.65
(ii) Capital work-in-progress	11	133.69	199.02
(b) Goodwill on consolidation	34	242.12	242.12
(c) Non-current investments	12	26.44	26.44
(d) Long-term loans and advances	13	133.27	220.15
(e) Other Non-current assets	14	27.65	25.00
Current assets			
(a) Inventories	15	1,187.47	1,211.25
(b) Trade receivables	16	3,621.23	2,889.08
(c) Cash and cash equivalents	17	480.33	526.07
(d) Short-term loans and advances	18	737.43	756.76
(e) Other current assets	19	363.28	338.10
TOTAL		12,098.61	11,520.64

See accompanying notes forming part of the financial statements 1- 40
In terms of our report attached

For and on behalf of Board of Directors

For DELOITTE HASKINS & SELLS
Chartered Accountants

Bharat Anumolu
Managing Director

V J Singh
Director

Bhavani Balasubramanian
Partner

K Murali
Company Secretary



Chennai
May 25, 2017

Particulars	Note No.	Year ended	Year ended
		March 31, 2017	March 31, 2016
		(Rs. in Lakhs)	
INCOME			
Revenue from operations (Gross)	20	20,466.32	17,139.23
Less : Excise Duty		1,423.62	1,054.50
Revenue from operations (Net)		19,042.70	16,084.73
Other Income	21	215.17	220.99
Total Revenue		19,257.87	16,305.72
Expenses			
(a) Cost of materials consumed	22	6,384.95	4,597.62
(b) Purchases of stock-in-trade	23	6,726.76	6,629.16
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	24	(3.62)	216.75
(d) Employee benefits expense	25	1,799.55	1,451.57
(e) Finance costs	26	558.63	580.17
(f) Depreciation and amortisation expenses	11	535.69	375.70
(g) Other expenses	27	2,353.78	1,956.33
Total expenses		18,355.74	15,807.30
Profit before tax		902.13	498.42
Tax expense			
(a) Current tax expense		412.46	155.00
(b) Deferred tax		8.70	29.90
Net tax expense		421.16	184.90
Profit After Tax Before Minority Interest		480.97	313.52
Less : Loss of Minority Interest		(0.01)	(0.01)
Profit for the year		480.98	313.53
Earnings per share (of Rs 10/- each)			
(a) Basic	33	10.27	6.69
(b) Diluted		10.27	6.69

See accompanying notes forming part of the financial statements

1- 40

In terms of our report attached

For and on behalf of Board of Directors

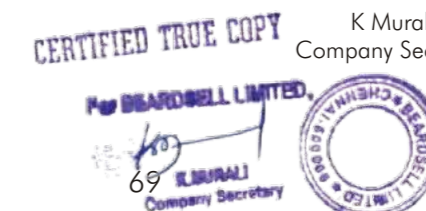
For DELOITTE HASKINS & SELLS
Chartered Accountants

Bharat Anumolu
Managing Director

V J Singh
Director

Bhavani Balasubramanian
Partner

K Murali
Company Secretary



Chennai
May 25, 2017



	March 31, 2017	March 31, 2016
	(Rs. in Lakhs)	
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax	902.13	498.42
Adjustments for:		
Depreciation	535.69	375.70
(Profit)/Loss on sale of fixed assets (net)	(5.62)	1.13
Finance costs	558.63	580.17
Interest Income	(19.59)	(28.71)
Dividend Income	(0.06)	(0.03)
Rental income from operating leases	(20.33)	(25.39)
Share of profit relating to division of other entity	-	(73.83)
Provision for doubtful trade and other receivables, loans and advances	106.59	87.59
Liabilities/ provisions no longer required written back	(79.42)	(8.86)
Net unrealised exchange loss	0.69	3.30
Operating profit before Working Capital changes	1,978.71	1,409.49
<i>Changes in working capital</i>		
<i>Adjustments for (increase) / decrease in operating assets</i>		
Inventories	23.78	(120.80)
Trade receivables	(838.74)	(321.22)
Short Term Loans and Advances	19.33	(37.40)
Long Term Loans and Advances	(15.10)	(0.14)
Other current assets	(141.99)	-
Other non current assets	(2.65)	-
<i>Adjustments for increase / (decrease) in operating liabilities</i>		
Trade payables	64.21	499.06
Other current liabilities	124.28	64.88
Long term provisions	20.82	1.13
Short term provisions	123.93	(16.36)
Changes in Working Capital	(622.13)	69.15
Cash generated from Operations	1,356.58	1,478.64
Taxes Paid, net of refund	(146.61)	(63.16)
Net cash generated from Operating Activities	1,209.97	1,415.48
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital expenditure on fixed assets, including capital advances	(511.66)	(1,155.60)
Investment in wholly owned subsidiary	-	(21.00)
Proceeds from sale of fixed assets	120.12	31.86
Decrease/(Increase) in Bank balances not considered as Cash and cash equivalents	32.58	(20.44)
Dividend Received	0.06	0.03
Interest Received	20.85	31.38
Rental income from operating leases	20.33	25.39
Net Cash Flow used in Investing Activities	(317.72)	(1,108.38)

	March 31, 2017	March 31, 2016
	(Rs. in Lakhs)	
C. CASH FLOW FROM FINANCING ACTIVITIES		
Finance costs	(553.51)	(594.18)
Proceeds from Long Term Borrowings	2.59	701.77
Repayment of Long Term Borrowings	(392.73)	(572.52)
Receipt/Repayment of Fixed Deposits (Net)	57.12	(9.13)
Proceeds from/ Repayment of Short term borrowings (Net)	66.27	242.86
Dividends paid including taxes	(85.15)	(103.59)
Net Cash used in Financing Activities	(905.41)	(334.79)
D. Net Decrease in Cash & Cash Equivalents (A+B+C)	(13.16)	(27.69)
E. Cash and cash equivalents at the beginning of the year	272.79	298.98
F. Opening balance of Cash and cash equivalents of subsidiary acquired during the year	-	1.50
G. Cash and cash equivalents at the end of the year	259.63	272.79
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents (Refer Note 17)	480.33	526.07
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements		
- Deposits under Lien	38.50	4.00
- Unpaid Dividend Account	28.64	29.28
- Margin Money Deposits	153.56	220.00
Cash and cash equivalents at the end of the year *	259.63	272.79
* Comprises:		
(a) Cash on hand	37.67	22.84
(b) Cheques on hand	67.55	22.76
(c) Balances with banks		
(i) In current accounts	98.66	127.94
(ii) In deposit accounts with original maturity of less than 3 months	55.75	99.25

See accompanying notes forming part of the financial statements

In terms of our report attached

For DELOITTE HASKINS & SELLS
Chartered AccountantsBhavani Balasubramanian
PartnerChennai
May 25, 2017

For and on behalf of Board of Directors

Bharat Anumolu
Managing DirectorV J Singh
Director

CERTIFIED TRUE COPY

For BEARDELL LIMITED,

K Murali
Company Secretary



Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs)

1 SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

Corporate Information

Beardsell Limited ("the Company") is a prominent manufacturer and supplier of Expanded Polystyrene products, popularly known as thermocole and Prefabricated Buildings that have wide industrial applications. The company also undertakes erection, commissioning and maintenance works in the field of hot and cold insulation solutions. The company has manufacturing facilities in Thane, Chennai, Hyderabad and Karad and branches with geographical spread across India. In addition, the company has trading operations in domestic and international market. The Company is a majority partner in M/s. Saideep Polytherm, a Pune based partnership firm ('Controlled Entity'), which is involved in the manufacture and supply of Expanded Polystyrene products. The company has a Wholly owned Subsidiary 'Sarovar Insulation Private Limited' a Coimbatore based Private limited company ("Subsidiary company") which is involved in the manufacture and supply of Expanded Polystyrene products.

Significant accounting policies

1.1 Basis of accounting and preparation of consolidated financial statements

The consolidated financial statements of the Holding Company, its controlled entity and subsidiary (together the 'Group') have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention.

1.2 Principles of consolidation

The consolidated financial statements relate to Beardsell Limited (the 'Holding Company'), controlled entity and its subsidiary. The consolidated financial statements have been prepared on the following basis:

- (i) The financial statements of the controlled entity and subsidiary used in the consolidation are drawn upto the same reporting date as that of the Company i.e., 31 March, 2017.
- (ii) The financial statements of the Holding Company, controlled entity and its subsidiary have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.
- (iii) The excess of cost to the Group of its investments in controlled entity and the subsidiary over its capital contribution in the controlled entity and subsidiary at the date on which the investment in the controlled entity and subsidiary was made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis.
- (iv) Minority Interest in the net assets of the controlled entity consist of the amount of capital attributable to the minority partner at the date on which investments in the controlled entity was made and further movements in their share in the capital, subsequent to the date of investment. Net profit / loss for the year of the controlled entity attributable to minority interest is identified and adjusted against the profit/ loss after tax of the Group in order to arrive at the income attributable to shareholders of the Holding Company.
- (v) Goodwill arising on consolidation is not amortised but tested for impairment.
- (vi) Following controlled entity and subsidiary incorporated in India has been considered in the preparation of the consolidated financial statements:

Name	% of Holding as at 31 March, 2017	Relationship
Saideep Polytherm (Partnership Firm)	99.99 % (Profit Sharing Ratio)	Controlled Entity
Sarovar Insulation Private Limited	100.00 %	Wholly owned Subsidiary

- (vii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other

events in similar circumstances with certain exceptions as mentioned below and are presented to the extent possible, in the same manner as its separate financial statements.

In respect of the following items in the consolidated financial statements, the accounting policies followed by the controlled entity are different than that of the Holding Company:

Items	Particulars	Amount as at 31 March, 2017	Proportion to the item
Depreciation of Fixed Assets	The Holding Company and the subsidiary provides Depreciation on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Controlled entity provides Depreciation on written-down value method as per rates prescribed in Income Tax Act., 1961.	Rs. 75.90 Lakhs against total depreciation of Rs. 535.69 Lakhs. (PY Rs. 47.34 Lakhs against total depreciation of Rs. 375.70 Lakhs.)	14.17% (P.Y.: 12.60 %)
Valuation of Inventories	Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. The Holding Company and subsidiary calculates cost of inventories on Weighted Average basis (except for trading stocks where it follows FIFO basis), whereas the controlled entity calculates it on FIFO basis.	Rs. 283.24 Lakhs against total Inventories (excluding trading stocks) of Rs. 972.38 Lakhs. (PY Rs. 261.66 Lakhs against total Inventories of Rs. 1192.08 Lakhs.)	29.13 % (P.Y.: 21.95 %)

1.3 Use of estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

1.4 Inventories

Inventories are valued at lower of cost (net of Cenvat wherever applicable) and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. The method of determination of cost of various categories of inventory are as follows:

- (i) Raw materials – on weighted average basis by Holding and Subsidiary Company, on FIFO basis by Controlled Entity
- (ii) Finished goods and work in progress – on weighted average basis by Holding and Subsidiary Company, on FIFO basis by Controlled Entity.
- (iii) Trading stocks & stores & spares -FIFO basis.

Since it is not practically possible to use uniform accounting policy, the valuation of inventories of such Controlled entity have been considered for the purpose of consolidation. Refer also Note 1.2 (vii)

1.5 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.



1.6 Cash flow statement

Cash flows are reported using the indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

1.7 Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. In case of Holding and subsidiary company, depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Depreciation on assets given on operating lease and acquired under hire purchase agreements have been provided at the rates specified in Schedule II to the Companies Act, 2013. In case of Controlled Entity, depreciation on tangible fixed assets has been provided on the written down value method as per the relevant provisions of The Income-tax Act, 1961. Refer also Note 1.2 (vii) Leased assets are fully depreciated over the primary lease period. Leasehold improvements are amortized over the primary period of lease or useful life, whichever is lower. Buildings on leasehold land are depreciated over the lower of primary lease period and useful life as determined under schedule II to the Companies Act, 2013. Depreciation on assets given on operating lease and acquired under hire purchase agreements have been provided at the rates specified in Schedule II to the Companies Act, 2013.

1.8 Revenue recognition

- (i) Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the despatch of goods to customers. Sales include excise duty but exclude sales tax and value added tax.
- (ii) Service income is recognised on proportionate completion method.
- (iii) Lease rentals and commission income are recognized on accrual basis.

1.9 Other Income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

1.10 Fixed Assets

Fixed assets are stated at cost less accumulated depreciation/ amortisation and impairment losses, if any. The Group capitalizes all costs relating to the acquisition and installation of fixed assets. The cost of fixed assets comprises its purchase price net of any trade discounts, subsidies and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance. Fixed Assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.
Capital work-in-progress:
Tangible fixed assets that are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

1.11 Foreign currency transactions and translations

Initial Recognition: Transactions in foreign currencies entered into by the Holding Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction. Measurement on Balance Sheet date: Foreign currency monetary items of the Holding Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost. Settlement: Exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities of the Holding Company are recognised as income or expense in the Statement of Profit and Loss. Forward Contracts : Premium / discount on forward exchange contracts, which are not intended for trading or speculation

purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the balance sheet date. Any profit or loss arising on cancellation of a forward exchange contract is recognized as income or as expense in the period in which such cancellation or renewal is made.

1.12 Government grants, subsidies and export incentives

Government grants and subsidies are recognised when there is reasonable assurance that the related entity will comply with the conditions attached to them and the grants/ subsidies will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge. Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same. Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are treated as capital reserve.

1.13 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

1.14 Employee benefits

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund and compensated absences.

Defined contribution plans

The Holding Company and its subsidiary contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. The Holding Company makes contribution to a scheme administered by Life Insurance Corporation of India to discharge gratuity liabilities to the employees. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long



Service Awards are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

1.15 Segment reporting

The Group identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

There are no inter segment revenues and therefore their basis of measurement does not arise.

1.16 Leases

Where the Group as a lessor leases assets under finance leases, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment.

Assets leased by the Group in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease term.

1.17 Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

1.18 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future

taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

The Group offsets deferred tax assets and deferred tax liabilities, and advance income tax and provision for tax, if it has a legally enforceable right and these relate to taxes in income levies by the same governing taxation laws.

1.19 Research and development expenses

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Fixed Assets.

1.20 Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

1.21 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the consolidated financial statements.

1.22 Insurance claims

Insurance claims are accounted for on the basis of claims admitted/ expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

1.23 Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

1.24 Operating Cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.


2 Share Capital

Particulars	As at 31st March 2017		As at 31st March 2016	
	Number of shares	Rs. in Lakhs	Number of shares	Rs. in Lakhs
Authorised Equity Shares of Rs 10/- each with voting rights	1,00,00,000	1,000.00	1,00,00,000	1,000.00
Issued, Subscribed And Fully Paid Up Equity Shares of Rs 10/- each with voting rights	46,83,168	468.32	46,83,168	468.32
Total		468.32		468.32

2.1 Reconciliation of Number of Shares and amount outstanding at the beginning and at the end of reporting period

Particulars	As at 31st March 2017		As at 31st March 2016	
	Number of shares	Rs. in Lakhs	Number of shares	Rs. in Lakhs
Balance as at the beginning of the year	46,83,168	468.32	46,83,168	468.32
Add / Less : Movements during the year	-	-	-	-
Balance as at the end of the year	46,83,168	468.32	46,83,168	468.32

2.2 List of shareholders holding more than 5% of the total number of shares issued by the Holding Company

Name of shareholder	Number of shares held	% Holding	Number of shares held	% Holding
Mr. Bharat Anumolu	14,40,881	30.77 %	14,40,881	30.77 %
Mrs. Jayasree Anumolu	15,15,269	32.36 %	15,15,069	32.35 %
Gunnam Subba Rao Insulation Private Limited	5,54,720	11.84 %	5,54,720	11.84 %

2.3 Terms attached to equity shares

The Holding Company has issued only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. The Holding Company declares dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting. Repayment of capital will be in proportion to the number of equity shares held.

3 Reserves and surplus

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
(a) Capital reserve - Industrial Promotion Subsidy Scheme of Government of Maharashtra	50.10	43.24
(b) Securities Premium Account	649.31	649.31
(c) General Reserve	484.61	484.61
(d) Surplus in Statement of Profit and Loss		
Opening Balance	1,896.97	1,651.08
Add: Profit for the Year	480.98	313.53
Less: Dividend distributed / proposed to equity shareholders Re. 1.50 per share (P.Y.: Re.1.20 per share)	70.25	56.20
Less: Tax on dividend	14.30	11.44
Closing Balance	2293.40	1896.97
Total	3477.42	3074.13

4 Long term borrowings

(a) Secured Term Loan from Banks (Refer Note 4.1 and 4.2)	860.00	1,142.54
(b) Unsecured public deposits		
- From related parties (Refer Note 31)	40.00	50.00
- From others	61.99	9.57
(c) Long-term maturities of Hire Purchase loans (Refer Note 4.3)	69.46	27.92
(d) Unsecured Inter Corporate deposits	650.00	650.00
(e) Unsecured Loans and advances from related parties (Refer Note 31)	12.00	20.00
(f) Unsecured loans & advances - others	3.00	-
Total	1696.45	1900.03



4.1 The Rupee term loan from Bank of India are secured by exclusive charge on the entire fixed and current assets of the Holding Company. They are also secured by deposit of the Title Deeds of all its properties except at Thane and Bihar. These term loans are repayable over a period of six years and the floating interest rate is 11.00% (PY 13.25%). The Rupee term loan from Saraswat Co-operative Bank Ltd availed by controlled entity is secured by exclusive charge on the entire fixed assets. They are also secured by deposit of the Title Deeds of all its properties. These term loans are repayable over a period of seven years and the interest rate is 11.75%. Rupee term loan from Saraswat Co-operative Bank Ltd availed by subsidiary company is secured by exclusive charge on its fixed assets. Managing Director of holding company has provided personal guarantee for the Rupee Term loan availed by the subsidiary company. These term loans are repayable over a period of five years and the interest rate is ranges from 11.75% - 13.00%.

4.2 For current maturities of term loans, refer Item (a) in Note 9 - Other Current Liabilities.

4.3 Hire purchase loans are secured by hypothecation of vehicles acquired out of the loan and are payable over a period of two to four years. For current maturities of hire purchase loans, refer item (b) in Note 9 - Other Current Liabilities.

4.4 The Group has not defaulted in repayment of the loans, public deposits and interest thereon.

5 Other long term liabilities	As at March 31, 2017	As at March 31, 2016
Particulars	(Rs. in Lakhs)	
(a) Interest accrued but not due on public deposits		
- From related parties (Refer Note 31)	2.51	1.99
- From others	2.01	0.21
(b) Deferred rent	14.57	12.64
Total	19.09	14.84

6 Long-term provisions

(a) Provision for Employee Benefits		
- Provision for compensated absences	70.16	53.90
- Provision for gratuity	12.70	10.07
(b) Provision for Warranty (Refer Note 36)	-	75.94
Total	82.86	139.91

7 Short term borrowings

(a) Loans repayable on demand from Banks (Refer Note 7.1)		
- Cash Credit	1,298.28	1,274.46
- Buyer's Credit	42.45	-
(b) Unsecured public deposits		
- From related parties (Refer Note 31)	50.00	-
- From Others	161.50	191.80
Total	1552.23	1466.26

7.1 Working capital facilities from Bank of India are secured by exclusive charge on the entire fixed and current assets of the Holding Company. They are also secured by deposit of the title deeds of all the properties except of the Holding Company at Thane and Bihar. Working Capital facility availed by the controlled entity from Saraswat Co-operative Bank Ltd. are secured by exclusive charge on its entire fixed assets. They are also secured by deposit of the title deeds of all its properties.

7.2 The Group has not defaulted in repayment of the loans, public deposits and interest thereon.

8 Trade payables	As at March 31, 2017	As at March 31, 2016
Particulars	(Rs. in Lakhs)	
Trade payables: (Refer Note 8.1)		
- Acceptances	716.97	712.89
- Other than acceptances	2776.90	2720.25
Total	3493.87	3433.14

8.1 There are no dues to enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006, as at March 31, 2017 (March 31, 2016: Nil) which is on the basis of the such parties having been identified by the management and relied upon by the auditors.

9 Other current liabilities

(a) Current Maturities of Long Term Debt (Refer Note 9.1)	197.58	305.18
(b) Current maturities of Hire Purchase loans (Refer Note 9.2)	55.30	25.31
(c) Unclaimed Dividend (Refer Note 9.3)	11.06	8.51
(d) Interest accrued but not due on public deposits		
- From related parties (Refer Note 31)	7.04	-
- From others	-	5.31
(e) Interest accrued but not due on promoters loan (Refer Note 31)	0.02	1.32
(f) Interest accrued but not due on borrowings	3.42	1.05
(g) Dividend payable	17.58	20.73
(h) Other payables (Refer Note 9.4)	511.91	424.23
Total	803.91	791.64

9.1 Current maturities of long-term debt pertains to secured term loans taken from banks - Refer Note 4.1 and under Long-term borrowings for details of security and terms of repayment.

9.2 Hire purchase loans are secured by hypothecation of vehicles acquired out of the loan.

9.3 These amounts represent dividend warrants issued to the Shareholders which remained unrepresented as on 31st March, 2017. There are no further amounts due to be transferred to Investor Education and Protection Fund as on 31st March, 2017 (P.Y.: Rs. Nil).

9.4 Other payables pertains to

(i) Statutory liabilities	82.66	99.29
(ii) Advances received from customers	424.41	286.40
(iii) Deferred Rent	4.84	1.95
(iv) Payable on purchase of fixed assets	-	36.59
Total	511.91	424.23

10 Short-term provisions

(a) Provision for Employee Benefits		
- Provision for compensated absences	9.26	3.26
(b) Provision for Income Tax	139.47	-
(Net of advance Tax Rs. 12.35 lakhs P.Y.: Nil)		
(c) Provision for gratuity	-	0.30
(e) Other Provisions	131.49	13.26
Total	280.22	16.82



11 FIXED ASSETS

(Rs. in Lakhs)

CURRENT YEAR	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK		
	As at April 1, 2016	Additions	Disposals	As at March 31, 2017	As at April 1, 2016	Depreciation expense for the year	Eliminated on disposal of assets	As at March 31, 2017	As at March 31, 2017	As at March 31, 2016
TANGIBLE ASSETS										
(a) Freehold Land	669.74	23.49	-	693.23	-	-	-	-	693.23	669.74
(b) Leasehold Land	471.34	-	-	471.34	21.83	4.89	-	26.72	444.62	449.51
(c) Buildings on Leasehold Land	697.89	-	-	697.89	86.23	-	-	86.23	611.66	611.66
(d) Buildings	974.41	44.01	1.60	1,016.82	158.10	67.88	0.20	225.78	791.04	816.31
(e) Plant and Equipment	3,653.31	325.06	121.62	3,856.75	1,337.50	380.74	158.97	1,559.27	2,297.48	2315.81
(f) Computer	72.65	9.43	5.85	76.23	68.97	8.19	5.74	71.42	4.81	3.68
(g) Furniture, Fixtures & Office Equipment	88.39	24.30	23.57	89.12	56.54	18.51	7.36	67.69	21.43	31.85
(h) Leasehold improvements	31.77	-	-	31.77	29.02	0.21	-	29.23	2.54	2.75
(i) Vehicles	334.04	161.30	21.01	474.33	148.70	55.27	8.53	195.44	278.89	185.34
Total	6,993.54	587.59	173.65	7,407.48	1,906.89	535.69	180.80	2,261.78	5,145.70	5,086.65
Capital Work in Progress									133.69	199.02
Total									5,279.39	5,285.67

11.1 Details of assets given on operating lease

Details of assets acquired under hire purchase arrangements

Description	Gross Block	Accumulated Depreciation	Net Block
Plant and Equipment	430.74	193.42	237.32
Total	430.74	193.42	237.32

Description	Gross Block	Accumulated Depreciation	Net Block
Vehicles	355.26	93.79	261.47
Total	355.26	93.79	261.47

FIXED ASSETS

(Rs. in Lakhs)

PREVIOUS YEAR	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK			
	As at April 1, 2015	Additions	Disposals	Reclassification as held for Sale	As at March 31, 2016	As at April 1, 2015	Depreciation expense for the year	Eliminated on disposal of assets	Eliminated on reclassification as held for Sale	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015
TANGIBLE ASSETS												
(a) Freehold Land	519.74	150.00	-	-	669.74	-	-	-	-	669.74	669.74	519.74
(b) Leasehold Land	590.35	-	-	119.01	471.34	13.33	11.96	-	3.46	21.83	449.51	577.02
(c) Buildings on Leasehold Land	412.71	290.87	5.69	-	697.89	74.18	17.62	5.57	-	86.23	611.66	338.53
(d) Buildings	712.39	263.58	1.56	-	974.41	132.11	26.22	0.23	-	158.10	816.31	580.28
(e) Plant and Equipment	3,189.26	504.91	40.86	-	3,653.31	1,099.14	252.24	13.88	-	1,337.50	2,315.81	2,090.12
(f) Computer	61.69	11.06	0.10	-	72.65	55.06	14.01	0.10	-	68.97	3.68	6.63
(g) Furniture, Fixtures & Office Equipments	84.47	7.44	3.52	-	88.39	45.98	14.08	3.52	-	56.54	31.85	38.49
(h) Leasehold improvements	31.77	-	-	-	31.77	28.81	0.21	-	-	29.02	2.75	2.96
(i) Vehicles	294.97	51.99	12.92	-	334.04	117.69	39.36	8.35	-	148.70	185.34	177.28
Total	5,897.35	1,279.85	64.65	119.01	6,993.54	1,566.30	375.70	31.65	3.46	1,906.89	5,086.65	4,331.05
Capital Work in Progress											199.02	339.13
Total											5,285.67	4,670.18

Details of assets given on operating lease

Details of assets acquired under hire purchase arrangements

Description	Gross Block	Accumulated Depreciation	Net Block
Plant and Equipment	411.19	135.75	275.44
Total	411.19	135.75	275.44

Description	Gross Block	Accumulated Depreciation	Net Block
Vehicles	208.08	53.84	154.24
Total	208.08	53.84	154.24

12 Non-Current Investments

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
Investments (at Cost)		
Trade, Unquoted - Fully paid up		
18,000 Equity Shares of Rs.10/- each of M/s. Hyderabad EPS Products (P) Limited Less: Provision for diminution in value	1.80 (1.80)	1.80 (1.80)
	-	-
5,300 Equity Shares of Rs.100/- each of M/s. Pink Packaging & Moulding (P) Limited Less: Provision for diminution in value	7.50 (7.50)	7.50 (7.50)
	-	-
Non-Trade, Quoted - Fully paid up		
500 Equity Shares of Rs.12/- each of M/s. Nava Bharat Ventures Limited Less: Provision for diminution in value	2.01 (1.08)	2.01 (1.08)
	0.93	0.93
Non-Trade, Unquoted - Fully paid up		
6,000 Equity Shares of Rs.10/- each of M/s. SuRe Energy Systems Private Limited	25.00	25.00
1,000 Equity Shares of Rs.10/- each of Ahmednagar Merchant Co-operative Bank	0.01	0.01
2,500 Equity Shares of Rs.10/- each of Saraswat Co-operative Bank Ltd.	0.50	0.50
Total	26.44	26.44
Aggregate cost of quoted investments	2.01	2.01
Aggregate market value of quoted investments	0.63	0.81
Aggregate cost of unquoted investments	34.81	34.81


13 Long-term loans and advances

Particulars	As at	As at
	March 31, 2017	March 31, 2016
	(Rs. in Lakhs)	
(a) Capital Advances - Unsecured and considered good	24.34	-
(b) Security Deposits - Unsecured, Considered good	92.78	88.75
(c) Loans and Advances to employees - Secured, Considered good (Refer Note 13.1) - Unsecured, Considered good	4.15 12.00 16.15	3.36 1.72 5.08
(d) Advance income tax (Net of provision for tax : Rs. Nil lakhs, P.Y.: Rs. 1,105.76 lakhs)	-	126.32
Total	133.27	220.15

13.1 Represents vehicle loans given to employees secured by respective vehicles.

14 Other Non-Current Assets

Retention Money	27.65	25.00
Total	27.65	25.00

15 Inventories (At lower of cost and net realisable value)

(a) Raw Materials	722.94	752.63
(b) Work-in-progress (Refer Note 15.1)	39.52	50.45
(c) Finished goods (other than those acquired for trading)	164.31	177.82
(d) Stock-in-trade (acquired for trading)	215.09	187.03
(e) Stores and Spares	45.61	43.32
Total	1,187.47	1,211.25

15.1 Details of inventory of work-in-progress

Polystyrene	13.78	11.55
Isobuild panels	25.74	38.90
Total	39.52	50.45

16 Trade Receivables

(a) Trade receivables outstanding for a period exceeding six months from the date they were due for payment - Unsecured		
(i) Considered good	333.08	651.42
(ii) Considered doubtful	258.35	166.52
Less: Provision for doubtful trade receivables	(258.35)	(166.52)
	333.08	651.42
(b) Other Trade receivables - Unsecured and Considered good	3,288.15	2,237.66
	3,288.15	2,237.66
Total	3,621.23	2,889.08

17 Cash and cash equivalents

Particulars	As at	As at
	March 31, 2017	March 31, 2016
	(Rs. in Lakhs)	
On public and other deposits		
(a) Cash on hand	37.67	22.84
(b) Cheques, drafts on hand	67.55	22.76
(c) Balances with Banks		
(i) In current accounts	98.66	127.94
(ii) In deposits with original maturity of less than 3 months	55.75	99.25
(iii) In earmarked accounts		
- Unpaid Dividend Accounts	11.06	29.28
- Interim Dividend Account	17.58	-
- Balances held as margin money	153.56	220.00
- Others (Refer Note 17.2)	38.50	4.00
Total	480.33	526.07

17.1 Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is Rs.259.63 Lakhs (P.Y.: Rs. 272.79 Lakhs).

17.2 Balances with banks - Other earmarked accounts represent fixed deposits made in pursuance of Rule 3A of the Companies (Acceptance of Deposits) Rules 1975/ Rule 13 of the Companies (Acceptance of Deposits) Rules, 2014.

18 Short term loans and advances

(a) Security Deposits - Unsecured, Considered good	115.13	146.48
(b) Loans and Advances to employees		
- Secured, Considered good (Refer Note 18.1)	22.25	30.38
- Unsecured, Considered good	19.76	15.72
(c) Prepaid expenses - Unsecured, Considered good	70.98	53.17
(d) Balances with Government Authorities - Unsecured, Considered good		
- CENVAT credit receivable	61.76	216.82
- VAT credit receivable	72.64	-
- DIC subsidy receivable	34.61	-
- Sale tax deposit	0.25	-
- TDS receivable	0.79	1.14
(e) Advance paid to suppliers	157.44	188.69
(f) Fixed Deposits	12.27	12.27
(g) Others		
- Secured, Considered good	32.72	-
- Unsecured, Considered good	136.83	92.09
Total	737.43	756.76

18.1 Represents vehicle loans given to employees secured by respective vehicles.

19 Other current assets

Advance paid for Jobs in progress [#]	300.99	167.85
Interest accrued on deposits	1.94	3.20
Retention Money	60.35	51.50
Fixed Assets held for sale-Land (Refer Note 11)	-	115.55
Total	363.28	338.10

[#] Includes materials at site/other expenses for jobs, to be billed in future



20 Revenue from Operations

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
	(Rs. in Lakhs)	
(a) Sale of products (Refer Note 20.1)	18,828.98	15,420.07
(b) Sale of services (Refer Note 20.2)	1,604.65	1,691.09
(c) Other operating revenues (Refer Note 20.3)	32.69	28.07
	20,466.32	17,139.23
Less: Excise Duty	1,423.62	1,054.50
Revenue from operations (Net)	19,042.70	16,084.73

20.1 Sale of products comprises

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Manufactured goods		
Expanded Polystyrene	9,357.08	7,723.86
Prefab Panels	8,414.45	5,675.87
Traded goods		
Electric Motors	829.25	805.38
Trade Exports	228.20	1,214.96
Total	18,828.98	15,420.07

20.2 Sales of services comprise of income from erection, commissioning and maintenance of hot and cold insulation solutions.

20.3 Other operating revenues comprise

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Rental Income	17.54	11.62
Scrap Sales	15.15	16.45
Total	32.69	28.07

21 Other income

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Interest Income:		
- Interest from Bank deposits	19.59	28.71
- Interest on income tax refund	4.65	0.01
Dividend income from long-term investments	0.06	0.03
Other non-operating income (Refer Note 21.1)	190.87	192.24
Total	215.17	220.99

21.1 Other non-operating income comprises

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Rental income from operating leases	20.33	25.39
Profit on sale of fixed assets	5.62	-
Liabilities / provisions no longer required written back [#]	79.42	8.86
Bad debts written off in earlier years recovered	1.65	11.26
Discount Received on Raw Material	14.70	57.02
Share of profit relating to division of another entity (Refer Note 28)	-	73.83
Others	69.15	15.88
Total	190.87	192.24

[#] Includes an amount of Rs. 75.94 lakhs being the warranty provision relating to the holding company no longer required written back.

22 Cost of Materials Consumed

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
	(Rs. in Lakhs)	
Opening stock	752.63	360.33
Add: Purchases	6,355.26	4,989.92
	7,107.89	5,350.25
Less: Closing stock	722.94	752.63
Cost of Materials consumed	6,384.95	4,597.62

Materials Consumed Comprises of:	Year ended March 31, 2017	Year ended March 31, 2016
Polystyrene Resin	3,366.67	2,764.18
Precoated Steel	1,469.96	1,018.76
Others (Refer Note 22.1)	1,548.32	814.68
Total	6,384.95	4,597.62

22.1 Others include raw materials such as Isocyanate, chemicals and wire mesh, none of which individually accounts for more than 10% of the total consumption.

23 Purchase of Stock-in-trade

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Stock-in-trade - EPS	1,308.24	1,360.06
Stock-in-trade - Motors	772.26	725.55
Stock-in-trade - Others	198.98	1,081.46
Bought out items for jobs	4,447.28	3,462.09
Total	6,726.76	6,629.16

24 Change in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Opening Stock		
Finished goods	177.82	148.47
Work-in-progress	50.45	263.82
Stock-in-trade	187.03	219.76
Total	415.30	632.05
Closing Stock		
Finished goods	164.31	177.82
Work-in-progress	39.52	50.45
Stock-in-trade	215.09	187.03
Total	418.92	415.30
Net (increase) / decrease	(3.62)	216.75

25 Employee benefits expenses

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Salaries, Wages and Bonus	1,434.35	1,182.18
Contribution to Provident and other Funds	218.70	162.45
Staff Welfare Expenses	146.50	106.94
Total	1,799.55	1,451.57


26 Finance Cost

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
	(Rs. in Lakhs)	
Interest expense on:		
(i) Borrowings	314.83	337.08
(ii) On Public and other deposits	138.90	149.28
(iii) Delayed remittance of Taxes	20.64	12.08
(iv) Others	19.53	14.00
Other Borrowing Costs (Refer Note 26.1)	64.73	67.73
Total	558.63	580.17

26.1 Other borrowing cost includes loan processing charges, guarantee charges, loan facilitation charges and other ancillary costs incurred in connection with borrowings.

27 Other expenses

Consumption of Stores and spares	133.59	122.48
Power and Fuel	618.99	418.58
Increase of excise duty on inventory	1.60	3.69
Rent including lease rentals	115.60	109.43
Repairs and maintenance - Buildings	15.50	16.58
Repairs and maintenance - Machinery	51.10	27.61
Repairs and maintenance - Furniture and Equipment	20.07	13.29
Insurance	55.60	70.59
Rates and Taxes	34.65	23.67
Communication expense	42.54	41.94
Travelling and conveyance	176.99	158.76
Printing and Stationery	21.43	18.49
Legal and professional (Refer Note 27.1)	180.83	71.87
Payments to auditors (Refer Note 27.2)	34.74	32.05
Freight and forwarding	284.99	272.62
Service Charges	200.61	161.95
Donations and contributions	96.49	44.73
Provision for Doubtful Trade receivables	106.59	87.59
Bad trade receivables written off [Net of transfers from provision for doubtful trade receivables : Rs 14.76 lakhs (P.Y.: Rs. Nil lakhs)]	-	-
Sitting fees paid to Directors	7.65	9.30
Loss on fixed assets sold	-	1.13
Net loss on foreign currency transactions and translation	7.97	7.84
Security Charges	10.22	-
Packing and Handling	18.88	2.52
Miscellaneous Expenses	117.15	239.62
Total	2,353.78	1,956.33

27.1 Legal and Professional charges include an amount of Rs.2.25 lakhs (P.Y.: 9.00 lakhs) paid to a law firm in which one of the directors was a partner.

27.2 Payments to the auditors comprises (net of service tax input credit, where applicable):

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
For Audit	13.15	12.42
For Certification	18.60	16.40
For Tax Audit / Representation	2.50	3.00
For Reimbursement of expenses	0.49	0.23
Total	34.74	32.05

28 Contingent Liabilities and Commitments (to the extent not provided for)

(i) Contingent Liabilities		
(a) Claims against the Holding Company not acknowledged as debts	22.77	22.77
(b) Sales tax demands against which the Holding Company has filed appeals and for which no provision is considered necessary as the Holding Company is hopeful of successful outcome in the appeals.	487.57	524.96
(c) CST demands in respect of which the High Court has pronounced an order quashing the proceedings and redirected the proceedings to the Assessing Officer, as confirmed by the legal counsel.	-	-
	510.34	547.73
Future cash outflows in respect of the above matters are determinable only on receipt of judgements / decisions pending at various forums / authorities.		

Name of the statute	Nature of dues	Amount	Payment made	Period to which the amount relates	Forum where dispute is pending
		Rs. in Lakhs			
Sales Tax Acts of various states	Sales Tax - Local	1.79 (39.18)	0.74 (7.34)	1995-96 2000-01 2001-02 2003-04	Deputy Commissioner, Assistant Commissioner & other appellate authorities
Central Sales Tax Act, 1956	Sales Tax - CST	485.78 (485.78)	50.65 (41.65)	1995-96 2000-01 2001-02 2003-04 2006-07 2007-08 2008-09 2009-10 2010-11 2011-12	High Court, Deputy Commissioner & CTO of various states
		487.57 (524.96)	51.39 (48.99)		

Note: Figures in bracket relates to the previous year



Particulars	Year ended March 31, 2017	Year ended March 31, 2016
	(Rs. in Lakhs)	
(ii) Commitments Estimated amount of contracts remaining to be executed and not provided for in these accounts (net of advances) in respect of purchase of tangible assets.	169.86	38.66

29 Employee Benefits
A. Defined Contribution Plans

The Company makes Provident Fund, Superannuation Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs.90.70 Lakhs (Year ended 31 March, 2016 Rs.66.15 Lakhs) for Provident Fund contributions, Rs.59.91 Lakhs (Year ended 31 March, 2016 Rs.55.66 Lakhs) for Superannuation Fund contributions and Rs.5.07 Lakhs (Year ended 31 March, 2016 Rs.3.17 Lakhs) for Employee State Insurance Scheme contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

B. Defined benefit plans
Gratuity

The following table sets forth the status of Gratuity Plan of the Group and the amount recognised in the Balance Sheet and Statement of Profit and Loss.

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
(I) Table showing changes in present value of Obligations		
Present value of obligations at the beginning of the year	259.52	199.78
Interest Cost	20.70	15.98
Current Service Cost	19.52	16.53
Benefit Paid / Payable	(5.06)	(1.62)
Actuarial loss on obligations	40.44	28.85
Present value of obligations at the end of the year	335.12	259.52

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
(II) Table showing changes in the Fair value of Plan Assets		
Fair value of plan assets at the beginning of the year	262.43	217.07
Expected return on Plan Assets	21.31	18.13
Contributions	48.47	28.85
Benefit paid	(5.06)	(1.62)
Fair value of plan assets at the end of the year	327.15	262.43

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
(III) Table showing Fair Value of Plan Assets		
Fair Value of plan assets at beginning of the year	262.43	217.07
Actual return on plan assets	21.31	18.13
Contributions	48.47	28.85
Benefits paid	(5.06)	(1.62)
Fair Value of plan assets at the end of the year	327.15	262.43
Funded status	(7.97)	2.91

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
(IV) Actuarial Loss Recognised		
Actuarial loss on obligation	40.44	28.85
Actuarial gain on plan assets	-	-
Total loss for the year	40.44	28.85
Actuarial loss recognised in the year	40.44	28.85
(V) Amount Recognised in the Balance Sheet		
Present Value of obligations at the end of the year	335.12	259.52
Fair Value of Plan Assets at the end of the year	327.15	262.43
Difference (Funded Status)	(7.97)	2.91
Amount to be recognised in the Balance Sheet (Refer Note 29.3)	(7.97)	2.91

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
(VI) Expenses Recognised in the Statement of Profit and Loss		
Current Service cost	19.52	16.53
Interest Cost	20.70	15.98
Expected Return on Plan Assets	(21.31)	(18.13)
Net Actuarial (gain) to be recognised	40.44	28.85
Total expense recognised in the Statement of Profit and Loss (included as part of Contribution to Provident and Other Funds in Note No. 25)	59.35	43.23

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
(VII) Balance Sheet Reconciliation		
Opening Net Asset	2.91	17.29
Expense as above	59.35	43.23
Employers Contribution	48.47	28.85
Closing Net Asset	(7.97)	2.91

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
(VIII) Actuarial Assumptions : For the year		
Discount Rate	8.00%	8.00%
Expected return on plan assets	8.00%	8.00%
Attrition Rate	3.00%	3.00%
Salary Escalation	6.00%	6.00%
Mortality		Indian Assured Lives Mortality (2006-08)(Ultimate)

29.1 Estimate of amount of contribution in the immediate next year: Rs.72.00 Lakhs (P.Y.: Rs.55.00 Lakhs)

29.2 The Company has invested the plan assets with the insurer managed funds. The insurance company has invested the plan assets in Government Securities, Debt Funds, Equity shares, Mutual Funds, Money Market Instruments and Time Deposits. The expected rate of return on plan asset is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligation. The details of experience adjustments arising on account of plan assets and liabilities as required by paragraph 120(n)(ii) of AS 15 (Revised) on "Employee Benefits" are not readily available in the valuation report and hence, are not furnished.

29.3 As the fair value of the planned assets is more than the liability, an amount of Rs. 4.73 Lakhs (P.Y.: Rs.13.27 Lakhs) has not been recognised in the books of the Holding Company on a conservative basis. In respect of the subsidiary the liability of Rs.12.70 Lakhs has been recognised and has been disclosed under short / long term provision.



C. Long Term Compensated absences

The assumption used for computing the long term accumulated compensated absences on actuarial basis are as follows

Particulars	As at March 31, 2017	As at March 31, 2016
Assumptions		
Discount Rate	8.00 %	8.00 %
Attrition rate	3.00 %	3.00 %
Expected rate of salary increases	6.00 %	6.00 %

30 Segment Information

(a) Primary Segment

The Group has identified business segments as its primary segment. Business segments are primarily insulation and trading. Insulation Business includes manufacturing of EPS Products/ prefabricated panels and related service activities. Trading includes motors, export of fabrics, telemedicine equipments, Information Technology Products etc. The above segments have been identified taking into account the organisation structure as well as differing risks and returns of these segments. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. The geographical segments of the Group are India and others.

(Amount in brackets represents previous year figures)

Particulars	For the year ended 31 March, 2017		
	Business segments		Total
	Insulation	Trading	
	(Rs. in Lakhs)		
Revenue (net of excise duty)	17,985.25 (14,064.38)	1,057.45 (2,020.35)	19,042.70 (16,084.73)
Segment result	1,987.77 (1,612.51)	49.32 (68.67)	2,037.09 (1,681.18)
Less: Finance costs			558.63 (580.17)
Less: Unallocable corporate expenses (net of income)			576.33 (602.59)
Profit/(Loss) before taxes			902.13 (498.42)
Less: Tax expenses			421.16 (184.90)
Less: Share of Minority Interest			0.01 (0.01)
Net profit for the year			480.98 (313.53)

Particulars	For the year ended 31 March, 2017		
	Business segments		Total
	Insulation	Trading	
	(Rs. in Lakhs)		
Segment assets	10,888.36 (10,182.17)	189.38 (189.38)	11,077.74 (10,371.55)
Unallocable assets			1,020.87 (1,149.09)
Total assets			12,098.61 (11,520.64)
Segment liabilities	4,265.79 (4,209.79)	460.27 (431.64)	4,726.06 (4,641.38)
Unallocable liabilities			3,426.73 (3,336.72)
Minority Interest			0.08 (0.09)
Total liabilities			8,152.87 (7,978.19)
Capital Expenditure Addition			522.26 (1,143.96)
Depreciation			535.69 (375.70)

Note: Figures in brackets relates to the previous year.

(b) The geographic segments details, which is considered as the secondary segment as defined in the aforesaid Standard are as follows:

Geographical Segment	Revenues for the year ended 31 March, 2017	Segment assets as at 31 March, 2017	Capital expenditure incurred during the year ended 31 March, 2017
	(Rs. in Lakhs)		
India	18,814.50 (14,858.55)	12,080.93 (11,517.49)	522.26 (1,143.96)
Africa	228.20 (1,226.18)	17.68 (3.15)	-

Note: Figures in bracket relates to the previous year.

31 Related party transactions - As per Accounting Standard 18 'Related Party Disclosures' (as identified by the management and relied upon by the auditors)

Details of related parties:

Key Management Personnel (KMP) and their relatives

- Mr. Bharat Anumolu - Managing Director
- Mr. S.V. Narasimha Rao - Executive Director
- Mr. Amrith Anumolu - Executive Director
- Mrs. Jayasree Anumolu - Director
- Mrs Lalithamabal Panda - Relative of Key Management personnel


Details of related party transactions during the year ended 31 March, 2017 and balances outstanding as at 31 March, 2017

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
Transactions during the year with Key Management Personnel and their relatives		
Remuneration to Key Management Personnel (Refer Note 35)		
Mr. Bharat Anumolu	42.40	42.52
Mr. S V Narasimha Rao	25.74	25.32
Mr. Amrith Anumolu	42.15	42.15
Fixed Deposits received		
Mrs. Lalithamba Panda	40.00	50.00
Mrs. Jayasree Anumolu	-	25.00
Fixed Deposits repaid		
Mrs. Jayasree Anumolu	-	25.00
Unsecured Loan received		
Mr. Bharat Anumolu	12.00	29.00
Unsecured Loan repaid		
Mr. Bharat Anumolu	20.00	99.00
Mr. Amrith Anumolu	-	145.00
Interest paid on Unsecured Loan		
Mr. Bharat Anumolu	0.76	7.96
Mr. Amrith Anumolu	-	12.84
Balances outstanding at the end of the year		
Unsecured Loan		
Mr. Bharat Anumolu	12.00	20.00
Fixed Deposits Payable		
Mrs. Lalithamba Panda	90.00	50.00
Interest payable on Unsecured Loan		
Mr. Bharat Anumolu	0.02	1.32
Interest payable on Fixed Deposit		
Mrs. Lalithamba Panda	9.55	1.99

32 Details of leasing arrangements

Particulars	As at March 31, 2017	As at March 31, 2016
	(Rs. in Lakhs)	
As Lessor		
The Group has entered into operating lease arrangements for certain surplus facilities. Lease rentals are accrued on the basis of agreed basis and the lease is non-cancellable for a period of 12 months and is renewable for subsequent period of 12 months upon mutually agreed terms. The outstanding commitments by the lessee on account of such assets leased are as follows:		
Not later than 1 year	17.54	11.62
Later than 1 year and not later than 5 years	-	-
As Lessee		
The Group has entered into operating lease arrangements for certain office premises. The leases are non-cancellable and are for a period of 5 years. The lease agreements provide for an increase in the lease payments by 6 to 7% every year.		
Future minimum lease payments		
not later than one year	83.78	54.74
later than one year and not later than five years	165.45	134.34
later than five years	-	-
Lease payments recognised in the Statement of Profit and Loss	115.60	109.43
Sublease payments received / receivable recognised in the Statement of Profit and Loss.	26.37	26.35

33 Earnings per share

Face value per share	10.00	10.00
Net profit for the year attributable to the equity shareholders (Rs. in Lakhs)	480.98	313.53
Weighted average number of equity shares (Nos)	46,83,168	46,83,168
Basic Earnings Per Share	10.27	6.69
Diluted Earnings Per Share	10.27	6.69

34 Additional disclosures related to Consolidated Financial Statements
34.2 Goodwill on consolidation

Opening Balance	242.12	221.57
Add: On acquisition of subsidiaries during the year	-	20.55
Closing balance	242.12	242.12

35 Deferred Tax Liabilities (Net)

(a) Tax effect of items constituting Deferred tax liabilities		
- On difference between book balance and tax balance of fixed assets	341.06	319.16
Tax effect of items constituting deferred tax liability	341.06	319.16
(b) Tax effect of items constituting Deferred tax assets		
- Provision for Doubtful debts	89.41	57.63
- Provision for Warranties	-	26.28
- Provision for compensated absences	27.49	19.79
- Carry forward business losses	-	-
Tax effect of items constituting deferred tax assets	116.90	103.70
Net deferred tax liability	224.16	215.46



36 Disclosure requirements under Accounting Standard 29 on Provisions, Contingent Liabilities and Contingent Assets

(Rs. in Lakhs)

Particulars	As at 1 - April 2016	Additions	Utilisation	Reversal *	As at 31- March 2017
Provision for warranty	75.94 (105.95)	- (-)	- (30.01)	75.94 (-)	- (75.94)

* Refer Note 21

37 Specified Bank Notes Disclosure (SBN's)

During this year, the company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of the Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBN's and other notes as per the notification is given below:

(Amount in Rs.)

Particulars	SBN's	ODN's	Total
Closing Cash on hand as on 08 Nov 2016	1,854,000	784,495	2,638,495
(+) Permitted receipts	-	6,452,902	6,452,902
(-) Permitted payments	124,000	4,714,563	4,838,563
(-) Amounts Deposited in Banks	1,730,000	1,553,857	3,283,857
Closing Cash on hand as on 30 Dec 2016	-	968,977	968,977

38 Subsequent Events

The shareholders of the Company have approved through a postal ballot process, the subdivision of nominal value of each equity share of Rs. 10/- each into 5 equity shares of Rs. 2/- each and issue of one equity share of Rs. 2/- each for five existing equity shares of Rs. 2/- each, post the stock split.

39 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidation Financial Statement to Schedule III of the Companies Act, 2013

Name of the Entity	Net assets i.e total assets minus total liabilities		Share of Profit/Loss	
	As % of consolidated net assets	Net assets i.e. total assets minus total liabilities	As % of Consolidated Loss	Amount (Rs. In Lakhs)
Saideep Polytherm, a partnership firm registered under Indian Partnership Act, 1932	-1.50 % (3.96 %)	(59.25) (156.74)	-15.08% (-18.89%)	-72.51 (-59.22)
Sarovar Insulation Private Limited, a private limited registered under Companies Act, 1956	-4.65 % (-0.36 %)	-183.52 (-14.45)	-35.15% (-4.77%)	(169.07) (-14.94)

Note: Figures in bracket relates to the previous year

40 Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with current year's classification /disclosure.

For and on behalf of Board of Directors

Bharat Anumolu
Managing Director

V J Singh
Director

K Murali
Company Secretary

CERTIFIED TRUE COPY

BEARSELL LIMITED



Chennai
May 25, 2017



Tamilnadu Police House Rest House



Residence Near Trichy



Film Nagar, Hyderabad, Elevation walls



Ghatkesar, Hyderabad College int-ext walls



R.O Water Plant at Mysore- Completed 2000 No's in Karnataka



Farm House in Hyderabad

**BEARDSSELL LIMITED**

CIN No. : L65991TN1936PLC001428

Regd Office : 47 Graemes Road, Chennai -600 006.
Phone :44-28293296. Website : www.beardsell.co.in**ATTENDANCE SLIP**

Reg. Folio/DP & Client No _____ No .of Shares Held _____

I certify that I am a registered Shareholder / Proxy for the registered shareholder of the Company. I hereby record my presence at the 80th Annual General Meeting of the Company at the "Mini Hall" Satguru Gnananada Hall, Naradagana Sabha, 314, T.T.K Road, Chennai 600 018, on Thursday, the 14th September, 2017 at 10.00 A.M.

Member's Name :

Member's/ Proxy's Signature :

Proxy's Name :

ELECTRONIC VOTING PARTICULARS

Evsn**	User ID	Password
170812016	xxxxxxxxxxxxxxxx	xxxxxxxxxxxxxxxx

**(Electronic Voting Sequence Number) (Folio No/DP Client ID) (Existing Password or Pan No with Bank A/c.No. or DOB)

Note: During the e-voting period, members of the company holding shares as on the cut-off date may cast their vote electronically. The cut-off date for the purpose of e-voting is 7th September, 2017. Please read the instruction given in the e-voting annexure carefully before voting electronically.

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Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s) :

Registered Address :

E-Mail Id : _____ Folio No./Client Id : _____ DP ID _____

I/We,being the member(s) holding _____ shares of the above named Company, hereby appoint

1. Name:	2. Name:	3. Name:
Address:	Address:	Address:
Email-ID:	Email-ID:	Email-ID:
Signature: _____ Or failing him	Signature: _____ Or failing him	Signature: _____ Or failing him

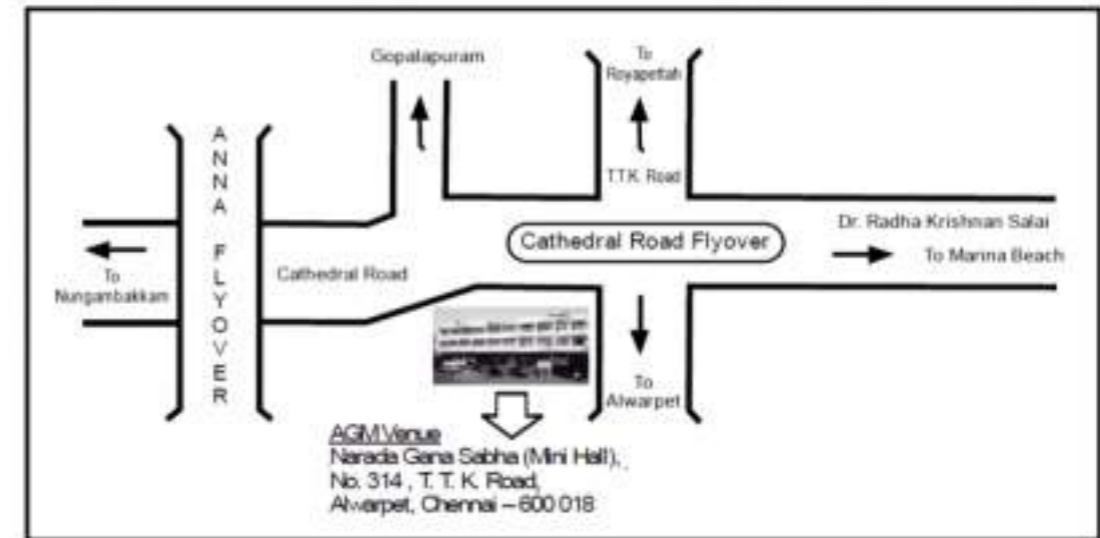
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 80th Annual General Meeting of the Company at the "Mini Hall" Satguru Gnananada Hall, Naradagana Sabha, 314, T.T.K Road, Chennai 600 018, on Thursday, the 14th September, 2017 at 10.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Signed this.....day of2017

Signature of the Proxy

Affix
Re. 1/-
Revenue
stampSignature of
the shareholder

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a BodyCorporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed , not less than 48 hours before the time for holding the meeting.

Route map to AGM venue

Item No.	Resolutions
1	ORDINARY BUSINESS (Ordinary Resolutions)
	ADOPTION OF ACCOUNTS (Balance Sheet as at 31st March, 2017, the Statement Profit and Loss of the Company for the year ended on that date, together with the Schedules and Cash Flow Statement for the year ended 31st March, 2017 together with the Directors Report & Audit Report there on)
2	TO DECLARE A DIVIDEND - Ratification of Interim Dividend paid for the year 2016-17.
3	APPOINTMENT OF DIRECTOR - Mr. AMRITH ANUMOLU
4	APPOINTMENT OF STATUTORY AUDITORS (Messrs. S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Registration Number of the firm is 101049W/E300004)
	SPECIAL BUSINESS :
5	Increase in remuneration to Mr Bharat Anumolu, Managing Director, with effect from April 1, 2017 (Special Resolution)
6	TO ACCEPT / RENEW UNSECURED DEPOSITS FROM SHARE HOLDERS (Ordinary Resolution)
7	Appointment of Jt. Managing Director (Ordinary Resolution)
8	Appointment of Executive Director (Special Resolution)