

**RIGHTS ENTITLEMENT LETTER FOR THE RIGHTS ISSUE OF BEARDSSELL LIMITED  
FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY  
THIS LETTER CONTAINS 4 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES**



**BEARDSSELL LIMITED**

**Registered Office:** 47, Greames Road, Chennai, 600006, Tamil Nadu India; **Telephone:** +91 44 2829 3296/28290900;  
**Facsimile:** +91 44-28290391 **E-mail:** [km@beardsell.co.in](mailto:km@beardsell.co.in); **Website:** [www.beardsell.co.in](http://www.beardsell.co.in);  
**Contact Person:** Krishnamurthy Murali, Company Secretary and Compliance Officer;  
**Corporate Identification Number:** L65991TN1936PLC001428

**DP ID- Client ID/Folio Number:**

**Application Number**

**Sole/First Holder Name:**

**Add 1:**

**Add 2:**

**Add 3:**

**Add 4:**

**PIN**

**Joint Holder 1:**

**Joint Holder 2:**

**Joint Holder 3:**

Dear Shareholder,

Date: [●]

**Sub: ISSUE OF UPTO 93,66,336 EQUITY SHARES OF FACE VALUE ₹ 2 EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 10 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 8 PER EQUITY SHARE) (THE “ISSUE PRICE”), AGGREGATING UPTO ₹ 936.63<sup>#</sup> LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 RIGHTS EQUITY SHARE FOR EVERY 3 FULLY PAID-UP EQUITY SHARES HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON FRIDAY, DECEMBER 17, 2021 (THE “ISSUE”). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 5 TIMES THE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 164 OF THE LETTER OF OFFER.**

<sup>#</sup>Assuming full subscription

**Ref: Letter of Offer dated December 15, 2021 and Abridged Letter of Offer dated December 15, 2021, issued by the Company to the Eligible Equity Shareholders pursuant to the Rights Issue.**

We are happy to inform that our Company is proposing a Rights Issue of Equity Shares as mentioned in the captioned subject in the ratio of 1 (One) Rights Equity Share for every 3 (Three) fully paid-up Equity Share(s) held by the existing Equity Shareholders on the Record Date, that is on Friday, December 17, 2021.

With reference to the above, please find below the details of the Equity Shares held by you as on the Record Date, i.e., Friday, December 17, 2021 along with your Rights Entitlements calculated on the basis of the above-mentioned ratio for your kind information:

<b>FOLIO NUMBER/ DP OR CLIENT ID</b>	<b>NUMBER OF EQUITY SHARES HELD BY YOU ON RECORD DATE I.E., FRIDAY, DECEMBER 17, 2021</b>	<b>NUMBER OF RIGHTS ENTITLEMENT</b>

You are requested to kindly note that the Issue price is ₹ 10/-. The entire amount of the Issue Price of ₹ 10 /-shall be payable at the time of Application.

You are requested to take note of the Issue Schedule as provided

<b>ISSUE OPENS ON</b>	<b>LAST DATE FOR MARKET RENUNCIATION</b>	<b>ISSUE CLOSSES ON</b>
<b>FRIDAY, DECEMBER 31, 2021</b>	<b>MONDAY, JANUARY 10, 2022</b>	<b>FRIDAY, JANUARY 14, 2022</b>

***\*Eligible Equity Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlement are credited to the demat account of the Renounees on or prior to the Issue Closing Date.***

Kindly note that pursuant to the provisions of the SEBI ICDR Regulations and the SEBI – Rights Issue Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the Rights Entitlements, as mentioned above, shall be credited only in dematerialized form in your demat account before the Issue Opening Date with ISIN – INE520H20014.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 (“SEBI Rights Issue Circulars”), the Eligible Equity Shareholders, who hold Equity Shares in physical form as on the Record Date are required

to furnish the details of their demat account along with copies of self-attested PAN and details of address proof by way of uploading on Registrar's website the records confirming the legal and beneficial ownership of their respective Equity Shares at least two (2) Working Days prior to the Issue Closing Date i.e., Wednesday, January 12, 2022 after which they can apply through ASBA facility only. For further details, please refer to the headings "*Option to receive Right Equity Shares in Dematerialised Form*" in the chapter titled "*Terms of the Issue*" at page 164 of the Letter of Offer.

You can obtain the details of your respective Rights Entitlements from the website of the Registrar to the Issue at: <https://rights.cameoindia.com/beardsell>, by entering your DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). You may also communicate with the Registrar with the helpline number 044-40020710 / 73388 08559 / 93420 72988 and through their email address [priya@cameoindia.com](mailto:priya@cameoindia.com).

### **Fractional Entitlements**

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1 (One) Rights Equity Share for every 3 (Three) Equity Shares held as on the Record Date). As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is not in the multiple of 3 (three) Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Equity Share if they apply for additional Equity Shares over and above their Rights Entitlements, if any, subject to availability of Equity Shares in this Issue post allocation towards Rights Entitlements applied for. For further details, see "*Terms of the Issue*" beginning on page 164 of the Letter of Offer.

### **Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**

Pursuant to provisions of the SEBI ICDR Regulations read with SEBI Rights Issue Circulars and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders have been credited in their respective demat account under the ISIN - INE520H20014. For details of credit of the Rights Entitlements, see "*Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*" on pages 166 of the Letter of Offer.

### **Trading of the Rights Entitlements**

In accordance with the SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the Stock Exchanges under ISIN - INE520H20014. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade/ transfer their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. For more details, see "*Procedure for Renunciation of Rights Entitlements*" on page 177 of the Letter of Offer.

### **Renunciation of Rights Entitlement**

The Issue includes a right exercisable by you to renounce the Rights Entitlements credited in your demat account either in full or in part in favor of any other person or persons in India only. The renouncement of Rights Entitlements credited in your demat account can be made either a) by using the secondary market platform of the Stock Exchanges through a registered stock broker ("*On Market Renunciation*") or b) through off market transfer through a depository participant ("*Off Market Renunciation*") during the Renunciation Period. For more details, see "*Procedure for Renunciation of Rights Entitlements*" on page 177 of the Letter of Offer.

Kindly note that, in accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of Res (Rights Entitlements) not later than two working days prior to Issue Closing Date i.e., Wednesday, January 12, 2022 such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE "PROCEDURE FOR APPLICATION" ON PAGE 172 OF THE LETTER OF OFFER.**

**PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.**

### **Application Process for Rights Issue**

If you are desiring to make an Application in this Issue, kindly note that you are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue, i.e., R-WAP. Further, if you are holding Equity Shares in physical form as on the Record Date, you shall also not be able to subscribe to the Issue through R-WAP and therefore, will have to apply through ASBA facility only. For details, see "*Procedure for Application through the ASBA Process*", "*Procedure for Application through R-WAP*" and "*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*" on page 174, 175 and 181 respectively.

**ASBA facility** – Investors can submit the Application Form in physical mode to the designated branch of the Self-Certified Syndicate Banks ("SCSBs"), or make online / electronic Application through the website of the SCSBs (if the facility is made available by such SCSB). SCSBs are self-certified syndicate banks registered with SEBI, which offer the facility of ASBA. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process and details on designated branches of SCSBs collecting the Application Form, please refer to - <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

**R-WAP** - In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, January 19, 2021 and April 22, 2021 a separate web-based application platform i.e., the R-WAP facility (accessible at <https://rights.cameindia.com/beardsell>), has been instituted for making an Application in this Issue by resident Investors. R-WAP has been instituted for making Application in Rights Issue only for resident Investors who are holding shares as on Record date i.e., Friday, December 17, 2021. At R-WAP, resident investor can access and submit online Application Form in electronic mode and make online payment using their internet banking or UPI facility from their own bank account thereat.

Please note that Applications made with payment using third party bank accounts are liable to be rejected. In case of internet banking, there is no restriction on maximum amount that can be paid, except limit set by your respective bank. However, in case of UPI facility, payment can be made only up to Rs. 2 lakhs.

If you are desirous of making an application in this Issue, you should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see “*Terms of the Issue- Procedure for Application through the ASBA Process*” and “*Terms of the Issue- Procedure for Application through R-WAP*” on page 174 and 175 of the Letter of Offer.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, you may choose to accept the offer to participate in this Issue by making plain paper Applications. The SCSBs shall accept such application forms only if all details required for making the application as per these regulations are specified in the plain paper application. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. If you make an application both in an application form as well as on a plain paper, both applications are liable to be rejected. For details, see “*Application on Plain Paper under ASBA process*” on page 178 of the Letter of Offer.

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on the Record Date are required to furnish the details of their demat account along with copies of self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares at least two Working Days prior to the Issue Closing Date i.e., Friday, January 14, 2022, after which they can apply through ASBA facility or R-WAP. Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in “*Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form*” on page 181 of the Letter of Offer.

In accordance with SEBI ICDR Regulations and Rights Issue Circulars and MCA Circular No. 21/2020 dated May 11, 2020, we are sending herewith the Abridged Letter of Offer and Application Form through email and physical delivery by speed post to you being the Eligible Equity Shareholders who has provided your Indian addresses to our Company. Please note that by accessing the Right Entitlement e-mail or any external websites referred to therein, or by accepting the physical delivery of the Issue material you are hereby deemed to represent that you are a resident of India. The contents of the Right Entitlement e-mail or the Issue materials sent through physical delivery to your Indian address and its enclosures should not be reproduced, transmitted or distributed to any other person.

#### **ATTENTION FOR PHYSICAL SHAREHOLDERS**

The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, registered post, speed post, courier, or hand delivery or by uploading the said documents in the “*Demat Account Registration*” module available in the portal of the Registrar at <https://rights.cameindia.com/beardsell> so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date i.e., Wednesday, January 12, 2022.

In accordance with SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialized form only. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date i.e. Wednesday, January 12, 2022 to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse and they shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the Equity Shares held in physical form.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through ASBA process or using the R-WAP.

**PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

#### **Availability of Issue materials**

You can also access the Letter of Offer, the Abridged Letter of Offer and Application Form (provided that you are eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- a) Our Company [www.beardsell.co.in](http://www.beardsell.co.in)
- b) the Registrar to the Issue <https://rights.cameindia.com/Beardsell>
- c) the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com); [www.nseindia.com](http://www.nseindia.com); and
- d) the Registrar’s web-based application platform R-WAP. <https://rights.cameindia.com/beardsell>

## Other important links and helpline numbers

You can visit the following links for below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: <https://rights.cameoindia.com/beardsell>
- Updation of Indian address/ email address/ mobile number in the records maintained by the Registrar or our Company: <https://rights.cameoindia.com/beardsell>
- Updation of demat account details by resident Eligible Equity Shareholders holding shares in physical form: <https://rights.cameoindia.com/beardsell>

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OF AMERICA AND MAY NOT BE OFFERED, SOLD, IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS ANY STATE OF THE UNITED STATES, AND THE DISTRICT OF COLUMBIA ("UNITED STATES"), EXCEPT IN A TRANSACTION NOT SUBJECT TO, OR EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THE RIGHTS ENTITLEMENTS AND RIGHTS EQUITY SHARES ARE BEING OFFERED AND SOLD ONLY (A) TO PERSONS IN THE UNITED STATES WHO ARE REASONABLY BELIEVED TO BE QUALIFIED INSTITUTIONAL BUYERS AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT ("U.S. QIBS") PURSUANT TO SECTION 4(A)(2) OF THE SECURITIES ACT AND (B) TO PERSONS OUTSIDE THE UNITED STATES IN RELIANCE ON REGULATION S UNDER THE SECURITIES ACT ("REGULATION S"). IN ADDITION, UNTIL THE EXPIRY OF 40 DAYS AFTER THE COMMENCEMENT OF THE ISSUE, AN OFFER OR SALE OF RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IN THE UNITED STATES BY A DEALER (WHETHER OR NOT IT IS PARTICIPATING IN THE ISSUE) MAY VIOLATE THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT IF SUCH OFFER OR SALE IS MADE OTHERWISE THAN IN ACCORDANCE WITH AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT. THE RIGHTS EQUITY SHARES ARE TRANSFERABLE ONLY IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED IN "SELLING RESTRICTIONS" in the chapter titled "OTHER REGULATORY AND STATUTORY DISCLOSURES" ON PAGE 155 OF LETTER OF OFFER.

In case of any queries, you may contact the Company or the Lead Manager or Registrar as per the details mentioned herein:

COMPANY DETAILS	REGISTRAR TO THE ISSUE	
		
<b>BEARDELL LIMITED</b> <b>Corporate Identification Number:</b> 65991TN1936PLC001428 <b>Registered Office:</b> 47, Greames Road, Chennai, 600006, Tamil Nadu India <b>Tel:</b> +91 44 2829 3296/28290900 <b>Contact Person:</b> Krishnamurthy Murali, Company Secretary and Compliance Officer, <b>E-mail:</b> <a href="mailto:km@beardsell.co.in">km@beardsell.co.in</a> <b>Website:</b> <a href="http://www.beardsell.co.in">www.beardsell.co.in</a>	<b>CAMEO CORPORATE SERVICES LIMITED</b> Subramanian Building, No. 01, Club House Road, Chennai- 600 002, Tamil Nadu, India. <b>Telephone:</b> +91044 4002 0700/ 0710/ 2846 0390 <b>Facsimile:</b> N.A. <b>Email:</b> <a href="mailto:priya@cameoindia.com">priya@cameoindia.com</a> <b>Website:</b> <a href="http://www.cameoindia.com">www.cameoindia.com</a> <b>Investor grievance e-mail:</b> <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a> <b>Contact Person:</b> Sreepriya K. <b>SEBI Registration No.:</b> INR000003753 <b>Validity of Registration:</b> Permanent	<b>SAFFRON CAPITAL ADVISORS PRIVATE LIMITED</b> 605, Center Point, 6th floor, Andheri Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059, Maharashtra, India. <b>Telephone:</b> +91 22 4082 0914/0915 <b>Facsimile:</b> +91 22 4082 0999 <b>E-mail:</b> <a href="mailto:rights.issue@saffronadvisor.com">rights.issue@saffronadvisor.com</a> <b>Website:</b> <a href="http://www.saffronadvisor.com">www.saffronadvisor.com</a> <b>Investor grievance:</b> <a href="mailto:investorgrievance@saffronadvisor.com">investorgrievance@saffronadvisor.com</a> <b>Contact Person:</b> Amit Wagle / Gaurav Khandelwal <b>SEBI Registration Number:</b> INM 000011211 <b>Validity of Registration:</b> Permanent

Note: All capitalized terms, unless defined herein, shall have the meaning ascribed to them in the Letter of Offer.

For **BEARDELL LIMITED**

Sd/-  
**Krishnamurthy Murali,**  
 Company Secretary and Compliance Officer