



Amit K. Rajkotiya

M. Com., L.L.B., DFM, FCS
Practising Company Secretary

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Consolidated Scrutinizer's Report



[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Berar Finance Limited,
Avinisha Tower, Mehadia Chowk,
Dhantoli Nagpur – 440 012.

Dear Sir,

1. I, Amit K. Rajkotiya, a Company Secretary in practice, was appointed as Scrutinizer by the Board of Directors of Berar Finance Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by postal ballot pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) the resolution propose at the Notice dated 12th October, 2019, submit our report as under:
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by postal ballots by the shareholders on the resolutions proposed in the Notice dated 12th October, 2019 is the responsibility of the management. My responsibility as a Scrutinizer is only to ensure that the voting process both through electronic means and by postal ballot are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL).
3. The Company has informed that it has completed the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of members/list of beneficial owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited as on November 01, 2019("cut off date").



4. As per the requirements of the Companies Act, 2013, postal ballot forms were sent to "BigShare Services Private Limited" and later on sent to us by the same for preparing the report and electronic voting report generated by CDSL have been entered in a register separately maintained for the purpose. The e-voting period commenced on the November 08, 2019(09:00 hours) and ended on the December 07, 2019 (17:00 hours) and the last date for receipt of Postal Ballot Forms was Saturday, December 07, 2019 (17:00 hours)IST.
5. The Shareholders holding the shares as on the "cut off" date i.e. were entitled to vote on the proposed resolution. All postal ballot forms including electronic votes received up to the close of working hours on Saturday, December 07, 2019 (17:00 hours) IST, the last date and time fixed by the Company for receipt of the forms/electronic votes, were considered for the purpose of scrutiny.
6. Envelope containing postal ballot forms received after 17:00 hours (IST) on Saturday, December 07, 2019 has not been considered for the purpose of scrutiny.
7. The electronic votes were unblocked on Saturday, 07th December, 2019 around at 17.41(IST) in the presence of two witnesses, Ms. Rajlaxmi Bagri (Add: Flat No. 203, Tirupati Appartment, Wardhaman Nagar, Nagpur - 440 008) and Ms. Urvashi Vyas (Add: Devkrupa Society, Wardhaman Nagar, Nagpur -440008) who are not in the employment of the company. They have signed in confirmation of the votes being unblocked in their presence.
 - 1) Ms. Rajlaxmi Basant Bagri: 
 - 2) Ms. Urvashi Vyas: 
8. I have rendered scrutinizer's report separately on the remote e-voting and by voting through postal ballots and I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014 on the resolution contained in the aforesaid Notice.



9. The result of the voting is as under:-

Special Resolution: Approval of 'Berar Employee Stock Option Plan 2019':

Particulars		Number of members voted	Number of votes cast by them	% of total number of valid votes cast
i	Voted in favour of the resolution	25	4277100	99.92
ii	Voted against the resolution	02	3800	0.08
iii	Invalid/Abstain Votes	Total number of members (in person or by proxy) whose votes were declared invalid/abstain	Total number of votes cast by them	
		06	3350	

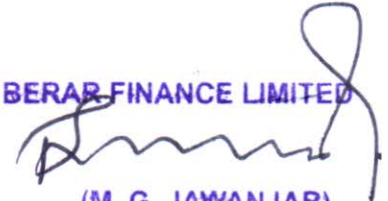
10. The register, postal ballot paper along with papers relating to the vote cast by electronic means, shall be under my safe custody till the Chairman considers, approves and signs the minutes and thereafter, the same shall be returned to the Company.

Thanking You,
Yours faithfully



CS Amit K. Rajkotiya
Practicing Company Secretaries
Membership No.5561
CP No.5162

FOR BERAR FINANCE LIMITED



(M. G. JAWANJAR)
MANAGING DIRECTOR

Place: Nagpur
Dated: 09.12.2019