

**BERAR FINANCE LIMITED**

Corporate Identity Number (CIN): U65929MH1990PLC057829
 Registered Office: Avinisha Tower, Mehadla Chowk,
 Dhantoli, Nagpur - 440012, Tel No. 0172-6663999,
 Email: info@berarfinance.com, Website: www.berarfinance.com

POSTAL BALLOT NOTICE AND E-VOTING INFORMATION

NOTICE is hereby given that the Company is seeking approval of its Members by way of the Special Resolution for approving the amendment, re-statement and entrenchment of the Articles of Association of the Company. The provision of the Section 5 and Section 14 of the Companies Act, 2013 and other applicable provisions, if any are considered and complied with for the stated resolution, the detail of the same has been set out in the Postal Ballot Notice ("the Notice") dated October 27, 2020. The Notice is available on the Company's website www.berarfinance.com and on the Website of the BSE Limited ("BSE") at www.bseindia.com.

In compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), the Company has completed the dispatch of the Notice on November 10th, 2020 only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of the Beneficial Owners maintained by the Depositories as on Friday, October 30, 2020 ("Cut-off date"). The communication of the assent or dissent of the Members would be taken would only take place through the remote e-voting system.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, November 11, 2020 and ends at 5.00 p.m. (IST) on Thursday, December 10, 2020. The e-voting module shall be disabled by the CDSL thereafter. Voting rights of the Members shall be in the proportion to the shares held by them in the paid-up equity capital of the Company as on the Cut-off date. Only those members whose names are recorded in the Register of Members of the Company or in the Register of the Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Once the vote on the resolution is cast by the Members, he/she shall not be allowed to change it subsequently. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

The Members whose e-mail addresses are not registered with the Company/Depositories, may register the same by following the procedure provided in the Notes to the Notice as detailed below;

The process for registration of email address is as under:

a) For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email at deepali.balpande@berarfinance.com. The members shall provide the following information in the email:

For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card)

For Demat shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card)

b) Post successful registration of the email, the member would get soft copy of the Postal Ballot Notice and the procedure for e-voting along with User ID and Password to enable the e-voting for this Postal Ballot. In case of any queries, member may write to deepali.balpande@berarfinance.com.

The Board of Directors of the Company has appointed Mr. Sunil Zore (CPC No. 11837) of M/s. SPZ & Associates, Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The result of the Postal Ballot will be announced on or before Saturday, December 12, 2020. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Thursday, December 10, 2020 at 5:00 p.m. (IST). The said results along with the Scrutinizer's Report would be intimated to BSE where the non-convertible debentures of the Company are listed and will also be uploaded on the Company website i.e. www.berarfinance.com and will also be displayed at the registered office of the Company.

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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By order of the Board
 For Berar Finance Limited
 Sd/-

CS. Deepali Balpande
 (Company Secretary)

Place: Nagpur
 Date: 10.11.2020