



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 of 26th Annual General Meeting of the Equity shareholders of Berar Finance Limited held on Saturday, 27th August, 2016 at 03.30 p.m. at Naivedhyam, The Celebration Centre, Opp. NIT Swimming Pool, North Ambazari Road, Nagpur-440 010.

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 use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 26th Annual General Meeting of the Equity Shareholders of the Company held on 27th August, 2016 at Naivedhyam, The Celebration Centre, Opp. NIT Swimming Pool, North Ambazari Road, Nagpur-440 010, Maharashtra, India, 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 using ballots by the shareholders on the resolutions proposed in the Notice of the 26th Annual General Meeting of the Equity Shareholders of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting 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 Limited (CDSL) and the report generated electronically for voting by use of ballots at the meeting.
3. The votes were unblocked on 29th August, 2016 around 10:46 a.m. in the presence of two witnesses, Mr. Anil M. Pandya (Add: Flat No. 101, Vaishnavi Regency, Behind Dharampeth Mahila Bank, Manish Nagar, Nagpur.) and Mr. Jitendra H. Raut (Add: Tilak Nagar, Nagpur) who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Mr. Anil M. Pandya.

Name: Mr. Jitendra H. Raut.



4. I have rendered scrutinizer's report separately on the remote e-voting and by using ballots at the meeting and I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.

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

a) Ordinary Resolution:-item no. 1

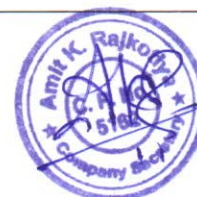
Approval of the Audited financial statements of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.

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	113	40,77,584	100
li	Voted against the resolution	0	0	0
Iii	Invalid/Abstain Votes	Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them	
		8	77,050	

b) Ordinary Resolution:-item no. 2

Declaration of Final Dividend for the Financial Year 2015-16.

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	94	39,31,380	99.88
li	Voted against the resolution	3	4,400	.0.12
Iii	Invalid/Abstain Votes	Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them	
		24	2,18,854	



c) Ordinary Resolution:-item no. 3

Approval of Re-appointment of Shri Dattatraya Prabhakar Dalal (DIN: 00380199), as a Director liable to retire by rotation as per applicable provisions of the Companies Act, 2013.

	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	114	40,81,384	100
li	Voted against the resolution	0	0	0
Iii	Invalid/Abstain Votes	Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them	
		7	73,250	

d) Ordinary Resolution:-item no. 4

Ratification of Appointment of Statutory Auditor and authorization to the Board of Directors to fix their remuneration for the financial year 2016-17.

	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	113	40,82,384	100
ii	Voted against the resolution	0	0	0
iii	Invalid/Abstain Votes	Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them	
		8	72,250	



e) Ordinary Resolution:-item no. 5

Re-appointment of Mr. Maroti Gendaru Jawanjar as Managing Director of the Company.

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	115	40,84,384	100
ii	Voted against the resolution	0	0	0
iii	Invalid/Abstain Votes	Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them	
		6	70,250	

f) Ordinary Resolution:-item no. 6

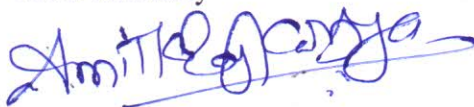
Re-appointment of Mr. Sandeep Marotrao Jawanjal as Executive Director (Whole-Time Director) of the Company.

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	115	40,84,384	100
ii	Voted against the resolution	0	0	0
iii	Invalid/Abstain Votes	Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them	
		6	70,250	



6. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,
Yours faithfully



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

Place : Nagpur

Dated : 29th August 2016.