Amit K. Rajkotiya
M. Com., L.L.B., DFM, FCS
Practising Company Secretary

102, Shree Laxmi Appartment, Above Shridhar Arts, Zenda Square,
Dharampeth, NAGPUR - 440 010 E-mail : rajkotiyacs@gmail.com
Cell : 98231 22521, (O) 2545670, (R) 2731292

Consolidated Scrutinizer's Report

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

To,
The Chairman of 29th Annual General Meeting of the Equity shareholders of Berar Finance Limited held on Saturday, 21st September, 2019 at 04.00 p.m. at Arjuna Celebrations, Pande Layout Road, Khamla, Nagpur-440 025.

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 29th Annual General Meeting of the Equity Shareholders of the Company held on Saturday, 21st September, 2019 at 04.00 p.m. at Arjuna Celebrations, Pande Layout Road, Khamla, Nagpur-440 025., 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 29th 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 (India) Limited (CDSL) and the report generated electronically for voting by use of ballots at the meeting.

3. The votes were unblocked on 21st September, 2019 around at 06.16 pm. in the presence of two witnesses, Mr. Vipul Hasija (Add: 104, Swami Sadan – III, HazariPahad, Nagpur - 440007) and Mr. Urvashi Vyas (Add: Devkrupa Society, Wardhaman Nagar, Nagpur - 440008) 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. Vipul Hasija

Name:Ms. Urvashi Vyas

Amit K. Rajkotiya C.P. No. 8192 Company Secretary

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

Adoption of Audited Financial Statements for the year ended 31st March, 2019 and the Directors' and Audits Reports thereon.

Particulars		Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
i	Voted in favour of the resolution	103	4551700	99.96
ii	Voted against the resolution	02	2000	0.04
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	
		10	17950	

b) Ordinary Resolution:-item no. 2

Declaration of Final Dividend for the Financial Year 2018-19.

Particulars		Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
i	Voted in favour of the resolution	99	4547300	99.89
ii	Voted against the resolution	5	5000	0.11

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
		11	19350

c) Ordinary Resolution:-item no. 3

Re-appointment of Mr. Dattatraya Prabhakar Dalal (DIN:00380199), Director who retires by rotation.

Particulars		Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
i	Voted in favour of the resolution	104	4552700	99.96
ii	Voted against the resolution	2	2000	0.04
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	
		9	16950	

d) Ordinary Resolution:-item no. 4

Ratification of Appointment of M/s Pravin Dhiran & Co., Chartered Accountant, Nagpur (ICAI Firm Registration No. 133656W) as Statutory Auditor and fixing their remuneration.

Particulars		Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
i	Voted in favour of the resolution	103	4552500	99.96
ii	Voted against the resolution	2	2000	0.04

Amit K. Rajkotiya C. P. No. 5162 Company Secretary

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
		10	17150

e) Special Resolution:-item no. 5

Re- appointment of Mr. Vishwas Bhaskarrao Pathak (Din: 00452917) as an Independent Director of the Company for a second term of 5(five) consecutive years commencing from 21st September, 2019 to 20th September, 2024.

Particulars		Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
i	Voted in favour of the resolution	104	4552700	99.96
ii	Voted against the resolution	2	2000	0.04
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	
		9	16950	

f) Special Resolution:-item no. 6

Re- appointment of Mr. Atul Dilip Sarda (Din: 02161209) as an Independent Director of the Company for a second term of 5(five) consecutive years commencing from 21st September, 2019 to 20th September, 2024.

Particulars		Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
i	Voted in favour of the resolution	104	4552700	99.96

ii	Voted against the resolution	02	2000	0.04
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	
		09	16950	

g) Special Resolution:-item no. 7

Increase in Borrowing limit from Rs. 400 Crores to Rs. 2,000 Crores under section 180(1)(c) of the Companies Act 2013 ("the Act")

Particulars		Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
i	Voted in favour of the resolution	97	4544300	99.78
ii	Voted against the resolution	08	10200	0.22
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	
		10	17150	

h) Special Resolution:-item no. 8

Creation of Charge on the assets of the Company under Section 180(1)(a) of the Act.

Particulars		Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
i	Voted in favour of the resolution	99	4544600	99.87
ii	Voted against the resolution	03	6000	0.13

Rajkotiya C.P. No. 5162 Company Secretary

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
		13	21050

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

Amit K. Rajkotiya C.P.No. 5162 Company Secretary

CS AmitK. Rajkotiya
Practicing Company Secretaries
Membership No.5561
CP No.5162

Place :Nagpur
Dated : 23.09.2019