



**SPZ & ASSOCIATES
COMPANY SECRETARIES**

Off Add : A-Wing, 202, Kolshet Rd., Dhokali Naka, Cosmos Nest, Thane (W)
PIN-400607, MB-9373059147, 9960062228, E id : cssunilzore@gmail.com

SCRUTINIZER REPORT

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the
Companies, (Management and Administration) Rules, 2014 as amended]

To,

The Chairman

30th Annual General Meeting

BERAR FINANCE LIMITED (The "Company")

(CIN- U65929MH1990PLC057829)

Regd. Office: Avinisha Tower, Mehadia Chowk,
Dhantoli, Nagpur-440012, India

Dear Sir,

I, Sunil Purushottam Zore (Certificate of Practice No : 11837), a Company Secretary in practice, has been appointed by the Board of Directors of Berar Finance Limited ("The Company") as a scrutinizer for the purpose of Scrutinizing the remote e-voting process along with e-voting during the AGM (instapoll) and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (4) (ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 30th Annual General Meeting (AGM) of the members of the Company, held on Monday 28th day of September, 2020 at 11.00 A.M. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility at Registered office of the Company (the deemed venue)

The notice dated Saturday, 29th day of August, 2020 convening the 30th AGM of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013, was sent to the shareholders in respect of the resolutions to be passed at the said AGM of the Company.

Nagpur Office : Block 98, Wing III, Rajat Sankul, Ganesh Peth, Nagpur-400 018





**SPZ & ASSOCIATES
COMPANY SECRETARIES**

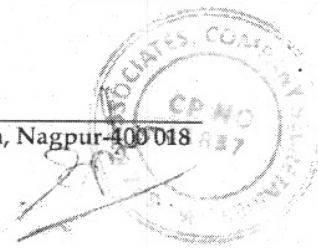
Off Add : A-Wing, 202, Kolshet Rd., Dhokali Naka, Cosmos Nest, Thane (W)
PIN-400607, MB-9373059147, 9960062228, E id : cssunilzore@gmail.com

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 30th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and instapoll is restricted to make a Scrutinizer's report of the votes, cast 'in favour' or 'against' the resolutions and 'invalid' and 'abstained' votes, based on the reports generated from the e-voting process system provided by Central Depository Services (India) Limited (CDSL) the authorized agency engaged by the Company, to provide facilities for remote e-voting and e-voting during the AGM(instapoll).

Further to the above, I submit my report as under:-

- i. The remote e-voting commenced on Thursday, the 24th September 2020 (9:00 A.M.) and end on Sunday, the 27th September 2020 (5:00 P.M.)
- ii. The members who were on record of the Company as on the "cut-off date i.e. 21st September 2020 (End of Day) entitled to vote on the resolutions as set out in the notice of the 30th AGM of the Company.
- iii. The votes cast via remote e-voting were blocked on 27th September 2020 at 5.00 P.M. immediately after completion of voting hours.
- iv. The facility for e-voting during AGM (instapoll) was provided at the 30th AGM on Monday 28th day of September, 2020 from commencement of Meeting and till 15 minutes after completion of the Meeting for those members who attended the meeting but not voted through remote e-voting facility, and such e-voting was unblocked, after completion of such voting, in the presence of 2 (two) witnesses, who are not in the employment of the Company.
- v. Thereafter considering remote e-voting and votes by e-voting during the AGM (instapoll), the combined result of the voting is annexed to this report as "Annexure -A".

Nagpur Office : Block 98, Wing III, Rajat Sankul, Ganesh Peth, Nagpur-400018





**SPZ & ASSOCIATES
COMPANY SECRETARIES**

Off Add : A-Wing, 202, Kolshet Rd., Dhokali Naka, Cosmos Nest, Thane (W)
PIN-400607, MB-9373059147, 9960062228, E id : cssunilzore@gmail.com

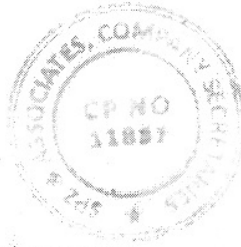
The details containing, inter alia, votes put in "for" or "against", on each of the resolutions that were put to vote, and whose votes became invalid and number of votes abstained from voting, were generated from the portal of CDSL and is based on such reports generated.

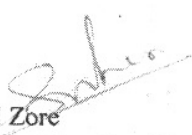
We hereby confirm that we are maintaining the Register received from authorized agency and the Company in respect of the votes cast through e-voting votes by e-voting during the AGM (instapoll) by the shareholders of the Company. We have shared these records to you

Thanking you

Yours Faithfully

For SPZ & Associates
Company Secretaries




CS Sunil Zore

Certificate of Practice Number : 11837

Place : Nagpur

Date : 28/09/2020

ICSI UDIN-A022144B000797347

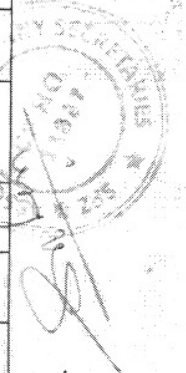
Based on the Scrutinizer's Report dated 28/09/2020, I declare that the Resolutions No. 1 to 8 proposed at the 30th Annual General Meeting are passed with requisite majority.



Maroti Jawanjar
Chairman of 30th AGM of Company
Place : Nagpur
Date : 28/09/2020



ANNEXURE-A																		
SCRUTINIZER REPORT																		
Item No. of Notice	Type of Resolution	Resolution Details	Type of Voting	Votes in favour of the resolution			Votes against the resolution			Votes abstain			Total Voting			Invalid votes		
				Number of members voted	Number of Votes cast by them	%age	Number of members voted	Number of votes cast by them	%age	Number of members voted	Number of votes cast by them	%age	Number of members voted (5+8+11)	Number of Votes cast by them (6+9+12)	% age (7+10+13)	Number of members voted	Number of votes cast by them	%age
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19
Item No. 1	Ordinary Resolution	Adoption of audited financial statements for the year ended 31st March 2020 and the Directors and Auditors Reports thereon.	E-voting	36	5635427	100	0	0	0	0	0	0	36	5635427	100	0	0	0
			Instapoll	3	58784	100	0	0	0	0	0	0	3	58784	100	0	0	0
			Total	39	5694211	100	0	0	0	0	0	0	39	5694211	100	0	0	0
Item 2	Ordinary Resolution	Declaration of final dividend for financial year 2019-2020	E-voting	36	5635427	100	0	0	0	0	0	0	36	5635427	100	0	0	0
			Instapoll	3	58784	100	0	0	0	0	0	0	3	58784	100	0	0	0
			Total	39	5694211	100	0	0	0	0	0	0	39	5694211	100	0	0	0
Item 3	Ordinary Resolution	Re-appointment of Mr. Shantaram Krishnaro Mahalkar (DIN: 00379988), as a Director, who retires by rotation and being eligible offers himself for re-appointment	E-voting	36	5635427	100	0	0	0	0	0	0	36	5635427	100	0	0	0
			Instapoll	3	58784	100	0	0	0	0	0	0	3	58784	100	0	0	0
			Total	39	5694211	100	0	0	0	0	0	0	39	5694211	100	0	0	0
Item 4	Special Resolution	Approving the amendment, re-statement and entrenchment of the Articles of Association of the Company	E-voting	36	5635427	100	0	0	0	0	0	0	36	5635427	100	0	0	0
			Instapoll	3	58784	100	0	0	0	0	0	0	3	58784	100	0	0	0
			Total	39	5694211	100	0	0	0	0	0	0	39	5694211	100	0	0	0
Item 5	Ordinary Resolution	Regularisation of the appointment of Mr. Mahesh Parasuraman (DIN: 00233782), Additional Director, as a Director liable to retire by rotation.	E-voting	36	5635427	100	0	0	0	0	0	0	36	5635427	100	0	0	0
			Instapoll	3	58784	100	0	0	0	0	0	0	3	58784	100	0	0	0
			Total	39	5694211	100	0	0	0	0	0	0	39	5694211	100	0	0	0



[illegible]