



BERAR FINANCE LIMITED

CIN: U65929MH1990PLC057829

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

Tel No.0712-6663999

Email: investor.relations@berarfinance.com

Website: www.berarfinance.com

AGM NOTICE

NOTICE is hereby given that the Thirty – First (31st) Annual General Meeting ('AGM') of the Members of **Berar Finance Limited** will be held on **Monday, the 27th day of September, 2021 at 04.00 P.M (IST), through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')** facility to transact the business mentioned below:

ORDINARY BUSINESS

1. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2021 and the Board's and Auditors' Reports thereon, be and are hereby approved and adopted."

2. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the final dividend at the rate of ₹ 1 per share as recommended by the Directors be and is hereby declared for the financial year ended March 31, 2021 and that the same be paid to those Members whose names stand on the Register of Members as on September 27, 2021."

3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Dattatraya Prabhakar Dalal (DIN: 00380199), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

SPECIAL BUSINESS

4. **APPOINTMENT OF MR. MAROTI GENDARU JAWANJAR (DIN: 00379916) AS EXECUTIVE CHAIRMAN OF THE COMPANY:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, approval of the Board of Directors and pursuant to the provisions of the Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Companies Act, 2013, approval of the Members of the Company be and is hereby accorded to the

appointment and terms of appointment & remuneration of Mr. Maroti Gendaru Jawanjar (DIN: 00379916) (“**Appointee**”) as Executive Chairman of the Company for a period of five years commencing from April 1, 2021 till March 31, 2026, upon the terms and conditions set out in the explanatory statement annexed to the Notice, with the liberty to the Board of Directors (hereinafter refer to as the “**Board**” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment /remuneration in such manner as may be agreed to between the Board and the Appointee.

RESOLVED FURTHER THAT the remuneration payable to the Appointee, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Company Secretary to give effect to the aforesaid resolution.”

5. APPOINTMENT OF MR. SANDEEP MAROTRAO JAWANJAL (DIN: 01490054) AS MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, approval of the Board of Directors and pursuant to the provisions of the Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Companies Act, 2013, approval of the Members of the Company be and is hereby accorded to the appointment and terms of appointment & remuneration of Mr. Sandeep Marotrao Jawanjal (DIN: 01490054) (“**Appointee**”) as Managing Director of the Company for a period of five years commencing from April 1, 2021 till March 31, 2026, upon the terms and conditions set out in the explanatory statement annexed to the Notice, with the liberty to the Board of Directors (hereinafter refer to as the “**Board**” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment / remuneration in such manner as may be agreed to between the Board and the Appointee.

RESOLVED FURTHER THAT the remuneration payable to the Appointee, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents , instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Company Secretary to give effect to the aforesaid resolution.”

6. APPOINTMENT OF MS. RASHMI MITKARY (DIN: 08960192) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Rashmi Mitkary (DIN: 08960192) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of two years with effect from November 13, 2020 to November 12, 2022, not liable to retire by rotation.

RESOLVED FURTHER THAT the Company is hereby authorized to make necessary intimations to the Reserve Bank of India and any other applicable Governmental authority in relation to the appointment of the Director on the Board and the consequent change in the Board.

RESOLVED FURTHER THAT Mr. Sandeep Jawanjal, Managing Director (DIN: 01490054), and the Company Secretary of the Company (**“Authorised Representatives”**) be and are hereby jointly or severally authorised by the Company to carry out all such acts and execute all such deeds, documents, agreements, forms and instruments, for and on behalf of the Company, as may be necessary or desirable to give effect to the foregoing resolutions including without limitation in relation to intimating the Reserve Bank of India, BSE Limited and all other concerned authorities/ parties regarding the appointment of the Director on the Board and the consequent change in the Board and the filing of necessary forms with the Registrar of Companies.

RESOLVED FURTHER THAT the Authorised Representatives be and are hereby jointly or severally, authorised to delegate to any other officers or employees of the Company, or any lawyers, consultants or advisors as may be deemed necessary or prudent by such Authorised Representatives, their power to execute all documents and take all steps and do all such acts, matters, deeds and give such directions as may be required, necessary, or considered expedient or desirable for giving effect to the aforementioned resolutions, and to further comply with the requirements, if any, of applicable law including the Companies Act, 2013, the relevant rules framed thereunder and the Secretarial Standards.

RESOLVED FURTHER THAT the Authorised Representatives are hereby jointly or severally authorised on behalf of the Company to certify a copy of these resolutions and issue the same to all concerned authorities or parties.”

7. APPOINTMENT OF MR. AVISHEK ADDY (DIN: 07973542) AS A NON- EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and relevant rules framed thereunder read with the Articles of Association of the Company, Mr. Avishek Addy (DIN: 07973542) (**“Investor Director”**), who has been appointed as an Additional Director at the meeting of the Board of Directors of the Company (**“Board”**) w.e.f. January 19, 2021 and who holds office up to the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company and pursuant to the recommendation of Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Company is hereby authorized to make necessary intimations to the Reserve Bank of India and any other applicable Governmental authority in relation to the appointment of the Investor Director on the Board and the consequent change in the Board.

RESOLVED FURTHER THAT Mr. Sandeep Jawanjal, Managing Director (DIN: 01490054), and the Company Secretary of the Company (**“Authorised Representatives”**) be and are hereby jointly or severally authorised by the Company to carry out all such acts and execute all such deeds, documents, agreements, forms and instruments, for and on behalf of the Company, as may be necessary or desirable to give effect to the foregoing resolutions including without limitation in relation to intimating the Reserve Bank of India, BSE Limited and all other concerned authorities/ parties regarding the appointment of the Investor Director on the Board and the consequent change in the Board and the filing of necessary forms with the Registrar of Companies.

RESOLVED FURTHER THAT the Authorised Representatives be and are hereby jointly or severally, authorised to delegate to any other officers or employees of the Company, or any lawyers, consultants or advisors as may be deemed necessary or prudent by such Authorised Representatives, their power to execute all documents and take all steps and do all such acts, matters, deeds and give such directions as may be required, necessary, or considered expedient or desirable for giving effect to the aforementioned resolutions, and to further comply with the requirements, if any, of applicable law including the Companies Act, 2013, the relevant rules framed thereunder and the Secretarial Standards.

RESOLVED FURTHER THAT the Authorised Representatives are hereby jointly or severally authorised on behalf of the Company to certify a copy of these resolutions and issue the same to all concerned authorities or parties.”

8. APPOINTMENT OF MR. HARISHCHANDRA NAMAJI SUKHDEVE (DIN: 09289094) AS A NON- EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and relevant rules framed thereunder read with the Articles of Association of the Company, Mr. Harishchandra Namaji Sukhdeve (DIN: 09289094) who has been appointed as an Additional Director at the meeting of the Board of Directors of the Company (**“Board”**) w.e.f. August 23, 2021 and who holds office up to the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company and pursuant to the recommendation of Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Company is hereby authorized to make necessary intimations to the Reserve Bank of India and any other applicable Governmental authority in relation to the appointment of the Director on the Board and the consequent change in the Board.

RESOLVED FURTHER THAT Mr. Sandeep Jawanjal, Managing Director (DIN: 01490054), and the Company Secretary of the Company (**“Authorised Representatives”**) be and are hereby jointly or severally authorised by the Company to carry out all such acts and execute all such deeds, documents, agreements, forms and instruments, for and on behalf of the Company, as may be necessary or desirable to give effect to the foregoing resolutions including without limitation in relation to intimating the Reserve Bank of India, BSE Limited and all other concerned authorities/ parties regarding the appointment of the Director on the Board and the consequent change in the Board and the filing of necessary forms with the Registrar of Companies.

RESOLVED FURTHER THAT the Authorised Representatives be and are hereby jointly or severally, authorised to delegate to any other officers or employees of the Company, or any lawyers, consultants or advisors as may be deemed necessary or prudent by such Authorised Representatives, their power to execute all documents and take all steps and do all such acts, matters, deeds and give such directions as may be required, necessary, or considered expedient or desirable for giving effect to the aforementioned resolutions, and to further comply with the requirements, if any, of applicable law including the Companies Act, 2013, the relevant rules framed thereunder and the Secretarial Standards.

RESOLVED FURTHER THAT the Authorised Representatives are hereby jointly or severally authorised on behalf of the Company to certify a copy of these resolutions and issue the same to all concerned authorities or parties.”

Registered Office:

Avinisha Tower,
Mehadia Chowk,
Dhantoli,
Nagpur- 440012.

**By order of the Board of Directors
For Berar Finance Limited**

**Deepali Balpande
Company Secretary**

Place: Nagpur

Date: August 23, 2021

Notes:

- i. In view of the ongoing COVID-19 pandemic, social distancing is a norm to be followed and accordingly the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular no. 02/2021 dated January 13, 2021 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively “SEBI Circulars”), have permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue.

Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

In accordance with the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

- ii. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business above is attached herewith. As required, the brief profile of Directors seeking appointment/ re-appointment at this AGM are given in the Explanatory Statement to the Notice of the AGM.

- iii. M/s. Pravin Dhiran & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company at the Twenty - Ninth AGM held on September 21, 2019 from the conclusion of that AGM till the conclusion of 34th AGM. Pursuant to the Notification issued by the Ministry of Corporate Affairs on May 7, 2018 amending Section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

- iv. Since this AGM is being held pursuant to the MCA and SEBI circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- v. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM.

The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to cssunilzore@gmail.com with a copy marked to evoting@cdslindia.com and to the Company at investor.relations@berarfinance.com.

Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/ OAVM and vote thereat.

- vi. The Company's Registrar and Transfer Agents for its Share Registry Work are M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059. Ph. No. 022-62638200.
- vii. In line with the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2020-2021 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ M/s. Bigshare Services Private Limited/Depositories. A copy of the Notice of this AGM along with the Annual Report are available on the website of the Company at www.berarfinance.com, website of the Stock Exchange where the NCDs of the Company are listed, viz. BSE Limited at www.bseindia.com. For any communication, the Members may also send a request to the Company's email id: investor.relations@berarfinance.com. The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2020 2021 and the Notice of AGM to any Member.
- viii. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, any amount transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred to a fund called 'Investor Education and Protection Fund' ("IEPF") set up by the Central Government. Accordingly, the unclaimed dividend amounts in respect of Financial Years 2007-2008 to

2012-2013 were transferred by the Company to the said fund in Financial Years from 2015-2016 to 2020-2021 respectively. No claim lies against the Company in respect of these dividend.

- ix. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 28, 2020 (date of last AGM) on the website of the Company viz: <http://www.berarfinance.com> as well as on the website of the Ministry of Corporate Affairs.
- x. Due dates of transferring unclaimed and unpaid dividends declared by the Company for the Financial Year 2013-14 and thereafter to the IEPF are as under:

Financial year ended	Date of declaration of dividend	Last date for claiming Unpaid/ unclaimed dividend	Proposed period for transfer of unclaimed dividend to IEPF
31st March, 2014	23.08.2014	21.09.2021	22.09.2021 to 21.10.2021
31st March, 2015	26.09.2015	25.10.2022	26.10.2022 to 24.11.2022
31st March, 2016	27.08.2016	25.09.2023	26.09.2023 to 25.10.2023
31st March, 2017	02.09.2017	01.10.2024	02.10.2024 to 31.10.2024
31st March, 2018	08.09.2018	07.10.2025	08.10.2025 to 06.11.2025
31st March, 2019	21.09.2019	20.10.2026	21.10.2026 to 19.11.2026
31st March, 2020	28.09.2020	27.10.2027	28.10.2027 to 26.11.2027

The Company urges all the Members to encash/ claim their respective dividend during the prescribed period. Members who have not encashed the dividend so far in respect of the aforesaid period(s), are requested to make their claim to the Company well in advance of the above due dates.

- xi. Pursuant to Section 124(6) of the Companies Act, 2013, as amended and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the IEPF Rules, 2016) and any further amendment thereof, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF Authority.

In due compliance of the provisions of rule 6(3) of the IEPF Rules, the Company will send individual letters through speed post to all such Members requesting them to claim the amount of unpaid dividend before the Company proceeds with the transfer of related shares to demat account of the IEPF Authority.

The Company will also be publishing notice in the Newspapers intimating the Members of the said provisions and these details will be available on the Company's website www.berarfinance.com.

As provided under the IEPF Rules, a member can claim such dividend and shares transferred to the Fund by the following procedure prescribed in the IEPF Rules which is available on the Company's website www.berarfinance.com.

- xii. The Ministry of Corporate affairs by virtue of notification dated September 10, 2018 has amended the Companies (Prospectus and Allotment of Securities) Rules, 2014. According to this notification;

Every holder of securities of an unlisted public company,-

(a) who intends to transfer such securities on or after October 02, 2018, shall get such securities dematerialised before the transfer; or

(b) who subscribes to any securities of an unlisted public company (whether by way of private placement or bonus shares or rights offer) on or after October 02, 2018 shall ensure that all his existing securities are held in dematerialized form before such subscription.

To facilitate the shareholders of the Company to demat their shareholding in the Company, the Company has made admission of its securities on both Depositories namely Central Depository Services (India) Limited (“**CDSL**”) and National Securities Depository Limited (“**NSDL**”). The Company has appointed M/s. Bigshare Services Pvt. Ltd., Mumbai as Registrar and Share Transfer Agent (RTA).

The Members who are holding shares in Physical Form are requested to avail dematerialization facility. For further information, please refer to the FAQs posted by NSDL on its website www.nsdl.co.in and CDSL on its website www.cdslindia.com.

xiii. Members are requested to support the Green Initiative by registering / updating their e-mail addresses with the Depository Participants (in case shares are held in dematerialized form) or with the Company (in case shares are held in physical form).

xiv. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Nagpur-440012.

a. Register of contracts or arrangements in which Directors are interested under section 189 of the Act.

b. Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act.

In accordance with the MCA circulars, the said registers will be made available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to investor.relations@berarfinance.com.

xv. Relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 27, 2021. Members seeking to inspect such documents can send an email to investor.relations@berarfinance.com.

xvi. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

a) Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.

- b) Members holding shares in physical form may register their email address by informing the Company at its investor email id investor.relations@berarfinance.com.

Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs/ the Company to enable servicing of notices/documents/Annual Reports and other communications electronically to their email address in future.

- xvii. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") who shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The procedures and instructions for 'remote e-voting', 'attending the meeting' and 'e-voting at the meeting' issued by CDSL are furnished as part of this Notice.
- xviii. The Board of Directors has appointed Mr. Sunil Purushottam Zore, Practicing Company Secretary (CP No.11837), having office at "A-Wing, 202, Kolshet Road, Dhokali Naka, Cosmos Nest, Thane (W) – 400 607" and at "Block No.98, Wing III, Rajat Sankul, Ganesh Peth, Nagpur-440018" as the Scrutinizer for conducting E-Voting process (both remote e-voting as well as voting during the AGM) in a fair and transparent manner.
- xix. It may be noted that the remote e-voting facility is optional. The remote e-voting facility will be available at the link www.evotingindia.com during the following voting period:

The remote e-voting would commence on Thursday, September 23, 2021 at 9:00 A.M. (IST) and end on Sunday, September 26, 2021 at 5:00 P.M. (IST).

- xx. During the above period, shareholders of the Company as on the cut-off date of September 20, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on September 26, 2021. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
- xxi. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on September 20, 2021. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e September 20, 2021 only shall be entitled to avail the facility of remote e-voting / e-voting at the time of the meeting.

The facility for voting through electronic voting system shall also be made available at the time of the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

- xxii. Notice is being sent to all the shareholders whose names appear on the Register of Members, in the Register of Beneficial Owners maintained by the Depositories as at the close of business hours on Friday, August 27, 2021 and who have registered their email ids with the Company/Depositories.

Any person, who acquires shares of the Company and becomes a member after dispatch of the Notice, but holds shares as on the cut-off date i.e. Monday, September 20, 2021 may obtain the copy of Annual Report, Notice, login ID and password by sending a request to helpdesk.evoting@cdslindia.com or to the Company at its email id investor.relations@berarfinance.com.

- xxiii. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- xxiv. Members can opt for only one mode of voting, i.e., either by remote e-voting or e-voting during the meeting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through during the meeting shall be treated as invalid.
- xxv. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the e-voting / e-voting during the meeting, will be announced by the Company on its website – www.berarfinance.com within 48 hours of the conclusion of the AGM.
- xxvi. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company to record additional details of Members, including their PAN details, e-mail address, Aadhar Card Number etc. Members are requested to submit their details and changes therein;
 - a) In case shares held in Demat Form, to their respective depository participant.
 - b) In case shares held in physical form, the member can approach the Company by writing an email to the Company at investor.relations@berarfinance.com.
- xxvii. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend amount exceeds ₹ 5,000/-. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. A Resident individual shareholder with PAN and who is not liable to pay Income Tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to investor.relations@berarfinance.com by Friday, September 10, 2021. Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%.

Further, Section 206AB introduced by the Finance Act, 2021 effective July 1, 2021, provides for deduction of higher rate of tax in case a person:

 - (a) Had not filed Income Tax returns (ITR) for the last two preceding previous years where the time limit to file the return of income prescribed u/s 139 (1) of the Income-Tax Act, 1961 has expired; and
 - (b) Had aggregate TDS credit of ₹ 50,000 or more in each of these two preceding years. Accordingly, in case both the above conditions are not fulfilled, tax would be deducted at a higher rate.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ORDINARY BUSINESS

Resolution at Item No. 3:

Though not statutorily required, the following is being provided as additional information to the Members.

In terms of SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, a brief profile of Mr. Dattatraya Prabhakar Dalal (“Appointee”) is provided below:

S. No.	Nature of Information	Particulars
1.	Name of the Director	Mr. Dattatraya Prabhakar Dalal
2.	Director Information Number (DIN)	00380199
3.	Date of Birth & Age	December 2, 1954 , 66 Years
4.	Date of First Appointment on the Board	September 25, 2002
5.	Terms and Conditions of Appointment	The Appointee shall be a Non-Executive Director on the Board and be liable to retire by rotation.
6.	Details of Remuneration	The Appointee shall be entitled to all rights and privileges of other Non-Executive Directors and to the sitting fees and expenses as well as all reasonable out-of-pocket-expenses (including travel, boarding and lodging expenses) for attending any shareholders’ meeting or Board meeting of the Company or a meeting of the board of directors of subsidiaries of the Company (if any) and any other reasonable expenses incurred by him in the course of fulfilling his duties and obligations as a Director of the Company and/or a director of the subsidiaries of the Company (if appointed) in terms of the policy of the Company.
7.	Shareholding in the Company	As on March 31, 2021, the appointee holds 113816 Equity Shares in the Company.
8.	Relationship with other Directors, Manager and other Key Managerial Personnel (KMP) of the Company	Nil.
9.	Qualifications	The Appointee is matriculate.
10.	Experience	30 years of experience in public administration.

11.	Number of meetings of the Board attended	<p>The details of Board Meetings attended by the appointee during the year 2020-21 are as under:</p> <ol style="list-style-type: none"> 1. June 9, 2020 2. June 18, 2020 3. July 24, 2020 4. July 27, 2020 5. August 29, 2020 6. September 10, 2020 7. October 27, 2020 8. November 13, 2020 9. December 18, 2020 10. January 19, 2021 11. February, 17, 2021 12. March 22, 2021 13. March 30, 2021
12.	Directorship held in other companies as on date	As on date, the Appointee does not hold directorship in any other Company.
13.	Chairmanship/Membership of the committees of the Board of Directors of other companies as on 31.03.2021	As on date, the Appointee does not hold Chairmanship/Membership of the committees of the Board of Directors of other companies.

Except Dattatraya Prabhakar Dalal, none of the Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the resolution set out at Item No. 3.

SPECIAL BUSINESS

Resolution at Item No. 4:

The existing term of appointment of Mr. Maroti Gendaru Jawanjar as Managing Director of the Company expired on March 31, 2021. Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("**Board**") at its meeting held on March 30, 2021 has subject to the approval of the Members in the ensuing Annual General Meeting of the Company, approved the appointment of Mr. Maroti Gendaru Jawanjar as Executive Chairman of the Company for the period of five years with effect from April 01, 2021 to March 31, 2026 ("**Term**").

Mr. Maroti Gendaru Jawanjar is the founder and promoter of the Company and has more than 31 years of experience in finance sector. He is a qualified Company Secretary and has extensive experience and expertise across various functions of business such as Operations, Credit, Collections, Risk and Finance. He has demonstrated strong leadership skills and has successfully developed the business strategy, built up a team of capable executives.

Keeping in view that Mr. Maroti Gendaru Jawanjar has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Maroti Gendaru Jawanjar by appointing him as an Executive Chairman of the Company.

The details of remuneration payable to Mr. Maroti Gendaru Jawanjar and terms and conditions of his appointment are given below:

A) Salary :

₹ 3,20,000 Per Month in the scale of ₹ 3,20,000 – 30,000 – 4,70,000. (Including Company's contribution to the provident fund).

The Board may grant additional increments based on performance of the Company.

B) Commission:

2.5% (two and half percent) of the net profits of the Company as per audited profit and loss account every year restricted to one and half years' salary.

C) Perquisites:

In addition to (A) and (B), the Executive Chairman shall be entitled to the following perquisites:

- a) Reimbursement of actual medical expenses incurred for self and family (wife and children), every year to the maximum of 3 months' salary.
- b) Reimbursement of actual traveling expenses i.e. journey, lodging and boarding expenses for proceeding on leave, once in a year in respect of self and family, restricted to one month's salary per annum.
- c) Free use of Car with chauffer for his official use, the company meeting all running, maintenance, repair and other expenses.
- d) Free telephone facility at his residence, personal long distance calls shall be billed by the Company.
- e) Entrance fees and monthly subscription fees of not more than two clubs.
- f) Such other benefits, amenities and perquisites such as earned leaves, provident fund, gratuity, bonus, insurance benefits etc. as are available to other staff of the company.

Valuation of Perquisites:

Perquisites/allowances shall be valued as per applicable provisions of the Income Tax Act, 1961 and the rules thereunder, as applicable, and in the absence of any provision of the Income Tax Act, 1961 or the rules thereunder, shall be valued at actual cost.

D) Minimum Remuneration:

- (a) In the event of loss or inadequacy of profits in any financial year during the Term, the payment of salary, commission perquisites and other allowances shall be governed by the limits prescribed under Section II of the Part-II of Schedule V to the Companies Act, 2013 including any statutory modifications or re-enactments thereof as may for the time being, be in force.
- (b) The Executive Chairman shall provide an undertaking to the Company that he shall not, during the Term, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company in future without the prior approval of the Central Government. This appointment of the Executive Chairman in terms of the Agreement shall be conditional upon the furnishing of such an undertaking and shall cease and determine upon the contravention of such undertaking.

- (c) If Executive Chairman, at any time or from time to time, is unable to perform his duties owing to ill-health for a period of more than three consecutive months, or for non-consecutive period amounting to more than four months in any period of 12 months, he shall be entitled to either no salary or to half salary, as may be determined by the Board in its discretion, for the period in excess of such period of three months or four months (as the case may be).

The copy of the Agreement entered into between the Company and Mr. Maroti Gendaru Jawanjar is available for inspection through electronic mode.

In terms of SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, a brief profile of Mr. Maroti Gendaru Jawanjar (“**Appointee**”), except the information already provided in the explanatory statement is provided below:

S. No.	Nature of Information	Particulars
1.	Name of the Director	Mr. Maroti Gendaru Jawanjar
2.	Director Information Number (DIN)	00379916
3.	Date of Birth & Age	October 20, 1951 , 69 years
4.	Date of First Appointment on the Board	August 22, 1990
5.	Last drawn remuneration	₹ 86.65 Lakhs
6.	Shareholding in the Company	As on March 31, 2021, the Appointee holds 1021194 Equity Shares in the Company.
7.	Relationship with other Directors, Manager and other Key Managerial Personnel (KMP) of the Company	The Appointee is the father of Mr. Sandeep Jawanjar who is the Managing Director of the Company and Ms. Deepali Balpande who is the Company Secretary cum KMP of the Company.
8.	Qualifications	The Appointee is an associate member of the Institute of Companies Secretaries of India (Membership No. A3216). He is also post graduate in Commerce (M.COM) along with graduate in Law (LLB).
9.	Number of meetings of the Board attended	The details of Board Meetings attended by the appointee during the year 2020-21 are as under: 1. June 9, 2020 2. June 18, 2020 3. July 24, 2020 4. July 27, 2020 5. August 29, 2020 6. September 10, 2020 7. October 27, 2020 8. November 13, 2020 9. December 18, 2020

		10. January 19, 2021 11. March 22, 2021 12. March 30, 2021.
10.	Directorship held in other companies as on date	As on date, the Appointee does not hold Directorship in any other Company.
11.	Chairmanship/Membership of the committees of the Board Of Directors of other companies as on 31.03.2021	As on date, the Appointee does not hold Chairmanship/Membership of the committees of the Board of Directors of other companies.

The Members are further informed that the Appointee will be attaining the age of 70 years during his tenure as the Executive Chairman of the Company. Therefore, pursuant to the provisions of Section 196 of the Companies Act, 2013, his appointment is required to be approved by the Members of the Company by way of Special Resolution.

The Appointee is not disqualified in terms of Section 164 of the Companies Act, 2013 and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DNBR. PD.008/03.10.119/2016-17 dated September 1, 2016, as amended.

The Company has also received a self-declaration from the Appointee that he was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of SEBI's Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

Except Mr. Maroti Gendaru Jawanjar, Mr. Sandeep Marotrao Jawanjal and their relatives, none of the other Directors and their relatives are concerned or interested financially or otherwise in this resolution set out in Item No.4.

The Board of Directors of the Company recommend the resolution set out at Item No. 4 of the notice for approval of the Members as a **Special Resolution**.

Resolution at Item No. 5:

The existing term of appointment of Mr. Sandeep Marotrao Jawanjal as Executive Director of the Company expired on March 31, 2021. Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("**the Board**"), at its meeting held on March 30, 2021 has subject to the approval of the Members in the ensuing Annual General Meeting of the Company, approved the appointment of Mr. Sandeep Marotrao Jawanjal as Managing Director of the Company for the period of five years with effect from April 01, 2021 to March 31, 2026 ("**Term**").

Mr. Sandeep Marotrao Jawanjal has a quality experience of more than 15 years in finance sector. He is commerce graduate and has extensive experience and expertise across various functions of business such as Operations, Credit, Collections, Risk and Finance. He has demonstrated strong leadership skills and has successfully developed the business strategy, built up a team of capable executives.

Keeping in view that Mr. Sandeep Marotrao Jawanjal has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time,

it would be in the interest of the Company to appoint Mr. Sandeep Marotrao Jawanjil as Managing Director of the Company.

The details of remuneration payable to Mr. Sandeep Marotrao Jawanjil and terms and conditions of his appointment are given below:

A) Salary:

₹ 3,00,000 Per Month in the scale of ₹ 3,00,000 – 30,000 – 4,50,000. (Including Company's contribution to provident fund).

The Board may grant additional increments based on performance of the Company.

B) Commission:

2.5% (two and half percent) of the net profits of the Company as per audited profit and loss account every year restricted to one and half years' salary.

C) Perquisites:

In addition to (A) and (B), the Managing Director shall be entitled to the following perquisites:

- (a) Reimbursement of actual medical expenses incurred for self and family (wife and children), every year to the maximum of 3 months' salary.
- (b) Reimbursement of actual traveling expenses i.e. journey, lodging and boarding expenses for proceeding on leave, once in a year in respect of self and family, restricted to one month's salary per annum.
- (c) Free use of Car with chauffeur for his official use, the company meeting all running, maintenance, repair and other expenses.
- (d) Free telephone facility at his residence, personal long distance calls shall be billed by the Company.
- (e) Entrance fees and monthly subscription fees of not more than two clubs.
- (f) Such other benefits, amenities and perquisites such as earned leaves, provident fund, gratuity, bonus, insurance benefits etc. as are available to other staff of the Company.

Valuation of Perquisites:

Perquisites/allowances shall be valued as per applicable provisions of the Income Tax Act, 1961 and the rules thereunder, as applicable, and in the absence of any provision of the Income Tax Act, 1961 or the rules thereunder, shall be valued at actual cost.

D) Minimum Remuneration:

- (a) In the event of loss or inadequacy of profits in any financial year during the Term, the payment of salary, commission perquisites and other allowances shall be governed by the limits prescribed under Section II of the Part-II of Schedule V to the Companies Act, 2013 including any statutory modifications or re-enactments thereof as may for the time being, be in force.

- (b) The Managing Director shall provide an undertaking to the Company that he shall not, during the Term, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company in future without the prior approval of the Central Government. This appointment of the Managing Director in terms of the Agreement shall be conditional upon the furnishing of such an undertaking and shall cease and determine upon the contravention of such undertaking.
- (c) If the Managing Director at any time or from time to time, is unable to perform his duties owing to ill-health for a period of more than three consecutive months, or for non-consecutive period amounting to more than four months in any period of 12 months, he shall be entitled to either no salary or to half salary, as may be determined by the Board in its discretion, for the period in excess of such period of three months or four months (as the case may be).

The copy of the Agreement entered into between the Company and Mr. Sandeep Marotrao Jawanjil is available for inspection through electronic mode.

In terms of SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, a brief profile of Mr. Sandeep Marotrao Jawanjil (“Appointee”), except the information already provided in the explanatory statement is provided below:

S. No.	Nature of Information	Particulars
1.	Name of the Director	Mr. Sandeep Marotrao Jawanjil
2.	Director Information Number (DIN)	01490054
3.	Date of Birth & Age	February 03, 1984 , 37 years
4.	Date of First Appointment on the Board	April 01, 2007
5.	Last drawn remuneration	₹ 75.83 Lakhs
6.	Shareholding in the Company	As on March 31, 2021, the Appointee holds 322518 Equity Shares in the Company.
7.	Relationship with other Directors, Manager and other Key Managerial Personnel (KMP) of the Company	The Appointee is the son of Mr. Maroti Gendaru Jawanjar who is the Executive Chairman of the Company and brother of Ms. Deepali Balpande who is the Company Secretary cum KMP of the Company.
8.	Qualifications	The Appointee is a graduate in Commerce.
9.	Number of meetings of the Board attended	The details of Board Meetings attended by the appointee during the year 2020-21 are as under: 1. June 9, 2020 2. June 18, 2020

		3. July 24, 2020 4. July 27, 2020 5. August 29, 2020 6. September 10, 2020 7. October 27, 2020 8. November 13, 2020 9. December 18, 2020 10. January 19, 2021 11. February 17, 2021 12. March 22, 2021 13. March 30, 2021
10.	Directorship held in other companies as on date	As on date, the Appointee does not hold Directorship in any other Company.
11.	Chairmanship/Membership of the committees of the Board of Directors of other companies as on 31.03.2021	As on date, the Appointee does not hold Chairmanship/Membership of the committees of the Board of Directors of other companies.

The Appointee is not disqualified in terms of Section 164 of the Companies Act, 2013 and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DNBR. PD.008/03.10.119/2016-17 dated September 1, 2016, as amended.

The Company has also received a self-declaration from the Appointee that he was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of SEBI's Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

Except Mr. Sandeep Marotrao Jawanjal, Mr. Maroti Gendaru Jawanjar and their relatives, none of the other Directors and their relatives are concerned or interested financially or otherwise in this resolution set out in Item No.5.

The Board of Directors of the Company recommends the resolution set out at Item No. 5 of the notice for approval of the Members as an **Ordinary Resolution**.

Resolution at Item No. 6:

On November 13, 2020, the Board of Directors appointed Ms. Rashmi Mitkary (DIN: 08960192) as an Additional Director of the Company in the capacity of Non-Executive Independent Director for a term of 2 years with effect from November 13, 2020 to November 12, 2022, subject to approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Rashmi Mitkary as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a Notice in writing from a Member under Section 160 of the Act, proposing the candidature of Ms. Rashmi Mitkary for the office of Director of the Company.

Ms. Rashmi Mitkary holds a valid DIN as per Section 154 of Companies Act, 2013 and further is not disqualified as per Section 164 of Companies Act, 2013 and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DNBR. PD.008/03.10.119/2016-17 dated September 1, 2016, as amended.

The Company has received her consent to act as a Director of the Company in Form DIR 2 along with other requisite documents required for her appointment as a Director. It has also received a declaration from Ms. Rashmi Mitkary confirming that she meets the criteria of independence under the Companies Act, 2013.

The Company has also received a self-declaration from the Appointee that she was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of SEBI's Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

Considering Ms. Rashmi Mitkary's experience and expertise in the field of all compliance laws along with mergers & acquisitions, Finance and Taxation, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of two years with effect from November 13, 2020 to November 12, 2022.

Accordingly, the Board recommends this resolution for the appointment of Ms. Rashmi Mitkary, as a Director in the capacity of Non-Executive Independent for the approval by the Members of the Company.

Draft letter of appointment of Ms. Rashmi Mitkary setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

In terms of SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, a brief profile of Ms. Rashmi Mitkary ("**Appointee**"), except the information already provided in the explanatory statement is provided below:

S. No.	Nature of Information	Particulars
1.	Name of the Director	Ms. Rashmi Mitkary
2.	Director Information Number (DIN)	08960192
3.	Date of Birth & Age	September 02, 1985 , 36 years
4.	Date of First Appointment on the Board	November 13, 2020
5.	Terms and Conditions of Appointment	Appointment as an Independent Director for a period of 2(two) years from November 13, 2020 to November 12, 2022.
6.	Details of Remuneration	The Appointee shall be entitled to all rights and privileges of other Non-Executive Directors and to the sitting fees and expenses as well as all reasonable out-of-pocket expenses (including travel, boarding and lodging expenses) for

		attending any shareholders' meeting or Board meeting of the Company or a meeting of the Board of Directors of subsidiaries of the Company (if any) and any other reasonable expenses incurred by her in the course of fulfilling her duties and obligations as a Director of the Company and/or a Director of the subsidiaries of the Company (if appointed) in terms of the policy of the Company.
7.	Shareholding in the Company	The Appointee does not hold any shares in the Company.
8.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil.
9.	Qualifications	The Appointee is an Associate Member of the Institute of Companies Secretaries of India (Membership No. 39564). She is a post graduate in science in field of Biotechnology.
10.	Experience	The Appointee is a Practicing Company Secretary having expertise in providing comprehensive Legal, Transaction Structuring, Secretarial and Management Advisory services in the field of Corporate Laws, Business Management, Taxation, Financial Management, Risk Management, VC/PE, Angel Investment, M&A from Start-Ups to established clients and well versed with Companies Act, Income Tax Act and related law field.
11.	Number of meetings of the Board attended	The details of Board Meetings attended by the appointee during the year 2020-21 are as under: 1. December 18, 2020 2. January 19, 2021 3. February 17, 2021 4. March 22, 2021 5. March 30, 2021
12.	Directorship held in other companies as on date	As on date, the Appointee does not hold Directorship in any other Company.
13.	Chairmanship/Membership of the committees of the Board Of Directors of other companies as on 31.03.2021	As on date, the Appointee does not hold Chairmanship/Membership of the committees of the Board of Directors of other Companies.

Except Ms. Rashmi Mitkary, none of the Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the resolution set out at Item No. 6.

The Board of Directors of the Company recommends the resolution set out at Item No. 6 of the notice for approval of the Members as an **Ordinary Resolution**.

Resolution at Item No. 7:

Pursuant to the covenants of share subscription agreement dated December 20, 2019 entered among Amicus Capital Private Equity I LLP ("**ACPE**"), Amicus Capital Partners India Fund I ("**ACPIF**" and together with ACPE, the "**Investors**"), the Company, Mr. Maroti Jawanjar, Mr. Sandeep Jawanjar, Maroti Jawanjar (HUF), Sandeep Jawanjar (HUF), Mrs. Jyoti Jawanjar, Mrs. Bakul Jawanjar and Avino Capcons Private Limited (together, the "**Transaction Parties**" and such agreement, the "**SSA**") and the shareholders' agreement dated December 20, 2019 entered into among the Transaction Parties ("**SHA**" and together with the SSA, the "**Transaction Documents**") as amended and the recommendation made by the Nomination and Remuneration Committee of the Company, Mr. Avishek Addy (DIN: 07973542) (the "**Investor Director**"), has been appointed as an Additional Director of the Company with effect from January 19, 2021. He holds the office up to the date of the forthcoming Annual General Meeting of the Company pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 and relevant rules framed thereunder read with the applicable provisions of the Articles of Association of the Company.

The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Avishek Addy for the office of Director of the Company.

The Investor Director holds a valid DIN as per Section 154 of Companies Act, 2013 and further is not disqualified as per Section 164 of Companies Act, 2013 and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DNBR. PD.008/03.10.119/2016-17 dated September 1, 2016, as amended.

Additionally, the Company has received his consent to act as a Director of the Company in Form DIR 2 along with other requisite documents required for his appointment as a Director.

The Company has also received a self-declaration from the Appointee that he was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of SEBI's Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

The Board is of the view that Mr. Avishek Addy's qualifications, knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends his appointment as a Non- Executive Non-Independent Director to the Members of the Company.

In terms of SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, a brief profile of Mr. Avishek Addy (“**Appointee**”), except the information already provided in the explanatory statement is provided below:

S. No.	Nature of Information	Particulars
1.	Name of the Director	Mr. Avishek Addy
2.	Director Information Number (DIN)	07973542
3.	Date of Birth & Age	July 15, 1980 , 41 years
4.	Date of First Appointment on the Board	January 19, 2021
5.	Terms and Conditions of Appointment	The Appointee has been appointed pursuant to the terms of the Transaction Documents. He shall be a Non-Executive Director on the Board and be liable to retire by rotation.
6.	Details of Remuneration	The Appointee shall be entitled to all rights and privileges of other Non-Executive Directors and to the sitting fees and expenses as well as all reasonable out-of-pocket-expenses (including travel, boarding and lodging expenses) for attending any shareholders’ meeting or Board meeting of the Company or a meeting of the board of directors of subsidiaries of the Company (if any) and any other reasonable expenses incurred by him in the course of fulfilling his duties and obligations as a Director of the Company and/or a director of the subsidiaries of the Company (if appointed) in terms of the policy of the Company.
7.	Shareholding in the Company	The Appointee does not hold any shares in the Company.
8.	Relationship with other Directors, Manager and other Key Managerial Personnel (KMP) of the Company	Nil.
9.	Qualifications	The Appointee is an Associate Member of the Institute of Chartered Accountants of India (Membership No. 133571). He is a graduate in Commerce (B.Com (Hons.)) and also post-graduate in management from IIM, Ahmedabad.

10.	Experience	The Appointee is a member of the core investment team in Amicus Capital with a focus on investment in financial services sector. Prior to joining Amicus Capital, he worked across multiple organizations including Faering Capital, Ernst & Young and Oil and Natural Gas Corporation Limited.
11.	Number of meetings of the Board attended	The details of Board Meetings attended by the appointee during the year 2020-21 are as under: 1. February 17, 2021 2. March 22, 2021 3. March 30, 2021
12.	Directorship held in other companies as on date	As on date, the Appointee holds Directorship in the following companies: (a) D2C Insurance Broking Private Limited; (b) Opendoors Fintech Private Limited.
13.	Chairmanship/Membership of the committees of the Board Of Directors of other companies as on 31.03.2021	As on date, the Appointee does not hold Chairmanship/Membership of the committees of the Board of Directors of other Companies.

Except Mr. Avishek Addy, none of the Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the resolution set out at Item No. 7.

The Board of Directors of the Company recommends the resolution set out at Item No. 7 of the notice for approval of the Members as an **Ordinary Resolution**.

Resolution at Item No. 8:

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Harishchandra Namaji Sukhdeve (DIN: 09289094) as an Additional Non-Executive Non-Independent Director of the Company with effect from August 23, 2021. He holds the office up to the date of the forthcoming Annual General Meeting of the Company pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 and relevant rules framed thereunder read with the applicable provisions of the Articles of Association of the Company.

The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Harishchandra Namaji Sukhdeve for the office of Director of the Company.

Mr. Harishchandra Namaji Sukhdeve holds a valid DIN as per Section 154 of Companies Act, 2013 and further is not disqualified as per Section 164 of Companies Act, 2013 and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DNBR. PD.008/03.10.119/2016-17 dated September 1, 2016, as amended.

Additionally, the Company has received his consent to act as a Director of the Company in Form DIR 2 along with other requisite documents required for his appointment as a Director.

The Company has also received a self-declaration from the Appointee that he was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of SEBI's Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

The Board is of the view that Mr. Harishchandra Namaji Sukhdeve's qualifications, knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends his appointment as a Non- Executive Non-Independent Director to the Members of the Company.

In terms of SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, a brief profile of Mr. Harishchandra Sukhdeve ("**Appointee**"), except the information already provided in the explanatory statement is provided below:

S. No.	Nature of Information	Particulars
1.	Name of the Director	Mr. Harishchandra Namaji Sukhdeve
2.	Director Information Number (DIN)	09289094
3.	Date of Birth & Age	January 12, 1953 , 68 years
4.	Date of First Appointment on the Board	August 23,2021
5.	Terms and Conditions of Appointment	The Appointee shall be a Non-Executive Director on the Board and be liable to retire by rotation.
6.	Details of Remuneration	The Appointee shall be entitled to all rights and privileges of other Non-Executive Directors and to the sitting fees and expenses as well as all reasonable out-of-pocket-expenses (including travel, boarding and lodging expenses) for attending any shareholders' meeting or Board meeting of the Company or a meeting of the board of directors of subsidiaries of the Company (if any) and any other reasonable expenses incurred by him in the course of fulfilling his duties and obligations as a Director of the Company and/or a director of the subsidiaries of the Company (if

		appointed) in terms of the policy of the Company.
7.	Shareholding in the Company	The Appointee does not hold any shares in the Company.
8.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil.
9.	Qualifications	The Appointee is a post-graduate in Science in Agriculture (MSc), a Certified Associate of Indian Institute of Bankers (CAIIB) and also a graduate in Law (LLB).
10.	Experience	The Appointee has total 37 years of general banking experience, out of which 3 years he worked as Chairman and CEO of the large size Regional Rural Bank, 2 years each as Head of HRM (Training) of Financial Inclusion and State Level Bankers Committee (SLBC) Department at Corporate Office and served for One year as OSD at the Planning Commission (now known as Niti Aayog).
11.	Number of meetings of the Board attended	N.A
12.	Directorship held in other companies as on date	As on date, the Appointee does not hold Directorship in any other Company.
13.	Chairmanship/Membership of the committees of the Board Of Directors of other companies as on 31.03.2021	As on date, the Appointee does not hold Chairmanship/Membership of the committees of the Board of Directors of other Companies.

Except Mr. Harishchandra Sukhdeve, none of the Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the resolution set out at Item No. 8.

The Board of Directors of the Company recommends the resolution set out at Item No. 8 of the notice for approval of the Members as an **Ordinary Resolution**.

PROCEDURES / INSTRUCTIONS

CDSL E-Voting System – For Remote E-Voting and E-Voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

INSTRUCTIONS FOR E-VOTING

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.berarfinance.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

A. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on **Thursday, September 23, 2021 at 9:00 A.M. (IST) and ends on Sunday, September 26, 2021 at 5:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 20, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the Demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/BIG SHARE SERVICES PRIVATE LIMITED, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e- voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the

new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor.relations@berarfinance.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E- VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor.relations@berarfinance.com from September 21, 2021, 9:00 A.M. (IST) to September 23, 2021, 5:00 P.M. (IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members who do not wish to speak during the AGM but have queries, may send their queries by e-mail to investor.relations@berarfinance.com mentioning their name, DP ID and Client ID/folio number, PAN, mobile number from September 21, 2021, 9:00 A.M. (IST) to September 23, 2021, 5:00 P.M. (IST). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal 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.
