



BERAR FINANCE LIMITED

Corporate Identity Number: U65929MH1990PLC057829

Registered Office: Avinisha Tower, Mehadia Chowk, Dhantoli, Nagpur - 440 012

Tel.No.0712-6663999

Website: www.berarfinance.com **Email:** investor.relations@berarfinance.com

NOTICE OF 35th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty – Fifth (35th) Annual General Meeting ('AGM') of the Members of **Berar Finance Limited** will be held on **Tuesday, the 16th day of September, 2025 at 11.00A.M. (IST), at “Arjuna Celebrations”, Pande Layout Road, Khamla, Nagpur-440 025** (Route map enclosed) to transact the following business:

ORDINARY BUSINESS:

- 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, 2025 and the Board's and Auditors' Reports thereon, be and are hereby approved and adopted.”
- To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
“RESOLVED THAT Mr. Shantaram Krishnarao Mahakalkar (DIN: 00379988), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.”
- To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
“RESOLVED THAT pursuant to the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India (RBI) vide Notification Ref. No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021 (**“RBI Guidelines”**), read with the Company's Policy on Appointment of Statutory Auditors and the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of Audit Committee and the Board of Directors of the Company, M/s. N.A. Shah Associates LLP (Firm Registration No.: 116560W/W100149), Chartered Accountants, Mumbai who have given their consent and who also fulfills the applicable eligibility criteria, be and are hereby appointed as Statutory Auditors of the Company, to hold office for a term of Three (3) consecutive years, from the conclusion of the 35th Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise the remuneration payable to the Statutory Auditors from time to time, apart from certificate fees, reimbursement of travelling/other out-of-pocket expenses incurred by them in connection with the audit.”

SPECIAL BUSINESS:

- APPOINTMENT OF MS. ANNAPURNA DUBEY (DIN: 08760434), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider, and if thought fit, to pass 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 (**“the Act”**), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and relevant circulars issued by the Reserve Bank of India (**“RBI”**) from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Annapurna Dubey (DIN: 08760434) who was appointed as an Additional Director (Category - Non-Executive, Independent Director) of the Company, with effect from November 14, 2024 under Section 161 of the Act and Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of

the Act, proposing her candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from November 14, 2024 to November 13, 2029 (both days inclusive).

RESOLVED FURTHER THAT Mr. Maroti Jawanjar, Executive Chairman (DIN:00379916), 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 this resolution 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.”

5. APPOINTMENT OF MS. ANVI SOMAIYA (DIN: 11102904) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:

To consider, and if thought fit, to pass 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 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and relevant circulars issued by the Reserve Bank of India (‘RBI’) from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company Ms. Anvi Somaiya (DIN: 11102904) , who was appointed as an Additional Director(Category: Non-Executive, Non-Independent Director) with effect from May 27, 2025, under section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Maroti Jawanjar, Executive Chairman (DIN: 00379916), 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 necessary deeds, documents, agreements, forms and instruments, for and on behalf of the Company, as may be necessary or desirable to give effect to this resolution 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(Category: Non-Executive, Non-Independent Director) on the Board and the consequent change in the Board and the filing of necessary forms with the Registrar of Companies.”

6. ISSUE OF NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) to any of the foregoing and other applicable guidelines, circulars, directions or laws) and extant RBI guidelines, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall deem to include any Committee(s) constituted/to be constituted by the Board to exercise its powers conferred by this resolution) to make offer(s) or an invitation(s) or to issue non-convertible debentures (‘NCDs’), secured or unsecured, at face value or such other price as may be permissible to the eligible investors under the relevant regulations as the Board may determine in accordance with any of the aforementioned directions or regulations, under one or more offer/disclosure document as may be issued by the Company and in one or more tranches for an aggregate amount upto Rs. 500 crores, during a period of one year commencing from the date of this annual general meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each tranche , as the case may be provided that the borrowings by way of issue of NCDs to be within the overall limit of borrowing approved by the members of the Company from time to time.

RESOLVED FURTHER THAT for giving effect to above resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose including but not limited to execution of all necessary and required agreements, documents, instruments, writings and papers, and settle all difficulties, doubts and questions that may arise in regard to implementation of the aforesaid resolution.”

Registered Office:

Avinisha Tower, Mehadia Chowk,
Dhantoli, Nagpur- 440012

By order of the Board of Directors**For Berar Finance Limited****Sd/-****Deepali Balpande****Company Secretary****Membership No: ACS 21290****Place: Nagpur****Date: August 12, 2025****Notes:****PROXY RELATED INFORMATION:**

- i. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROVIDED THAT A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING. IN THIS NOTICE, THE TERM MEMBER(S) OR SHAREHOLDER(S) ARE USED INTERCHANGEABLY.
- ii. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

INSTRUCTIONS FOR MEMBERS/PROXIES:

- iii. Members/proxies are requested to bring the attendance slip duly filled and signed along with the identity proof at the meeting for the purpose of identification.
- iv. Members attending in person at the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- v. Route map for directions to the venue of the meeting is provided in this notice and is also available on the website of the Company <https://www.berarfinance.com/investors.html>.
- vi. In case of joint holders attending the meeting, only such joint holder whose name appears first in the order of names will be entitled to vote at the meeting.

IEPF RELATED INFORMATION:

- vii. 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 2011 - 2012 to 2016-2017 were transferred by the Company to the said fund in Financial Years from 2019 - 2020 to 2024 - 2025 respectively. No claim lies against the Company in respect of these dividend.
- viii. The Company uploads the details of unpaid and unclaimed amounts lying with the Company on the website of the Company viz: <https://www.berarfinance.com/investors.html> as well as on the website of the Ministry of Corporate Affairs.
- ix. Due dates of transferring unclaimed and unpaid dividends declared by the Company for the Financial Year 2017-2018 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
March 31, 2018	08.09.2018	07.10.2025	08.10.2025 to 06.11.2025
March 31, 2019	21.09.2019	20.10.2026	21.10.2026 to 19.11.2026
March 31, 2020	28.09.2020	27.10.2027	28.10.2027 to 26.11.2027
March 31, 2021	27.09.2021	26.10.2028	27.10.2028 to 25.11.2028
March 31, 2022	26.09.2022	25.10.2029	26.10.2029 to 24.11.2029
March 31, 2023	25.09.2023	24.10.2030	25.10.2030 to 23.11.2030
March 31, 2024	20.09.2024	19.10.2031	20.10.2031 to 18.11.2031
March 31, 2025	27.05.2025	25.06.2032	26.06.2032 to 25.07.2032

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.

- x. 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, 2016, the Company sends 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.

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 <https://www.berarfinance.com/investors.html>

INSPECTION OF DOCUMENTS:

- xi. Documents referred in this notice and the statement annexed to this notice will be kept open for inspection by the members at the registered office of the Company from Monday to Saturday during 10:00 a.m. to 01:00 p.m., except holidays, up to the date of the AGM.

The following registers shall remain open for inspection as per the period specified above and be accessible to any member:

- Register of contracts or arrangements in which directors are interested under section 189 of the Act.
- Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

The aforesaid documents and registers will be kept open for inspection at the Annual general Meeting by any person entitled to attend the meeting.

REMOTE E-VOTING/ VOTING RELATED INFORMATION

- xii. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, the Company has provided E-voting facility to the members. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") who shall be providing facility for voting through remote e-voting. The procedures and instructions for 'remote e-voting' issued by CDSL are furnished as part of this Notice.

- xiii. 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 will commence on Friday, September 12, 2025 at 9:00 A.M. (IST) and ends on Monday, September 15, 2025 at 5:00 P.M. (IST).

- xiv. During the above period, shareholders of the Company as on **the cut-off date of Tuesday, September 09, 2025**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on September 15, 2025. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

- xv. 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 **Tuesday, September 09, 2025**. 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. Tuesday, September 09, 2025** only shall be entitled to avail the facility of remote e-voting / voting at the time of the meeting. A person who is not a member on the cut-off date should treat this Notice for information purpose only.
- xvi. The facility for voting through polling paper shall also be made available at 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.
- xvii. 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.
- xviii. Members can opt for only one mode of voting, i.e., either by remote e-voting or voting during the meeting by Polling paper. 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.
- xix. 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 Voting process (both remote e-voting as well as voting during the AGM) in a fair and transparent manner.
- xx. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unlock the votes cast at the meeting as well as the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutiniser’s report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman or any person so authorised by him, who shall countersign the same and declare the result thereof.
- xxi. The results declared along with the scrutiniser’s report shall be placed on the Company’s website at <https://www.berarfinance.com/investors.html> and shall also be communicated to the stock exchange.

GENERAL INFORMATION:

- xxii. Institutional/Corporate shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body’s resolution/authorisation, etc., authorizing their representative to attend the AGM on its behalf and to vote. 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 the Company at investor.relations@berarfinance.com.
- xxiii. The Explanatory Statement pursuant to Section 102(1) of the Act 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.
- xxiv. The Company’s Registrar and Transfer Agent for its Share Registry Work is M/s. Bigshare Services Pvt. Ltd., Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093. Ph. No. 022-62638261.
- xxv. Notice is being sent to all the shareholders whose name appear on the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as at the close of business hours on Friday, August 15, 2025.
- xxvi. Sections 101 and 136 of the Act read with the rules made thereunder and Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, permit the companies to send the Notice of AGM and the Annual Report, including financial statements, Board’s Report, etc., by electronic mode. The Company is accordingly forwarding the soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective depository participants or with the Company.
The Annual Report, Notice of AGM, Proxy Form and Attendance Slip are also available on the Company’s website <https://www.berarfinance.com/investors.html> and website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com.
- xxvii. Members who have not registered their e-mail address, physical copy of Annual Report along with AGM Notice, Proxy form and Attendance slip (inclusive remote e-voting credential) are sent at their registered address available with Company.

- xxviii. Members are requested to support the Green Initiative by registering / updating their email 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).
- xxix. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
- Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
 - Members holding shares in physical form may register their email address by informing the Company at its investor email id investor.relations@berarfinance.com.
 - 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 nsdl.co.in and CDSL on its website www.cdslindia.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.

- xxx. 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. Tuesday, September 09, 2025** 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 from their registered e-mail ID. In case the e-mail ID is not registered, such members are requested to register/update the same with the respective depository participants.
- xxxi. 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, email address, Aadhaar Card Number etc. Members are requested to submit their details and changes therein;
- In case shares held in Demat Form, to their respective depository participant.
 - 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.
- xxxii. 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 –
- who intends to transfer such securities on or after October 02, 2018, shall get such securities dematerialised before the transfer; or
 - 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 members 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 ISIN of the Company is **INE998Y01017**.
- NOMINATION FACILITY:**
- xxxiii. Members can avail of the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. For the said purpose:
- Shareholders holding shares in electronic mode may approach their respective depository participants (DP) and
 - Shareholders holding shares in physical mode can approach M/s. Bigshare Services Pvt Ltd, our Registrar & Share Transfer Agent (RTA) at Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400 093 Ph. No: 022-62638261.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013
ORDINARY BUSINESS
Resolution at Item No. 2:

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. Shantaram Krishnarao Mahakalkar (“**Appointee**”) is provided below:

S. No.	Nature of Information	Particulars
1.	Name of the Director	Mr. Shantaram Krishnarao Mahakalkar
2.	Director Information Number (DIN)	00379988
3.	Date of Birth & Age	July 04, 1953 , 72 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, 2025, the appointee holds 29,900 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 holds Masters in Commerce and Bachelor of Education.
10.	Experience	The Appointee has over 33 years in lectureship in Economics and Commerce
11.	Number of meetings of the Board attended	The details of Board Meetings attended by the appointee during the financial year 2024-2025 are as under: 1. May 23, 2024 2. August 13, 2024 3. October 17,2024 4. November 14, 2024 5. January 31,2025 6. March 13, 2025 7. March 28, 2025
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 date	As on date, the Appointee does not hold Chairmanship/Membership of the committees of the Board of Directors of other Companies.

Except Mr. Shantaram Krishnarao Mahakalkar, 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. 2 of the Notice.

Resolution at Item No. 3:

This is a “Matter Pertaining to Fundamental Issues” as per the Amended and Restated Shareholders’ Agreement (“SHA”) dated March 02, 2022.

At the 32nd Annual General Meeting of the Company held on September 26, 2022, the shareholders approved the appointment of M/s. Manubhai & Shah LLP, Chartered Accounts ((Firm Reg.No. 106041W/W100136), as the Statutory Auditors of the Company, to hold office for a term of Three (3) consecutive years from the conclusion of the 32nd Annual General Meeting till the conclusion of the 35th Annual General Meeting. The Reserve Bank of India (RBI), vide its Notification Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, issued the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (“RBI Guidelines”). Pursuant to RBI Guidelines, the Audit Firms completing tenure of three financial years in the NBFC are not eligible to continue to hold office as Statutory Auditors of the NBFC.

In order to comply with the requirements of the RBI Guidelines, the Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on August 12, 2025, recommended for approval of members appointment of M/s. N. A. Shah Associates LLP (Firm Registration No.: 116560W/W100149), Chartered Accountants as the Statutory Auditors of the Company for a term of Three (3) consecutive years from the conclusion of 35th AGM of the Company till conclusion of 38th AGM.

M/s. N. A. Shah Associates LLP., Chartered Accountants, have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and also meet the eligibility criteria as per the RBI Guidelines.

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.

The Board recommends Ordinary Resolution set out at item no.3 of the Notice for approval of the Members.

SPECIAL BUSINESS:

Resolution at Item No. 4:

This is a “Matter Pertaining to Fundamental Issues” as per the Amended and Restated Shareholders’ Agreement (“SHA”) dated March 02, 2022.

The Board of Directors of the Company at its meeting held on November 14,2024, pursuant to the recommendation of Nomination & Remuneration Committee, has approved the appointment of Ms. Annapurna Dubey (DIN: 08760434) as an Additional Director (Category: Non-Executive, Independent Director) of the Company with effect from November 14,2024 to hold office upto the date of ensuing Annual General meeting of the Company pursuant to section 161 of the Act and subject to the approval of the members at the said Annual General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years commencing from November 14,2024 to November 13,2029 (both days inclusive).

Ms. Annapurna Dubey 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 Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“Scale Based Regulation”).

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. Annapurna Dubey 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 BSE’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”.

In the opinion of the Board, Ms. Annapurna Dubey is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director and she is independent of the management. 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 five years from November 14, 2024 to November 13,2029. Accordingly, the Board recommends this resolution for the appointment of Ms. Annapurna Dubey, as a Director in the category of Non-Executive, Independent for the approval by the Members of the Company. The generic copy of letter of appointment setting out the terms and conditions of her appointment is available for inspection by 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 Ms. Annapurna Dubey (“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. Annapurna Dubey
2.	Director Information Number (DIN)	08760434
3.	Date of Birth & Age	March 19, 1981, 44 years
4.	Date of First Appointment on the Board	November 14,2024
5.	Terms and Conditions of Appointment	https://www.berarfinance.com/pdf/policies/july24/appointment_letter_independent_director.pdf
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 a member of Institute of Chartered Accountants of India
10.	Experience	Ms. Annapurna Dubey, has an experience of more than 19 years of professional experience encompassing in audit, financial reporting, and taxation.
11.	Number of meetings of the Board attended	3 meetings dated January 31, 2025, March 13,2025 and March 28,2025.
12.	Directorship held in other companies as on date	As on date, Ms. Annapurna Dubey hold Directorship in following Companies: 1. Unified Data-tech Solutions Limited 2. J L Morison (India) Limited

13.	Chairmanship/Membership of the committees of the Board of Directors of other companies as on date.	<p>1. Unified Data-tech Solutions Limited</p> <p>Chairman</p> <ul style="list-style-type: none"> ➤ Audit Committee ➤ Stakeholders relationship Committee <p>Member</p> <ul style="list-style-type: none"> ➤ Nomination and Remuneration Committee <p>2. J L Morison (India) Limited</p> <p>Chairman</p> <ul style="list-style-type: none"> ➤ Audit Committee ➤ Stakeholders relationship Committee ➤ Nomination and Remuneration Committee <p>Member</p> <ul style="list-style-type: none"> ➤ Corporate Social Responsibility
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Except Ms. Annapurna Dubey, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, directly or indirectly, financially or otherwise, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends Ordinary Resolution set out at item no. 4 of the Notice for approval of the Members.

Resolution at Item No. 5:

This is a “Matter Pertaining to Fundamental Issues” as per the Amended and Restated Shareholders’ Agreement (“SHA”) dated March 02, 2022.

The members of the Company are informed that pursuant to the share subscription agreement dated March 02, 2022 entered into among the Company, Maj Invest Financial Inclusion Fund III K/S (“Maj”), Amicus Capital Private Equity I LLP (“ACPE”), Amicus Capital Partners India Fund I (“ACPIF”) (Maj, ACPE and ACPIF are collectively referred to as, “Investors”), Individual Promoters (as identified therein), Avino Capcons Private Limited (“Avino”) and Other Founding shareholders (as identified therein), (together, the “Transaction Parties” and such agreement, the “SSA”) and the amended and restated shareholders’ agreement dated March 02, 2022 entered into among the Transaction Parties (“SHA” and together with the SSA, the “Transaction Documents”), and the recommendation made by the Nomination and Remuneration Committee of the Company in its meeting dated May 23, 2025, Ms. Anvi Somaiya (DIN: 11102904), (the “Investor Director”), has been appointed as an Additional Director of the Company at the meeting of the Board, held on May 27, 2025 in accordance with the provisions of Section 161 of the Companies Act, 2013 and any other applicable provisions, if any, read with the relevant rules framed thereunder and the applicable provisions of the Articles of Association of the Company.

The Investor Director has been appointed as an Additional Director of the Company and is entitled to hold office up to the date of next Annual General Meeting of the Company or the last date on which the Annual General Meeting of the Company should have been held, whichever is earlier in terms of Section 161 of the Companies Act, 2013.

The Company has received a Notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Anvi Somaiya for the office of Director of the Company and the Nomination and Remuneration Committee of the Company at its meeting dated May 23, 2025 has recommended to appoint the Investor Director as a Director of the Company liable to retire by rotation, at the ensuing Annual General Meeting 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 Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“Scale Based Regulation”).

Additionally, 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.

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 BSE'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 Ms. Anvi Somaiya 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 her appointment as a Non- Executive, Non-Independent Director to the Members of the Company.

S. No.	Nature of Information	Particulars
1.	Name of the Director	Ms. Anvi Somaiya
2.	Director Information Number (DIN)	11102904
3.	Date of Birth & Age	April 22, 1993, 32 Years
4.	Date of First Appointment on the Board	May 27, 2025
5.	Terms and Conditions of Appointment	The Appointee has been appointed pursuant to Transaction Documents. She 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 share- holders' 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 holds a Bachelor's degree in Commerce from the University of Mumbai and has completed the intermediate-level Accounting Technician Certification from the Institute of Chartered Accountants of India. Additionally, she has obtained an Executive Education certificate from Harvard Business School, USA, for the program on Strategic Leadership in Inclusive Finance.
10.	Experience	The Appointee has 10+ years of experience in financial services industry across investment banking and private equity
11.	Number of meetings of the Board attended	Ms. Anvi Somaiya has been appointed as an Additional Director of the Company at the meeting of the Board dated May 27, 2025, therefore, she has not attended/been part of any meeting of the Board during the financial year 2024-2025.
12.	Directorship held in other companies as on date	As on date, Ms. Anvi Somaiya does not hold Directorship in any other Company.
13.	Chairmanship/Membership of the committees of the Board of Directors of other companies as on date	As on date, the Appointee does not hold Chairmanship/Membership of the committees of the Board of Directors of other Companies.

Except Ms. Anvi Somaiya, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, directly or indirectly, financially or otherwise, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends Ordinary Resolution set out at **item no. 5** of the Notice for approval of the Members.

Resolution at Item No. 6:

The Company, in the ordinary course of its business, is required to borrow from time to time, by way of loans, issue of non-convertible debentures (secured or unsecured) and/or other instruments. The inter-mix of borrowings by the Company depends upon the market conditions, cost of funds, tenor, etc.

In terms of section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, (the 'Companies PAS Rules'), as amended, a Company may make an offer or invitation to subscribe to the debentures through an issue of a private placement offer subject to a special resolution of its members approving offer(s) or invitation(s) to subscribe to the non-convertible debentures ('NCDs') of the Company. In case the proposed amount to be raised through such offer or invitation exceeds the limits specified in section 180(1)(c) of the Act, a Company may pass a special resolution once a year for all the offers or invitations to be made for such debentures to be issued during the year.

Accordingly, it is proposed to seek approval of members by way of special resolution to authorise the Board or any Committee(s) constituted/to be constituted by the Board to borrow by issue of NCDs on private placement basis, in the ordinary course of its business, for a period of one year commencing from September 16, 2025. Further, the amount to be raised by such issue of NCDs will be within the overall borrowing limit of Rs. 2000 crore approved by the members of the Company under section 180(1)(c) of the Act.

Disclosure as per provisions of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is as follows:

1.	Particulars of the offer including the date of passing of Board resolution and the amount which the Company intends to raise by way of such securities;	Issue of such number of NCDs, from time to time, in one or more tranches, carrying such terms and conditions as may be decided by the Board (as more specifically set-out in special resolution in Item No. 6 of the notice convening AGM) for an amount up to Rs. 500 crore within a period of one year from the date of passing the aforesaid special resolution. The issue has been approved by the Board at its meeting held on August 12, 2025.
2.	Kind of securities offered and the price at which security is being offered	NCDs at a price as may be decided by the Board from time to time.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	As may be decided by the Board pursuant to the applicable laws.
4.	Name and address of valuer who performed valuation	Not applicable
5.	Intention of promoters, directors or key managerial personnel to subscribe to the offer / Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects of the offer	The promoters, directors or key managerial personnel of the Company do not intend to subscribe to the offer. Any such contribution shall be subject to and in compliance with the applicable laws.
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, principle terms of assets charged as securities	As may be decided by the Board pursuant to the applicable laws.

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 recommends Special Resolution set out at item no. 6 of the Notice for approval of the Members.

PROCEDURES / INSTRUCTIONS**CDSL e-Voting System – For Remote e-voting****THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Friday, September 12, 2025 at 9:00 A.M. (IST) and ends on Monday, September 15, 2025 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 **Tuesday, September 09, 2025** 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 venue.
- (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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 Depository</p>	<ol style="list-style-type: none"> 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. 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 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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.</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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000</p>

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 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 Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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.

- (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 Berar Finance Limited 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 at the email address viz; cssunilzore@gmail.com 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.

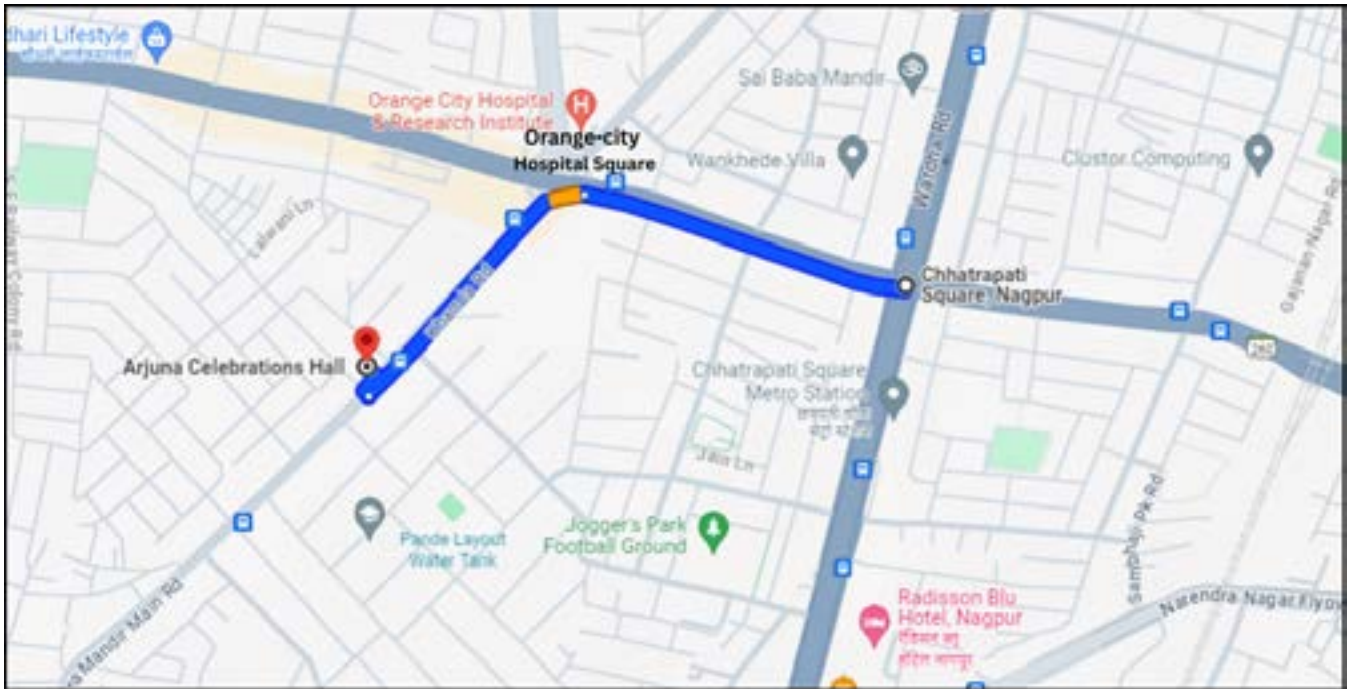
PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

35TH ANNUAL GENERAL MEETING ROUTE MAP



Scan using the camera app for iOS devices and google lens for android devices for the AGM venue



BERAR FINANCE LIMITED

Corporate Identity Number: U65929MH1990PLC057829

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

Tel.No.0712-6663999

Website: www.berarfinance.com **Email:** investor.relations@berarfinance.com

ATTENDANCE SLIP

35TH Annual General Meeting

Date & Time: **Tuesday, September 16, 2025 at 11.00 A.M.**

Venue: **"ARJUNA CELEBRATIONS", Pande Layout Road, Khamla, Nagpur- 440 025**

Folio No /Client ID/ DP Id : _____

Name and address : _____

Name(s) of Joint holder(s), if any : _____

No. of shares held : _____

Full name of Proxy (in case of Proxy): _____

I/we hereby certify that I/we am/are member(s)/ proxy for the member(s) of the Company.

I/we hereby record my/our presence at the 35th Annual General Meeting of the Company.

Signature of member(s)/ Proxy/ Authorised Representative

Signature of Joint holder(s)

Notes:

1. Please fill and sign this attendance slip and hand it over at the venue of the meeting.
2. Only members of the Company or their proxy will be allowed to attend the meeting.





BERAR FINANCE LIMITED

Corporate Identity Number: U65929MH1990PLC057829

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

Tel.No.0712-6663999

Website: www.berarfinance.com **Email:** investor.relations@berarfinance.com

PROXY FORM

Form No.MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U65929MH1990PLC057829
Name of the Company : Berar Finance Limited
Registered Office : Avinisha Tower, Mehadia Chowk, Dhantoli, Nagpur-440 012.
Name of the Member(s) : _____
Registered Address of the Member: _____
E-mail id : _____
Folio No /Client ID : _____
DP ID : _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1. Name: _____ E-mail id : _____
Address: _____ Signature : _____, Or failing him
2. Name: _____ E-mail id : _____
Address: _____ Signature : _____, Or failing him
3. Name: _____ E-mail id : _____
Address: _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty- Fifth Annual General Meeting of the Company, to be held on **Tuesday, the 16th day of September, 2025 at 11.00 A.M. at “ARJUNA CELEBRATIONS”, Pande Layout Road, Khamla, Nagpur- 440 025** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Business to be transacted
ORDINARY BUSINESS	
1	Adoption of audited financial statements for the year ended March 31, 2025 and the Board's and Auditors' Reports thereon.
2	Re-appointment of Mr. Shantaram Krishnarao Mahakalkar (DIN: 00379988), as a Director, who retires by rotation and being eligible, offers himself for re-appointment.
3	Appointment of M/s. N.A. Shah Associates LLP (Firm Registration No.: 116560W/W100149), Chartered Accountants, Mumbai as Statutory Auditors of the Company.
SPECIAL BUSINESS	
4	Appointment of Ms. Annapurna Dubey (DIN: 08760434), as an Independent Director of the Company.
5	Appointment of Ms. Anvi Somaiya (DIN: 11102904) as a director liable to retire by rotation.
6	Issue of Non-Convertible Debentures through Private Placement.

Signed this _____ day of _____ 2025.

Signature of member(s) Signature of Proxy holder(s)

Affix
Revenue
stamp
of ₹ 1/-

Note: This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

