



**SPZ & ASSOCIATES
COMPANY SECRETARIES**

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

SCRUTINIZER REPORT

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

To,
The Chairman
EXTRA-ORDINARY GENERAL MEETING (EGM)
BERAR FINANCE LIMITED (The "Company")
(CIN-U65929MH1990PLC057829)
Regd. Office: Avinisha Tower, Mehadia Chowk, Dhantoli, Nagpur-440012

Dear Sir,

I, Sunil Purushottam Zore (Certificate of Practice No : 11837), a Company Secretary in practice, has been appointed by the Board of Directors of the Company as a scrutinizer for the purpose of Scrutinizing the remote e-voting process along with e-voting during the Extra-Ordinary General Meeting (EGM) and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (4) (ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the resolutions contained in the Notice (hereinafter referred to as "the resolutions") of the EGM of the members of the Company, held on Wednesday, December 10, 2025 at 11.00 A.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

The Notice dated **November 13, 2025** convening the EGM of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013, was sent to the shareholders in respect of the resolutions to be passed at the said EGM of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through

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electronic means and voting at EGM by e-voting on the resolutions contained in the Notice to the EGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process along with e-voting during the EGM is restricted to make a Scrutinizer's report of the votes, cast "in favour" or "against" the resolutions and "invalid" and "abstained" votes, based on the reports generated from the e-voting process system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company, to provide facilities for remote e-voting and e-voting during EGM.

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

- i. The remote e-voting commenced on **Saturday, December 06, 2025 at 9:00 A.M. (IST)** and ended on **Tuesday, December 09, 2025 at 5:00 P.M. (IST)**.
- ii. The members who were on record of the Company as on the "cut-off date i.e. **Wednesday, December 03, 2025, (End of Day)** were entitled to vote on the resolutions as set out in the notice of the EGM of the Company.
- iii. The votes cast via remote e-voting were blocked on **Tuesday, December 09, 2025 at 5:00 P.M.**, immediately after completion of voting hours.
- iv. The facility for e-voting during the EGM was provided at the EGM on Wednesday, December 10, 2025 at 11.00 A.M. (IST), for those members who attended the meeting but not voted through remote e-voting facility.
- v. The votes cast at the EGM through e-voting as well as the votes cast through remote e-voting were unlocked in the presence of two witnesses, not in the employment of the Company.
- vi. Thereafter, considering remote e-voting and e-voting during the EGM the combined result of the voting is annexed to this report as "**Annexure -A**".

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vii. I have found e-voting by 1 (One) member which was invalid, incomplete, or defective.

viii. According to such report, it is confirmed that all resolutions stand passed with the requisite majority.

I hereby confirm that we are maintaining the register/record/report received from authorized agency and the Company in respect of the votes cast through remote e-voting and e-voting during the EGM by the member of the Company. I have sealed and handed over document/details and all others relevant records to Company Secretary of the Company for safe-keeping.

Thanking you,

Yours Faithfully,
For SPZ & Associates
Company Secretaries

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CS Sunil Zore
Certificate of Practice Number -11837
Membership Number - A22144
Firm Unique Identification Number- S2015MH305600
Peer Review Certificate Number- 965/2020
ICSI UDIN : A022144G002329207

MAROTI
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Maroti Jawanjar
The Executive Chairman
BERAR FINANCE LIMITED
Date: 10/12/2025
Place: Nagpur

Nagpur Office : Block 98, Wing III, RajatSankul, Ganesh Peth, Nagpur-440018

ANNEXURE-A
SCRUTINIZER REPORT

Item No. of Notice	Type of Resolution	Resolution Details	Type of Voting	Votes in favour of the resolution			Votes against the resolution			Total Voting			Invalid votes	
				Number of members voted	Number of Votes cast by them	% age	Number of members voted	Number of votes cast by them	% age	Number of members voted (5+8)	Number of Votes cast by them (6+9)	% age (7+10)	Number of members voted	Number of votes cast by them
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
1	Special Resolution	Approval for cancellation of unsubscribed Equity Shares and Series B cumulative non-participating compulsorily convertible preference shares (Series B CCPS) issued by way of preferential offer through private placement.	Remote e-voting	35	8473430	99.98	1	1400	0.02	36	8474830	100.00	0	0
			E-Voting during EGM	1	1565446	100.00	0	0	0.00	1	1565446	100.00	1	20000
			Total	36	10038876	99.99	1	1400	0.01	37	10040276	100.00	0	0
2	Special Resolution	To offer and issue Equity Shares and Series B cumulative non-participating compulsorily convertible preference shares (Series B CCPS) by way of preferential offer through private placement	Remote e-voting	35	8473430	99.98	1	1400	0.02	36	8474830	100.00	0	0
			E-Voting during EGM	1	1565446	100.00	0	0	0.00	1	1565446	100.00	1	20000
			Total	36	10038876	99.99	1	1400	0.01	37	10040276	100.00	0	0
3	Special Resolution	Approval for amendment, restatement and entrenchment of Articles of Association of the Company	Remote e-voting	35	8473430	99.98	1	1400	0.02	36	8474830	100.00	0	0
			E-Voting during EGM	1	1565446	100.00	0	0	0.00	1	1565446	100.00	1	20000
			Total	36	10038876	99.99	1	1400	0.01	37	10040276	100.00	0	0
4	Special Resolution	Approval for adoption of Berar Employee Stock Option Plan 2025.	Remote e-voting	35	8473430	99.98	1	1400	0.02	36	8474830	100.00	0	0
			E-Voting during EGM	1	1565446	100.00	0	0	0.00	1	1565446	100.00	1	20000
			Total	36	10038876	99.99	1	1400	0.01	37	10040276	100.00	0	0
5	Special Resolution	Approval for variation of Berar Employee Stock Option Plan 2019.	Remote e-voting	35	8473430	99.98	1	1400	0.02	36	8474830	100.00	0	0
			E-Voting during EGM	1	1565446	100.00	0	0	0.00	1	1565446	100.00	1	20000
			Total	36	10038876	99.99	1	1400	0.01	37	10040276	100.00	0	0


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