



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:**info@berarfinance.com

NOTICE TO MEMBERS

NOTICE is hereby given that the **28th Annual General Meeting of the** Shareholders of Berar Finance Limited will be held on **Saturday, the 8th day of September, 2018 at ARJUNA CELEBRATIONS ,Pande Layout Road, Khamla ,Nagpur-440025** (Route Map enclosed) at 4.00 P.M. to transact the following business :

Ordinary Business:

- 1 To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

RESOLVED that the Audited Statements of Accounts of the Company for the financial year ended 31st March 2018 and the Directors' and Auditors' Reports thereon, be and are hereby approved and adopted."

2. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the final dividend at the rate of 10.00 % (i.e. Rs. One per Equity Share) as recommended by the Directors be and is hereby declared for the Financial Year ended 31.03.2018 and that the same be paid to those shareholders whose names stand on the Register of Members as on 8th day of September, 2018."

3. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Ashok Ghanshyam kachore (DIN:00380102), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

4. To ratify the appointment of Statutory Auditors of the Company and fix their remuneration.

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139 and 142 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the rules framed there under, as amended from time to time, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the Members at the Annual General Meeting held on 23.08.2014, the re-appointment of M/s. APJ & Associates, Chartered Accountants, Nagpur, ICAI Firm Registration No. 124810W as Statutory Auditors of the Company from the conclusion of 24th Annual General Meeting until the conclusion of the 29th Annual General Meeting, be and is hereby ratified with the effect from the conclusion of the 28th Annual General Meeting until the conclusion of the 29th Annual General Meeting and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March 2019 as may be recommended by the Audit Committee in consultation with the Auditors in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

Special Business:

5. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to invest its funds and to make loans to any persons or other bodies corporate, from time to time, for such amounts, such that the outstanding loans together with investments made, guarantees given and securities provided by the Company, does not exceed Rs. 1000 Cr. (Rupees One Thousand Crore) at any one time, notwithstanding that the aggregate of the said loans/investments/guarantees/securities may exceed the limits prescribed under the said section."

“FURTHER RESOLVED that the Board of Directors of the Company be and are hereby authorised to determine the (a) persons/bodies corporate to whom the loans can be granted and (b) terms and conditions (including the rate of interest which shall not be less than the prevailing yield on the Government Securities closest to the tenor of the loan),tenor, margin required, security to be provided ,etc., relating to such loans.”

Place: Nagpur
Date: 28.06.2018

By order of the Board
For Berar Finance Limited

Deepali Balpande
Company Secretary

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

Notes:

- i. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY(50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT(10%) 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 HOLDING THE MEETING.
- 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.
- iii. Statement pursuant to Section 102(1) of the Companies Act,2013 forms part of this Notice.
- iv. Brief details of Mr. Ashok Ghanshyam Kachore (DIN: 00380102), director retiring by rotation , who is seeking re-appointment, is annexed hereto as per requirements of the Companies Act, 2013
- v. Pursuant to the provisions of Section 139 of the Companies Act, 2013 {prior to amended by the Companies (Amendment) Act,2017} and the rules made there under, the current auditors of the Company, M/s.APJ & Associates, Chartered Accountants have been re-appointed as Statutory Auditors of the Company at 24th Annual General Meeting to hold the office from conclusion of that Annual General Meeting until the conclusion of the 29th Annual General Meeting subject to ratification of their appointment by the Members at every Annual General Meeting to be held thereafter 24th Annual General Meeting. As such the ratification of appointment of M/s.APJ & Associates and fixation of their remuneration for the financial year 2018-19 has been put up for approval of the members
- vi. Pursuant to the provisions of Section 205C of the erstwhile Companies Act,1956 and Section124(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 Protection Fund'(IEPF) set up by the Central Government .Accordingly the unclaimed dividend amounts in respect of F.Y. from 2006-2007 to 2009-2010 were transferred by the Company to the said fund in the F.Y. from 2014-2015 to 2017-2018 respectively . No claim lies against the Company in respect of these dividend.
- vii. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 2nd September ,2017(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 .
- viii. The concerned Members are requested to verify the details of their unclaimed amounts, if any, from the said websites and lodge their claim with the Company at it's Registered Office at Nagpur, before the same is due for transfer to the IEPF

- ix. The unpaid dividend amount for FY2010-2011 will be due for transfer to the Investor Education and Protection Fund on 29th August, 2018. Members, who have not encashed the dividend for the said year are, therefore, requested to immediately contact the Registered Office of the Company for payment. In respect of said dividend, it will not be possible to entertain claim received by the Company after 29th August, 2018.
- 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.
- Accordingly, during F.Y. 2017-2018, the Company has transferred 2800 equity shares of face value of Rs. 10 each pertaining to 5 shareholders whose dividend has not been claimed for seven consecutive years or more to the demat account of 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.
- xi. Pursuant to sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the 28th Annual General Meeting (AGM) and the Annual Report for the financial year 2017-18, etc., would be sent by electronic mode to such of the Members of the Company whose e-mail addresses are available with the Company and who have not opted to receive the same in physical form.
- xii. For Members who have not registered their e-mail addresses and /or have opted to receive the documents in physical form, physical copies of the Annual Report for the year 2017-18 and the Notice of the 28th AGM would be sent in the permitted mode.
- xiii. Members are requested to support the Green Initiative by registering / updating their e-mail addresses, with the Registered Office (Head office) of the Company.
- xiv. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website at the link : <http://www.berarfinance.com> for their download. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the shareholders may also send requests to the Company's investor email id: info@berarfinance.com.
- xv. 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. Members desiring to avail of this facility may send their nomination in the prescribed form No. SH13 duly signed to the Registered Office of the Company.
- xvi. Relevant documents referred to in the accompanying Notice shall be open for inspection by the members at the Registered Office of the Company during normal business hours on all working days except holidays, up to and including the date of the Annual General Meeting of the Company.
- xvii. The following statutory registers are open for inspection by members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below on all working days during 10.00 A.M. to 12.00 Noon.

- a) Register of contracts or arrangements in which directors are interested under section 301 of the Companies Act 1956 and Register of contracts with related parties and contacts and bodies etc. in which directors are interested under Section 189 of the Companies Act, 2013; and
- b) Register of directors' shareholding under 307 of the Companies Act, 1956 and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013.

The aforesaid registers shall be kept open for inspection at the Annual General Meeting by any person entitled to attend the meeting.

- xviii. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, the Company has provided E-voting facility to the members
- xix. The Board of Directors has appointed Mr. Amit K. Rajkotiya, Practising Company Secretary, Flat No. 102, Shreelaxmi Apartment, above Shridhar Arts, Zenda Square, Dharampeth, Nagpur – 440 010 as the Scrutinizer for conducting Polling Process and E-Voting process in a fair and transparent manner.
- xx. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities enabling the members to cast their vote in a secure manner.
- xxi. It may be noted that this 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 Wednesday, the 5th September 2018 (9:00 A.M.) and end on Friday, the 7th September, 2018 (5:00 P.M.).
- xxii. During the above period, shareholders of the Company as on **the cut-off date of 1st September, 2018** may cast their vote electronically. **The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 7th September, 2018.** Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
- xxiii. 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 1st September, 2018**. A person, whose name is recorded in the Register of Members as on the cut-off date (**1st September, 2018**) only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through Polling Paper.
- xxiv. Notice is being sent to all the shareholders whose names appear on the Register of Members as at the close of business hours **on Monday, the 13th August, 2018.**
- xxv. The facility for voting, either through electronic voting system or 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.
- xxvi. 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.
- xxvii. Members can opt for only one mode of voting, i.e., either by Polling Paper or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Polling paper shall be treated as invalid.
- xxviii. The procedure and instructions for e-voting is furnished in this notice.
- xxix. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the e-voting / poll at the venue, will be announced by the Company on its website – www.berarfinance.com within 48 hours of the conclusion of the AGM.
- xxx. Members/Proxies/Representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
- 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, e-mail address, Aadhar Card Number etc. Members are requested to submit their details at the Registered Office (Head Office) of the Company.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT,2013

SPECIAL BUSINESS

ITEM NO.5

The Company has been giving loans in the ordinary course of it's business for acquisition of vehicles/ equipments /machinery/tyres/fuel and for working capital needs of it's retail customers. Sec186 of the Companies Act,2013 provides that the aggregate of the loans given/guarantees given/securities provided to any person or body corporate and investments made in any body corporate should not exceed 60% of the paid –up share capital, free reserves and securities premium amount or 100 % of the free reserves and securities premium account, whichever is more. Your company can make loans/give guarantees/provide securities to any person or body corporate and/ or make investments in any body corporate in excess of the limits prescribed under this section only with the prior approval of the shareholders by a special resolution

It is expected that the total amount of loans already made and guarantee/security already provided to bodies corporate and other persons, together with the loans that are proposed to be made by the company to various persons/bodies corporate in the ordinary course of business are likely to exceed the limit prescribed under the said Section.

Accordingly ,the enclosed draft Special Resolution, authorising the making of loans/providing of guarantee/making of investments to /in bodies corporate and other persons, from time to time such that the loans outstanding ,together with the investments made, guarantees given and securities provided by the company under Section 186 the Companies Act,2013, does not exceed Rs.1000 Cr(Rupees One thousand Crore) at any one time is submitted for consideration of the shareholders and the Board recommends that the resolution be passed.

The register of loans/guarantees/security and investments ,containing the details required to be maintained therein is open for inspection during the office hours on any working day at the Registered Office of the Company

DISCLOSURE OF INTEREST:

None of the Directors of the Company is interested in the resolution.

Information on Director seeking re-appointment as required under Secretarial Standard -2 on General Meetings:

Name of the Director	Mr.Ashok Ghanshyam Kachore
DIN	00380102
Date of Birth	05.04.1960
Date of Appointment on the Board	30.01.2002
Number of shares held in the Company	24034
Relationship with Directors	None
Qualification	Matriculate
Experience	20 years experience of Farming & Construction
Number of meetings of the Board attended/held	4/5
Directorship held in otherPublic companies (excluding Foreign companies and Government Bodies) as on 31.03.2018	Nil
Chairman /Member of theCommittee of the Board of Directors of the Company as on 31.03.2018	Stakeholders Relationship Committee : Member

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on “Shareholders” tab.
- iii) Now Enter your User ID (enter Folio Number registered with the Company) and then enter the image verification as displayed and Click on Login.
- vi) Now, fill up the following details in the appropriate boxes:

PAN *	Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department
DOB #	Enter the Date of Birth as recorded in folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in folio.

***Members who have not updated their PAN with the Company are requested to use the first two letters of their name followed by last 8 digits of Folio No in the PAN field. In case the Folio No is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with Folio number R00001 then enter RA00R00001 in the PAN field.**

#Please enter any one of the details in order to login. In case both the details are not recorded with the company please enter the folio number in the Dividend Bank details field.

- v) After entering these details appropriately, click on “SUBMIT” tab.
- vi) Members will then reach directly the Company selection screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- vii) **Click on the EVSN No. 180730003 for Berar Finance Limited** on which you choose to vote.
- viii) 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.
- ix) Click on the “Resolutions File Link” if you wish to view the entire Resolutions
- x) 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.
- xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xiii) Shareholders can also cast their vote using CDSE's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- xiv) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

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.

In case of members receiving the physical copy:

- A) Please follow all steps referred above to cast vote.
- B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

AGM ROUTE MAP

