



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

NOTICE OF 33rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty -Third (33rd) Annual General Meeting ('AGM') of the Members of **Berar Finance Limited** will be held on **Monday, the 25th day of September, 2023 at 3.30 P.M. (IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** facility to transact the following business:

ORDINARY BUSINESS:

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

"RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2023 and the Board's and Auditors' Reports thereon, be and are hereby approved and adopted."

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

"RESOLVED THAT the final dividend at the rate of ₹ 1 per share as recommended by the Directors be and is hereby declared for the financial year ended March 31, 2023 on the paid-up capital of ₹ 1233.68 Lakhs and that the same be paid to those Members whose names appear on the Register of Members of the Company as on September 25, 2023 and that the total dividend amount of ₹ 123.37 Lakhs representing the said total dividend of ₹ 1 per share (10% on the face value of ₹ 10/-) be paid out of the profits for the year 2022-2023."

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

"RESOLVED THAT Mr. Avishek Addy (DIN: 07973542), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

SPECIAL BUSINESS:

4. **TO CONSIDER & APPROVE THE AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 and the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended from time to time, and all applicable regulations, directions, guidelines, circulars and notifications of Reserve Bank of India, if any (including any amendments, statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of Board of Directors ("Board") of the Company, the consent of the Members of the Company be and is hereby accorded for alteration of Articles of Association of the Company by addition of Article 71A after the existing Article 71 in Part-A of the Articles of Association as mentioned herein:

Article 71A - "The Board of Directors shall appoint the person nominated by the debenture trustee(s) in terms of clause (e) of regulation 15(1) of the SEBI (Debenture Trustees) Regulations, 1993 as a Director on the Board. Such appointment of a Director shall be subject to the provisions of Debenture Trust Deed, Companies Act, 2013, Reserve Bank of India Regulations, SEBI Regulations and all other applicable provisions of law.

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 do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

5. TO CONSIDER & APPROVE PROFIT RELATED COMMISSION PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of section 197 read along with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the directors of the Company or some or any of them (other than the Managing Director and Executive Chairman) in such amounts, subject to such ceiling/s and in such manner and in such respects, as may be decided by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year for a period of five years commencing from April 1, 2023.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term mentioned above, the Non-executive Directors shall be paid remuneration by way of Commission as set out above, as may be decided by the Board, notwithstanding that it may exceed one percent of the net profits of the Company and subject to such restrictions, if any, as may be set out in the applicable provisions of and Schedule V to the Act, from time to time.

RESOLVED FURTHER THAT Mr. Maroti Jawanjar, Executive Chairman (DIN:00379916), Mr. Sandeep Jawanjal, Managing Director (DIN: 01490054) and Company Secretary of the Company ("Authorised Representatives") be and are hereby jointly or severally authorized by the Company to do all such act, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

6. APPOINTMENT OF MR. HIMANSHU JOSHI (DIN: 07214254) 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 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Himanshu Joshi (DIN: 07214254) who has been appointed as an Additional Director (Category: Non-Executive, Independent Director) of the Company by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby

appointed as an Independent Director of the Company for a period of one year with effect from June 01, 2023 to May 31, 2024, not 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 such deeds, documents, agreements, forms and instruments, for and on behalf of the Company, as may be necessary or desirable to give effect to the foregoing resolutions including without limitation in relation to intimating the Reserve Bank of India, BSE Limited and all other concerned authorities/ parties regarding the appointment of the Director on the Board and the consequent change in the Board and the filing of necessary forms with the Registrar of Companies."

7. TO CONSIDER REMUNERATION SCALE OF MS. DEEPALI BALPANDE, COMPANY SECRETARY AND CHIEF COMPLIANCE OFFICER WHO HOLDS OFFICE OR PLACE OF PROFIT IN THE COMPANY :

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation and approval of the Nomination and Remuneration Committee, Audit Committee and Board of Directors at their meetings held on August 11,2023, August 12,2023 and August 12, 2023 respectively, approval of the Members be and is hereby accorded to fix the remuneration scale payable to Ms. Deepali Balpande, Company Secretary and Chief Compliance Officer of the Company and holding an office or place of profit in the Company, as computed under applicable provisions of Companies Act, 2013 and its allied rules in the range of Rs. 2,20,000/- per month to Rs. 5,00,000/- per month and such other perquisites in accordance with the Company rules.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things, settle any queries/difficulties/ doubts arising from it, as may be considered necessary, proper or expedient to give effect to the aforesaid resolution and for matters connected herewith or incidental thereto in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate to any officers or employees of the Company, or any lawyers, consultants or advisors as may be deemed necessary or prudent, it's power to execute all documents and take all steps and do all such acts, matters, deeds and give such directions as may be required, necessary, or considered expedient or desirable for giving effect to the aforementioned resolution, and to further comply with the requirements, if any, of applicable law including the Companies Act, 2013, the relevant rules framed thereunder and the Secretarial Standards."

Registered Office:

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

Place: Nagpur

Date: August 12, 2023

By order of the Board of Directors

For Berar Finance Limited

Sd/-

Deepali Balpande

Company Secretary

Membership No: ACS 21290

Notes:

- i. The Ministry of Corporate Affairs (“MCA”) vide its various circulars issued from time to time have permitted the holding of Annual General Meeting (“AGM”) through VC/OAVM till September 30, 2023. In compliance with the relevant provisions of the Companies Act, 2013 (“the Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the MCA Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue.

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

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

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

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

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

- v. 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. 022-62638222.
- vi. In line with the MCA Circular dated December 28, 2022 and SEBI circular SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 05, 2023, the Notice of the AGM along with the Annual Report for the Financial Year 2022-2023 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/M/s. Bigshare Services Private Limited/ Depository Participants. A copy of the Notice of this AGM along with

the Annual Report are available on the website of the Company at www.berarfinance.com, website of the Stock Exchange where the NCDs of the Company are listed, viz. BSE Limited at www.bseindia.com and website of CDSL www.evotingindia.com. For any communication, the Members may also send a request to the Company's email id: investor.relations@berarfinance.com. The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2022 - 2023 and the Notice of AGM to any Member. The physical copy of Notice and Annual Report will also be sent to Shareholders at their registered address who request for the same.

- 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 2009 - 2010 to 2014-2015 were transferred by the Company to the said fund in Financial Years from 2017 - 2018 to 2022 - 2023 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: <http://www.berarfinance.com> 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 2015-2016 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, 2016	27.08.2016	25.09.2023	26.09.2023 to 25.10.2023
March 31, 2017	02.09.2017	01.10.2024	02.10.2024 to 31.10.2024
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

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, 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.

The Company also publishes the Notice in the Newspapers, if any intimating the Members of the said provisions and these details are 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. The Ministry of Corporate affairs by virtue of notification dated September 10, 2018 has amended the Companies (Prospectus and Allotment of Securities) Rules, 2014. According to this notification;

Every holder of securities of an unlisted public company –

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

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

To facilitate the 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 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.

- xii. 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).
- xiii. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Nagpur-440012:
- a. Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act.
 - b. Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act.

In accordance with the MCA circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the AGM. Members seeking to inspect such documents can send an email to investor.relations@berarfinance.com.

- xiv. Relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 25, 2023. Members seeking to inspect such documents can send an email to investor.relations@berarfinance.com.
- xv. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
- a) Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
 - b) Members holding shares in physical form may register their email address by informing the Company at its investor email id investor.relations@berarfinance.com.

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

- xvi. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") who shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The procedures and instructions for 'remote e-voting', 'attending the meeting' and 'e-voting at the meeting' issued by CDSL are furnished as part of this Notice.
- xvii. The Board of Directors has appointed Mr. Sunil Purushottam Zore, Practicing Company Secretary (CP No.11837), having office at "A-Wing, 202, Kolshet Road, Dhokali Naka, Cosmos Nest, Thane (W) – 400 607" and at "Block No.98, Wing III, Rajat Sankul, Ganesh Peth, Nagpur-440018" as the Scrutinizer for conducting E-Voting process (both remote evoting as well as e-voting during the AGM) in a fair and transparent manner.
- xviii. 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 Thursday, September 21, 2023 at 9:00 A.M. (IST) and end on Sunday, September 24, 2023 at 5:00 P.M. (IST).

- xix. During the above period, shareholders of the Company as on **the cut-off date of September 18, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on September 24, 2023. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
- xx. 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 **Monday, September 18, 2023**. 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. Monday, September 18, 2023** only shall be entitled to avail the facility of remote e-voting / e-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.

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

- xxi. Notice is being sent to all the shareholders whose names 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 25, 2023 and who have registered their email ids with the Company/Depository Participants.

Any person, who acquires shares of the Company and becomes a member after dispatch of the Notice, but holds shares as on **the cut-off date i.e. Monday, September 18, 2023** 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.

- xxii. 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.

- xxiii. Members can opt for only one mode of voting, i.e., either by remote e-voting or e-voting during the meeting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through during the meeting shall be treated as invalid.
- xxiv. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the remote e-voting and e-voting during the meeting will be announced by the Company on its website - www.berarfinance.com within 48 hours of the conclusion of the AGM.
- xxv. 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, Aadhar Card Number etc. Members are requested to submit their details and changes therein;
- a) In case shares held in Demat Form, to their respective depository participant.
 - b) In case shares held in physical form, the member can approach the Company by writing an email to the Company at investor.relations@berarfinance.com.
- xxvi. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from the dividend paid at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. No tax shall be deducted at source on the dividend payable to a resident individual if the total dividend to be received by the said resident individual from the Company during a financial year does not exceed ₹ 5,000; or if an eligible resident shareholder provides a valid declaration in Form 15G/Form 15H or other documents as may be applicable to different categories of shareholders.
- A Resident individual shareholder with PAN and who is not liable to pay Income Tax can submit a yearly declaration in Form No. 15G/15H (which can be downloaded from the company's website – www.berarfinance.com) to avail the benefit of non- deduction of tax at source by email to investor.relations@berarfinance.com by Saturday, September 16, 2023. Shareholders are requested to note that in case their PAN is not registered or PAN submitted is invalid, tax will be deducted at a higher rate of 20%.
- Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the Tax Treaty benefits, by sending an email to investor.relations@berarfinance.com. The aforesaid declarations and documents should be submitted by the members by Saturday, September 16, 2023.
- xxvii. 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:
- 1) Shareholders holding shares in electronic mode may approach their respective depository participants (DP) and
 - 2) 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: 022-62638222.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ORDINARY BUSINESS

Resolution at Item No. 3:

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

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

S. No.	Nature of Information	Particulars
1.	Name of the Director	Mr. Avishek Addy
2.	Director Information Number (DIN)	07973542
3.	Date of Birth & Age	July 15, 1980, 43 Years
4.	Date of First Appointment on the Board	January 19, 2021
5.	Terms and Conditions of Appointment	The Appointee has been appointed pursuant to the terms of the Shareholders’ Agreement and Share Subscription Agreement last revised on March 2, 2022. He shall be a Non-Executive Director on the Board and be liable to retire by rotation.
6.	Details of Remuneration	The Appointee shall be entitled to all rights and privileges of other Non-Executive Directors and to the sitting fees and expenses as well as all reasonable out-of-pocket-expenses (including travel, boarding and lodging expenses) for attending any shareholders’ meeting or Board meeting of the Company or a meeting of the board of directors of subsidiaries of the Company (if any) and any other reasonable expenses incurred by him in the course of fulfilling his duties and obligations as a Director of the Company and/or a director of the subsidiaries of the Company (if appointed) in terms of the policy of the Company.
7.	Shareholding in the Company	The Appointee does not hold any shares in the Company.
8.	Relationship with other Directors, Manager and other Key Managerial Personnel (KMP) of the Company	Nil.
9.	Qualifications	The Appointee is an Associate Member of the Institute of Chartered Accountants of India (Membership No. 133571). He is a graduate in Commerce (B.Com (Hons.)) and also post-graduate in management from IIM, Ahmedabad.

10.	Experience	The Appointee is a member of the core investment team in Amicus Capital with a focus on investment in financial services sector. Prior to joining Amicus Capital, he worked across multiple organizations including Faering Capital, Ernst & Young and Oil and Natural Gas Corporation Limited.
11.	Number of meetings of the Board attended	The details of Board Meetings attended by the appointee during the financial year 2022-2023 are as under: 1. April 28, 2022 2. May 30, 2022 3. July 29, 2022 4. August 12, 2022 5. September 05, 2022 6. December 23, 2022 7. February 14, 2023 8. March 30, 2023
12.	Directorship held in other companies as on date	As on date, the Appointee holds Directorship in the following companies: Altum Credo Home Finance Private Limited D2C Insurance Broking Private Limited
13	Chairmanship/Membership of the committees of the Board of Directors of other companies as on date	As on date, Mr. Avishek Addy holds membership in following committees in Altum Credo Home Finance Private Limited: (a) Nomination and Remuneration Committee; (b) Audit Committee; (c) Corporate Social Responsibility Committee; (d) Risk Management Committee.

Except Mr. Avishek Addy, 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.

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.

Securities and Exchange Board of India (SEBI) vide its notification dated February 2, 2023 amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 by inserting Sub-Regulation (6) in Regulation 23 which mandates an issuer to ensure that its Articles of Association require its Board of Directors to appoint a person nominated by the Debenture Trustee (‘DT’) upon occurrence of any of the following event of default as per regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993 (‘DT Regulations’) as a director on the Board of Directors of the Company viz.,

- (i) Two consecutive defaults in payment of interest to the debenture holders; or
- (ii) Default in creation of security for debentures; or
- (iii) Default in redemption of debentures.

In order to comply with above requirements, it is proposed to amend the Articles of Association of the Company to enable DT to appoint their Nominee on the Board upon occurrence of any of the event specified in regulation 15(1)(e) of the DT Regulations.

Pursuant to the provisions of section 14 of the Companies Act, 2013, approval of Members of the Company by way of a special resolution is required for any alteration in the Articles of Association of the Company. Accordingly, the approval of the Members is being sought by way of a Special Resolution.

A copy of Articles of Association of the Company containing proposed alteration is available for inspection by the members electronically.

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 special resolution set out at item no. 4 of the notice for approval of the Members.

Resolution at Item No. 5:

The provisions of Section 197 of the Companies Act, 2013, (the 'Act') permits payment of remuneration to a director, who is neither a whole-time director nor a managing director of a company, by way of commission not exceeding 1% (one percent) of the net profits of the Company, if the Company authorises such payment.

The Non-Executive Directors are spending considerable time and efforts in discharging their responsibilities and also contributing to the overall performance and progress made by the Company. In recognition of their contribution, it is now proposed to pay such commission to the Non-executive Directors or some or any of them (other than the Managing Director and Executive Chairman) in such amounts, subject to such ceiling/s and in such manner and in such respects, as may be decided by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year for a period of five years commencing from April 1, 2023. The same is in accordance with the Remuneration Policy of the Company.

Pursuant to the Companies (Amendment) Act, 2020, read with rules made thereunder, if a company fails to make profits or makes inadequate profits in a financial year, any Non-executive Director of such Company, including an Independent Director, may be paid remuneration in accordance with Schedule V of the Act. Accordingly, the said resolution includes an enabling provision. The above payment to Non-executive Directors will be in addition to the sitting fees payable to them for attending Board/committee meetings which at present is fixed at ₹ 5,000 per meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except the concerned Non-executive Directors may be deemed to be 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 and remuneration that may be received by them.

The Board recommends special resolution set out at item no. 5 of the notice for approval of the Members.

Resolution at Item No. 6:

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

The Board with a view to strengthen the Board with professionals from diversified background, at its meeting held on May 30, 2023, subject to approval of shareholders, based on the recommendation of the Nomination and Remuneration Committee (‘NRC’), appointed Mr. Himanshu Joshi (DIN: 07214254) as an Additional Director of the Company (Category: Non-executive Independent Director) not liable to retire by rotation, for a term of 1 year with effect from June 01, 2023. The Company has also received a Notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Himanshu Joshi for the office of Director of the Company.

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

The Company has received his consent to act as a Director of the Company in Form DIR-2 along with other requisite documents required for his appointment as a Director. It has also received a declaration from Mr. Himanshu Joshi confirming that he meets the criteria of Independence under the Companies Act, 2013.

The Company has also received a self-declaration from the Appointee that he was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of 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, Mr. Himanshu Joshi 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 he 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 him as an Independent Director for a period of one year from June 01, 2023 to May 31, 2024. Accordingly, the Board recommends this resolution for the appointment of Mr. Himanshu Joshi, as a Director in the category of Non-Executive Independent for the approval by the Members of the Company. Draft letter of appointment of Mr. Himanshu Joshi setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode. In terms of SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, a brief profile of Mr. Himanshu Joshi (“Appointee”), except the information already provided in the explanatory statement is provided below:

S. No.	Nature of Information	Particulars
1.	Name of the Director	Mr. Himanshu Joshi
2.	Director Information Number (DIN)	07214254
3.	Date of Birth & Age	October 22, 1958, 64 years
4.	Date of First Appointment on the Board	June 01, 2023
5.	Terms and Conditions of Appointment	Appointment as an Independent Director for a period of 1 (one) year from June 01, 2023 to May 31, 2024 (both days inclusive).

6.	Details of Remuneration	The Appointee shall be entitled to all rights and privileges of other Non-Executive Directors and to the sitting fees and expenses as well as all reasonable out-of-pocket expenses (including travel, boarding and lodging expenses) for attending any shareholders' meeting or Board meeting of the Company or a meeting of the Board of Directors of subsidiaries of the Company (if any) and any other reasonable expenses incurred by him in the course of fulfilling his duties and obligations as a Director of the Company and/or a Director of the subsidiaries of the Company (if appointed) in terms of the policy of the Company.
7.	Shareholding in the Company	The Appointee does not hold any shares in the Company.
8.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
9.	Qualifications	B.Com, CAIIB. He is Diploma in Treasury, Investment & Risk Management.
10.	Experience	Mr. Himanshu Joshi has over four decades of hands-on banking experience across India and retired in year 2018 as the Executive Director of Oriental Bank of Commerce (now Punjab National Bank). Since April 2021. He is working as Board Advisor at CARE Rating group. He has relevant knowledge or experience in respect of one or more matters namely Economics, Banking, Finance, Risk and Regulatory supervision, Analytics, etc.
11.	Number of meetings of the Board attended	Mr. Himanshu Joshi has been appointed as an Additional Director of the Company at the meeting of the Board dated May 30, 2023, therefore, he has not attended/been part of any meeting of the Board during the financial year 2022-2023.
12.	Directorship held in other companies as on date	As on date, Mr. Himanshu Joshi holds directorship in the following companies: i. Altum Credo Home Finance Private Limited ii. PNB Insurance Broking Private Limited (Under Liquidation)

13.	Chairmanship/Membership of the committees of the Board of Directors of other companies as on date.	As on date, Mr. Himanshu Joshi holds membership in following committees in Altum Credo Home Finance Private Limited: (a) Nomination and Remuneration Committee (Chairman); (b) Audit Committee (Member); (c) Corporate Social Responsibility Committee (Member); (d) Risk Management Committee (Member).
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Except Mr. Himanshu Joshi, 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. 6 of the notice for approval of the Members.

Resolution at Item No. 7:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 governs the related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company.

Ms. Deepali Balpande, daughter of Mr. Maroti Jawanjar (Executive Chairman and Promoter) and sister of Mr. Sandeep Jawanjar (Managing Director and Promoter) is appointed as Company Secretary of the Company who is holding an office or place of profit under Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force). She is availing a fixed remuneration of Rs. 2,20,000/- per month and is also entitled to performance linked variable pay as may be decided by Nomination and Remuneration Committee and Board of Directors of the Company which may result in her monthly remuneration exceeding Rs.2,50,000/- per month and as she is a related party and holds office or place of profit in the Company, it will attract the provision of Section 188 of the Companies Act, 2013 read with explanation and Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time which states that where the office or place of profit is held by an individual other than Director and such person receives from the Company anything by way of remuneration, salary, fee, commission, perquisites, any rent free accommodation or otherwise, it requires the prior approval of the Members if the monthly remuneration exceeds two and a half lakh rupees, i.e. Rs.2,50,000/- per month. So as abundance of caution, it is proposed to fix remuneration scale of Ms. Deepali Balpande in range of Rs.2,20,000/- per month to Rs. 5,00,000/- per month and such other perquisites in accordance with the Company rules.

In terms of Sections 188(1)(f) of the Companies Act, 2013 read with applicable rules and as per the recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board, fixing the remuneration scale payable to Ms. Deepali Balpande, Company Secretary and Chief Compliance Officer of the Company and holding an office or place of profit in the Company, is in the ordinary course of business and at arm's length basis transaction. Ms. Deepali Balpande is acting as a Company Secretary since April 01, 2008. She is focusing on legal and statutory compliances of the Company. She also act as Chief Compliance Officer ("CCO") in accordance with the Compliance Policy of the Company.

Except Ms. Deepali Balpande, Mr. Maroti Jawanjar and Mr. Sandeep Jawanjal, 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. 7 of the notice for approval of the Members.

PROCEDURES / INSTRUCTIONS

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

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 2/2022 dated May 5, 2022, Circular No.10/2022 dated December 28, 2022. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.berarfinance.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No.10/2022 dated December 28, 2022.

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

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 remote e-voting period begins on **Thursday, September 21, 2023 at 9:00 A.M. (IST) and ends on Sunday, September 24, 2023 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 of Monday, September 18, 2023** 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 userIDs 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 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.

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 CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 CDSL website www.cdslindia.com and click on login & New System Myeasi 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 e-Voting 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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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 e-Voting and joining virtual meetings 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 which is **230824008**.

(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 and to the Company at the email address viz; investor.relations@berarfinance.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33
