



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 Section 108 of the Companies Act, 2013 and Rule 20 of the
Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman

33rd Annual General Meeting (AGM)

BERAR FINANCE LIMITED (The "Company")

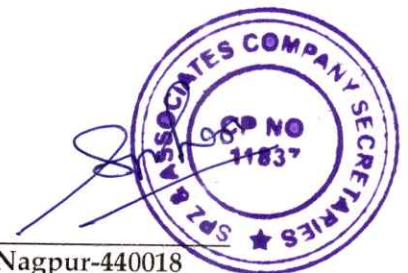
(CIN-U65929MH1990PLC057829)

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 AGM (instapoll), 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 33rd Annual General Meeting (AGM) of the members of the Company, held on **Monday 25th day of September, 2023 at 03.30 P.M. (IST)** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility.

The Notice dated **August 12, 2023** convening the 33rd AGM 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 AGM of the Company.



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

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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 electronic means on the resolutions contained in the Notice to the 33rd AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and instapoll is restricted to make a Scrutinizer's report of the votes, cast "in favour" or "against" the resolutions and "invalid" 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 the AGM (instapoll).

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

- i. The remote e-voting commenced on **Thursday, September 21, 2023 at 9:00 A.M. (IST)** and end on **Sunday, September 24, 2023 at 5:00 P.M. (IST)**.
- ii. The members who were on record of the Company as on the "cut-off date i.e. **Monday, September 18, 2023 (End of Day)** were entitled to vote on the resolutions as set out in the notice of the 33rd AGM of the Company.
- iii. The votes cast via remote e-voting were blocked on **September 24, 2023 (5:00 P.M.)**, immediately after completion of voting hours.
- iv. The facility for e-voting during AGM (instapoll) was provided at the 33rd AGM on **Monday 25th September, 2023** for those members who attended the meeting but not voted through remote e-voting facility, and such e-voting was blocked, after 30 minutes on completion of AGM.



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v. Thereafter considering remote e-voting and votes by e-voting during the AGM (instapoll), the combined result of the voting is annexed to this report as "Annexure - A". The details containing, inter alia, votes put in "for" or "against", on each of the resolutions that were put to vote, and whose votes became invalid, were generated from the portal of CDSL and that "Annexure - A" is based on such reports.

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

We 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 by e-voting during the AGM (instapoll) by the shareholders of the Company.

Thanking you

Yours Faithfully
For SPZ & Associates
Company Secretaries

CS Sunil Zore

Certificate of Practice Number -11837
Membership Number - A22144
Firm Unique Identification Number- S2015MH305600
Peer Review Certificate Number- 965/2020
ICSIUDIN - A022144E001084656

Maroti Jawanjar
The Executive Chairman
BERAR FINANCE LIMITED
Date: 26/09/2023,
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	% age
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
1	Ordinary Resolution	Adoption of Audited Financial Statements of the Company for the year ended March 31, 2023 and the Boards and Auditors Reports thereon.	Remote e-voting	36	8786262	99.97	0	0	0	36	8786262	99.97	0	0	0
			e-voting during AGM (instapoll)	2	2200	0.03	0	0	0	2	2200	0.03	0	0	0
			Total	38	8788462	100	0	0	0	38	8788462	100	0	0	0
2	Ordinary Resolution	Declaration of final dividend for financial year 2022-2023	Remote e-voting	36	8786262	99.97	0	0	0	36	8786262	99.97	0	0	0
			e-voting during AGM (instapoll)	2	2200	0.03	0	0	0	2	2200	0.03	0	0	0
			Total	38	8788462	100	0	0	0	38	8788462	100	0	0	0
3	Ordinary Resolution	Re-appointment of Mr. Avishek Addy (DIN: 07973542), as a Director, who retires by rotation and being eligible, offers himself for re-appointment.	Remote e-voting	36	8786262	99.97	0	0	0	36	8786262	99.97	0	0	0
			e-voting during AGM (instapoll)	2	2200	0.03	0	0	0	2	2200	0.03	0	0	0
			Total	38	8788462	100	0	0	0	38	8788462	100	0	0	0
4	Special Resolution	To consider and approve the amendment in the Articles of Association of the Company.	Remote e-voting	36	8786262	99.97	0	0	0	36	8786262	99.97	0	0	0
			e-voting during AGM (instapoll)	2	2200	0.03	0	0	0	2	2200	0.03	0	0	0
			Total	38	8788462	100	0	0	0	38	8788462	100	0	0	0
5	Special Resolution	To consider and approve profit related commission payable to the Non-Executive Directors of the Company.	Remote e-voting	36	8786262	99.97	0	0	0	36	8786262	99.97	0	0	0
			e-voting during AGM (instapoll)	2	2200	0.03	0	0	0	2	2200	0.03	0	0	0
			Total	38	8788462	100	0	0	0	38	8788462	100	0	0	0
6	Ordinary Resolution	Appointment of Mr. Himanshu Joshi (DIN: 07214254) as an Independent Director of the Company	Remote e-voting	36	8786262	99.97	0	0	0	36	8786262	99.97	0	0	0
			e-voting during AGM (instapoll)	2	2200	0.03	0	0	0	2	2200	0.03	0	0	0
			Total	38	8788462	100	0	0	0	38	8788462	100	0	0	0
7	Ordinary Resolution	To consider remuneration scale of Ms. Deepali Balpande, Company Secretary and Chief Compliance Officer who holds office or place of profit in the Company.	Remote e-voting	29	5597616	99.96	0	0	0	29	5597616	99.96	0	0	0
			e-voting during AGM (instapoll)	2	2200	0.04	0	0	0	2	2200	0.04	0	0	0
			Total	31	5599816	100	0	0	0	31	5599816	100	0	0	0

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