



## BERAR FINANCE LIMITED

**Corporate Identity Number:** U65929MH1990PLC057829

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

**Tel.No.0712-6663999**

**Website:** [www.berarfinance.com](http://www.berarfinance.com) **Email:** [investor.relations@berarfinance.com](mailto:investor.relations@berarfinance.com)

### NOTICE OF 34<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Thirty –Fourth (34<sup>th</sup>) Annual General Meeting ('AGM') of the Members of **Berar Finance Limited** will be held on **Friday, the 20<sup>th</sup> day of September, 2024 at 04.00 P.M. (IST), at " Arjuna Celebrations ", Pande Layout Road, Khamla, Nagpur-440025** (Route map enclosed) to transact the following business:

#### ORDINARY BUSINESS:

- To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** the Audited Financial Statements of the Company for the year ended March 31, 2024 and the Board's and Auditors' Reports thereon, be and are hereby approved and adopted."
- To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** 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, 2024 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 20, 2024 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 2023-2024."
- To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** Mr. Harishchandra Sukhdeve (DIN: 09289094), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

#### SPECIAL BUSINESS:

#### 4. APPOINTMENT OF MR. RAJESH VASUDEVAN (DIN: 02711990) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and relevant circulars issued by the Reserve Bank of India ('RBI') from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force), Mr. Rajesh Vasudevan (DIN: 02711990) who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from May 23, 2024 under Section 161 of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from May 23, 2024 to May 22, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** Mr. Maroti Jawanjar, Executive Chairman (DIN:00379916), Mr. Sandeep Jawanjal, Managing Director (DIN: 01490054), and the Company Secretary of the Company ("Authorised Representatives") be and are hereby jointly or severally authorised by the Company to carry out all such acts and execute all such deeds, documents, agreements, forms and instruments, for and on behalf of the Company, as may be necessary or desirable to give effect to this resolution including without limitation in relation to intimating the Reserve Bank of India, BSE Limited and all other concerned authorities/ parties regarding the appointment of the Director on the Board and the consequent change in the Board and the filing of necessary forms with the Registrar of Companies."

#### 5. APPOINTMENT OF MR. VARUN BHALLA (DIN: 09687552) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and relevant circulars issued by the Reserve Bank of India ('RBI') from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force), Mr. Varun Bhalla (DIN: 09687552), who

qualifies for being appointed as Independent Director 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 under section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Five (5) consecutive years commencing from September 20, 2024 to September 19, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** Mr. Maroti Jawanjar, Executive Chairman (DIN:00379916), Mr. Sandeep Jawanjal, Managing Director (DIN: 01490054), and the Company Secretary of the Company (“Authorised Representatives”) be and are hereby jointly or severally authorised by the Company to carry out all such acts and execute all such deeds, documents, agreements, forms and instruments, for and on behalf of the Company, as may be necessary or desirable to give effect to this resolution including without limitation in relation to intimating the Reserve Bank of India, BSE Limited and all other concerned authorities/ parties regarding the appointment of the Director on the Board and the consequent change in the Board and the filing of necessary forms with the Registrar of Companies.”

**Registered Office:**

Avinisha Tower, Mehadia Chowk,  
Dhantoli, Nagpur- 440012

**By order of the Board of Directors**

**For Berar Finance Limited**

**Sd/-**

**Deepali Balpande**

**Company Secretary**

**Membership No: ACS 21290**

**Place: Nagpur**

**Date: August 13, 2024**

**Notes:**

**PROXY RELATED INFORMATION:**

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

**INSTRUCTIONS FOR MEMBERS/PROXIES:**

- iii. Members/proxies are requested to bring the attendance slip duly filled and signed along with the identity proof at the meeting for the purpose of identification.
- iv. Members attending in person at the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act,2023(“the Act”)
- v. Route map for directions to the venue of the meeting is provided in this notice and is also available on the website of the Company <https://www.berarfinance.com/investors.html>.
- vi. In case of joint holders attending the meeting, only such joint holder whose name appears first in the order of names will be entitled to vote at the meeting.

**IEPF RELATED INFORMATION:**

- vii. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, any amount transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred to a fund called ‘Investor Education and Protection Fund’ (“IEPF”) set up by the Central Government. Accordingly, the unclaimed dividend amounts in respect of Financial Years 2010 - 2011 to 2015-2016 were transferred by the Company to the said fund in Financial Years from 2018 - 2019 to 2023 - 2024 respectively. No claim lies against the Company in respect of these dividend.
- viii. The Company uploads the details of unpaid and unclaimed amounts lying with the Company on the website of the Company viz: <https://www.berarfinance.com/investors.html> as well as on the website of the Ministry of Corporate Affairs.

- ix. Due dates of transferring unclaimed and unpaid dividends declared by the Company for the Financial Year 2016-2017 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, 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
March 31, 2023	25.09.2023	24.10.2030	25.10.2030 to 23.11.2030

The Company urges all the Members to encash/ claim their respective dividend during the prescribed period. Members who have not encashed the dividend so far in respect of the aforesaid period(s), are requested to make their claim to the Company well in advance of the above due dates.

- x. Pursuant to Section 124(6) of the Companies Act, 2013, as amended and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the IEPF Rules, 2016) and any further amendment thereof, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF Authority.

In due compliance of the provisions of rule 6(3) of the IEPF Rules, 2016, the Company sends individual letters through speed post to all such Members requesting them to claim the amount of unpaid dividend before the Company proceeds with the transfer of related shares to demat account of the IEPF Authority.

As provided under the IEPF Rules, 2016, a member can claim such dividend and shares transferred to the Fund by the following procedure prescribed in the IEPF Rules, 2016 which is available on the Company's website <https://www.berarfinance.com/investors.html>

#### INSPECTION OF DOCUMENTS:

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

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

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

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

#### REMOTE E-VOTING/ VOTING RELATED INFORMATION

- xii. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, the Company has provided E-voting facility to the members. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") who shall be providing facility for voting through remote e-voting. The procedures and instructions for 'remote e-voting' issued by CDSL are furnished as part of this Notice.
- xiii. It may be noted that the remote e-voting facility is optional. The remote e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period:

**The remote e-voting will commence on Tuesday, September 17, 2024 at 9:00 A.M. (IST) and end on Thursday, September 19, 2024 at 5:00 P.M. (IST).**

- xiv. During the above period, shareholders of the Company as on **the cut-off date of Friday, September 13, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on September 19, 2024. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
- xv. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Friday, September 13, 2024**. 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. Friday, September 13, 2024** only shall be entitled to avail the facility of remote e-voting / voting at the time of the meeting. A person who is not a member on the cut-off date should treat this Notice for information purpose only.

- xvi. The facility for voting through polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- xvii. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- xviii. Members can opt for only one mode of voting, i.e., either by remote e-voting or voting during the meeting by Polling paper. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through during the meeting shall be treated as invalid.
- xix. The Board of Directors has appointed Mr. Sunil Purushottam Zore, Practicing Company Secretary (CP No.11837), having office at “A-Wing, 202, Kolshet Road, Dhokali Naka, Cosmos Nest, Thane (W) – 400 607” and at “Block No.98, Wing III, Rajat Sankul, Ganesh Peth, Nagpur- 440018” as the Scrutinizer for conducting Voting process (both remote e-voting as well as voting during the AGM) in a fair and transparent manner.
- xx. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unlock the votes cast at the meeting as well as the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutiniser’s report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman or any person so authorised by him, who shall countersign the same and declare the result thereof.
- xxi. The results declared along with the scrutiniser’s report shall be placed on the Company’s website at <https://www.berarfinance.com/investors.html>. and shall also be communicated to the stock exchange.

#### GENERAL INFORMATION:

- xxii. Institutional/Corporate shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body’s resolution/authorisation, etc., authorizing their representative to attend the AGM on its behalf and to vote. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to [cssunilzore@gmail.com](mailto:cssunilzore@gmail.com) with a copy marked to the Company at [investor.relations@berarfinance.com](mailto:investor.relations@berarfinance.com).
- xxiii. The Explanatory Statement pursuant to Section 102(1) of the Act in respect of the special business above is attached herewith. As required, the brief profile of Directors seeking appointment/ re-appointment at this AGM are given in the Explanatory Statement to the Notice of the AGM.
- xxiv. The Company’s Registrar and Transfer Agent for its Share Registry Work is M/s. Bigshare Services Pvt. Ltd., Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093. Ph. No. 022-62638222.
- xxv. 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 23, 2024.
- xxvi. Sections 101 and 136 of the Act read with the rules made thereunder and Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, permit the companies to send the Notice of AGM and the Annual Report, including financial statements, Board’s Report, etc., by electronic mode. The Company is accordingly forwarding the soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective depository participants or with the Company.  
The Annual Report, Notice of AGM, Proxy Form and Attendance Slip are also available on the Company’s website <https://www.berarfinance.com/investors.html> and website of the Stock Exchange i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com).
- xxvii. Members who have not registered their e-mail address, physical copy of Annual Report along with AGM Notice, Proxy form and Attendance slip (inclusive remote e-voting credential) are sent at their registered address available with Company.
- xxviii. Members are requested to support the Green Initiative by registering / updating their email addresses with the Depository Participants (in case shares are held in dematerialized form) or with the Company (in case shares are held in physical form).
- xxix. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
  - 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](mailto:investor.relations@berarfinance.com).
  - c) 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 [www.nsdl.co.in](http://www.nsdl.co.in) and CDSL on its website [www.cdslindia.com](http://www.cdslindia.com).

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

- xxx. Any person, who acquires shares of the Company and becomes a member after dispatch of the Notice, but holds shares as on **the cut-off date i.e. Friday, September 13, 2024** may obtain the copy of Annual Report, Notice, login ID and password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Company at its email id [investor.relations@berarfinance.com](mailto:investor.relations@berarfinance.com) from their registered e-mail ID. In case the e-mail ID is not registered, such members are requested to register/update the same with the respective depository participants.
- xxxi. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company to record additional details of Members, including their PAN details, email address, Aadhaar Card Number etc. Members are requested to submit their details and changes therein;
- In case shares held in Demat Form, to their respective depository participant.
  - In case shares held in physical form, the member can approach the Company by writing an email to the Company at [investor.relations@berarfinance.com](mailto:investor.relations@berarfinance.com).
- xxxii. The Ministry of Corporate affairs by virtue of notification dated September 10, 2018 has amended the Companies (Prospectus and Allotment of Securities) Rules, 2014. According to this notification;
- Every holder of securities of an unlisted public company –
- who intends to transfer such securities on or after October 02, 2018, shall get such securities dematerialised before the transfer; or
  - who subscribes to any securities of an unlisted public company (whether by way of private placement or bonus shares or rights offer) on or after October 02, 2018 shall ensure that all his existing securities are held in dematerialized form before such subscription.

To facilitate the members of the Company to demat their shareholding in the Company, the Company has made admission of its securities on both Depositories namely Central Depository Services (India) Limited (“**CDSL**”) and National Securities Depository Limited (“**NSDL**”). The Company has appointed M/s. Bigshare Services Pvt. Ltd., Mumbai as Registrar and Share Transfer Agent (RTA). The Equity ISIN of the Company is **INE998Y01017**.

#### **DIVIDEND RELATED INFORMATION:**

- xxxiii. To ensure timely credit of dividend through electronic mode, members are requested to keep their latest bank account details updated with their respective Depository Participant (‘DPs’) and the Company in case they hold shares in physical mode.
- xxxiv. 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.
- xxxv. 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](http://www.berarfinance.com)) to avail the benefit of non- deduction of tax at source by email to [investor.relations@berarfinance.com](mailto:investor.relations@berarfinance.com) by Wednesday, September 11, 2024. 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](mailto:investor.relations@berarfinance.com). The aforesaid declarations and documents should be submitted by the members by Wednesday, September 11, 2024.

#### **NOMINATION FACILITY:**

- xxxvi. Members can avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. For the said purpose:
- Shareholders holding shares in electronic mode may approach their respective depository participants (DP) and
  - Shareholders holding shares in physical mode can approach M/s. Bigshare Services Pvt Ltd, our Registrar & Share Transfer Agent (RTA) at Office No. S6-2, 6<sup>th</sup> 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. Harishchandra Sukhdeve (“Appointee”) is provided below:

S. No.	Nature of Information	Particulars
1.	Name of the Director	Mr. Harishchandra Sukhdeve
2.	Director Information Number (DIN)	09289094
3.	Date of Birth & Age	January 12, 1953 , 71 years
4.	Date of First Appointment on the Board	August 23, 2021
5.	Terms and Conditions of Appointment	The Appointee shall be a Non-Executive Director on the Board and be liable to retire by rotation.
6.	Details of Remuneration	The Appointee shall be entitled to all rights and privileges of other Non-Executive Directors and to the sitting fees and expenses as well as all reasonable out-of-pocket-expenses (including travel, boarding and lodging expenses) for attending any shareholders’ meeting or Board meeting of the Company or a meeting of the board of directors of subsidiaries of the Company (if any) and any other reasonable expenses incurred by him in the course of fulfilling his duties and obligations as a Director of the Company and/or a director of the subsidiaries of the Company (if appointed) in terms of the policy of the Company.
7.	Shareholding in the Company	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 a post-graduate in Science in Agriculture (MSc), a Certified Associate of Indian Institute of Bankers (CAIIB) and also a graduate in Law (LLB).
10.	Experience	The Appointee has over 40 years of general banking experience, out of which 3 years he worked as Chairman and CEO of the large size Regional Rural Bank, 2 years each as Head of HRM (Training) of Financial Inclusion and State Level Bankers Committee (SLBC) Department at Corporate Office and served for One year as OSD at the Planning Commission (now known as Niti Aayog).
11.	Number of meetings of the Board attended	The details of Board Meetings attended by the appointee during the financial year 2023-2024 are as under: <ol style="list-style-type: none"> <li>1. May 30, 2023</li> <li>2. August 12, 2023</li> <li>3. September 29, 2023</li> <li>4. November 10, 2023</li> <li>5. February 09, 2024</li> <li>6. March 27, 2024</li> </ol>
12.	Directorship held in other companies as on date	As on date, the Appointee does not hold Directorship in any other Company.
13.	Chairmanship/Membership of the committees of the Board of Directors of other companies as on date	As on date, the Appointee does not hold Chairmanship/Membership of the committees of the Board of Directors of other Companies.

Except Mr. Harishchandra Sukhdeve, none of the Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

**SPECIAL BUSINESS:**
**Resolution at Item No. 4:**

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

The Board of Directors of the Company at its meeting held on May 23, 2024, pursuant to the recommendation of Nomination & Remuneration Committee, has approved the appointment of Mr. Rajesh Vasudevan (DIN: 02711990) as an Additional Director (Independent & Non-Executive) of the Company with effect from May 23, 2024 to hold office upto the date of ensuing Annual General meeting of the Company pursuant to section 161 of the Act and subject to the approval of the members at the said Annual General Meeting, to hold office as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years commencing from May 23, 2024 to May 22, 2029 (both days inclusive).

Mr. Rajesh Vasudevan holds a valid DIN as per Section 154 of Companies Act, 2013 and further is not disqualified as per Section 164 of Companies Act, 2013 and satisfies the criteria of ‘fit and proper’ as prescribed by Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“Scale Based Regulation”).

The Company has received 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. Rajesh Vasudevan 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. Rajesh Vasudevan 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 five years from May 23, 2024 to May 22, 2029. Accordingly, the Board recommends this resolution for the appointment of Mr. Rajesh Vasudevan, as a Director in the category of Non-Executive, Independent for the approval by the Members of the Company. The generic copy of letter of appointment setting out the terms and conditions of his appointment is available for inspection by the members. In terms of SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, a brief profile of Mr. Rajesh Vasudevan (“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. Rajesh Vasudevan
2.	Director Information Number (DIN)	02711990
3.	Date of Birth & Age	February 14, 1969, 55 years
4.	Date of First Appointment on the Board	May 23, 2024
5.	Terms and Conditions of Appointment	<a href="https://www.berarfinance.com/pdf/policies/july24/appointment_letter_independent_director.pdf">https://www.berarfinance.com/pdf/policies/july24/appointment_letter_independent_director.pdf</a>
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	Member of Institute of Cost Accountants of India
10.	Experience	Mr. Rajesh Vasudevan has an experience of more than 30 years in the NBFC industry in the field of Finance, Taxation, Regulatory and Secretarial functions. His last engagement was with Mahindra & Mahindra Financial Services Ltd.

11.	Number of meetings of the Board attended	Mr. Rajesh Vasudevan has been appointed as an Additional Director of the Company at the meeting of the Board dated May 23, 2024, therefore, he has not attended/been part of any meeting of the Board during the financial year 2023-2024.
12.	Directorship held in other companies as on date	As on date, Mr. Rajesh Vasudevan does not hold Directorship in any other Company.
13.	Chairmanship/Membership of the committees of the Board of Directors of other companies as on date.	As on date, Mr. Rajesh Vasudevan does not hold Chairmanship/Membership of the committees of the Board of Directors of other Companies.

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

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

#### Resolution at Item No. 5:

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

With a view to broad base the Board with professionals from diverse background, the Board, at its meeting held on August 13, 2024, based on the recommendation of the Nomination and Remuneration Committee (‘NRC’) has proposed to the members of the Company, the appointment of Mr. Varun Bhalla (DIN: 09687552) as an Independent Director, not liable to retire by rotation, who shall hold office for a term of Five (5) consecutive years commencing from September 20, 2024 to September 19, 2029 (both days inclusive).

Mr. Varun Bhalla 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- Scale Based Regulation.

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. Varun Bhalla 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. Varun Bhalla 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 Five (5) years from September 20, 2024 to September 19, 2029. Accordingly, the Board recommends this resolution for the appointment of Mr. Varun Bhalla, as a Director in the category of Non-Executive, Independent for the approval by the Members of the Company. The generic copy of letter of appointment setting out the terms and conditions of his appointment is available for inspection by the members. In terms of SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, a brief profile of Mr. Varun Bhalla (“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. Varun Bhalla
2.	Director Information Number (DIN)	09687552
3.	Date of Birth & Age	July 17, 1983, 41 Years
4.	Date of First Appointment on the Board	If approved by members, his appointment will commence from September 20, 2024.
5.	Terms and Conditions of Appointment	<a href="https://www.berarfinance.com/pdf/policies/july24/appointment_letter_independent_director.pdf">https://www.berarfinance.com/pdf/policies/july24/appointment_letter_independent_director.pdf</a>



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	Nil
8.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
9.	Qualifications	i. MBA, Manchester Business School, University of Manchester ii. B.Tech, Electrical and Electronics, Vellore Institute of Technology
10.	Experience	Mr. Varun Bhalla has an experience of over 18 years of experience in IT strategy, digital transformation, and business development across fintech, banking, and telecom sectors. He has proven track record in implementing cutting-edge technologies, driving innovation, and aligning IT initiatives with business objectives. He is a founding partner at Varisio Solutions LLP.
11.	Number of meetings of the Board attended	Not applicable.
12.	Directorship held in other companies as on date	Digital Outcomes Technologies Private Limited
13.	Chairmanship/Membership of the committees of the Board of Directors of other companies as on date.	Nil

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

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

## PROCEDURES / INSTRUCTIONS

### CDSL e-Voting System – For Remote e-voting

#### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

- (i) The voting period begins on **Tuesday, September 17, 2024 at 9:00 A.M. (IST) and ends on Thursday, September 19, 2024 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 (record date) of **Friday, September 13, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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

- (v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (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 the relevant Berar Finance Limited which is 240816015 on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; [csslunilzore@gmail.com](mailto:csslunilzore@gmail.com) and to the Company at the email address viz; [investor.relations@berarfinance.com](mailto:investor.relations@berarfinance.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

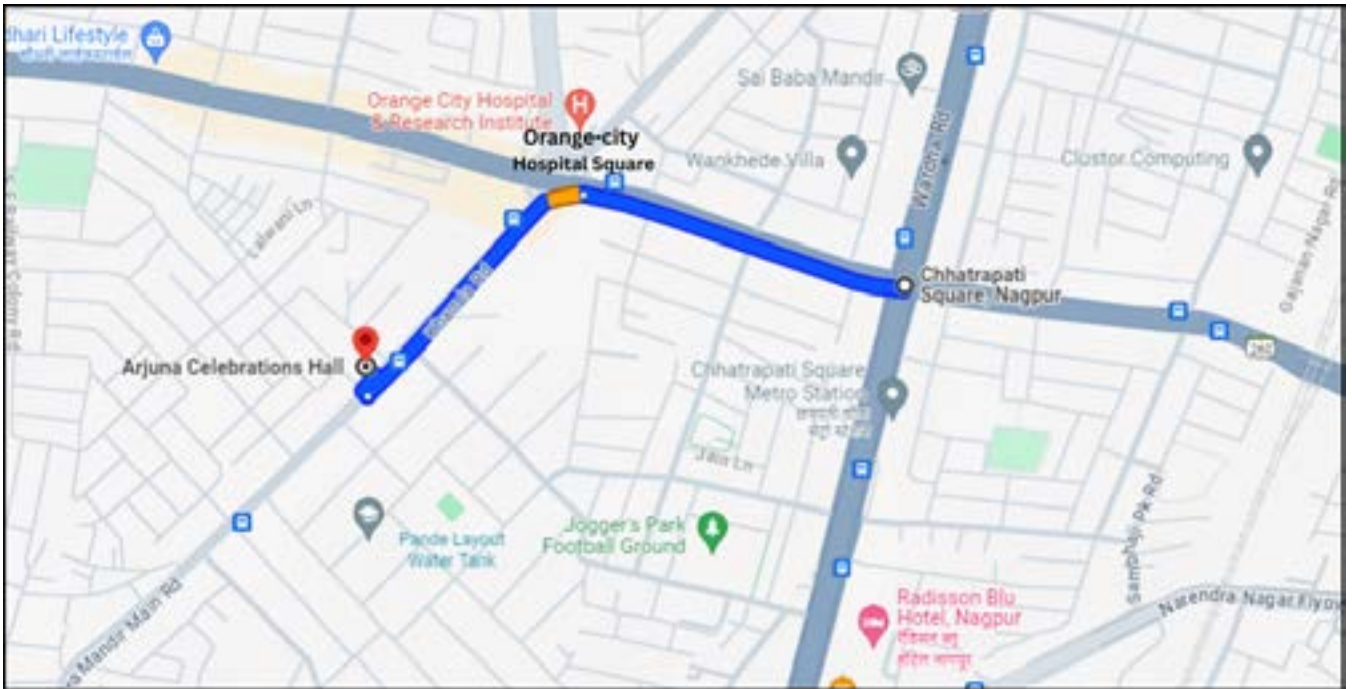
**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

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

## 34TH ANNUAL GENERAL MEETING ROUTE MAP



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



**BERAR FINANCE LIMITED**

**Corporate Identity Number:** U65929MH1990PLC057829

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

**Tel.No.**0712-6663999

**Website:** [www.berarfinance.com](http://www.berarfinance.com) **Email:** [investor.relations@berarfinance.com](mailto:investor.relations@berarfinance.com)

## ATTENDANCE SLIP

### 34<sup>TH</sup> Annual General Meeting

Date & Time: **Friday, September 20, 2024 at 4.00 P.M.**

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

Folio No /Client ID/ DP Id : \_\_\_\_\_

Name and address : \_\_\_\_\_

Name(s) of Joint holder(s), if any : \_\_\_\_\_

No. of shares held : \_\_\_\_\_

Full name of Proxy (in case of Proxy): \_\_\_\_\_

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

I/we hereby record my/our presence at the 34<sup>th</sup> Annual General Meeting of the Company.

Signature of member(s)/ Proxy/ Authorised Representative

Signature of Joint holder(s)

**Notes:**

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







**BERAR FINANCE LIMITED**

**Corporate Identity Number:** U65929MH1990PLC057829

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

**Tel.No.**0712-6663999

**Website:** [www.berarfinance.com](http://www.berarfinance.com) **Email:** [investor.relations@berarfinance.com](mailto:investor.relations@berarfinance.com)

**PROXY FORM**

**Form No.MGT-11**

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

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

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

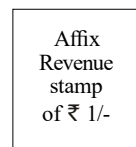
1. Name: \_\_\_\_\_ E-mail id : \_\_\_\_\_  
Address: \_\_\_\_\_ Signature : \_\_\_\_\_, Or failing him
2. Name: \_\_\_\_\_ E-mail id : \_\_\_\_\_  
Address: \_\_\_\_\_ Signature : \_\_\_\_\_, Or failing him
3. Name: \_\_\_\_\_ E-mail id : \_\_\_\_\_  
Address: \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty- Fourth Annual General Meeting of the Company, to be held on **Friday, the 20<sup>th</sup> day of September, 2024 at 4.00 P.M. at ARJUNA CELEBRATIONS, Pande Layout Road, Khamla, Nagpur-440 025** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Business to be transacted
<b>ORDINARY BUSINESS</b>	
1	Adoption of audited financial statements for the year ended March 31, 2024 and the Board's and Auditors' Reports thereon
2	Declaration of Final Dividend for the Financial year 2023-2024
3	Re-appointment of Mr. Harishchandra Sukhdeve (DIN: 09289094), as a Director, who retires by rotation and being eligible, offers himself for re-appointment
<b>SPECIAL BUSINESS</b>	
4	Appointment of Mr. Rajesh Vasudevan (DIN: 02711990) as an Independent Director of the Company
5	Appointment of Mr. Varun Bhalla (DIN: 09687552) as an Independent Director of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

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



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



