



CIN No. :- U65929MH1990PLC057829
Regd. Office : AVINISHA TOWER, MEHADIA SQUARE, DHANTOLI, NAGPUR - 440 012.
Tel. : (0712) 6663999 ❖ Website : www.berarfinance.com ❖ Email : info@berarfinance.com

BFL: 226

Date: 01.01.2022

To,
The Sr. General Manager
Department of Corporate Services,
BSE Limited,
1st Floor, P.J. Towers,
Dalal Street,
Mumbai-400 001.

Dear Sir/Madam,

Ref: Scrip Code: 973024 Scrip ID: 1318BFL24 ISIN: INE998Y07071
 Scrip Code: 973106 Scrip ID: 15BFL25 ISIN: INE998Y07089

Subject: Disclosure of voting results of Postal Ballot of Berar Finance Limited ("the Company") held through remote E-voting and consequent alteration of Memorandum of Association of the Company.

Ref: Regulation 51 (1) & (2) read with Schedule III (Part B) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In furtherance to the intimation ref no. 3469394 and 3469395 dated December 01, 2021 regarding Postal Ballot Notice, we submit that the Ordinary Resolution for approving the reclassification of Authorised Share Capital of the Company and alteration of Memorandum of Association of the Company which was embodied in the Postal Ballot Notice dated November 25, 2021 has been passed by the members of the Company with requisite majority. The aforesaid resolution is deemed to have been passed through Postal Ballot on the last day of remote e-voting i.e. December 31, 2021 at 05.00 p.m. (IST).

The copy of Scrutinizer Report and amended Memorandum of Association are enclosed herewith for your records.

We wish to further inform you that the Scrutinizer Report and voting results are also being uploaded on the Company's website www.berarfinance.com.

Kindly take the above information on record.

Thanking You,

Yours faithfully

For Berar Finance Limited

(Deepali Balpande)

Company Secretary and Compliance officer

Encl: As above



Copy to following for information:-

- 1) IDBI Trusteeship Services Limited, Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001.
- 2) Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059
- 3) ICRA Limited, 3rd Floor, Electric Mansion, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025
- 4) National Securities Depository Limited, Times Tower, 1st Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013.
- 5) Central Depository Services (India) Limited, Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai- 400013

D. M. Mande





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 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies, (Management and Administration) Rules, 2014 as amended]

To,

The Managing Director

BERAR FINANCE LIMITED

CIN- U65929MH1990PLC057829

Regd. Office: Avinisha Tower, Mehadia

Chowk, Dhantoli, Nagpur- 440012, India

Dear Sir,

I, Sunil Purushottam Zore (Certificate of Practice No: 11837) of M/s. SPZ & Associates, Company Secretaries, have been appointed by the Board of Directors of **Berar Finance Limited ("The Company")** as a scrutinizer for the Postal Ballot through remote e-voting process 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 Resolution contained in the Postal Ballot Notice (hereinafter referred to as "the resolution") dated November 25, 2021.

The Postal Ballot Notice dated November 25, 2021 along with statement setting out material facts under section 102 of the Companies Act, 2013, was sent to the shareholders in respect of the resolution to be passed.

1

Nagpur Office : Block 98, Wing III, Rajat Sankul, Ganesh Path, Nagpur-440018





SPZ & ASSOCIATES
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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 made there under, to conduct the Postal Ballot through remote e-voting through electronic means on the resolution contained in the Postal Ballot Notice dated November 25, 2021.

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

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

- i. The remote e-voting period commenced from 9.00 a.m. (IST) on Thursday, December 2, 2021 and ended at 5.00 p.m. (IST) on Friday, December 31, 2021.
- ii. The members who were on record of the Company as on the "cut-off date" i.e. Thursday, November 25, 2021 (End of Day) entitled to vote on the resolution as set out in the Postal Ballot Notice dated November 25, 2021.
- iii. The votes cast via remote e-voting were blocked on 5.00 p.m. (IST) on Friday, December 31, 2021 immediately after completion of voting hours.
- iv. The facility for remote e-voting was unblocked, after completion of such voting, in the presence of 2 (two) witnesses, who are not in the employment of the Company.
- v. Thereafter considering remote e-voting, the result of the voting is annexed to this report as "Annexure -A". The details containing votes put in "for" or "against" on the





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resolution that was put to vote, whose votes became invalid and number of votes abstained from voting is generated from the portal of CDSL.

We hereby confirm that we are maintaining the Register received from authorized agency and the Company in respect of the votes cast through remote e-voting votes by the shareholders of the Company. We have shared these records with you.

This report is being issued on January 1, 2022.

Thanking you
Yours Faithfully

For SPZ & Associates
Company Secretary

CS Sunil Zore
Certificate of Practice Number - 11897
Membership Number - A22144
Firm Unique Identification Number- S2015MH305600
Peer Review Certificate Number- 965 /2020
ICSI UDIN: A022144C002022725



Sandeep Jawanjale
Managing Director
BERAR FINANCE LIMITED



[Handwritten signature]

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			Votes abstained			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	Number of votes cast by them	%age	Number of members voted (5+8+11)	Number of Votes cast by them (6+9+12)	% age (7+10+13)	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	17	18	19
Item No. 1	Ordinary Resolution	Reclassification of Authorised Share Capital of the Company and Alteration of Memorandum of Association of the Company	Postal Ballot through Remote E-voting	40	6574564	100	0	0	0	0	0	0	40	6574564	100	0	0	0
			Total	40	6574564	100	0	0	0	0	0	0	40	6574564	100	0	0	0



**THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
BERAR FINANCE LIMITED**

- I. The name of the Company is **BERAR FINANCE LIMITED**.
- II. The Registered Office of the Company will be situated in the **State of Maharashtra**.
- III. The objects for which the Company is established are :-

(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-

1. To Carry on the business of financing by way of lending, making loans, providing credits, advancing money for all types of equipments, implements, furnitures, carriers, vehicles, industrial and office appliances, consumer durables, goods, articles and commodities, plant and machinery, land and buildings, warehousing, cold storage, real estates and all other types of movable and immovable properties and assets and to subsidise or assist in subsidising or financing the sell or/and maintenance of any goods, articles, commodities, assets and properties of all and every kind and description.

B) THE OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE :

2. To purchase, take on lease or in exchange, hire and otherwise acquire any movable or immovable property, patents, licences, rights and privileges and in particular any land, tenements, buildings and easements and to sell, let, lease, mortgage, abandon or dispose off or otherwise deal with all or any part of the property and rights of the company for the business of the company
3. To acquire, protect and renew any patents, patent rights, inventions, trademarks, designs, licences, concessions and the like, or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired for the business of the company.
4. To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorised to carry on or possessed of property suitable for the purposes of the Company.
5. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession or for limiting competition with any person or company or companies having similar objects.
6. To vest any movable or immovable property, rights or interest acquired by, received or belonging to the company in any person or persons or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.
7. To give guarantees and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debenture-stock, mortgages, charges, contracts, obligations and securities, and the payment of dividends on and the repayment of the capital of stocks and shares.
8. To receive money on deposit or loan and borrow or raise money and in particular by the issue of debentures, debentures-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company, both present and future, including its uncalled capital.

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FOR BERAR FINANCE LTD**


**(D. R. BALPANDE)
COMPANY SECRETARY**



9. To lend or deposit moneys to such person or company and in particular to customers and others having dealings with the company with or without security and to invest or otherwise employ such moneys in such manner as may be thought proper and from time to time to vary such transactions. The company shall not however, carry on banking business as defined under the Banking Regulation Act, 1949.
10. To enter into any arrangements with any governments or authorities or any person or company or corporation and to obtain from them any rights, privileges, charters, contracts, licences and concessions with the Company may think it desirable to obtain and to carry out exercise and comply therewith.
11. To pay out of the funds of the company, all expenses which the company may pay lawfully with respects to the formation and registration of the company or the issue of its capital.
12. To pay for any rights or property acquired by the company and to remunerate any person or company whether by cash payment or by the allotment of the shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
13. To form, promote, subsidise, and assist companies or partnerships of all kinds in any manner as may be thought fit in connection with any of the objects of the Company.
14. To procure the company to be registered, incorporated or recognised in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country any business or profession of the Company.
15. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company/companies having similar objects.
16. To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company subject to the provisions of the Companies Act.
17. To undertake and execute any trust, the undertaking of which may seem to the Company desirable either gratuitously or otherwise.
18. To carry on the business of the Company as principals, agents, trustees, contractors either alone or in conjunction with others in India or in any part of the world.
19. To promote, form and establish such institutions, association, chamber of commerce, or other bodies, business, industrial, trading or manufacturing within the objects of the Company, and to acquire, promote and/or subsidise any industry or undertaking within the objects of the company.
20. To subscribe, contribute, gift or donate any money, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful objects or to any institutions, clubs, societies, associations, trusts, funds, or bodies corporate.
21. To open Bank accounts in India and elsewhere of any type including overdraft accounts and to operate the same in ordinary course of business and to draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory note, bills of lading warrants, debentures and other negotiable or transferable instruments and securities.
22. To enter into collaboration agreements, technical, financial or otherwise with any person, firm, company or corporation whatsoever, whether limited or otherwise, and whether situated in India or elsewhere.
23. To take part in the management, supervision and control of business or operation of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, accountants, trustees or other experts.
24. To institute, conduct, defend, compound and abandon any legal proceedings by or against the Company and/or its officers or otherwise concerning the affairs of the Company and also to compound all or allow time for payments or satisfaction of any debts due and of any claim or demands by or againsts the Company.
25. To give, refer any claim or demands by or against the Company to arbitration or to observe and carry out the terms of the awards.

(C) THE OTHER OBJECTS :

26. To carry out the business of investment company, and to deal in, buy, invest, acquire, hold, and sell, transfer, dispose of shares, stocks, debentures, debenture stocks, bonds, obligations, saving certificates,

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D. R. Balpande
(D. R. BALPANDE)
COMPANY SECRETARY



units and securities issued and guaranteed by any Government, public body or authority, municipal, local or company or otherwise.

27. To perform financial services, including factoring, bill marketing, bailing, underwriting, merchant banking, syndication of loans management of issue of shares, debentures, bonds, making and arranging short-term and long-terms loans and provide all types of financial advisory services.
28. To carry on the business of agriculture, horticulture and to deal in various types of agricultural or horticultural produce, by-products and their derivatives.
29. To engage in the business of dairy farming, poultry farming, fruit or vegetable gardening, development and improvement of varieties of seeds and to engage in all ancillary or incidental activities.
30. To promote, establish, develop, own and run industries, projects, enterprises for processing and preservation of agricultural produce, forest produce and products of pisciculture, sericulture, apiculture.
31. To manufacture and deal in vanaspati oil, vegetable oil, oils of all types and oil cakes, soaps, lubricants made from such oils or as by-products thereof.
32. To carry on the business of manufactures of and dealers in sugar, gur, khandsari, sugar candy, chocolates, toffees and other allied products.
33. To carry on the business of real estate and to deal in any plots, apartments, houses, flats, bungalows or other accommodation.
34. To provide long terms finance to any person or persons or co-operative society, company or association of persons for construction, purchase, enlarge or repair or any houses, flats, raw houses, bungalows, rooms, huts.
35. To carry on the business of builders and contractors, architects, decorators, merchants and dealers in all types of building materials and acting as house agents.
36. To act as financial consultants, managements consultants, and provide advice, services, consultancy in various fields, secretarial, commercial, financial, labour, technical, taxation, accountancy and data processing.
37. To carry on the business as a grocer and to deal in all varieties of food items, consumer durables, novelties, cosmetics, oils, spices, dry fruits, foodgrains, cereals, detergents, soaps, powders, and perfumes.
38. To carry on the business of all types of fertilisers, pesticides and insecticides, manures and allied products.
39. To carry on the business of all types of office and domestic equipments, stationery, printers, industrial machinery and equipments, cooling systems, electrical systems, accounting systems, communication systems, medical and surgical equipments.
40. To carry on the business of plastics, plastic materials and plastic goods of all kinds including tapes, fabrics, sacks, pipes, fittings, containers, packers, pots and also other allied products.
41. To carry on the business of iron and steel, iron masters, steel makers, steel convertors and all types of goods, articles, products made of iron and steel and other allied products.
42. To manufacture, produce, sell and deal in all types of packing, packing materials, containers, lining, jointing and belting materials, asbestos materials and fibres, rubberised lining and insulation materials.
43. To carry on the business of all types of paper and paper products, pulp, boards, cartons and other allied products.
44. To carry on the business of manufacturers or dealers in textiles, including man made fibres, cotton, silk, jute, rayon, nylon, woolen and synthetics, polyesters.
45. To carry on the business of organic, inorganic and fine chemicals, petrochemicals, chemical compounds and chemical products, dyes, dyestuffs, explosives, synthetic resins, synthetic fibres, rubber goods, their derivatives or by-products.



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**(D. R. BALPANDE)
COMPANY SECRETARY**

46. To carry on the business of manufacturers, buyers, and sellers of and dealers in all kinds of medicines and medical preparations and drugs whatsoever and obtain patents for them.
47. To undertake or arrange for the writing and publication of books, magazines, journals or pamphlets on subject of common or special interest to the business of the company.
48. To establish bureaus for providing computer services, to process data and develop systems of all kinds, operate and supervise the operation of the data processing division of other companies or organisations.
49. To acquire or set up and run schools, colleges, training and professional institutions, and music and dance centres.
50. To carry on the business of running nursing homes, clinics, pharmacies, indoor or outdoor hospital, medicals, anatomical, orthopaedic, surgical or x-ray units, laboratories, research establishments, nature cure centres.
51. To carry on the business of all types of transport, air-crafts, shipping, carriers and forwarding agents.
52. To carry on the business of all types of automobile products and spare parts, service station, garrage, batteries, railway wagons.
53. To carry on the business of all types of coal and coal products, domestic and industrial gases, petroleum and its products, fuels and to generate and distribute electricity and other motive power.
54. To carry on the business of all types of minerals and mining, drilling, ferrous and non-ferrous metals, castings and products, precious metals and stones, jewellers.
55. To carry on the business of all types of leather and leather products, rubber and rubber products, timber and timber products.
56. To carry on the business of leasing, hire-purchase, letting on hire or on deferred payments all types of plant & machinery, industrial and office equipments, appliances, furniture and fixtures, vehicles, land and buildings, consumer durables, goods and all other types of movable and immovable properties and assets.

And it is hereby declared that :

- i) The objects incidental or ancillary to the attainments of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned.
- ii) The objects set forth in each of the several clauses of para III hereof shall have the widest possible construction and shall extend to any part of the world.
- iii) Nothing in this paragraph shall authorise the Company to do any business which may fall within the purview of the Banking Regulation Act, 1949, or the Insurance Act, 1938.

(IV) THE LIABILITY OF THE MEMBERS IS LIMITED.

* (V) The Authorised Share Capital of the Company is INR 15,00,00,000 (Indian Rupees Fifteen Crores only) divided into 1,45,00,000 (one crore forty five lakhs) equity shares of face value INR 10 (Indian Rupees Ten only) each; and 5,00,000 (five lakhs) cumulative compulsorily convertible participating preference shares carrying a coupon rate of 0.1% (zero point one percent) per annum of face value INR 10 (Indian Rupees Ten only) each.

* Amended vide Ordinary Resolution dated December 31, 2021 passed through Postal Ballot by remote e-voting only.



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D. R. Balpande
**(D. R. BALPANDE)
COMPANY SECRETARY**

We the several persons whose names, addresses, and descriptions are hereunder subscribed below are desirous of being formed into a Company in pursuance of this **MEMORANDUM OF ASSOCIATION** and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names :

Names, Addresses, and Description of Subscribers	No. of Equity Shares taken by each subscriber	Signature of Subscribers	Name, Addresses and Description of witness
1) Maroti S/o Gendaru Jawanjar 19, Process Servers Colony, Swawlambinagar, NAGPUR-440 022. (Service)	100 (One hundred)	S/d (M.G. Jawanjar)	
2) Shantaram S/o Krishnarao Mahakalkar 188, Reshimbag, NAGPUR-440 009. (Service)	100 (One hundred)	S/d (S.K. Mahakalkar)	
3) Vishwas S/o Bhaskarrao Pathak 89, Ujjwalnagar, NAGPUR-440 025. (Service)	100 (One hundred)	S/d (V.B. Pathak)	Witness to Sr. No. 1 to 5 S/d Omprakash S/o Shyamsunder Bagdia Dharmik Bhavan, Fawara Chowk, Gandhibag, NAGPUR. (Chartered Accountant)
4) Pundlikrao S/o Sitaramji Mathurey 64, Dindayalnagar, NAGPUR-440 022. (Pensioner)	100 (One hundred)	S/d (P.S. Mathurey)	
5) Pradeep S/o Namdeorao Wasurkar 50, Sitanagar, Post : Khamla, NAGPUR-440 025. (Medical Practioner)	100 (One hundred)	S/d (P.N. Wasurkar)	
TOTAL	500 (Five hundred)		

Dated 26th day of July, 1990



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FOR BERAR FINANCE LTD

D. R. Balpande

(D. R. BALPANDE)

COMPANY SECRETARY

Membership No. ACS 21290
 Address : Plot. no. 18,
 Maske Layout, Santaji
 Colony, Narendra Nagar
 Nagpur - 440015