



**Amit K. Rajkotiya**

M. Com., L.L.B., DFM, FCS  
Practising Company Secretary

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**Consolidated Scrutinizer's 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 of 25<sup>th</sup> Annual General meeting of the Equity shareholders of Berar Finance Limited held on Saturday, 26<sup>th</sup> September, 2015 at 3.30 p.m. at Naivedhyam, The Celebration Centre, Opp. NIT Swimming Pool, North Ambazari Road, Nagpur-440 010.

Dear Sir,

1. I, Amit K. Rajkotiya, a Company Secretary in Practice, was appointed as Scrutinizer by the Board of Directors of Berar Finance Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot paper at the meeting pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) on the resolutions contained in the Notice of the 25<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company, held on Saturday, the 26<sup>th</sup> day of September, 2015 at 03.30 p.m. at Naivedhyam, The Celebration Centre, Opp. NIT Swimming Pool, North Ambazari Road, Nagpur - 440 010, Maharashtra, India, submit my report as under.
2. The total paid up Equity Share Capital of the Company, as on 21<sup>st</sup> August, 2015 was ₹ 80,000,000 (divided into 8,000,000 equity shares of ₹ 10 each)
3. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 25<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favor or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and scrutiny of ballots which is use at the meeting.
4. The shareholders holding shares as on the "cut off" date i.e. 21<sup>st</sup> August 2015 were entitled to vote on the proposed resolutions (item no. 1 to 4 as set out in the Notice of 25<sup>th</sup> AGM of Berar Finance Limited)
5. The e-voting remained opened from Wednesday, the 23<sup>rd</sup> September 2015 (9:00 a.m) and ends on Friday, the 25<sup>th</sup> September, 2015 (5:00 p.m).



6. The Chairman ordered for poll through Ballot papers at AGM as per Rule 21 Companies (Management and Administration) Rules, 2014.
7. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked by me with due identification marks placed by me.
8. The locked ballot box was subsequently opened by me in the presence of two witnesses who are not in the employment of the company and reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company
9. The e-votes were unblocked on 27<sup>th</sup> September, 2015 around 11.30 a.m. by me in the presence of two witnesses who are not in the employment of the company.
10. I have rendered scrutinizer's report separately on the remote e-voting and by using of ballots at the meeting and I hereby submit consolidated scrutinizer's report pursuant to Rule 20 of the Companies [Management and Administration] Rules, 2014 as amended on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.
11. Six poll papers, which were incomplete and/or otherwise found defective for all 4 (four) resolutions have been treated as invalid and were kept separately.
12. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
13. The result of the voting is as under:-
  - (i) Ordinary Resolution:-item no. 1

Approval of the Audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2015 together with the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (₹)	% of Total Paid-up Equity Capital
a) Total votes received	128	4101058	41010580	51.263225
b) Less: Invalid/Abstain votes	7	25600	256000	0.32
c) Net Valid votes casted	121	4075458	40754580	50.943225
d) Votes with assent for the Resolution	121	4075458	40754580	50.943225
e) Votes with dissent for the Resolution	0	0	0	0



(ii) Ordinary Resolution:-item no. 2

Declaration of Final Dividend for the Financial Year 2014-15.

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares ( ₹ )	% of Total Paid-up Equity Capital
a) Total votes received	128	4101058	41010580	51.263225
b) Less: Invalid/Abstain votes	8	38350	383500	0.479375
c) Net Valid votes casted	120	4062708	40627080	50.78385
d) Votes with assent for the Resolution	107	4017558	40175580	50.219475
e) Votes with dissent for the Resolution	13	45150	451500	0.564375

(iii) Ordinary Resolution:-item no. 3

Approval of appointment of Mr. Ashok Ghanshyam Kachore, (DIN:00380102), as a Director liable to retire by rotation.

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares ( ₹ )	% of Total Paid-up Equity Capital
a) Total votes received	128	4101058	41010580	51.263225
b) Less: Invalid/Abstain votes	8	38750	387500	0.484375
c) Net Valid votes casted	120	4062308	40623080	50.77885
d) Votes with assent for the Resolution	115	4053458	40534580	50.668225
e) Votes with dissent for the Resolution	5	8850	88500	0.110625



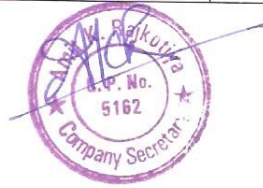
(iv) Ordinary Resolution:-item no. 4

To ratify the appointment of M/s.APJ & Associates, Chartered Accountants, Nagpur, Firm Registration No. 124810W as the auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty-Sixth Annual General Meeting and to authorize Board of Directors to fix the remuneration in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares ( ₹ )	% of Total Paid-up Equity Capital
a) Total votes received	128	4101058	41010580	51.263225
b) Less: Invalid/Abstain votes	8	38150	381500	0.476875
c) Net Valid votes casted	120	4062908	40629080	50.78635
d) Votes with assent for the Resolution	119	4062308	40623080	50.77885
e) Votes with dissent for the Resolution	1	600	6000	0.0075

14. I, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution(s) are as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (B/A*100)
(i)	4075458	4075458	100
(ii)	4062708	4017558	98.88867228
(iii)	4062308	4053458	99.78214355
(iv)	4062908	4062308	99.98523225



15. The electronic data and all other relevant physical records relating to the e-voting and poll are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,  
Yours faithfully

*Amit K. Rajkotiya*



**CS Amit K. Rajkotiya**  
Practicing Company Secretaries  
Membership No. 5561  
CP No.5162

Place: Nagpur  
Dated: 28<sup>th</sup> September 2015

Witness 1  
Signature:- *Bhojraj R. Wakodikar*  
Name:- Mr. Bhojraj R. Wakodikar

Witness 2  
Signature:- *Anil M. Pandya*  
Name:- Mr. Anil M. Pandya

**FOR BEBAR FINANCE LIMITED**  
*Anil M. Pandya*  
Chairman