



BERAR FINANCE LIMITED

Corporate Identity Number:U65929MH1990PLC057829

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

Tel.No.0712-6663999

Website:www.berarfinance.com ★ Email:info@berarfinance.com

NOTICE TO MEMBERS

NOTICE is hereby given that the Twenty-Fifth Annual General Meeting of the Shareholders of Berar Finance Limited will be held on Saturday, 26th day of September,2015 at Naivedhyam , The Celebration Centre, Opp.NIT Swimming Pool,North Ambazari Road, Nagpur-440010 (Route Map enclosed) at 3.30 P.M. to transact the following business:

Ordinary Business:

1. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED that the Audited Statements of Accounts of the Company for the financial year ended 31st March 2015 and the Directors' and Auditors' Reports thereon, be and are hereby approved and adopted."
2. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED THAT the final dividend at the rate of 12.5 % (i.e.Rs.1.25 per Equity Share) as recommended by the Directors be and is hereby declared for the Financial Year ended 31.03.2015 and that the same be paid to those shareholders whose names stand on the Register of Members as on 26.09.2015."
3. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED that Mr. Ashok Ghanshyam Kachore (DIN: 00380102), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."
4. To ratify the appointment of Statutory Auditors of the Company and fix their remuneration.

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139 and 142 of the Companies Act,2013 and the rules framed thereunder and pursuant to the recommendation of the Audit Committee of the Board of Directors ,the appointment of M/s.APJ & Associates, Chartered Accountants ,Nagpur, Firm Registration No.124810W, as auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Twenty-Sixth Annual General Meeting be and is hereby ratified at such remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

Registered Office:

Avinisha Tower,
Mehadia Chowk,
Dhantoli, Nagpur- 440012.
22.06.2015

By order of the Board

Deepali Balpande
Company Secretary

Notes:

- i. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY(50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) 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 HOLDING THE MEETING.
- 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.
- iii. Brief details of Mr. Ashok Ghanshyam Kachore (DIN: 00380102), director, who is seeking re-appointment, are annexed hereto as per requirements of the Companies Act, 2013.
- iv. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules made there under, the current auditors of the Company, M/s.APJ & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company from the conclusion of the 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting. The ratification of appointment of M/s.APJ & Associates and fixation of their remuneration for the financial year 2015-16 has been put up for approval of the members.

- v. Under the Companies Act, 1956, dividend that are unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the provisions of Section 205C of the Companies Act, 1956 and Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, the Company has transferred an amount of Rs. 10,078/- in August, 2014 to the IEPF, being the unclaimed dividend for the Financial Year 2006-07. No claim lies against the Company in respect of these dividend.
- vi. Pursuant to the provisions of Investor Education and Protection Fund(uploading of information regarding unpaid and unclaimed amounts lying with Companies)Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts {as referred to in section 205C(2)of the Companies Act,1956}lying with the Company as on 23rd August,2014(date of last AGM) on the website of the Company viz:<http://www.berarfinance.com> as well as on the website of the Ministry of Corporate affairs viz.<http://www.iepf.gov.in>.
- vii. The concerned Members are requested to verify the details of their unclaimed amounts, if any, from the said websites and lodge their claim with the Company at it's Registered Office at Nagpur, before the same is due for transfer to the IEPF.
- viii. The unpaid dividend amount for FY 2007-2008 will be due for transfer to the fund on 1st September 2015. Members, who have not encashed the dividend for the said year are, therefore, requested to immediately contact the Registered Office of the Company for payment. In respect of said dividend, it will not be possible to entertain claim received by the Company after 1st September, 2015.
- ix. As per Section 124(6) of the Companies Act,2013, All the shares in respect of which dividend has not been paid/ claimed for seven consecutive years or more shall also be transferred to the Investor Educational and protection fund.
- x. Pursuant to sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the 25th Annual General Meeting (AGM) and the Annual Report for the financial year 2014-15, etc., would be sent in electronic mode to such of the Members of the Company whose e-mail addresses are available with the Company and who have not opted to receive the same in physical form.
- xi. For Members who have not registered their e-mail addresses, physical copies of the Annual Report for the year 2014-15 and the Notice of the 25th AGM would be sent in the permitted mode.
- xii. Members are requested to support the Green Initiative by registering / updating their e-mail addresses, with the Registered Office(Head office) of the Company.
- xiii. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2014 -15 will also be available on the Company's website at the link : <http://www.berarfinance.com> for their download. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the shareholders may also send requests to the Company's investor email id: info@berarfinance.com.
- xiv. Relevant documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- xv. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, the Company has provided E-voting facility to the members.
- xvi. The Board of Directors has appointed Mr.Amit K.Rajkotiya, Practising Company Secretary, Flat No.102, Shreelaxmi Apartment, above Shridhar Arts, Zenda Square, Dharampeth, Nagpur – 440 010 as the Scrutinizer for conducting the ballot Process and E-Voting process in a fair and transparent manner.
- xvii. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities enabling the members to cast their vote in a secure manner.
- xviii. It may be noted that this remote e-voting facility is optional. The remote e-voting facility will be available at the link www.evotingindia.com during the following voting period:
The remote e-voting would commence on Wednesday, the 23rd September 2015 (9:00 A.M.) and end on Friday, the 25th September, 2015 (5:00 P.M.).
- xix. During the above period, shareholders of the Company as on the cut-off date of **21st August,2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 25th September, 2015. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
- xx. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on **21st August,2015**. A person, whose name is recorded in the Register of Members as on the cut-off date (**21st August,2015**) only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through Ballot Paper.

- xxi. Notice is being sent to all the shareholders whose names appear on the Register of Members as at the close of business hours **on Friday, the 21st August 2015.**
- xxii. The facility for voting, either through electronic voting system or ballot or 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.
- xxiii. 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.
- xxiv. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- xxv. The procedure and instructions for e-voting is furnished in this notice.
- xxvi. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the e-voting / poll / Ballot at the venue, will be announced by the Company on its website – www.berarfinance.com within 48 hours of the conclusion of the AGM.
- xxvii. Members/Proxies/Representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
- xxviii. 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, e-mail address, Aadhar Card Number etc. Members are requested to submit their details at the Registered Office (Head Office) of the Company.

Annexure to the Notice:

BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE COMPANIES ACT, 2013.

Mr. Ashok Ghanshyam Kachore (DIN: 00380102) aged about 55 years is Non-Executive Director on the Board. He has been associated with the Company since 30.01.2002 . He has experience of 10 years in field of construction . He is matriculate. As on 31st March, 2015, he is not holding directorship of any company other than Berar Finance Limited. He has always helped the company in improving it's performance whether by way of mobilization of deposits or share capital. He is Chairman of Stakeholders Relationship Committee of the Company .As on date , he is holding 24,034 equity shares in the Company.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on "Shareholders" tab.
- iii) Now Enter your User ID (enter Folio Number registered with the Company) and then enter the Captcha Code as displayed and Click on Login.
- vi) Now, fill up the following details in the appropriate boxes:

PAN *	Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department
DOB #	Enter the Date of Birth as recorded in folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in folio.

***Members who have not updated their PAN with the Company are requested to use the first two letters of their name followed by last 8 digits of Folio No in the PAN field. In case the Folio No is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with Folio number R00001 then enter RA00R00001 in the PAN field.**

#Please enter any one of the details in order to login. In case both the details are not recorded with the company please enter the folio number in the Dividend Bank details field.

- v) After entering these details appropriately, click on "SUBMIT" tab.
- vi) Members will then reach directly the Company selection screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- vii) Click on the EVSN No. 150808005 for the BERAR FINANCE LIMITED on which you choose to vote.

- viii) 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.
- ix) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- x) 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.
- xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xiii) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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.

In case of members receiving the physical copy:

- A) Please follow all steps referred above to cast vote.
- B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

