



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

POSTAL BALLOT NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below for borrowing monies up to Rs. 400 crores for the purposes of the Company, exceeding the aggregate of paid up share capital and free reserves, and also for mortgaging and/or charging of movable and immovable properties of the company are proposed to be passed by the Members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company 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 postal ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 P.M. on September 25, 2015 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results of the voting by postal ballot (including e-voting) will be announced by the Chairman of the Company at the Registered Office of the Company on Monday, 28th September, 2015 at 4.00 P.M. and will also be displayed on the website of the Company (www.berarfinance.com).

RESOLUTIONS:

1. To consider and if thought fit, to pass with or without modifications the following resolution as **Special Resolution:**
"RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting of the Company held on 23rd August, 2014 and pursuant to Section 110, 180(1)(C) and other applicable provisions of the Companies Act, 2013, as amended from time to time and the Companies (Management and Administration) Rules, 2014, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing monies for the purposes of the Company, from time to time, notwithstanding that the monies to be borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however that the aggregate of the amounts so borrowed and to be borrowed and outstanding at any time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs.400 Crores (Rupees Four Hundred Crores only)."
2. To consider and if thought fit, to pass with or without modifications the following resolution as **Special Resolution:**
"RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting of the Company held on 23rd August, 2014 and pursuant to Section 110, 180(1)(a) and other applicable provisions of the Companies Act, 2013, as amended from time to time and the Companies (Management and Administration) Rules, 2014, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company from time to time of such mortgages, charges, liens, hypothecation and /or other securities, in addition to the mortgages, charges, liens, hypothecation and /or other securities created by the Company, on such terms and conditions as the Board at its sole discretion may deem fit of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertakings in favour of any person including, but not limited to, financial/investment institution(s), bank(s), insurance company(ies), mutual funds(s), corporate body(ies), trustee(s) to secure any loans, guarantee, financial assistance, working capital arrangement etc. already availed/to be availed by the Company together with interest thereon at the agreed rate, compound interest, additional interest, liquidated damages, premium on prepayment, costs, charges, expenses and other monies payable by the Company to the said lenders and/or any issue of non convertible debentures, bonds, or compulsorily or optionally, fully or partly convertible debentures linked to equity shares, within the overall ceiling prescribed by the Members of the Company, from time to time, in terms of Section 180(l)(c) of the Companies Act, 2013."

FURTHER RESOLVED THAT the Board of Directors or such committee/ or person/(s) as authorized by the Board be and is hereby authorized to finalize the form , extent and manner of, and the documents and deeds , as may be applicable, for creating the appropriate mortgages ,charges, liens, hypothecation on such of the immovable and /or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this Resolution.”

By order of the Board of
Directors
For Berar Finance Limited

Registered office:

Avinisha Tower Mehadia Chowk
Dhantoli Nagpur- 440012
India
Nagpur
22.06.2015

Deepali Balpande
Company Secretary

Notes :

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members as on August 21, 2015. The Postal Ballot Notice is being sent to Members in electronic form at the email addresses registered with the Company. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members as on August 21, 2015 will be considered for the purpose of voting.
4. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e mail to berarfinance@yahoo.com. The Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on August 21, 2015.
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 P.M. on September 25, 2015. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5.00 P.M. on September 25, 2015, it will be considered that no reply from the Member has been received.
10. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.
11. The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results of the voting by postal ballot (including e-voting) will be announced by the Chairman of the Company at the Registered Office of the Company on Monday, 28th September, 2015 at 4.00 P.M. and will also be displayed on the website of the Company (www.berarfinance.com).
12. The Resolutions if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of dully completed Postal Ballot Forms or E-Voting . ie. **25.09.2015**.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till September 25, 2015.

Voting through electronic means

In compliance with Secretarial Standard - 2 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast

their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows :

- (i) The voting period begins on 27th August 2015, from 9.00 A.M. and ends on 25th September 2015, at 5.00 P.M . During this period shareholders' of the Company, holding shares as on the cut-off date i.e. 21st August 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID (enter Folio Number registered with the Company) and then enter the Captcha Code as displayed and Click on Login.

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. 150808004 for 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
 - (i) 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.
 - (ii) 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.
 - (iii) 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.
 - (iv) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (v) 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



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

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT,2013.

Item No.1

At the Annual General Meeting of the Company held on 23rd August, 2014 by way of special resolution passed, the members of the company had accorded their consent to the Board of Directors of the Company to borrow upto a limit of Rs.200.00 crores.(apart from temporary loans obtained from the Company's bankers in the ordinary course of Business) in terms of Section 180(1)(c) of the Companies Act, 2013.

Taking into account the future business plans of the company, the board of directors may need to resort to further borrowings from time to time and hence it is proposed to revise the said limit upwards to Rs.400 crores. A fresh resolution is proposed authorizing the board of directors to borrow monies for the purposes of the company not exceeding Rs.400 crores (apart from temporary loans obtained from the Company's bankers in the ordinary course of Business) under Section 180(1)(c) of the Companies Act, 2013. As per the Companies (Management and Administration) Rules, 2014 the company is also providing e-voting option to vote on the said resolution.

The board of directors recommends passing of the special resolution set out in item no. 1 of the notice.

None of the directors, key managerial personnel of the company and their relatives is, concerned or interested in this resolution, except to the extent of their respective shareholding, if any, in the company.

Item No.2

At the Annual General Meeting of the Company held on 23rd August, 2014 by way of special resolution passed, the members of the company had accorded their consent to the Board of Directors of the Company for creation of mortgages, charges, liens, hypothecation and/or other securities of the company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the company's undertaking or undertakings, for securing the borrowings of the Company in terms of Section 180(1)(a) of the Companies Act, 2013

Considering the future business plans of the company, the Board of Directors may need to resort to further borrowings from time to time, by future way of loans / financial assistance from various banks / financial institutions and other lenders, issue of debentures / bonds or other debt instruments and through acceptance of fixed deposits. These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the company's undertaking or undertakings, in favor of banks / financial institutions /other lenders / debenture trustee / fixed deposits trustee / security trustee. Since the amount secured by such mortgages, charges, liens, hypothecation and/or other securities together with the existing mortgages, charges, liens, hypothecation and/or other securities may exceed the limit of Rs.200 crores, members' approval is sought for increasing the limit up to Rs.400 crores and for authorizing the board of directors to create security by way of mortgages, charges, liens, hypothecation and/or other securities of the company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the company's undertaking or undertakings, on such terms and conditions as it may deem fit. For this purpose, the requisite special resolution is being proposed for consideration of the members under Section 180(1)(a) of the Companies Act, 2013. As per the Companies (Management and Administration) Rules, 2014 the company is also providing e-voting option to vote on the said resolution.

The board of directors recommends passing of the special resolution set out in item no. 2 of the notice.

None of the directors, key managerial personnel of the company and their relatives is, concerned or interested in this resolution, except to the extent of their respective shareholding, if any, in the company.

Registered office:

Avinisha Tower Mehadia Chowk
Dhantoli Nagpur- 440012
India

Nagpur
22.06.2015

By order of the Board of
Directors
For Berar Finance Limited

Deepali Balpande
Company Secretary