



BERAR FINANCE LIMITED

Corporate Identity Number: U65929MH1990PLC057829

Registered Office: Avinisha Tower, Mehadia Square, 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 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To the members of the Company,

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Berar Finance Limited ("the Company") by means of Postal Ballot including Electronic Voting (e-voting), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

The Board of Directors of the Company has appointed Mr. Amit K. Rajkotiya, Practising Company Secretary (Membership No.5561, CP No. 5162), 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 and they have communicated their willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutiniser not later than the close of working hours, that is, 5:00 p.m. on 7th December, 2019. Postal Ballot Forms received after this day will be treated as 'invalid'. Pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Monday, 9th December, 2019 at the registered office and will also be displayed on the website of the Company www.berarfinance.com. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or e-voting i.e. Saturday, 7th December, 2019 at 5:00 P.M. (IST).

Special Business:

Item No. 1:

Approval of 'Berar Employee Stock Option Plan 2019'

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the members of the Company be and is hereby accorded respectively to the '**Berar Employee Stock Option Plan 2019**' ("**ESOP 2019**")/ ("**Plan**") and to authorise Board of Directors of the Company (*hereinafter referred to as "the Board" which term shall be deemed to include any Committee, which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution*) to create, offer, and grant up to 2,40,000 (Two Lakhs and Forty Thousand Only) employee stock options to the eligible employees of the Company, determined in terms of ESOP 2019, from time to time, in one or more tranches, exercisable in aggregate into not more than 2,40,000 (Two Lakhs and Forty Thousand Only) equity shares of the Company, with each such option would be exercisable for one equity share of a face value of Rs.10/- each fully paid-up on payment of the requisite exercise price to the Company, and on such terms and conditions as may be determined by the Board in accordance with the provisions of the Plan and provisions of applicable law as may be prevailing at that time."

"RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the options granted earlier including issue of any additional equity shares by the Company to the option grantees and the aforesaid ceiling of the employee stock option/ equity shares shall be deemed to increase to the extent of such additional equity shares issued."

“**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the ESOP 2019 or any employee stock options granted thereunder, as it may deem fit, from time to time, in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company and any other applicable laws.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

By Order of the Board of
Berar Finance Limited ,

Date: 12.10.2019

Place: Nagpur, Maharashtra.

(CS.Deepali Balpande)
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out all material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company /Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with postage pre-paid Business Reply Envelope addressed to the Scrutinizer.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of Beneficial ownership maintained by the Depositories as on the close of business hours on Friday 1st November, 2019.
4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **1st November, 2019 (“Cut-off date”)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
6. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. In case a member is desirous of obtaining postal ballot in printed form or a duplicate thereof, the Member may write to Berar Finance Limited, Avinisha Tower, Mehadia Chowk, Dhantoli, Nagpur-440 012 alternatively, he / she can send an email to deepali.balpande@berarfinance.com. The Company will forward the same along with postage prepaid self addressed Business Reply Envelop upon receipt of a request from the Member.
9. The e-voting period commences on Friday, **8th November 2019 at 9:00 a.m.** (IST) and ends at **5:00 p.m.** (IST) on Saturday, 7th December, **2019**. During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, 1st November, 2019 may cast their vote electronically. The e-voting module shall be disabled thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
10. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid Business Reply Envelope to the Scrutiniser so that it reaches the Scrutiniser not later than 5.00 p.m. IST on **7th December, 2019**. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. IST on **7th December, 2019**, it will be considered that no reply from the Member has been received.

11. The resolution, if approved, shall be deemed to have been passed on the last date of voting, that is, 7th **December,2019**.
12. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company's registered office during business hours on all working days from the date of despatch of this Postal Ballot Notice until the last date for receipt of votes by Postal Ballot/e-voting..
13. Members who have not registered their e-mail addresses are requested to register the same with the Company / Depository Participant(s) for sending future communication(s) in electronic form.
14. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
15. The Scrutiniser's decision on the validity of the Postal Ballot shall be final.

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

Item No.1

The Company appreciates the critical role its employees play in the organizational growth. It strongly feels that the value created by its employees should be shared with them. To promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize senior and critical talents, the Company is intending to issue employee stock options under 'Berar Employee Stock Option Plan 2019' (hereinafter referred to as "ESOP 2019"/ "Plan") to the employees and Directors of the Company, as determined from time to time.

Accordingly, the Nomination and Remuneration Committee of the Directors ("Committee") and the Board of Directors of the Company at their respective meetings held on 12.10.2019 and 12.10.2019 had approved the introduction of ESOP 2019, subject to your approval

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Company seeks your approval as regards implementation of the Plan and grant of options thereunder to the eligible employees of the Company as decided from time to time as per provisions of the Plan.

As per prevailing rules, approval of the members is required for implementation of the ESOP 2019.

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are given below:

Item No.1:

a) Total number of options to be granted:

A total of 2,40,000(Two Lakhs and Forty Thousand Only) options would be available for being granted to the eligible employees of the Companies under ESOP 2019. Each option when exercised would be converted into one equity share of face value of Rs.10/- each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees / Directors or otherwise, would be available for being re-granted at a future date. The Board/Committee is authorized to re-grant such lapsed / cancelled options as per the ESOP 2019.

In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of options/ equity shares as aforesaid shall be deemed to increase to the extent of such additional equity shares issued.

b) Identification of classes of employees entitled to participate in the ESOP 2019:

All permanent employees and whole-time or executive Directors (hereinafter referred to as "employees") of the Company, shall be eligible subject to determination or selection by the Board/Committee.

However, following classes of employees / Directors shall not be eligible who are:

- a. Independent Directors;
- b. Promoters or persons belonging to promoter group; and
- c. Director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent (10%) of the outstanding equity shares of the Company;

c) Appraisal Process for determining the eligibility of the employees to Employee Stock Options:

The options shall be granted to the employees as per performance appraisal system of the Company or where the Board/Committee may determine the eligibility criteria for the employees under the ESOP 2019 based on their evaluation on various parameters, such as length of service, grade, performance, technical knowledge, leadership qualities, merit, contribution and conduct, future potential, etc., and such other factors as may be deemed appropriate by it.

d) Requirements of vesting and period of vesting:

The options granted shall vest so long as the employee continues to be in the employment of the Companies. The Board/Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest (subject to the minimum and maximum vesting period as specified below).

The vesting period of options granted shall vest in not earlier than **1 (one)** year and not more than **5 (five)** years from the date of grant of such options. The exact proportion in which and the exact period over which the options would vest would be determined by the Board/Committee, subject to the minimum vesting period of one year from the date of grant of options.

e) The maximum period within which the options shall be vested:

The options granted shall vest in not more than **5 (five)** years from the date of grant of such options.

f) The Exercise price or pricing formula:

The exercise price per option shall not be less than the face value of the shares of the Company as on date of grant.

g) The Exercise Period and the process of exercise:

The vested options can be exercised by the option grantees only in connection with /upon happening of a liquidity event (the term "Liquidity Event" has been defined in the Plan) or within such period as prescribed by the Board/Committee in this regard.

The options will be exercisable by the employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board/Committee from time to time.

h) Lock-in period:

The Shares arising out of Exercise of Vested Options would not be subject to any lock-in period after such Exercise except such restrictions as prescribed under the Applicable Laws.

i) Maximum number of options to be issued per employee and in aggregate:

Number of options that may be granted to any individual employee under the ESOP 2019 shall not exceed 30,000 options.

Total stock options up to 2,40,000 convertible into 2,40,000 equity shares of the face value of Rs. 10 each fully paid-up would be available for being granted under the **Berar Employee Stock Option Plan 2019**.

j) Method of option valuation:

To calculate the employee compensation cost, the Company shall use the intrinsic value method for valuation of the options granted.

In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the directors' report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the directors' report.

k) The conditions under which option vested in employees may lapse:

The vested options shall lapse in case of termination of employment due to misconduct (the term "Misconduct" has been defined in the Plan). Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse.

l) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

In case of resignation of an employee, all vested options as on the date of submission of resignation shall be exercisable by the option grantee only in connection with or upon happening of liquidity events and/ or within such period as may be notified by the Board/Committee.

In the case of termination of employment due to death of the employee all vested options may be exercised by the option grantee's nominees or legal heirs only in connection with or upon happening of liquidity events and/ or within such period as may be notified by the Board/Committee.

m) Disclosure and Accounting Policies:

The Company shall comply with the disclosure and the accounting policies prescribed as per prevailing accounting guidelines and upon listing of securities of the Company, the Company shall comply with the accounting policies and disclosure requirements as prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

As the ESOP 2019 provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 by way of a Special Resolution.

A draft copy of the ESOP 2019 is available for inspection at the Company's Registered Office during official hours on all working days from the date of dispatch of the Notice till December 7, 2019.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution, except to the extent of the securities that may be offered to them under the ESOP 2019.

The Board recommends a Special Resolution as set out at Item No. 1 of the accompanying notice for the approval for the members.

INSTRUCTIONS FOR VOTING :

A. Voting through Physical Postal Ballot Form

1. A Member desiring to exercise vote by physical Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutiniser in the enclosed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, in case the Members send the physical Postal Ballot Form by courier or registered post or deliver it in person at their expense, such Postal Ballot Forms will also be accepted.
2. The Postal Ballot Form, duly completed and signed by the Member(s) should be sent to the Scrutiniser so as to reach the Scrutiniser not later than 5.00 pm (IST) on Saturday, 7th **December, 2019**. Postal Ballot Forms received after the said date shall be treated as if the reply from the Members has not been received.
3. Members are requested to exercise their voting rights by using the enclosed Postal Ballot Form only. No other form or photocopy of the form (except duplicate form issued by the Company) shall be accepted.
4. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser along with the Postal Ballot Form.

B. 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.

- i) The voting period begins **on Friday, 8th November, 2019 (9:00 A.M.) and ends on Saturday, 7th December, 2019 (5:00 P.M.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 1st November, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form
	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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of their folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number R00001 then enter RA00R00001 in the PAN field.
Dividend Bank Details	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"> • 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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN **191101002 for Berar Finance Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 linked in the login 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.
- (xix) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



BERAR FINANCE LIMITED

Corporate Identity Number:U65929MH1990PLC057829

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

Tel.No.0712-6663999

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

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filing this form)

Serial No.

1. Name

Registered address

Of the sole/first named
shareholder

:

2. Name(s) of the joint shareholder(s),if any :

3. Registered Folio No/DP ID/Client ID No.* :
(applicable for members holding shares
in Dematerialized form)

4. No. of shares held :

5. I / we hereby exercise my / our vote(s) in respect of the following SPECIAL RESOLUTION to be passed through Postal Ballot for the business stated in the Notice of the Company dated 12th October,2019 by conveying my / our assent(For) or dissent(Against) to the said resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Description of Resolution	Number of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To approve 'Berar Employee Stock Option Plan 2019'			

Place

Date:

Signature of member

Particulars for voting through Electronic means

EVSN No. (E-Voting Sequence Number)	User ID	Password

E-Voting Facility will be available during the following voting period.

Start at Friday, 8th November, 2019 at 9.00 A.M.

End of E-voting /receipt of Postal Ballot will be on Saturday,7th December, 2019 at 5.00 P.M.

NOTE: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic means as per "Instructions for process to be followed by members opting to vote through electronic means" in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named member and in his/ her absence, by the next-named member.
4. A member can not exercise his vote by proxy on Postal Ballot.
5. The votes of a member will be considered invalid on any of the following grounds:
 - a. If the Postal Ballot Form has not been signed by or on behalf of the Member.
 - b. If the member's signature does not tally;
 - c. If the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;
 - d. If the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
 - f. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
 - g. The member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - h. If a form other than Postal Ballot Form issued by the Company is used.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 p.m. **on Saturday, 7th December , 2019**. If any Postal Ballot Form is received after this date, it will be strictly treated as if reply from such member has not been received.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on 1st November, 2019 (cut-off date).
8. A Member may request for a duplicate Postal Ballot form, if so required or can download the Postal Ballot Form from the Company's website (www.berarfinance.com) and the same duly completed should reach the Scrutiniser not later than the last date for voting mentioned above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.
9. When the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization should accompany Postal Ballot Form.
10. In case the Postal ballot Form is signed by a Power of attorney (POA)holder ,POA registration number should be mentioned.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self- addressed postage-prepaid business reply envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. A member need not use all his / her / its votes nor does he / she / it need to cast his / her / its votes in the same way.
13. A member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot form. If a member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.