



Amit K. Rajkotiya

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

102, Shree Laxmi Appartment, Above Shridhar Arts, Zenda Square,
Dharampeth, NAGPUR - 440 010 E-mail : amitraj123@rediffmail.com
Cell : 98231 22521, (O) 2545670, (R) 2731292

Scrutinizer's Report for Postal Ballot

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies [Management and Administration] Rules 2014)

To,
The Chairman
Berar Finance Limited,
Avinisha Tower,
Mehadia Chowk, Dhantoli,
Nagpur- 440 012.

Dear Sir,

I, Amit K. Rajkotiya, Company Secretary in Whole-time practice, Nagpur was appointed as Scrutinizer by the Board of Directors of the Company to conduct the Postal Ballot Process under the provisions of Section 110 of the Companies Act 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, in respect of the following resolution(s) mentioned in the Postal Ballot Notice dated June 22, 2015:-

Resolution No.	Type of Resolution	Purpose
1	Special Resolution	Authorization to the Board of Directors of the Company for borrowing monies for the purposes of the Company
2	Special Resolution	Authorization to the Board of Directors for the creation of mortgages, charges, liens, hypothecation and /or other securities on the assets of the Company for the purposes of the Company.

I submit my report, as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under, relating to postal ballot voting including voting by electronic means. My responsibility as Scrutinizer is restricted to making Scrutinizer's Report of the votes casted by the members on the resolutions contained in the above mentioned Notice, based on the reports generated from Central Depository Services Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facility for remote e-voting, and scrutiny of physical ballot received till the time fixed for closing of voting process.
2. The total paid up Equity Share Capital of the Company, as on 21st August, 2015 was ₹ 80,000,000 (divided into 8,000,000 equity shares of ₹ 10 each).



3. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply letters on Wednesday, 26th August, 2015 to its Members whose names appear on the Register of Members as on 21st August, 2015.
4. The Members of the Company had an option to vote either through the physical postal ballot form or through the e-voting facility. Members opting for e-voting facility, casted their votes on the designated website [http:// www.evotingindia.com](http://www.evotingindia.com)
5. As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in - Times of India (English Newspaper) and Maharashtra Times (Marathi Newspaper) on Thursday 27th August, 2015, informing about the completion of dispatch/electronic transmission of postal ballot notices, to the Members along with other related matters mentioned therein.
6. As per information provided by Company, there were no business reply letters undelivered. Shareholders whose email were returned undelivered were communicated again either by letter, on phone or personally.
7. We had monitored the process of electronic voting through the Scrutinizer's secured link provided by CDSL on the designated website.
8. The physical postal ballots received by post/courier/by hand were kept under safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms. The electronic ballots were maintained by the CDSL (the Authorized Agency for e-voting) in electronic registry.
9. The e-voting period commenced on 27th August 2015, from 9.00 A.M. and ends on 25th September 2015, at 5.00 P.M. All physical postal ballot forms and e-votes received up to 5.00 P.M. on 25th September 2015, the last date and time fixed by the Company for receipt of the forms/e-votes were considered and none of the business reply inland letters containing postal ballot forms/e-votes received after 5.00 P.M. on 25th September 2015 were considered for the purpose of this Report.
10. The Ballot box was opened by me in the presence of two witnesses at 12.30 P.M. on 26th September 2015.
11. The e-votes were unblocked on 26th September, 2015 around 12.35 P.M. by me in the presence of two witnesses, who are not in the employment of the company.
12. The postal ballot forms and electronic ballots were matched with the Register of Members of the Company as on August 21, 2015.
13. The particulars of all, postal ballot forms received from the Members in physical form(s) and electronic ballot report generated from CDSL have been entered in a separate Register maintained for the purpose.
14. There was no member who has voted through remote e-voting as well as postal ballot.
15. We found one proxy form instead of ballot paper which I have treated as invalid ballot form.



16. The Postal Ballots and other related papers/registers and records will be handed over to the Company Secretary for the safe custody once the Chairman considers, approves and signs the Postal Ballot Minutes.
17. 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.
18. A summary of the Postal Ballots is given below:

Resolution No.1:- Authorization to the Board of Directors of the Company for borrowing monies for the purposes of the Company.

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	51	3616584	36165840	45.2073
b) Less: Invalid/Abstain votes	3	45300	453000	0.5663
c) Net Valid votes casted	48	3571284	35712840	44.6411
d) Votes with assent for the Resolution	48	3571284	35712840	44.6411
e) Votes with dissent for the Resolution	0	0	0	0

The detailed break up of voting through electronic mode and voting through postal ballot forms in respect of the Resolution is attached to this report and marked as "Annexure A"



Resolution No.2:- Authorization to the Board of Directors for the creation of mortgages, charges, liens, hypothecation and /or other securities on the assets of the Company for the purposes of the Company.

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	51	3616584	36165840	45.2073
b) Less: Invalid/Abstain votes	1	1400	14000	0.0175
c) Net Valid votes casted	50	3615184	36151840	45.1898
d) Votes with assent for the Resolution	50	3615184	36151840	45.1898
e) Votes with dissent for the Resolution	0	0	0	0

The detailed break up of voting through electronic mode and voting through postal ballot forms in respect of the Resolution is attached to this report and marked as "Annexure B"

19. 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)
1.	3571284	3571284	100
2.	3615184	3615184	100

20. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,
Yours faithfully

Amit K. Rajkotiya



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

Place : Nagpur

Dated : 28th September 2015

Witness 1

Signature:-

Name:- Mr. Bhojraj R. Wakodikar

Witness 2

Signature:-

Name:- Mr. Anil M. Pandya

FOR BERAR FINANCE LIMITED

Anil M. Pandya
Chairman

“Annexure A”

Detailed break up of voting through electronic mode and voting through postal ballot forms in respect of the Resolution No. 1

Postal Ballot

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	31	102750	1027500	1.2844
b) Less: Invalid/Abstain votes	3	45300	453000	0.5663
c) Net Valid votes casted	28	57450	574500	0.7181
d) Votes with assent for the Resolution	28	57450	574500	0.7181
e) Votes with dissent for the Resolution	0	0	0	0

E-voting

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	20	3513834	35138340	43.9229
b) Less: Invalid/Abstain votes	0	0	0	0
c) Net Valid votes casted	20	3513834	35138340	43.9229
d) Votes with assent for the Resolution	20	3513834	35138340	43.9229
e) Votes with dissent for the Resolution	0	0	0	0



“Annexure B”

Detailed break up of voting through electronic mode and voting through postal ballot forms in respect of the Resolution No. 2

Postal Ballot

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	31	102750	1027500	1.2844
b) Less: Invalid/Abstain votes	1	1400	14000	0.0175
c) Net Valid votes casted	30	101350	1013500	1.2669
d) Votes with assent for the Resolution	30	101350	1013500	1.2669
e) Votes with dissent for the Resolution	0	0	0	0

E-voting

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	20	3513834	35138340	43.9229
b) Less: Invalid/Abstain votes	0	0	0	0
c) Net Valid votes casted	20	3513834	35138340	43.9229
d) Votes with assent for the Resolution	20	3513834	35138340	43.9229
e) Votes with dissent for the Resolution	0	0	0	0

