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:** investor.relations@berarfinance.com

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NOTICE OF EXTRA - ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE **02/F.Y. 2025-2026 EXTRA-ORDINARY GENERAL MEETING ("EGM")** OF THE MEMBERS OF **BERAR FINANCE LIMITED ("THE COMPANY"**) WILL BE HELD ON **WEDNESDAY, DECEMBER 10, 2025 AT 11.00 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM")** TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO.1:

APPROVAL FOR CANCELLATION OF UNSUBSCRIBED EQUITY SHARES AND SERIES B CUMULATIVE NON-PARTICIPATING COMPULSORILY CONVERTIBLE PREFERENCE SHARES (SERIES B CCPS) ISSUED BY WAY OF PREFERENTIAL OFFER THROUGH PRIVATE PLACEMENT:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Memorandum of Association and Articles of Association of the Company, Section 23 read with Section 42, 55 and Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014 and Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the Company to cancel 77,862 (Seventy Seven Thousand Eight Hundred and Sixty Two Only) Equity shares and 4,098 (Four Thousand and Ninety Eight Only) Series B cumulative non-participating compulsorily convertible preference shares (**"Series B CCPS"**) (collectively referred to as "**Subscription Securities**") which were unsubscribed by First Bridge India Growth Fund by way of preferential offer through private placement.

RESOLVED FURTHER THAT Mr. Sandeep Marotrao Jawanjal, Managing Director (DIN:01490054) and Ms. Deepali Ravindra Balpande, Company Secretary be and are hereby severally authorized to file any forms, returns, application with the Registrar of Companies/ the Reserve Bank of India and/ or any other competent authority(ies) including representing the Company before such authorities, and to take all other steps which may be incidental, consequential, relevant or ancillary in connection with the aforesaid resolution.

RESOLVED FURTHER THAT certified copy of this resolution issued under the signature of any directors or the Company Secretary of the Company be submitted to whomsoever it may concern."

ITEM NO.2:

TO OFFER AND ISSUE EQUITY SHARES AND SERIES B CUMULATIVE NON-PARTICIPATING COMPULSORILY CONVERTIBLE PREFERENCE SHARES (SERIES B CCPS) BY WAY OF PREFERENTIAL OFFER THROUGH PRIVATE PLACEMENT:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Memorandum of Association and Articles of Association of the Company, Section 23(1)(b), Section 42, 55 and Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and any other rules framed thereunder (including any statutory modifications, enactments, or re-enactments thereof for the time being in force), other applicable rules, notifications, guidelines issued by the Government of India, Reserve Bank of India and subject to such other approvals, consents, permissions, or sanctions of Government of India, Reserve Bank of India and other Indian/ Overseas appropriate authorities, institutions or bodies and subject to such terms and conditions, stipulations, alterations, amendments, modifications or variations, as may be prescribed by any of them in granting such approvals, consents, permissions, or sanctions and based on the valuation report obtained in this regard, the consent of the members of the Company be and is hereby accorded to issue and offer 77,862 (Seventy Seven thousand eight hundred and sixty two only) Equity shares and 4,098 (Four thousand and ninety eight only) Series B cumulative non-participating compulsorily convertible preference shares ("**Series B CCPS"**) (collectively referred to as "**Subscription Securities**") by way of preferential offer through private placement to the following identified investor as tabled below:

S. No.	Name of the Investor	Type of Securities	No. of Securities Issued	Face Value (IN INR)	Premium (IN INR)	Issue price (IN INR)	Subscription Amount (in INR)
1.	Sushil Kumar Agarwal	Equity	77,862	10/-	600.05	610.05	4,74,99,713.10
		Series B CCPS	4,098	10/-	600.05	610.05	24,99,984.90
	TOTAL		**81,960**				**4,99,99,698.00**

RESOLVED FURTHER THAT the terms of the equity shares issued shall rank pari-passu with the existing equity shares of the Company in all aspects including dividend.

RESOLVED FURTHER THAT the terms and conditions of the Series B CCPS shall be as set out in **Annexure I.**

RESOLVED FURTHER THAT the Valuation Certificate dated September 03, 2025 issued by Registered Valuer Ms. Amandeep Kaur annexed hereto as **Annexure II** is hereby perused.

RESOLVED FURTHER THAT Mr. Sandeep Jawanjal, Managing Director (DIN: 01490054) and Ms. Deepali Ravindra Balpande, Company Secretary of the Company be and are hereby severally authorized to:

(a) issue the Private Placement Offer Letter to the aforesaid Investor for and on behalf of the Company;

(b) negotiate, finalise, execute, ratify or amend the Private Placement Offer Letter and to do all such acts, deeds and things as may be necessary or expedient to implement this resolution and to do and execute all acts and deeds as may be required in connection with the aforesaid;

(c) to sign letters of undertaking, declarations, agreements and other papers which may be required; and

(d) to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party with any statutory authorities including but not limited to the Registrar of Companies and Reserve Bank of India and to take all such further steps as may be required to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution issued under the signature of any of the Directors or the Company Secretary of the Company be submitted to whomsoever it may concern."

ITEM NO.3:

APPROVAL FOR AMENDMENT, RESTATEMENT AND ENTRENCHMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with provisions of Section 5 and Section 14 of the Companies Act, 2013 read with the rules famed thereunder and other applicable provisions, if any, including statutory modification(s), enactment(s), re-enactment(s), thereof for the time being in force, the consent and approval of the members be and is hereby accorded, by way of a special resolution, for adopting the amended and re-stated articles of association of the Company ("Articles of Association"), which incorporate the relevant provisions of the Shareholders' Agreement (**"SHA"**) dated 04th September, 2025 executed by and amongst (i) Maj Invest Financial Inclusion Fund III K/S (ii) Amicus Capital Private Equity I LLP (iii) Amicus Capital Partners India Fund I (iv) Abler Nordic Fund V KS (v) First Bridge India Growth Fund (vi) Individual Promoters (vii) Avino Capcons Private Limited ("Corporate Promoter") (viii) Other Founding Shareholders and (ix) the Company, in substitution, and to the entire exclusion, of the existing articles of association of the Company.

RESOLVED FURTHER THAT pursuant to Section 5(3) and (4) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and relevant rules framed thereunder, the consent of the members of the Company by way of a special resolution be and is hereby accorded for the inclusion and adoption of entrenchment provisions set out in the Part B of amended and restated Articles of Association.

RESOLVED FURTHER THAT Mr. Sandeep Jawanjal, Managing Director (DIN:01490054) and Ms. Deepali Ravindra Balpande, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things for restating the Articles of Association of the Company, and do such other acts, execute such documents and writings and to complete all such formalities as may be required in this regard and do all other acts and things as may be incidental or necessary to give effect to the above resolution including, without limitation, the preparation, execution and filing of statutory forms with the Registrar of Companies and any other filings required to be made with any authority in respect thereof.

RESOLVED FURTHER THAT a certified true copy of this resolution issued under the signature of any of the Directors or the Company Secretary of the Company be submitted to whomsoever it may concern.**"**

ITEM NO. 4:

APPROVAL FOR ADOPTION OF BERAR EMPLOYEE STOCK OPTION PLAN 2025:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactments for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company and subject 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 consent of the members of the Company be and is hereby accorded for adoption of Berar Employee Stock Option Plan, 2025 ("**2025 ESOP Plan**" or "**Plan**").

RESOLVED FURTHER THAT the Plan shall not in aggregate exceed 1,27,039 (One Lakh Twenty-Seven Thousand and Thirty-Nine only) options ("**Options**") be issued in one or more tranches, exercisable into equivalent number of equity shares of Rs. 10/- each fully paid up on such other terms and conditions as the Board or the Nomination and Remuneration Committee ("**NRC**") thereof may be determined from time to time.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company pursuant to the Plan in the manner aforesaid shall rank pari-passu in all respects 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 **2025 ESOP Plan** 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 bringing into effect and implementing the Plan and for giving effect to these resolutions, the NRC be and is hereby authorized in accordance with the Plan, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT a certified true copy of this resolution issued under the signature of any of the Directors or the Company Secretary of the Company be submitted to whomsoever it may concern."

ITEM NO.5:

APPROVAL FOR VARIATION OF BERAR EMPLOYEE STOCK OPTION PLAN 2019:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactments for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company and subject 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 consent of the members of the Company be and is hereby accorded for variation of Berar Employee Stock Option Plan, 2019 ("**2019 ESOP Plan**" or "**Plan**") in accordance with the requirements of Amended and Restated Shareholders Agreement dated 04th September, 2025.

RESOLVED FURTHER THAT, for the purpose of bringing into effect and implementing the Plan and for giving effect to this resolutions, the Nomination and Remuneration Committee (NRC) be and is hereby authorized in accordance with the Plan, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT a certified true copy of this resolution issued under the signature of any of the Directors or the Company Secretary of the Company be submitted to whomsoever it may concern."

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

By order of the Board of Directors
For Berar Finance Limited
Sd/-
Deepali Balpande
Company Secretary

Place: Nagpur
Date: November 13, 2025

Membership No: ACS 21290

Notes:

i. **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED TO THIS NOTICE**.

ii. Pursuant to the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020 read with other relevant circulars including General Circular no. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter referred to as "the MCA Circulars"), companies are allowed to hold general meetings through video conferencing ("VC") or other audio visual means ("OAVM"), without the physical presence of members at a common venue. Pursuant to the MCA Circulars, the EGM of the Company is being held through VC/OAVM.

Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the EGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India **("ICSI")** read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

iii. The Explanatory Statement pursuant to Section 102(1) of the Act in respect of the special business above is attached herewith.

iv. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. In this Notice, the term member(s) or shareholder(s) are used interchangeably.

INSPECTION OF DOCUMENTS:

v. Relevant documents referred to in this Notice including draft copy of 2019 ESOP Plan, 2025 ESOP Plan, altered Articles of Association and the statement annexed to this notice, will be available electronically for inspection by the Members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM, i.e. December 10, 2025. Members seeking to inspect such documents can send an email to investor.relations@berarfinance.com.

vi. The following registers shall remain open for inspection as per the period specified above and be accessible to any member:

a) Register of contracts or arrangements in which Directors are interested under section 189 of the Act.
b) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act.

In accordance with the MCA circulars, the said registers will be made available electronically for inspection by the Members during the EGM. Members seeking to inspect such documents can send an email to investor.relations@berarfinance.com.

vii. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") who shall be providing facility for voting through remote e-voting, for participation in the EGM through VC/ OAVM facility and e-voting during the EGM. The procedures and instructions for 'remote e-voting', 'attending the meeting' and 'e-voting at the meeting' issued by CDSL are furnished as part of this Notice.

REMOTE E-VOTING/ VOTING RELATED INFORMATION

viii. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, the Company has provided E-voting facility to the members. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") who shall be providing facility for voting through remote e-voting as well as e-voting during EGM. The procedures and instructions for 'remote e-voting' issued by CDSL are furnished as part of this Notice.

ix. It may be noted that the 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 will commence on Saturday, December 06, 2025 at 9:00 A.M. (IST) and end on Tuesday, December 09, 2025 at 5:00 P.M. (IST).

x. During the above period, shareholders of the Company as on the cut-off date of **Wednesday, December 03, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on **Tuesday, December 09, 2025**. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

xi. The voting rights of Members shall be in proportion to the shares held by them in the paid-up share capital of the Company as on **Wednesday, December 03, 2025**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. **Wednesday, December 03, 2025**, only shall be entitled to avail the facility of remote e-voting / e-voting at the time of the meeting. A person who is not a member on the cut-off date should treat this Notice for information purpose only.

The facility for voting through electronic voting system shall also be made available at the time of 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.

xii. 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.

xiii. Members can opt for only one mode of voting, i.e., either by remote e-voting or e-voting during the meeting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through during the meeting shall be treated as invalid.

xiv. The Board of Directors has appointed Mr. Sunil Purushottam Zore, Practicing Company Secretary (CP No.11837), having office at "A-Wing, 202, Kolshet Road, Dhokali Naka, Cosmos Nest, Thane (W) – 400 607" and at "Block No.98, Wing III, Rajat Sankul, Ganesh Peth, Nagpur-440018" as the Scrutinizer for conducting E-Voting process (both remote e-voting as well as e-voting during the EGM) in a fair and transparent manner.

xv. The Scrutiniser shall, immediately after the conclusion of voting at the EGM, unlock the votes cast at the meeting as well as the votes cast through remote e-voting / e-voting during the meeting and make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman or any person so authorised by him, who shall countersign the same and declare the result thereof.

xvi. The results declared along with the scrutiniser's report shall be placed on the Company's website at https://www. berarfinance.com/investors.html and shall also be communicated to the stock exchange.

GENERAL INFORMATION:

xvii. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the EGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the EGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/Authority Letter, etc., authorising their representative to attend the EGM through VC/OAVM on their behalf and to vote through remote e-voting or during the EGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to cssunilzore@gmail.com with a copy marked to evoting@cdslindia.com and to the Company at investor.relations@berarfinance.com.

xviii. The Company's Registrar and Transfer Agent for its Share Registry Work is M/s. Bigshare Services Pvt. Ltd., Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Ph. No. 022-62638261.

xix. In line with the MCA Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ M/s. Bigshare Services Private Limited/Depository Participants. A copy of the Notice of this EGM is also available on the website of the Company at www.berarfinance.com, website of the Stock Exchange where the NCDs of the Company are listed, viz. BSE Limited at www.bseindia.com and website of CDSL www.evotingindia.com. For any communication, the Members may also send a request to the Company's email id: investor.relations@berarfinance.com. The Company will not be dispatching physical copies of the Notice of EGM to any Member. The physical copy of Notice will be sent to shareholders at their registered address who request for the same.

xx. Notice is being sent to all the shareholders whose name appear on the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as at the close of business hours on November 07, 2025.

xxi. Members are requested to support the Green Initiative by registering / updating their email addresses with the Depository Participants (in case shares are held in dematerialized form) or with the Company (in case shares are held in physical form).

xxii. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

a) Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.

b) Members holding shares in physical form may register their email address by informing the Company at its investor email id investor.relations@berarfinance.com .

c) The Members who are holding shares in Physical Form are requested to avail dematerialization facility. For further information, please refer to the FAQs posted by NSDL on its website nsdl.co.in and CDSL on its website www.cdslindia.com.

Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs/ the Company to enable servicing of notices/documents and other communications electronically to their email address in future.

xxiii. Any person, who acquires shares of the Company and becomes a member after dispatch of the Notice, but holds shares as on the cut-off date i.e. **Wednesday, December 03, 2025** may obtain the copy of Notice, login ID and password by sending a request to helpdesk.evoting@cdslindia.com or to the Company at its email id investor.relations@berarfinance.com from their registered e-mail ID. In case the e-mail ID is not registered, such members are requested to register/update the same with the respective depository participants.

xxiv. 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 and changes therein;

a) In case shares held in Demat Form, to their respective depository participant.

b) In case shares held in physical form, the member can approach the Company by writing an email to the Company at investor.relations@berarfinance.com.

xxv. The Ministry of Corporate affairs by virtue of notification dated 10th September, 2018 has amended the Companies (Prospectus and Allotment of Securities) Rules, 2014. According to this notification;

Every holder of securities of an unlisted public company,

a) who intends to transfer such securities on or after 2nd October, 2018, shall get such securities dematerialised before the transfer; or

b) who subscribes to any securities of an unlisted public company (whether by way of private placement or bonus shares or rights offer) on or after 2nd October, 2018 shall ensure that all his existing securities are held in dematerialized form before such subscription.

To facilitate the shareholders of the Company to demat their shareholding in the Company, the Company has made admission of its securities on both Depositories namely Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL).The Company has appointed M/s. Bigshare Services Pvt. Ltd., Mumbai as share Transfer Agent (RTA). The ISIN of the Company is INE998Y01017.

NOMINATION FACILITY

xxvi. Members can avail of the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014.

For the said purpose:

1) Shareholders holding shares in electronic mode may approach their respective depository participants (DP) and
2) Shareholders holding shares in physical mode can approach M/s. Bigshare Services Pvt. Ltd., our Registrar & Share Transfer Agent (RTA) at Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400 093 Ph. No: 022-62638261.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS:

Resolution at Item no. 1:

The resolution at item no. 1 is a "Matter Pertaining to Fundamental Issues" as per the Amended and Restated Shareholders' Agreement ("SHA") dated September 04, 2025.

Pursuant to the special resolution, the Members at their Extra-Ordinary General Meeting dated October 09, 2025 had approved the issue and offer of 7,78,625 Equity Shares and 40,980 Series B cumulative non-participating compulsorily convertible preference shares ("**Series B CCPS**") (collectively referred to as "**Subscription Securities**") by way of preferential offer through private placement to First Bridge India Growth Fund ("Investor"). In this regard, the Investor had subscribed for 7,00,763 Equity Shares and 36,882 Series B CCPS. In accordance with Section 42(5) of the Companies Act, 2013, the Company proposes to cancel 77,862 Equity shares and 4,098 Series B CCPS which were unsubscribed by the Investor.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, directly or indirectly, financially, or otherwise, in this resolution except to the extent of their respective shareholding, if any, in the Company.

The Board recommends Special Resolution set out at item no.1 of the Notice for approval of the Members.

Resolution at Item no. 2:

The resolution at item no. 2 is a "Matter Pertaining to Fundamental Issues" as per the Amended and Restated Shareholders' Agreement ("SHA") dated September 04, 2025.

In accordance with the Share Subscription Agreement ("**SSA**") dated 04th September, 2025 entered into by the Company with Abler Nordic Fund V KS, First Bridge India Growth Fund, Individual Promoters, Avino Capcons Private Limited ("**Corporate Promoter**") and Other Founding Shareholders and the Amended and Restated Shareholders Agreement ("**SHA**") dated 04th September, 2025 entered into by the Company amongst Maj Invest Financial Inclusion Fund III K/S, Amicus Capital Private Equity I LLP, Amicus Capital Partners India Fund I, Abler Nordic Fund V KS, First Bridge India Growth Fund, Individual Promoters, Avino Capcons Private Limited ("**Corporate Promoter**") and Other Founding Shareholders, (the "SSA" and "SHA" shall be collectively referred to as **Transaction Documents**") and in accordance with approval of the Board at its meeting held on November 13, 2025, the Company has approved the proposal to raise funds from the Investor as specified in the resolution for issue and offer of Equity Shares and Series B cumulative non-participating compulsorily convertible preference shares ("**Series B CCPS**") (collectively referred to as "**Subscription Securities**"). Basis the Transaction Documents, the Company is required to issue the Subscription Securities through preferential offer by way of private placement.

Pursuant to the **SSA**, Mr. Sushil Kumar Agarwal is an Affiliate of First Bridge India Growth Fund.

In terms of Sections 23(1)(b), 42, 55 and 62(1)(c) of the Companies Act, 2013 and the rules made thereunder, an issue of equity shares and Preference shares by way of private placement requires approval of the shareholders by way of special resolution.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "**PAS Rules**") and Section 62(1)(c) of the Companies Act, 2013 read with Rule 13(2)(d) of the Companies (Share Capital and Debenture) Rules, 2014 (the "**SCD Rules**"), please see below the details required to be disclosed in the explanatory statement of a shareholders meeting with respect to the proposed issuance of **Subscription Securities** to the Investor, on a private placement basis:

I. The details as required under Section 62(1)(c) of the Companies Act, 2013 read with Rule 13(2)(d) of the SCD Rules:

TABLE I

Sr. No.	**Particulars**	**Details**
1.	Objects of the issue	The Company shall utilize the proceeds from the issue for expansion of its business and to improve its Capital Adequacy Ratio.
2.	Total number of shares or other securities to be issued	77,862 Equity Shares 4,098 Series B CCPS
3.	The price or price band at/within which the allotment is proposed	**Equity shares-** INR 610.05 (Indian Rupees Six Hundred and Ten point Zero Five Paise only) per share including premium of INR 600.05 (Indian Rupees Six Hundred point Zero Five Paise only) per share **Series B CCPS-** INR 610.05 (Indian Rupees Six Hundred and Ten point Zero Five Paise only) per share including premium of INR 600.05 (Indian Rupees Six Hundred point Zero Five Paise only) per share.
4.	Basis on which the price has been arrived at along with report of the registered valuer	As per the valuation certificate issued by Ms. Amandeep Kaur dated 03rd September, 2025 enclosed as **Annexure II**.
5.	Relevant date with reference to which the price has been arrived at	June 30, 2025
6.	Class or classes of persons to whom the allotment is proposed to be made	Mr. Sushil Kumar Agarwal (Individual)
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	NIL
8.	Proposed time within which the allotment shall be completed	Within 60 (days) days from the receipt of funds
9.	Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Mr. Sushil Kumar Agarwal representing 0.55% of Post Issue Share capital

10.	Change in control, if any, in the company that would occur consequent to the preferential offer	There is no change of control pursuant to the issuance of Subscription Securities. The Promoters of the Company will continue to be in control of the Company.
11.	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Please refer **Annexure III**
12.	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N/A
13.	The pre issue and post issue shareholding pattern of the company	Please refer **Annexure IV.**

II. Details as required under Section 55 read with Rule 9 of the SCD rules with respect to Issue of CCPS:

Table II

1.	the size of the issue and number of preference shares to be issued and nominal value of each share;	4,098 Series B CCPS having nominal value of INR 10 (Indian Rupees Ten only) each share
2.	the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible	Series B cumulative non-participating compulsorily convertible preference shares
3.	the objectives of the issue;	The Company shall utilize the proceeds from the issue for expansion of its business and to improve its Capital Adequacy Ratio.
4.	the manner of issue of shares;	Preferential offer by way of private placement
5.	the price at which such shares are proposed to be issued;	INR 610.05 (Indian Rupees Six Hundred and Ten point Zero Five Paise only) per share including premium of INR 600.05 (Indian Rupees Six Hundred point Zero Five Paise only) per share.
6.	the basis on which the price has been arrived at;	As per the valuation certificate issued by Registered valuer Ms. Amandeep Kaur dated 03rd September, 2025 enclosed as **Annexure II**.
7.	the terms of issue, including terms and rate of dividend on each share, etc.;	Enclosed as **Annexure I**
8.	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;	Not Applicable

9.	the manner and modes of redemption;	Not Applicable
10.	the current shareholding pattern of the company;	Enclosed as **Annexure V**
11.	the expected dilution in equity share capital upon conversion of preference shares.	Enclosed as **Annexure VI**

III. Details as required under Section 42 of the Companies Act,2013 read with Rule 14(1) of PAS Rules:

Table III

S. No	Subject	Particulars
1.	Particulars of offer including the date of passing of board resolution	77,862 Equity Shares and 4,098 Series B CCPS. Board resolution dated November 13, 2025
2.	Kinds of securities offered and price at which securities are being offered	**Equity Shares-** INR 610.05 (Indian Rupees Six Hundred and Ten point Zero Five Paise only) per share including premium of INR 600.05 (Indian Rupees Six Hundred point Zero Five Paise only) per share. **Series B CCPS-** INR 610.05 (Indian Rupees Six Hundred and Ten point Zero Five Paise only) per share including premium of INR 600.05 (Indian Rupees Six Hundred point Zero Five Paise only) per share.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	As per the valuation certificate issued by Registered valuer Ms. Amandeep Kaur dated 03rd September, 2025 enclosed as **Annexure II.**
4.	Name and address of the valuer	Ms. Amandeep Kaur, Wz-200 Street No-5 , Guru Nanak Nagar , Tilak Nagar , New Delhi , National Capital Territory Of Delhi - 110018
5.	Amount which the Company intends to raise by way of such securities	**Equity Shares-** INR 4,74,99,713.10 (Indian Rupees Four Crores Seventy Four Lakh Ninety-Nine Thousand Seven Hundred and Thirteen point Ten Paise only) **Series B CCPS-** INR 24,99,984.90 (Indian Rupees Twenty-four lakhs Ninety Nine Thousand Nine Hundred and Eighty-Four point Ninety Paise only)
6.	Material terms of raising such securities.	The equity shares issued shall rank pari passu with the existing equity shares of the Company in all aspects including dividend**.** The terms and conditions of the Series B CCPS shall be as set out in **Annexure I**.

7.	Proposed time schedule for which the offer letter is valid.	The offer is valid for 12 months from the date of passing special resolution
8.	Purposes or objects of offer.	The Company shall utilize the proceeds from the issue for expansion of its business and to improve its Capital Adequacy Ratio.
9.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects;	Nil
10.	The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations	Nil
11.	Principal terms of assets charged as securities	Not Applicable

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, directly or indirectly, financially, or otherwise, in this resolution except to the extent of their respective shareholding, if any, in the Company.

The Board recommends Special Resolution set out at item no.2 of the Notice for approval of the Members.

Resolution at Item no. 3:

The resolution at item no. 3 is a "Matter Pertaining to Fundamental Issues" as per the Amended and Restated Shareholders' Agreement ("SHA") dated September 04, 2025.

Pursuant to the Shareholders Agreement (**"SHA"**) dated 04th September, 2025 executed by and amongst (i) Maj Invest Financial Inclusion Fund III K/S (ii) Amicus Capital Private Equity I LLP (iii) Amicus Capital Partners India Fund I (iv) Abler Nordic Fund V KS (v) First Bridge India Growth Fund (vi) Individual Promoters (as identified therein) (vii) Avino Capcons Private Limited **("Corporate Promoter")** (viii) Other Founding Shareholders (as identified therein) and (ix) the Company, the Company is required to restate and entrench its Articles of Association to incorporate the provisions of the SHA to the extent relevant upon successful consummation of the transactions contemplated therein.

The provisions of the Companies Act, 2013 (including any statutory modifications(s) or reenactment thereof, for the time being in force) require the Company to seek the approval of the members of the Company by way of a special resolution for amending and restating its Articles of Association by way of substitution of its existing articles of association with the Articles of Association of the Company. Further, in terms of Section 5(3) read with Section 5(4) of the Companies Act, 2013, the Company may, by passing a special resolution, include entrenchment provisions in its Article of Association. Accordingly, the entrenchment provisions contained in the Revised Articles need to be approved by its members by way of a special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, directly or indirectly, financially, or otherwise, in this resolution except to the extent of their respective shareholding, if any, in the Company.

The Board recommends Special Resolution set out at item no.3 of the Notice for approval of the Members.

Resolution at Item no. 4:

The resolution at item no. 4 is a "Matter Pertaining to Fundamental Issues" as per the Amended and Restated Shareholders' Agreement ("SHA") dated September 04, 2025.

The Board at its meeting held on November 13, 2025, has approved the proposal to adopt 2025 ESOP Plan ("**2025 ESOP Plan**" or "**Plan**") in accordance with Section 62(1)(b) and the rules made thereunder subject to approval of shareholders by way of special resolution.

The details as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time:

S. No	Subject	Particulars
1.	the total number of stock options to be granted	1,27,039 (One lakh twenty-seven thousand thirty-nine Only) Options in aggregate in one or more tranches
2.	Identification of classes of employees entitled to participate in the Employees Stock Option Plan **(2025 ESOP Plan)**	As determined by NRC
3.	The appraisal process for determining the eligibility of employees to the Employees Stock Option Plan **(2025 ESOP Plan)**	As determined by NRC
4.	The 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 Company. 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: Minimum period of 1 (One) year and not later than maximum period of 10 (Ten) years from the date of Grant as decided by NRC
5.	The maximum period within which the options shall be vested	Options granted under 2025 ESOP Plan shall vest not earlier than minimum period of 1 (One) year and not later than maximum period of 10 (Ten) years from the date of Grant as decided by NRC
6.	The exercise price or the formula for arriving at the same	The Exercise Price per Options shall be determined by the NRC, which shall not be less than Rs. 429.36 (Indian Rupees Four Hundred Twenty Nine And Thirty Six Paise Only), and after the consummation of any future fundraise after the Closing Date ("**Future Funding**"), the Exercise Price shall not be less than the price at which

		Securities were issued in the immediately preceding funding round of the Company prior to the Future Funding. Further the Exercise Price can be different for different set of Employees for Options granted on same / different dates, subject to the restrictions set out above. Once granted, the Exercise Price of the Options may be varied by Committee to account for any right issues, mergers, stock splits, bonus issue or share consolidations etc.
7.	The exercise period and process of exercise	The Vested Options can be exercised by the option grantees only in connection with or upon happening of a liquidity event and/or within such period as determined by the NRC in its sole discretion. In case of separation of employment, the process of exercise shall be as per **Annexure VII.**
8.	Lock-in period, if any ;	Not applicable
9.	The maximum number of options to be granted per employee and in aggregate	As determined by the NRC
10.	The method which the company shall use to value its options	The Company shall follow the rules/regulations applicable to accounting of Options with reference to Fair Value of Shares as on date of Grant.
11.	The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	**Annexure VII**
12.	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	**Annexure VII**
13.	A statement to the effect that the company shall comply with the applicable accounting standards	The Company shall comply with IND AS/ Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, directly or indirectly, financially, or otherwise, in this resolution except to the extent of their respective shareholding, if any, in the Company.

The Board recommends Special Resolution set out at item no.4 of the Notice for approval of the Members.

Resolution at Item no. 5:

The resolution at item no. 5 is a "Matter Pertaining to Fundamental Issues" as per the Amended and Restated Shareholders' Agreement ("SHA") dated September 04, 2025

The Board at its meeting held on November 13, 2025, has approved the proposal to adopt the revised Berar Employee Stock Option Plan 2019 ("**2019 ESOP Plan**" or "**Plan**") in accordance with the Amended and Restated Shareholders Agreement dated 04th September, 2025 ("**SHA**"). In accordance with Section 62(1)(b) and the rules made thereunder, approval of shareholders by way of special resolution is required for variation in the 2019 ESOP Plan.

The details of the revised clauses of 2019 ESOP Plan are as follows:

S No	Revised clauses	Note
1	Definition of Liquidity event and Strategic Sale	Definitions have been modified as follows: a. Liquidity Events: Deleting references to drag along and tag along rights and purchase of shares by Investor(s). b. Strategic Sale: Redefined as per SHA.
2	8.1 (a) The Exercise Price per Options for all the options that have been granted as on the date of December 10, 2025 shall be determined by the Committee which shall not be less than the face value of the Shares of the Company as on date of Grant.	Exercise price has been aligned in accordance with SHA.
3	8.1 (b) The Exercise Price per Options for the options that have been not granted as on December 10, 2025 shall be determined by the Committee, which shall not be less than Rs. 429.36 (Indian Rupees Four Hundred Twenty Nine And Thirty Six Paise Only), and after the consummation of any future fundraise after the Closing Date ("Future Funding"), the Exercise Price shall not be less than the price at which Securities were issued in the immediately preceding funding round of the Company prior to the Future Funding. Further the Exercise Price can be different for different set of Employees for Options granted on same / different dates, subject to the restrictions set out above. Once granted, the Exercise Price of the Options may be varied by Committee to account for any right issues, mergers, stock splits, bonus issue or share consolidations etc.	Insertion of new clause on Exercise price for options that are not granted in order to align with SHA.
4	8.1 (d) The Committee may re-price the Options, which are not exercised whether or not they have been vested if the Options were rendered unattractive due to fall in the price of the shares, provided that the Committee shall ensure that such re-pricing shall not be detrimental to the interest of Employees, shall be compliant with	Insertion of new clause to enable NRC to re-price the Options that are not exercised in case of fall in the price of shares.

	restrictions set out in Clause 8.1.(b) above, and shall be subject to approvals as may be required.	
5	Deletion of clause 8.3 on Exercise in case of Liquidity Events prior to Listing.	Deleted in order to align with SHA.
6	Cash Settlement of Vested Options	Deleted as the Company intends to make it an Equity settled Plan

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, directly or indirectly, financially, or otherwise, in this resolution except to the extent of their respective shareholding, if any, in the Company.

The Board recommends Special Resolution set out at item no.5 of the Notice for approval of the Members.

ANNEXURE I
TERMS OF THE SERIES B CCPS

The rights attached to the Series B CCPS, issued and allotted to the holders of Series B CCPS under the Share Subscription Agreement ("**SSA**") dated 04th September, 2025 by and amongst the Company, Abler Nordic Fund V KS, First Bridge India Growth Fund, Individual Promoters, Avino Capcons Private Limited ("**Corporate Promoter**") and Other Founding Shareholders.

Capitalized terms and expressions not defined in this Annexure shall have its meaning ascribed to such terms and expressions defined under the SSA.

1. **Face Value.**

The Series B CCPS shall have face value of INR 10/- (Indian Rupees 10/- Only).

2. **Nature.**

Each Series B CCPS shall be a cumulative non-participating compulsorily convertible preference share denominated in Indian Rupees and shall be fully and compulsorily convertible into Equity Shares in accordance with this Annexure and the Amended and Restated Shareholders' Agreement ("SHA"). For the avoidance of doubt each Series B CCPS shall be fully paid-up.

3. **Dividend.**

The Series B CCPS shall carry a pre-determined cumulative dividend at the rate of 0.01% (zero point zero one percent) on face value per annum. In addition, the Series B CCPS will be entitled to the entire dividend as declared on Equity Shares on a Fully Diluted Basis.

4. **Rounding Off.**

For the purpose of conversion of the Series B CCPS to Equity Shares rounding off shall be the next higher 1 (one) share.

5. **Rank of Series B Preference Shares.**

Subject to the terms of the Transaction Documents, Series B CCPS shall rank senior to all existing Securities of the Company, except for the Equity Shares issued to Investors which shall rank pari passu with the Series B CCPS.

6. **Voting Rights.**

The Series B CCPS shall be entitled to voting rights on an as if converted basis. The Series B CCPS holders shall carry such voting rights as are exercisable by persons holding Equity Shares in the Company and shall be treated *pari-passu* with the Equity Shares on all voting matters.

7. **Conversion.**

Optional Conversion:

7.1. On a day selected by holder of the Series B CCPS by notice in writing to the Company, and which date shall not be later than the Series B Conversion Date, each Series B CCPS shall (on the Series B Conversion Date) convert into 1 (one) Equity Share, ("**Series B Conversion Rate**"), subject to any adjustment as per

the terms of the SHA, to the satisfaction of the holder of Series B CCPS.

Mandatory Conversion:

7.2. Further, on the immediately preceding Business Day of the date of expiry of 19 (nineteen) years and 11 (eleven) months from the date of allotment of the Series B CCPS ("**Series B Conversion Date**"), the Series B CCPS which are not so converted shall stand automatically converted into Equity Shares. If mandated by applicable Law, Series B CCPS shall automatically convert to Equity Shares prior to the QIPO/ initial public offer of the Company.

8. Conversion Procedure.

a) In order to effect the conversion of Series B CCPS into Equity Shares, the holder of Series B CCPS shall give written notice to the Company (the "**Conversion Notice**") in accordance with Clause 18 (*Notices*) of the SHA, of its/ their desire to convert the Series B CCPS into Equity Shares. The Conversion Notice shall state (i) the number of Series B CCPS to be converted; (ii) the number of Equity Shares into which they are to be converted pursuant to the Series B Conversion Rate; and (iii) the name or names in which the Equity Shares are to be issued. Upon receipt of the Conversion Notice, the Company shall and the Promoters and the Other Founding Shareholders shall procure that the Company shall take all necessary actions (including obtaining all required authorisations) to promptly issue the Equity Shares to such holder of Series B CCPS as per the Conversion Notice. For the avoidance of doubt, it is clarified that a Series B CCPS holder shall be entitled to convert the Series B CCPS into Equity Shares in one or more tranches.

b) Notwithstanding the above, the conversion price set out in Paragraph 7.1 above, shall subject to applicable Law be adjusted for the following: (i) any anti-dilution adjustments and other protections/ adjustments to which the holder of the Series B CCPS may be entitled to under the SHA; or (ii) a corporate action adjustment including, but not limited to, stock splits, stock dividends and other such adjustment events, such that there is no dilution in the shareholding percentage of the holder of the Series B CCPS on account of such corporate action event.

c) Upon the occurrence of any of the foregoing events, and upon a written request of a holder of Series B CCPS, furnish or cause to be furnished to such holder of Series B CCPS, a certificate setting forth: (i) such adjustments and readjustments; (ii) the conversion price at the time in effect; and (iii) the number of Equity Shares which at the time would be received by such holder of Series B CCPS upon conversion of Series B CCPS.

d) No fractional Equity Share shall be issued upon conversion of the Series B CCPS and the number of Equity Shares to be issued shall be rounded up to the nearest whole Equity Share.

9. Liquidation Preference.

As provided in Clause 4.4 of the SHA .

10. Anti-Dilution.

As provided in Clause 4.1 of the SHA.

11. Miscellaneous.

a) The Company shall at all times reserve and maintain such authorized capital, as is sufficient for the conversion of all the Series B CCPS held into Equity Shares of the Company; and if at any time the

authorized Share capital of the Company is insufficient to effect the conversion of all then outstanding Series B CCPS, the Company, the Promoters and the Other Founding Shareholders will take such corporate actions as may be necessary to increase its authorized share capital by the proper amount to permit full conversion of the Series B CCPS, including, without limitation, obtaining the requisite Shareholder approval for any necessary amendment to the Charter Documents of the Company.

b) The Company shall not avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company but shall at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the Investor against impairment.

c) The terms of the Series B CCPS shall not be varied without the consent of the holders thereof.

d) If any of the steps set out in this Annexure cannot be undertaken due to applicable Law, then, the Company, the Promoters, the Other Founding Shareholders and the Investors shall mutually discuss and agree on an alternative to achieve the adjustment as aforesaid. If any approval from Governmental Authority is required with respect to any of the steps set out in this Annexure, it shall be the obligation of the Company and the Promoters to obtain such approval.

e) The Series B CCPS shall be governed by and construed in accordance with the laws of India.

IBBI Registered Valuer Report

Assessment of Fair Value of Financial Securities

BERAR FINANCE LIMITED

03rd September 2025

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ABOUT THE COMPANY 05

ECONOMIC OVERVIEW 08

VALUATION METHODOLOGY 10

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Scope Limitation

This valuation is subject to the following assumptions and limiting conditions:

- All reported facts, comments, estimates, opinions and statistical information set forth in this report have been obtained from sources believed to be accurate, reliable and knowledgeable. No liability is assumed for the content or accuracy of the data furnished by others, including information and representations provided by management.
- We have made no attempt to verify the accuracy, veracity, conformity and topical nature of the data gathered from such sources.
- We are not required to give testimony in court or be in attendance during any hearings or depositions, with reference to the Company being valued, unless previous arrangements have been made. However, if there are any comments from the management we will address it.
- We have relied on historical financial data provided by the management, as well as, verbal representations made by the management regarding this data and subsequent adjustments made to this data.
- All financial statements and other data pertaining to the Company have been provided by management and accepted by us without verification, including conformity or non-conformity with generally accepted accounting principles and/or other guidelines established by recognized regulatory and other governing bodies.
- The historical financial information and any adjustments thereto and any forecasts and projections presented in this report, including attached Exhibits, are included solely to assist in the development of the value estimate presented in this report.
- We do not provide assurance on the achievability of the results forecasted by the Company because events and circumstances frequently do not occur as expected; differences between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans, and assumptions of management.
- The conclusions of value are based on the assumption that the current level of management expertise and effectiveness would continue to be maintained and that the character and the integrity of the enterprise through any sale, reorganization, exchange, or diminution of the owners' participation would not be materially or significantly changed.
- Because of the limited purpose of this presentation, the information may be incomplete and contain departures from generally accepted accounting principles and/or other guidelines established by recognized regulatory and other governing bodies.
- We express no opinion or other assurances on the information presented and it should not be used for any other purpose other than to assist in this valuation.
- The contents of this valuation are an opinion of value for the purposes stated. In no way should this be construed as a recommendation to buy or sell the underlying company.

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01 Engagement Overview

Fair Valuation Report of Berar Finance Limited

- IBBI Registered Valuer has been engaged by 'Berar Finance Limited' (Hereinafter referred to as "BFL" the "Company") to determine the fair value of Financial Securities of BFL as at 30th June 2025 ("Valuation Date"). The sole purpose of the exercise is to arrive at a fair value of the Financial Securities as per the section 62 of the Companies Act 2013.
- This valuation of the Company is solely based on the financials as given to Valuer, and it should be clearly understood that Valuer has not carried out any due diligence whatsoever on the Company. It is assumed that the information provided, and representations made are accurate and reliable, and fairly represent the financial position and prospects of the Company as at the Valuation Date. The validity and accuracy of this recommendation report depend upon the reliability and accuracy of basic data of BFL provided by the management ("Management"), which has been relied on without being subjected to audit or tests of verification by Valuer.
- It is pertinent to note that valuation, being a highly subjective exercise dependent on assumptions, is a matter of individual perception, and hence may vary from valuer to valuer. This concept is also recognized in judicial decisions.
- Based on the information and financials of "Berar Finance Limited" at the projected level, provided to us, the fair value per share of Berar Finance Limited as on **June 30,2025 is INR 485 /- Per financial security.**
- "Financial Securities" shall collectively mean the Equity Shares, Compulsorily Convertible Preference Shares and Compulsorily Convertible Debentures of the Company.

IBBI Registered Valuer

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Ms. Amandeep Kaur
FCMA, PGDFM,PGDBM,RV(SFA) AIII
(IBBI Reg No. IBBI/RV/05/2019/12662)
UDIN: 2545069ZZIYZ8E4YR8

Date : 03rd September 2025
Place: New Delhi

02 About The Company

About BFL (“The Company”)

Berar Finance Limited is a registered Indian Private Limited Non-Government Company domiciled in India and incorporated under the provisions of the Companies Act 2013 on 22nd August, 1990 with its CIN U65929MH1990PLC057829, registration number 057829 and registered office at Avinisha Towermehadia Chowk Dhantoli, Nagpur, Maharashtra, India, 440012. As on the report date, its authorized share capital is ₹15,00,00,000 and the total paid-up capital is ₹12,33,68,460. Berar Finance Limited, founded in 1990 and headquartered in Nagpur, is one of Central and West India’s oldest and largest non-bank vehicle finance firms, serving over 500,000 customers via more than 100 branches across Maharashtra, Madhya Pradesh, Chhattisgarh, Telangana, Gujarat and Karnataka. Specializing in two-wheeler, used-car, vehicle refinance, personal and loan-against-property financing, it focuses on fast turnaround and rural outreach.

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03 Economic Overview

Economic Overview

- **Overview**

Amid escalating global trade tensions and ongoing geopolitical uncertainties, the Indian economy has maintained strong growth and demonstrated notable resilience. This performance is driven by robust domestic consumption and increased government spending. Inflation has moderated in recent months, and policy interventions have contributed to stabilizing market liquidity. However, risks persist in the form of sustained foreign portfolio outflows and pressure on the currency due to external factors.

Resilient GDP Growth Amidst Global Challenges

- India's GDP is forecasted to increase by 6.5% in FY 2024–25, according to the NSO's Second Advance Estimates. The economy showed signs of improvement in Q3 FY 2024–25, with growth rising to 6.2% from 5.6% in Q2, driven primarily by increased private consumption and government expenditure. Key growth sectors include construction, trade, and financial services.

Foreign Portfolio Outflows & Currency Risks

- Sustained foreign portfolio investor outflows have exerted pressure on equity markets and the rupee, although increased domestic investor participation has helped stabilize ownership patterns. The rupee remains vulnerable to depreciation risks amid global uncertainties.

Inflation Trends

- Inflationary trends reveal easing headline CPI inflation, which declined to 3.6% in February 2025, largely due to falling vegetable prices. However, core inflation (excluding food and fuel) rose to 4.1%, highlighting persistent underlying price pressures

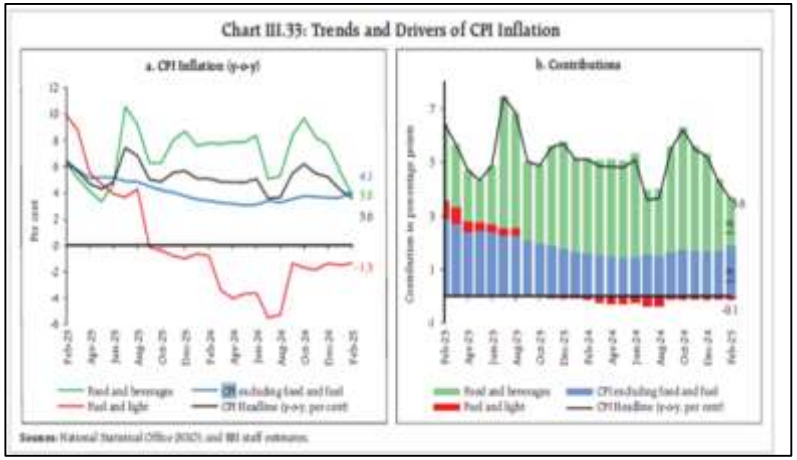
.

Employment Trends

- Employment data indicates robust labor market conditions, with manufacturing employment experiencing its second-fastest growth since the PMI survey began and significant expansion in the services sector. Urban unemployment remains low at 6.4%

Conclusion

India's growth outlook remains stable, supported by strong domestic demand and manageable headline inflation. Persistent core inflation calls for cautious monetary policy. Despite challenges from global trade softness and foreign capital outflows, domestic investment and RBI's proactive policy measures have helped maintain economic stability. Continued policy support and domestic resilience are essential for sustaining growth amid ongoing global uncertainties.



Source: India's Trade and Economic Outlook – Press Information Bureau-March'25

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04 Valuation Methodology

Valuation Methodology

- **Asset Approach -** The asset-based valuation technique is based on the value of the underlying net assets of the business, either on a Book Value basis or Net Asset Value basis or Liquidation Value (realizable value) basis. This valuation approach is mainly used in case where the firm is to be liquidated i.e., it does not meet the going concern criteria or in case where the assets base dominate earnings capability. As a valuation method, Book Value has many disadvantages. Balance sheets prepared in accordance with generally accepted accounting principles state assets and liabilities at historical cost and do not necessarily reflect individual values. BFL has a history of generating revenues and meets on a going concern basis. As a result, we have not considered this method for the valuation of the Company.
- **Income Approach -** The DCF method is considered to be more appropriate in arriving at the fair value per share of the company. Under this method the projected free cash flows from business operations are discounted at the "Weighted Average Cost of Capital" or "WACC" which is the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company. Since the Management not able to provided us with forecasts for the future period due to some uncertainties. As a result, we have not considered this method for the valuation of the Company.
- **Market Approach -** The market approach is used when the Company being valued is listed on a stock exchange or the information about the comparable companies is available, which can be benchmarked to estimate the value of the Company or there are transactions of similar nature and size available which can also be benchmarked for estimating the value of the Company. As BFL operating in Financial Svcs. (Non-bank & Insurance), we analyzed few comparable companies working in the same industry with exact match of listed comparable of the particular companies. So we assigned 100% weight to the Market Approach.
- To arrive at the Fair Value (FV) of Financial Securities of BFL, we first determined the equity value of the Company using Market approach ,assigned 100% weightage to the methods ,as explained in sections below. Thereafter, the equity value was allocated per share to arrive at the fair value of Financial Securities for the issuance of Equity.

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Market Approach I Company Comparable Methods

Comparable Company Multiples Method (CCM)					
	Market Data (In Cr.)	Valuation Multiples			
Company	Market Capitalisation	P/B	P/E	Price to Free Cash	Price to Sales
Company Name					
Berar Finance					
Peers					
Arman Financial	1510.81 Cr.	1.70x	244.03x	-8.14x	2.17x
Aryaman Fin.Serv	1251.62 Cr.	9.70x	32.95x	45.91x	9.58x
Balmer Law. Inv.	1956.01 Cr.	1.36x	11.24x	12.47x	0.76x
Capital India	1357.68 Cr.	2.17x	4379.72x	146.10x	2.27x
Fedbank Financi.	5121.37 Cr.	2.01x	22.30x	-4.69x	2.45x
Finkurve Fin.	1505.91 Cr.	6.61x	83.16x	-26.07x	9.91x
MAS FINANC SER	5706.70 Cr.	2.14x	17.66x	-4.29x	3.36x
Mufin Green	1501.67 Cr.	5.52x	80.66x	0.00x	7.77x
Northern ARC	4077.38 Cr.	1.13x	14.00x	-2.72x	1.72x
Paisalo Digital	2751.46 Cr.	1.77x	13.42x	-4.38x	3.43x
Saraswati Commer	1562.51 Cr.	1.64x	63.65x	68.55x	40.41x
SG Finserve	2158.94 Cr.	2.15x	24.98x	-3.30x	11.07x
SBFC Finance	12177.53 Cr.	3.83x	33.16x	-9.50x	8.72x
Capfin India	56.64 Cr.	8.65x	0.00x	-189.51x	60.90x
Vaarad Ventures	312.37 Cr.	14.02x	0.00x	-5857.03x	3123.70x
Mean		**4.29x**	**334.73x**	**-389.11x**	**219.21x**
Median		**2.15x**	**24.98x**	**-4.29x**	**7.77x**

Berar Finance Valuations at 30.06.2025	P/B	P/E	Price to Free	Price to Sales
Enterprise value	1,499.58	944.85	874.70	1,412.79
Less- Net Debt	916.25	916.25	916.25	916.25
Add- Cash & Cash Eq.	131.13	131.13	131.13	131.13
Equity Value (Cr.)	**714.47**	**159.74**	**89.58**	**627.67**

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Market Approach I Company Comparable Methods

Summary *(INR in Crores)*

Calculation of Equity Value	P/B	P/E	Price to Free Cash Flow	Price to Sales
Enterprise Value	1,500	945	875	1,413
Add: Cash & Cash Equivalent	131	131	131	131
Add : Loans and Advances & Acc Interest				
Less: Debt	916	916	916	916
Less : Contingent Liability				
Add : Tax Receivable				
Add: Investments				
Equity Value	**714.47**	**159.74**	**89.58**	**627.67**

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05 Summary

Summary

Calculation of Price Per Shares			
Method Used	**Equity Value (Cr.)**	**Weights**	**Weighted Per Share Value**
Price to Book	714.47	0.85	606.59 Cr.
Price to Sales	627.67	0.15	94.15 Cr.
Equity Value Before DLOM		**1.00**	**700.74 Cr.**
Discount for Lack of Marketability			12%
Equity Value After DLOM			**616.65 Cr**
Number of Shares			**12,703,885**
Equity Per Share Value			**485.40**

- Based on the above table, we have concluded the as at the Valuation Date, the FV of BFL Financial Securities is **INR 485/- Per Share.**
- A discount for lack of marketability reflects the lack of marketability or liquidity of the interest being valued when compared to a listed investment that can be quickly and certainly converted to cash at the owner's discretion.
- This lack of marketability increases the cost of transactions involving private company Shares and reduce the Fair Value of such Shares. Hence, a DLOM is applied to the Shares of privately-held companies. There are multiple approaches to calculate the DLOM of a privately held stock. Of these, we considered qualitative factors to determine DLOM for BFL common stock. Based on qualitative suitable factors, we have considered DLOM of 12%.

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06 Sources of Information & Disclaimer

Sources of Information

- During our analysis, we were supplied with written & verbal information which we have relied upon. The set of information/document etc., which has been furnished to us, are as under:
  - Information as provided by the company.
  - Google Finance ,Moneycontrol, other online research and content
  - Provisional Financials as of the Valuation date
  - Aswath Damodaran Jan 2025 Study
  - We have also received necessary explanations and information, which we believed were relevant to the present valuation exercise from the executives and Management of the Company.

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Disclaimer

The sole purpose of the exercise is to arrive at a fair value of the Financial Securities as per the section 62 of the Companies Act 2013. The report should not be copied or distributed to the third parties except as may be required for the prescribed legal purposes and the mandate under which the exercise has been carried out. It cannot be used to assess the value of Shares of the said company may be bought or sold and is certainly not a recommendation to buy/sell the Shares of company at the assessed price. While by Valuer have taken all reasonable steps to ensure that the contents of the report are accurate and in accordance with existing valuation practices, they cannot be held liable for the accuracy, suitability, completeness, currency or otherwise of the information within the report. The fair market value of Financial Securities of the Company has been worked out based on the unaudited financials as at 30th June 2025 as made available by Management.

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ANNEXURE III

NUMBER OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE ALREADY BEEN MADE DURING THE YEAR, IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE

Sl No	Date of allotment	Type of Securities	Number Of Securities	Face Value (IN INR)	Premium (IN INR)	Issue Price (IN INR)
1	October 18, 2025	Equity	7,00,763	10	600.05	610.05
2	October 18, 2025	Series B CCPS	36,882	10	600.05	610.05
3	October 20,2025	Equity	14,01,525	10	600.05	610.05
4	October 20,2025	Series B CCPS	73,765	10	600.05	610.05

ANNEXURE IV

PRE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY (ON A FULLY DILUTED BASIS)

		Pre-Issue		Post-Issue	
Sr No	Category	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
A	Promoters Holding				
1	Indian	27,17,716	18.22	27,17,716	18.12
	Bodies corporate	14,88,484	9.98	14,88,484	9.92
	Sub-total	42,06,200	28.20	42,06,200	28.04
2	Foreign promoters	-	-	-	-
	Sub-total (A)	**42,06,200**	**28.20**	**42,06,200**	**28.04**
B	Non-Promoters Holding				
1	Institutional investors	65,49,781	43.91	65,49,781	43.67
2	Non-Institutional				
	Private Corporate Bodies	63,066	0.42	63,066	0.42
	Directors and Relatives	1,54,100	1.03	1,54,100	1.03
	Indian Public	35,72,084	23.95	36,54,044	24.36
	Others (Including NRIs)*	3,71,589	2.49	3,71,589	2.48
	Sub-total (B)	**1,07,10,620**	**71.80**	**1,07,92,580**	**71.96**
	GRAND TOTAL (A) +(B)	**1,49,16,820**	**100**	**1,49,98,780**	**100**

* Includes

1. 4,550 number of shares transferred to Investors Education and Protection Fund
2. 2,40,000 options outstanding as part of Berar Employee Stock Option Plan 2019.
3. 1,27,039 proposed ESOP pool subject to shareholders approval.

ANNEXURE V
CURRENT SHAREHOLDING PATTERN OF THE COMPANY

Sr No	Shareholder Category	No. of Shares	% of Shareholding
1	Promoters Group	42,06,200	28.20%
2	Institutional Investors	65,49,781	43.91%
3	Corporates	63,066	0.42%
4	Investors Education and Protection Fund	4,550	0.03%
5	Directors and Relatives	1,54,100	1.03%
6	Indian Public	35,72,084	23.95%
7	ESOP Pool (Existing & Proposed)	3,67,039	2.46%
	TOTAL	**1,49,16,820**	**100.00%**

ANNEXURE VI
THE EXPECTED DILUTION IN EQUITY SHARE CAPITAL UPON CONVERSION OF PREFERENCE SHARES

Sr No	Name of the Shareholder	No. of Shares Pre-Issue	% of shareholding	No. of Equity Post Issue	No. of Series B CCPS Post Issue	Total No. of Securities	% of shareholding (On fully diluted basis)
1	Sushil Kumar Agarwal	-	-	77,862	4,098	81,960	0.55%
	TOTAL	-	-	**77,862**	**4,098**	**81,960**	**0.55%**

ANNEXURE VII

THE CONDITIONS UNDER WHICH OPTION VESTED IN EMPLOYEES MAY LAPSE E.G., IN CASE OF TERMINATION OF EMPLOYMENT FOR MISCONDUCT/ 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

S. No.	Events of separation	Vested Options	Unvested Options
1	**Resignation / termination/Retirement** (other than due to Misconduct or due to breach of Company Policies/ Terms of Employment)	Option Grantee shall be eligible to Exercise the Vested Options on or before the last date of his employment or during the immediate next Exercise Window fixed by the Committee or Board as the case maybe. Any unexercised Vested Options after the last date of Termination / Resignation / Retirement or after the last date of immediate next Exercise Window will lapse with no further steps required by the Company.	All the Unvested Options as on date of resignation/ termination shall stand cancelled with effect from date such resignation/ termination.

S. No.	Events of separation	Vested Options	Unvested Options
2	**Termination due to Misconduct or due to breach of Company Policies /Terms of Employment**	All the Vested Options at the time of such termination shall stand **cancelled** with effect from the date of such termination.	All the Unvested Options at the time of such termination shall stand **cancelled** with effect from the date of such termination.
3	**Death**	All the Options granted to him till such date will vest and be transmitted to Legal Heirs / Nominees of the deceased. Such vested Options shall be exercised by the employee's nominee immediately after but in no event later than twelve months from the date of death of the Option Grantee. All unexercised Vested Options at the expiry of twelve months from the date of death will lapse.	All the Options granted to him till such date will vest and be transmitted to Legal Heirs / Nominees of the deceased. Such vested Options shall be exercised by the employee's nominee immediately after but in no event later than twelve months from the date of death of the Option Grantee. All unexercised Vested Options at the expiry of twelve months from the date of death will lapse.
4	**Permanent Incapacity**	All the Options granted to him as on the date of permanent incapacitation, shall vest immediately on happening of event and the same shall be exercisable by him or his Legal Heir not later than twelve months from the date of event. The decision of the Committee as to whether any disability amounts to permanent physical disability shall be final and binding. All unexercised Vested Options at the expiry of twelve months from the date of permanent disability will lapse.	All the Options granted to him as on the date of permanent incapacitation, shall vest immediately on happening of event and the same shall be exercisable by him or his Legal Heir not later than twelve months from the date of event. The decision of the Committee as to whether any disability amounts to permanent physical disability shall be final and binding. All unexercised Vested Options at the expiry of twelve months from the date of permanent disability will lapse.

S. No.	Events of separation	Vested Options	Unvested Options
5	**Abandonment of employment**	All the Vested Options shall stand cancelled with effect from such date as determined by the Committee / Board.	All Unvested Options shall stand cancelled with effect from such date as determined by the Committee / Board.
6	**Termination due to reasons apart from those mentioned above**	The Committee / Board shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of such termination shall stand **cancelled** unless otherwise required by Applicable Laws.

CDSL e-Voting System - For E-voting and Joining EGM:

1. The General meetings of the companies shall be conducted in accordance with the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 05, 2020 read with the General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars"). The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.berarfinance.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The **remote e-voting will commence on Saturday, December 06, 2025 at 9:00 A.M. (IST) and end on Tuesday, December 09, 2025 at 5:00 P.M. (IST).** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Wednesday, December 03, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is

	available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	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. • 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the Berar Finance Limited on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are

authorized to vote, to the Scrutinizer at the email address viz; cssunilzore@gmail.com and to the Company at the email address viz; investor.relations@berarfinance.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from their registered email address in advance atleast **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@berarfinance.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@berarfinance.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.