



Amit K. Rajkotiya

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

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Consolidated Scrutinizer's Report

**(Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies
[Management and Administration] Rules, 2014 as amended)**

To,

The Chairman of 24th Annual General meeting of the Equity shareholders of NICE PAPERS LIMITED held on Wednesday, 30th day of December, 2015 at 11.00 AM at Plot No. 255/1, Rachna Surbhi, Block No. 301, 3rd Floor, South Ambazari Road, Opp. HDFC Bank, Laxmi Nagar, Nagpur-440 022

Dear Sir,

1. I, Amit K. Rajkotiya, a Company Secretary in Practice, was appointed as Scrutinizer by the Board of Directors of Berar Finance Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot paper at the meeting pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) on the resolutions contained in the Notice of the 24th Annual General Meeting of the Equity Shareholders of the Company, held on Wednesday, 30th day of December, 2015 at 11.00 AM at Plot No. 255/1, Rachna Surbhi, Block No. 301, 3rd Floor, South Ambazari Road, Opp. HDFC Bank, Laxmi Nagar, Nagpur-440 022 Maharashtra, India, submit my report as under.
2. The total paid up Equity Share Capital of the Company, as on 23rd December 2015 was ₹ 1,50,33,000 (divided into 15,03,300 equity shares of Rs 10 each).
3. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 24th Annual General Meeting of the Equity Shareholders of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favor or against if any, to the Chairman on the resolutions, based on the reports



generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and scrutiny of ballots which is use at the meeting.

4. The shareholders holding shares as on the “cut off” date i.e. 23rd December 2015 were entitled to vote on the proposed resolutions (item no. 1 to 8 as set out in the Notice of 24th AGM of Nice Papers Limited)
5. The e-voting remained opened from Monday, the 28th December 2015 (9:00 a.m) and ends on Wednesday, the 30th December, 2015 (5:00 p.m).
6. The Chairman ordered for poll through Ballot papers at AGM as per Rule 21 Companies (Management and Administration) Rules, 2014.
7. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked by me with due identification marks placed by me.
8. The locked ballot box was subsequently opened by me in the presence of two witnesses who are not in the employment of the company and reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company
9. The e-votes were unblocked on 30th December, 2015 around 2.00 p.m. by me in the presence of two witnesses who are not in the employment of the company.
10. I have rendered scrutinizer’s report separately on the remote e-voting and by using of ballots at the meeting and I hereby submit consolidated scrutinizer’s report pursuant to Rule 20 of the Companies [Management and Administration] Rules, 2014 as amended on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.
11. No poll papers were incomplete and/or otherwise found defective.
12. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed.
13. The result of the voting is as under:-

(i) Ordinary Resolution:-item no. 1

Approval of the Audited financial statements of the Company for the year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (₹)	% of Total Paid-up Equity Capital
a)Total votes received	15	7,49,250	74,92,500	49.84
b) Less: Invalid/Abstain	0	0	0	0



votes				
c) Net Valid votes casted	15	7,49,250	74,92,500	49.84
d) Votes with assent for the Resolution	15	7,49,250	74,92,500	49.84
e) Votes with dissent for the Resolution	0	0	0	0

(ii) Ordinary Resolution:-item no. 2

To Consider the Appointment of Auditor.

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (₹)	% of Total Paid-up Equity Capital
a)Total votes received	15	7,49,250	74,92,500	49.84
b) Less: Invalid/Abstain votes	0	0	0	0
c) Net Valid votes casted	15	7,49,250	74,92,500	49.84
d) Votes with assent for the Resolution	15	7,49,250	74,92,500	49.84
e) Votes with dissent for the Resolution	0	0	0	0

(iii) Ordinary Resolution:-item no. 3

Appointment of Mr. Sumer Jaikumar Kalamkar as an Independent Director of the Company.

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (₹)	% of Total Paid-up Equity Capital
a)Total votes received	15	7,49,250	74,92,500	49.84
b) Less: Invalid/Abstain votes	0	0	0	0
c) Net Valid votes casted	15	7,49,250	74,92,500	49.84



d) Votes with assent for the Resolution	15	7,49,250	74,92,500	49.84
e) Votes with dissent for the Resolution	0	0	0	0

(iv) Ordinary Resolution:-item no. 4

Appointment of Mr. Rajesh Bhimji Patel as Director of the Company.

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (₹)	% of Total Paid-up Equity Capital
a) Total votes received	15	7,49,250	74,92,500	49.84
b) Less: Invalid/Abstain votes	0	0	0	0
c) Net Valid votes casted	15	7,49,250	74,92,500	49.84
d) Votes with assent for the Resolution	15	7,49,250	74,92,500	49.84
e) Votes with dissent for the Resolution	0	0	0	0

(v) Special Resolution:-item no. 5

Appointment of Mr. Rajesh Bhimji Patel as Managing Director and Chairman of the Company

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (₹)	% of Total Paid-up Equity Capital
a) Total votes received	15	7,49,250	74,92,500	49.84
b) Less: Invalid/Abstain votes	0	0	0	0
c) Net Valid votes casted	15	7,49,250	74,92,500	49.84
d) Votes with assent for the Resolution	15	7,49,250	74,92,500	49.84



e) Votes with dissent for the Resolution	0	0	0	0
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(vi) Ordinary Resolution:-item no. 6

Appointment of Mr. Umesh Panchan Patel as Director of the Company

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (₹)	% of Total Paid-up Equity Capital
a) Total votes received	15	7,49,250	74,92,500	49.84
b) Less: Invalid/Abstain votes	0	0	0	0
c) Net Valid votes casted	15	7,49,250	74,92,500	49.84
d) Votes with assent for the Resolution	15	7,49,250	74,92,500	49.84
e) Votes with dissent for the Resolution	0	0	0	0

(vii) Special Resolution:-item no. 7

Appointment of Mr. Umesh Panchan Patel as Whole-Time Director of the Company

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (₹)	% of Total Paid-up Equity Capital
a) Total votes received	15	7,49,250	74,92,500	49.84
b) Less: Invalid/Abstain votes	0	0	0	0
c) Net Valid votes casted	15	7,49,250	74,92,500	49.84
d) Votes with assent for the Resolution	15	7,49,250	74,92,500	49.84
e) Votes with dissent for the Resolution	0	0	0	0



(viii) **Ordinary Resolution:-item no. 8**

Appointment of Mrs. Sanjot Avinash Johrapurkar as an Independent Director of the Company

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (₹)	% of Total Paid-up Equity Capital
a) Total votes received	15	7,49,250	74,92,500	49.84
b) Less: Invalid/Abstain votes	0	0	0	0
c) Net Valid votes casted	15	7,49,250	74,92,500	49.84
d) Votes with assent for the Resolution	15	7,49,250	74,92,500	49.84
e) Votes with dissent for the Resolution	0	0	0	0

14. I, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution(s) are as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (B/A*100)
(i)	7,49,250	7,49,250	100
(ii)	7,49,250	7,49,250	100
(iii)	7,49,250	7,49,250	100
(iv)	7,49,250	7,49,250	100
(v)	7,49,250	7,49,250	100
(vi)	7,49,250	7,49,250	100
(vii)	7,49,250	7,49,250	100
(viii)	7,49,250	7,49,250	100



15. The electronic data and all other relevant physical records relating to the e-voting and poll are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,
Yours faithfully



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



Place: Nagpur
Dated: 31st December 2015