

Report of Scrutinizer

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

To,

The Chairman of the 22nd (Twenty Second) Annual General Meeting of the Equity Shareholders of **B R D Motors Limited** held on Thursday, 30th September, 2021 at 10.30 A.M. through Video Conferencing.

Dear Sir,

I, M Vasudevan FCS, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of **B R D Motors Limited** ('the company') for the purpose of scrutinizing the electronic voting ('e-voting') process in respect of the below mentioned resolutions proposed at the 22nd Annual General Meeting ('the meeting') of the Equity Shareholders of the company, held on 30th September, 2021 at 10.30 A.M. through Video Conferencing ('VC') submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting by the shareholders on the resolutions proposed in the notice of the 22nd Annual General Meeting of the company is the responsibility of the management. My responsibility as a Scrutinizer for the e-voting process is limited to providing a consolidated scrutinizer's report to the Chairman based on the reports generated from the electronic voting system of Central Depository Services Limited (CDSL).
2. In accordance with the General Circular issued by the Ministry of Corporate Affairs (MCA) dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 the company had sent the Notice of the meeting through electronic mode to those shareholders whose e-mail addresses are registered with the company/Depository Participant(s).
3. The facility for e-voting remained open from 9.00 A.M. on September 27, 2021 to 5.00 P.M. on September 29, 2021. The company had also provided e-voting facility to the shareholders present at the meeting through VC and who had not cast their vote earlier.
4. The company had entered into an agreement with CDSL for facilitating voting through electronic means as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as venue voting is provided by CDSL.

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5. The equity shareholders holding shares on the cut-off date, i.e. September 23, 2021, were entitled to vote on the resolutions stated in the notice of the meeting.
6. The votes cast through e-voting were unblocked after conclusion of the meeting on September 30, 2021.
7. Results of e-voting generated from www.evotingindia.com is as under:

a) Item No. 1 - Ordinary Resolution:

To appoint a Director in place of Mr. Kollannoor Chummar Samu (DIN: 00570605), who retires by rotation in terms of Section 152(6) of Companies Act, 2013, and being eligible offers himself for re-appointment.

(i) Voted *in favour* of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
46	65,11,414	100

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) *Invalid* votes:


Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Thanking you,

Place: Thrissur

Date: 01.10.2021

Yours faithfully,


M Vasudevan, FCS

M. VASUDEVAN F.C.S.
FCS 4177 / CP 2437
COMPANY SECRETARY
SOORYA GARDEN APARTMENTS
PALIYAM ROAD, THRISSUR-680 001