

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 23rd (Twenty Third) Annual General Meeting of the Equity Shareholders of **B R D Motors Limited** held on Wednesday, 28th September, 2022 at 3.00 P.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 23rd Annual General Meeting ('the meeting') of the Equity Shareholders of the company, held on 28th September, 2022 at 3.00 P.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 23rd 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, January 13, 2021 and May 5, 2022 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 25, 2022 to 5.00 P.M. on September 27, 2022. 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.

Cont'd.....2

5. The equity shareholders holding shares on the cut-off date, i.e. September 21, 2022, 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 28, 2022.
7. Results of e-voting generated from www.evotingindia.com is as under:

a) Item No. 1 - Ordinary Resolution:

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Directors and Auditors thereon.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 62 | 80,41,522 | 99.97 |

(ii) Voted *against* the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1 | 2,170 | 0.03 |

(iii) *Invalid* votes:

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

b) Item No. 2 - Ordinary Resolution:

Re-Appointment of Mr. Chungath Cheru Simon (DIN: 00074163), as Director of the Company liable to retire by rotation.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 63 | 80,43,692 | 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 |

c) **Item No. 3 - Ordinary Resolution:**

Re-Appointment of Mr. William Varghese Chungath Cheru, (DIN: 00074708) as Director of the Company liable to retire by rotation.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 62 | 80,41,522 | 99.97 |

(ii) Voted *against* the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1 | 2,170 | 0.03 |

(iii) *Invalid* votes:

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

d) **Item No. 4 - Ordinary Resolution:**

To appoint M/s. B Raj and Co., Chartered Accountants, No.61 Sir Shanmugham Road, R S Puram, Kovai-641012-T N as Auditors of the Company.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 63 | 80,43,692 | 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 |

e) **Item No. 5 - Ordinary Resolution:**

Approval for Related Party Transactions.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 62 | 80,41,522 | 99.97 |

(ii) Voted *against* the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1 | 2,170 | 0.03 |

(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: 29.09.2022

UDIN: F004177D001078404

Yours faithfully,


M Vasudevan, FCS

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