

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 25th (Twenty Fifth) Annual General Meeting of the Equity Shareholders of **B R D Motors Limited** held on Monday, 30th September, 2024 at 03.30 P.M. through Video Conferencing.

Dear Sir,

I, M Vasudevan FCS, Practising 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 25th Annual General Meeting ('the meeting') of the Equity Shareholders of the company, held on 30th September, 2024 at 03.30 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 25th 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, May 5, 2022, December 28, 2022 and September 25, 2023 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, 2024 to 5.00 P.M. on September 29, 2024. 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



A handwritten signature in blue ink, appearing to be "M. Vasudevan".

5. The equity shareholders holding shares on the cut-off date, i.e. September 23, 2024, 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, 2023.
7. Results of e-voting generated from www.evotingindia.com is as under:

a) **Item No. 1 - Ordinary Resolution:**

To receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended 31st March, 2023 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
58	62,03,700	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	0

(iii) *Invalid* votes:

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

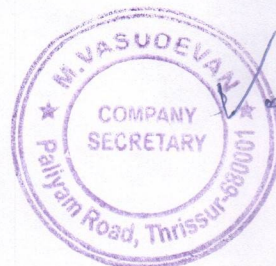
b) **Item No. 2 - Ordinary Resolution:**

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
58	62,03,700	100

Cont'd.....3



(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	0

(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
58	62,03,700	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	0

(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 - Special Resolution:**

Re-appointment of Mr. Bahuleyan Raman Nalupurakkal (DIN: 00297057) as an Independent Director 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
58	62,03,700	100

Cont'd.....4



(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	0

(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 - Special Resolution:**

To Sell, lease or otherwise disposal of the whole, or substantially the whole, of the undertaking.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
58	62,03,700	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	0

(iii) *Invalid* votes:

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

f) **Item No. 6 - Special Resolution:**

To give Loans, investments, provide guarantees or securities in excess of the prescribed limits.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
58	62,03,700	100



Cont'd.....5

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	0

(iii) *Invalid* votes:

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

g) Item No. 7 - Special Resolution:

To approve transactions under section 185/186 of the Companies act, 2013.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
58	62,03,700	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	0

(iii) *Invalid* votes:

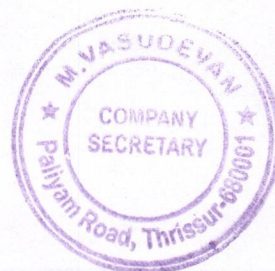
Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

h) Item No. 8 - Special Resolution:

To borrow money in excess of the prescribed limit under section 180(1)(c) of the Companies Act, 2013.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
58	62,03,700	100



Cont'd.....6

A handwritten signature in black ink, appearing to be "M. Vasudevan", written over a light blue horizontal line.

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	0

(iii) *Invalid* votes:

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

i) **Item No. 9 - Ordinary Resolution:**

To approve 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
51	12,75,456	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	0

(iii) *Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
7	49,28,244

*Voting of related parties are treated as invalid

Thanking you,

Place: Thrissur

Date: 02.10.2024

Yours faithfully,



M Vasudevan, FCS

M. VASUDEVAN, F.C.S.
FCS 4177/CP 2437
COMPANY SECRETARY
SOORYA GARDENS APARTMENTS
PALIYAM ROAD, THRISSUR - 680 011

Practising Company Secretary
(FCS No.: 4177 C P No.: 2437)
Peer Review Number: 2935/2023
UDIN: F004177F001416478

