

### **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 21<sup>st</sup> (Twenty First) Annual General Meeting of the Equity Shareholders of **B R D Motors Limited** held on Wednesday, 30<sup>th</sup> December, 2020 at 10.00 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 21<sup>st</sup> Annual General Meeting ('the meeting') of the Equity Shareholders of the company, held on 30<sup>th</sup> December, 2020 at 10.00 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 21<sup>st</sup> 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 05<sup>th</sup> May 2020 read with General Circulars dated 08<sup>th</sup> April 2020 and 13<sup>th</sup> April 2020 the company had sent the Notice of the meeting along with the Annual Report 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 December 27, 2020 to 5.00 P.M. on December 29, 2020. 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. The facility for participation in the AGM through VC was also provided by CDSL.

Cont'd.....2

5. The equity shareholders holding shares on the cut-off date, i.e. December 23, 2020, 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 December 30, 2020.
7. Results of e-voting generated from [www.evotingindia.com](http://www.evotingindia.com) is as under:

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

**To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2020 and the Reports of the Board of 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
79	90,33,456	99.57

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	38,713	0.43

(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:**

**To appoint a Director in place of Mr. William Varghese Chungath Cheru (DIN: 00074708), who retires by rotation and being eligible, offers himself for reappointment as a Director.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
79	90,33,456	99.57

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	38,713	0.43

(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:**

**To appoint a Director in place of Mr. Binu Kollanoor Skaria (DIN: 00074433), who retires by rotation in terms of Section 152 of Companies Act, 2013, who does not seek re-election, be not re-appointed as 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
81	90,36,626	99.61

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	35,543	0.39

(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: 31.12.2020

Yours faithfully,



M Vasudevan, FCS

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