

Report of Scrutinizer

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

To,

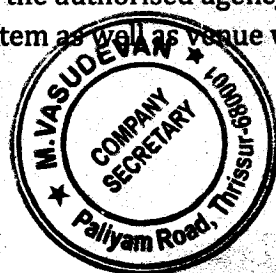
The Chairman of the 28th (Twenty Eight) Annual General Meeting of the Equity Shareholders of **B R D Finance Limited** held on Saturday, 30th September, 2023 at 11.00 A.M through Video Conferencing.

Dear Sir,

I, M Vasudevan FCS, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of **B R D Finance Limited** ('the company') for the purpose of scrutinizing the electronic voting ('e-voting') process in respect of the below mentioned resolutions proposed at the 28th Annual General Meeting ('the meeting') of the Equity Shareholders of the company, held on 30th September, 2023 at 11.00 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 28th 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 and December 28, 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 27, 2023 to 5.00 P.M. on September 29, 2023. 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, 2023, 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:

Adoption of the audited 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 |
|-------------------------|------------------------------|---------------------------------------|
| 64 | 39,03,534 | 99.91 |

(ii) Voted *against* the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1 | 3451 | 0.09 |

(iii) *Invalid* votes:

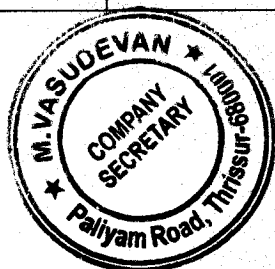
| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| Nil | Nil |

b) Item No. 2 – Ordinary Resolution:

To appoint a Director in place of Shri.Chungath Cheru William Varghese (DIN: 00074708), who retires by rotation, 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 |
|-------------------------|------------------------------|---------------------------------------|
| 64 | 39,03,534 | 99.91 |



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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1 | 3451 | 0.09 |

(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 – Special Resolution:**

Re-appointment of Shri. Bahuleyan Raman Narapurakkal (DIN: 00297057) as an Independent Director for a further term of five years.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 65 | 39,06,985 | 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:

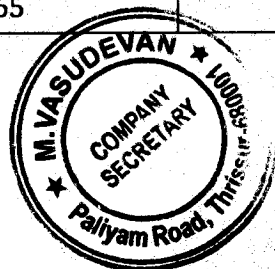
| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| Nil | Nil |

d) **Item No. 4 – Special Resolution:**

Re-appointment of Shri. Mathew P Jose (DIN: 00542339) as an Independent Director for a further term of five years.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 65 | 39,06,985 | 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:

Regularisation of appointment of Shri. Chungath Cheru Simon (DIN: 00074163) as a Director retiring 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 |
|-------------------------|------------------------------|---------------------------------------|
| 64 | 39,03,534 | 99.91 |

(ii) Voted *against* the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1 | 3,451 | 0.09 |

(iii) *Invalid* votes:

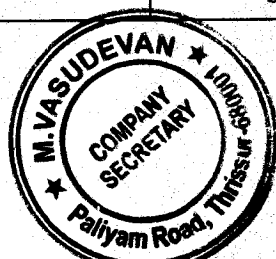
| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| Nil | Nil |

f) Item No. 6 – Special Resolution:

Re-appointment of Shri. Porathur Antony Devassy (DIN 00075226) as a Whole-time Director for a term of 5 (five) years.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 65 | 39,06,985 | 100 |



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(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 |

g) Item No. 7 – Special Resolution:

Appointment of Shri. Chungath Cheru William Varghese (DIN 00074708) as Managing Director retiring 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 |
|-------------------------|------------------------------|---------------------------------------|
| 64 | 39,03,534 | 99.91 |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1 | 3,451 | 0.09 |

(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:

Seeking consent of the Members to sell, lease, transfer, assign or otherwise dispose of the whole, or substantially the whole of the assets 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 |
|-------------------------|------------------------------|---------------------------------------|
| 64 | 39,03,534 | 99.91 |

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(ii) Voted *against* the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1 | 3,451 | 0.09 |

(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 - Special Resolution:**

To give Loans, provide guarantee or securities.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 64 | 39,03,534 | 99.91 |

(ii) Voted *against* the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1 | 3,451 | 0.09 |

(iii) *Invalid* votes:

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

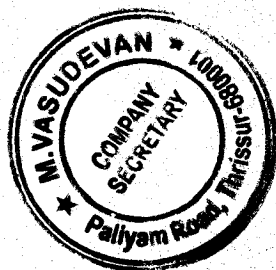
j) **Item No. 10 - Special Resolution:**

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 |
|-------------------------|------------------------------|---------------------------------------|
| 64 | 39,03,534 | 99.91 |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1 | 3,451 | 0.09 |

(iii) **Invalid** votes:

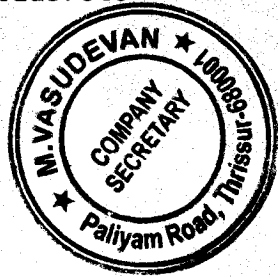
| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| Nil | Nil |

Thanking you,

Place: Thrissur

Date: 03/10/2023

UDIN: F004177E001157846



Yours faithfully,

M Vasudevan, FCS

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