

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 Finance Limited** held on Tuesday, 29th December, 2020 at 2.30 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 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 25th Annual General Meeting ('the meeting') of the Equity Shareholders of the company, held on 29th December, 2020 at 2.30 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 05th May 2020 read with General Circulars dated 08th April 2020 and 13th 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 26, 2020 to 5.00 P.M. on December 28, 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.

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5. The equity shareholders holding shares on the cut-off date, i.e. December 22, 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 29, 2020.
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 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
85	49,33,735	100.00

(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

b) Item No. 2 - Ordinary Resolution:

Appointment of a Director in place of Shri. 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
85	49,33,735	100.00

(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: 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