

**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 30<sup>th</sup> (Thirtieth) Annual General Meeting of the Equity Shareholders of **B R D Finance Limited** held on Tuesday, 30<sup>th</sup> September, 2025 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 30<sup>th</sup> Annual General Meeting ('the meeting') of the Equity Shareholders of the company, held on 30<sup>th</sup> September, 2025 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 30<sup>th</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 April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024, 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, 2025 to 5.00 P.M. on September 29, 2025. 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, 2025, 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, 2025.
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 for the financial year ended 31st March, 2025 and the Reports of the Directors and Auditors thereon. (Standalone and Consolidated)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
57	31,70,335	99.89

(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	0.11

(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. William Varghese Chungath Cheru (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
57	31,70,335	99.89

(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	0.11





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(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 statutory 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
58	31,73,786	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:

Continuation of Mr. William Varghese Chungath Cheru as Managing Director of the company who has attained the age of 70 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
57	31,70,335	99.89

(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	0.11

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(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 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
57	31,70,335	99.89

(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	0.11

(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:

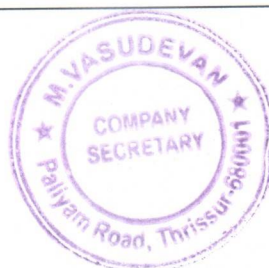
To Sell, lease, transfer, assign or otherwise dispose off the Assets of the Company

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
57	31,70,335	99.89

(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	0.11



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(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 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
58	31,73,786	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 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
57	31,70,335	99.89

(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	0.11



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(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: 03.10.2025



Yours faithfully,

M Vasudevan, FCS

Practising Company Secretary

(FCS No.: 4177 C P No.: 2437)

Peer Review Number: 2935/2023

UDIN: F004177G001434617

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