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**CONSOLIDATED REPORT OF SCRUTINIZER'S ON VOTING THROUGH REMOTE E-VOTING  
AND THROUGH E-VOTING SYSTEM DURING ANNUAL GENERAL MEETING**

To,

Board of Directors,  
**Rado Tyres Ltd**  
Building No 39/3B 3B 1  
Opposite Krishna Nursing Home,  
Chittoor Road, Ernakulam,  
Kerala- 682011

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and as per MCA Circular No. 14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, Circular No.02/2021 dated 13.01.2021, Circular No. 19/2021 dated 08.12.2021, Circular No. 21/2021 dated 14.12.2021, Circular No. 02/ 2022 dated 05.05.2022 , Circular No. 10/2022 dated 28.12.2022 and Circular No. 09/2023 dated 25.09.2023 as issued by MCA, and voting through electronic system at the 38<sup>th</sup> Annual General Meeting of Rado Tyres Ltd (CIN: U25111KL1986PLC004449) held on Friday, September 20<sup>th</sup>, 2024 at 03:00 P.M. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').**

I, Puzhankara Sivakumar, Managing Partner of SEP & Associates, Company Secretaries, holding Membership No. FCS 3050 and Certificate of Practice No. 2210, having Office at Building No. CC 31/1590, Felix Road, Thammanam, Cochin - 682032 was appointed as Scrutinizer by the Board of Directors of Rado Tyres Ltd ("the Company") with CIN: U25111KL1986PLC004449 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process during the period from Tuesday, September 17 2024 at 9.00 A.M. (IST) to Thursday, September 19, 2024 at 5.00 P.M. (IST) and to scrutinize the voting through e-voting system at the 38<sup>th</sup> Annual General Meeting of the company held on Friday, September 20<sup>th</sup>, 2024 at 03:00 P.M. (IST) through Video Conferencing (VC) facility in a fair and transparent manner for ascertaining the requisite majority on voting in respect of the below mentioned resolutions proposed at the said AGM held on September 20, 2024.

HO Add: Building No. CC 31/1590, Felix Road, Thammanam, Cochin 682032. 0484 4873636/4874242

[www.sepassociates.in/info@sepmail.in](http://www.sepassociates.in/info@sepmail.in)

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In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 and General Circular No.02/2021 dated January 13, 2021, read with General Circular nos. 19/2021 dated December 08, 2021, No.21/2021 dated December 14, 2021, No. 02/2022 dated May 05, 2022, No. 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("the Act") and MCA Circulars, the 38<sup>th</sup> Annual General Meeting of the Company was held through VC on Friday, September 20<sup>th</sup>, 2024 at 03:00 P.M (IST).

Further, pursuant to the MCA circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2023-24 was sent in electronic form only to those Members whose email addresses were registered with the Company/ Depositories. The Notice calling the 38<sup>th</sup> AGM had been uploaded on the website of the Company at [www.radotyreslimited.com](http://www.radotyreslimited.com). The Notice can also be accessed from the website of the Central Depository Services (India) Limited ("CDSL") (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

Since this AGM was held pursuant to the MCA Circulars through VC, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA circulars, the facility for appointment of proxies by the Members were also dispensed with. Members who attended the meeting through VC has been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.

The notice dated 10<sup>th</sup> July 2024 along with the statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the resolutions proposed at the AGM of the Company.

The Company has availed the e-voting facility offered by CDSL for conducting remote e-voting prior to AGM and conducting e-voting during the AGM by the members of the Company.

As the preference dividend is in due for more than two financial years, the preference shareholders were also eligible to cast their votes in all the resolutions placed in the meeting, in line with the second proviso to Section 47(2) of Companies Act 2013.

The shareholders of the Company holding shares as on the "cut-off" date i.e., Wednesday, September 11, 2024 were entitled to vote on the resolutions as set out in the Notice of the 38<sup>th</sup> AGM by remote e-voting prior to 38<sup>th</sup> AGM and e-voting system during the 38<sup>th</sup> AGM.



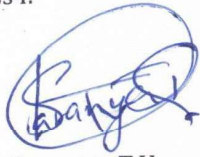
The remote e-voting period remained open from Tuesday, September 17, 2024 at 9.00 A.M. (IST) to Thursday, September 19, 2024 at 5.00 P.M. (IST) and the CDSL e-voting platform was disabled for voting thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC and who had not cast their vote through remote e-voting.

After the closure of voting at the AGM, the report on voting done through electronic voting system at the AGM was generated in my presence and the voting was diligently scrutinized.

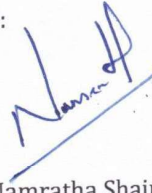
The votes cast under remote e-voting facility and e-voting during the AGM were thereafter unblocked in the presence of two witnesses who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Witness I:



Saranaya T V  
D/o AK Mohanan Nair  
Puthanpurayil House  
Thandilam Desam, Naripparamba PO,  
Thavanur Via PIN-679573  
Occupation: Apprenticeship Trainee

Witness II:



Namratha Shaju  
D/o Shaju Paul  
Manjummekudiyil House  
Chelad P.O Keerampara,  
Kothamangalam -686681  
Occupation: Apprenticeship Trainee

I have scrutinized and reviewed the votes cast by the shareholders through remote e-voting prior and e-voting during the AGM of the Company, based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting and the voting conducted through electronic system at the AGM on the resolutions as set out in the notice of the AGM.

My responsibility as scrutinizer for remote e-voting and the voting conducted through electronic voting system at the meeting is limited to prepare and submit a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by the Agency authorized under the Rules and engaged by the Company to provide e-voting facility.

The consolidated Report on the result of voting through remote e-voting and the voting through electronic system at the AGM in respect of the said resolutions are as under:



**ORDINARY BUSINESSES:**

**Item No. 1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	26	1,39,44,050	100
Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	1	15,10,000	100
<b>TOTAL</b>	<b>27</b>	<b>1,54,54,050</b>	<b>100</b>

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid Votes**

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	0	0	0



Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
<b>TOTAL</b>	0	0	0

Thus, the Ordinary Resolution as given in item no. 1 can be considered as passed with requisite majority.

**Item No. 2: Ordinary Resolution**

**To appoint a Director in place of Mr. V.V. Augustine (DIN: 02402321) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.**

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	26	1,39,44,050	100
Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	1	15,10,000	100
<b>TOTAL</b>	<b>27</b>	<b>1,54,54,050</b>	<b>100</b>

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid Votes**

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast



Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>

Thus, the Ordinary Resolution as given in item no. 2 can be considered as passed with requisite majority.

**Item No. 3: Ordinary Resolution**

**To appoint a Director in place of Dr C.K. Balan (DIN: 00582279) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.**

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	26	1,39,44,050	100
Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	1	15,10,000	100
<b>TOTAL</b>	<b>27</b>	<b>1,54,54,050</b>	<b>100</b>

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

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>



(iii) **Invalid Votes**

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>

Thus, the Ordinary Resolution as given in item no. 3 can be considered as passed with requisite majority.

**Item No. 4: Ordinary Resolution**

**To appoint a Director in place of Mr. Roopesh Rajan (DIN: 03364768), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment**

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

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	26	1,39,44,050	100
Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	1	15,10,000	100
<b>TOTAL</b>	<b>27</b>	<b>1,54,54,050</b>	<b>100</b>

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

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	0	0	0



<b>TOTAL</b>	0	0	0
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(ii) **Invalid Votes**

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
<b>TOTAL</b>	0	0	0

Thus, the Ordinary Resolution as given in item no. 4 can be considered as passed with requisite majority.

**SPECIAL BUSINESS**

**Item No.5: Ordinary Resolution**

**Appointment of Mr. Darshan Polji as Manager of the Company for a period of 5 (five) years with effect from March 22, 2024 up to March 21, 2029 upon such terms and conditions of appointment and remuneration as may be decided by the Board of Directors subject to the overall limits of remuneration as prescribed under the Companies Act, 2013.**

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

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	26	1,39,44,050	100
Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	1	15,10,000	100
<b>TOTAL</b>	<b>27</b>	<b>1,54,54,050</b>	<b>100</b>

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

<b>Voting Description</b>	<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid votes cast</b>
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Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
<b>TOTAL</b>	0	0	0

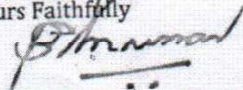
(iii) Invalid Votes

Voting Description	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-Voting of Equity Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
Remote E-Voting of Preference Shareholders (Including E-Voting by shareholders during AGM)	0	0	0
<b>TOTAL</b>	0	0	0

Thus, the Ordinary Resolution as given in item no. 5 can considered as passed with requisite majority

Based on the aforesaid results, I report that the resolutions as set out in the Notice vide Item Nos. 1 to 5 have been duly passed as per the provisions of the Companies Act, 2013.

Thanking You  
Yours Faithfully



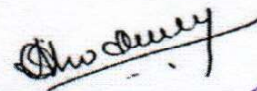
**CS Puzhankara Sivakumar**  
SEP & Associates, Company Secretaries  
(Peer Review Certificate no. 3693/2023)  
Managing Partner  
Membership No. F3050  
COP No. 2210



UDIN: F003050F001270569

Date: 20/09/2024  
Place: Kochi

For Rado Tyres Limited




Company Secretary