

# Pramod S. Shah & Associates

Practising Company Secretaries

3rd Floor, LA-SHEWA Bldg., Next to Fedex, 233, P. D' Mello Road, Opp. St. George Hospital, Near CST, Mumbai - 400 001.  
Tel. : 91-22-2271 7700 / 91-22-2270 1040 • Email : saurabhshah@psaprofessionals.com • Website : cpspa.co.in

## Report of Scrutinizer(s)

*Pursuant to rule 20 and rule 21 of the Companies (Management and Administration) Rules, 2014 amended from time to time*

To,  
The Chairman  
Bharat Diamond Bourse  
G- Block, Bandra-Kurla Complex  
Bandra (East) Mumbai 400051

Extra- Ordinary General Meeting of the members of **Bharat Diamond Bourse**, was held on Friday, 08<sup>th</sup> December, 2017 at 2.30 p.m. at Tower D Centre Core, Ground Floor, Opp. Indusind Bank G-Block, Bharat Diamond Bourse, Bandra- Kurla Complex, Bandra (E), Mumbai- 400051.

Dear Sir,

I, Pramod S. Shah, Partner of Pramod S. Shah & Associates, Practising Company Secretaries, appointed as the Scrutinizer by the Managing Committee of Bharat Diamond Bourse pursuant to Section 108 and Section 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time to scrutinize the e-voting process (remote e-voting) and poll in respect of the below mentioned resolutions contained in the Notice of the Extra- Ordinary General Meeting (EOGM) of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited ('NSDL') for conducting e-voting by the members of the Company.

The Company had also provided voting facility to the members present at the EOGM and who had not cast their vote earlier through e-voting facility. The members of the Company holding shares as on the "cut-off" date i.e. Friday, 01<sup>st</sup> December, 2017, were entitled to vote on the Resolutions as contained in Notice of the EOGM.

The voting period for the e-voting commenced on Tuesday 05<sup>th</sup> December, 2017, at 9.00 a.m. (IST) and ended on Thursday, 07<sup>th</sup> December, 2017 at 5.00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the shareholders for the resolutions contained in the Notice of the EOGM, based on the reports generated from the e-voting system provided by NSDL and scrutiny of the poll Papers received at the EOGM.

After the closure of the voting at the EOGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinised.



The votes cast under e-voting facility were there after unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the EOGM the votes cast there under were counted.

The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.


I have scrutinised and reviewed the e-voting and poll conducted during the EOGM, based on the data downloaded from the NSDL system and the voting conducted through poll in the meeting.

The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio no., client ID of the Shareholders, no of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company hence there was no requirement of maintaining the list of shares with differential voting rights.

I enclose herewith my report on the result of the e-voting and poll in respect of the said resolutions.

Thanking you.

Yours sincerely,

  
Pramod S. Shah  
(C.P. No.-3804)



Place: Mumbai

Dated: 11<sup>th</sup> December, 2017

Consolidated ResultsResolution -1:

To consider and approve the transfer application of shares received from a member:

Particulars	Remote E-voting		Voting at the EOGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	229	229	1	1	230	230	41.82%
Dissent	274	274	41	41	315	315	57.27%
Invalid Votes	-	-	5	5	5	5	0.91%
Total	503	503	47	47	550	550	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 1 of the Notice of the EOGM dated 08<sup>th</sup> December, 2017 has not been passed.

Resolution -2:

To appoint a Manager under the Companies Act, 2013:

Particulars	Remote E-voting		Voting at the EOGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	326	326	37	37	363	363	90.75%
Dissent	28	28	4	4	32	32	8%
Invalid Votes	-	-	5	5	5	5	1.25%
Total	354	354	46	46	400	400	100.00

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 2 of the Notice of the EOGM dated 08<sup>th</sup> December, 2017 has been passed by requisite majority.

Thanking you.

Yours faithfully,

Pramod S. Shah  
(C.P.No.-3804)



Place: Mumbai

Dated: 11<sup>th</sup> December, 2017