

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

FORM No. MGT-13

Report of Scrutinizer(s)

Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21(2) of the Companies(Management and Administration) Rules, 2014 as amended from time to time

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

The 33rd Annual General Meeting of the members of **Bharat Diamond Bourse**, was held on Tuesday, 26th September, 2017, at 3.00 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 of the Companies Act, 2013 ("the Act") read with Rule 20 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 33rd Annual General Meeting 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 membes present at the AGM 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 of on Tuesday, 19th September, 2017, were entitled to vote on the Resolutions as contained in Notice of the AGM.

The voting period for the e-voting commenced on Saturday, 23rd September, 2017, at 9.00 a.m. (IST) and ended on Monday, 25th September, 2017, at 5.00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, 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 AGM the votes cast there under were counted.

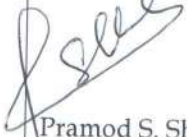


I have scrutinised and reviewed the e-voting and poll conducted during the AGM, based on the data downloaded from the NSDL system.

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: 28th September, 2017

Consolidated Results**Resolution - 1:**

To consider the audited Financial Statements as on 31st March, 2017 and the Reports of the Managing Committee Members' and Auditor's report thereon:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	11	11	52	52	63	63	94.02
Dissent	0	0	0	0	0	0	0.00
Invalid	0	0	4	4	4	4	5.98
Total	11	11	56	56	67	67	100.00

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 26th September, 2017 has been passed unanimously.

Resolution - 2:

To appoint Managing Committee Members in place of those who are retiring by rotation:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	10	10	53	53	63	63	94.03
Dissent	1	1	0	0	1	1	1.49
Invalid	0	0	3	3	3	3	4.48
Total	11	11	56	56	67	67	100.00

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 26th September, 2017 has been passed with requisite majority.

Resolution - 3:

To ratify the appointment of Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	11	11	53	53	64	64	95.52
Dissent	0	0	0	0	0	0	0.00
Invalid	0	0	3	3	3	3	4.48
Total	11	11	56	56	67	67	100.00

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 26th September, 2017 has been passed unanimously.



Resolution - 4:

To consider and, if though fit, to pass, Alteration In Articles of Association pursuant to "definition clauses" of the company, as a Special Resolution:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	11	11	52	52	63	63	94.02
Dissent	0	0	1	1	1	1	1.50
Invalid	0	0	3	3	3	3	4.48
Total	11	11	56	56	67	67	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 4 of the Notice of the AGM dated 26th September, 2017 has been passed with requisite majority.

Resolution - 5:

To consider and, if though fit, to pass, Alteration In Articles of Association pursuant to "Change in Quorum" clause of the company, as a Special Resolution:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	11	11	52	52	63	63	94.03
Dissent	0	0	1	1	1	1	1.49
Invalid	0	0	3	3	3	3	4.48
Total	11	11	56	56	67	67	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 5 of the Notice of the AGM dated 26th September, 2017 has been passed with requisite majority.

Resolution - 6:

To consider and, if though fit, to pass, Alteration In Articles of Association pursuant to addition in "Vacancy in the committee" clause of the company, as a Special Resolution:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	9	9	52	52	61	61	91.04
Dissent	2	2	1	1	3	3	4.48
Invalid	0	0	3	3	3	3	4.48
Total	11	11	56	56	67	67	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 6 of the Notice of the AGM dated 26th September, 2017 has been passed with requisite majority.



Resolution - 7:

To consider and, if though fit, to pass, Alteration In Articles of Association pursuant to strengthening the administration process of the company, as a Special Resolution:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	10	10	52	52	62	62	92.54
Dissent	1	1	1	1	2	2	2.98
Invalid	0	0	3	3	3	3	4.48
Total	11	11	56	56	67	67	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 7 of the Notice of the AGM dated 26th September, 2017 has been passed with requisite majority.

Resolution - 8:

To consider and, if though fit, to pass a resolution proposing Brihanmumbai Municipal Corporation to directly charge unit wise property tax billing from property owners, as a Special Resolution:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	9	9	50	50	59	59	88.06
Dissent	2	2	1	1	3	3	4.48
Invalid	0	0	5	5	5	5	7.46
Total	11	11	56	56	67	67	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 8 of the Notice of the AGM dated 26th September, 2017 has been passed with requisite majority.

Thanking you.

Yours faithfully,



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



Place: Mumbai

Dated: 28th September, 2017