

Pramod S. Shah & Associates

Practising Company Secretaries

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Report of Scrutinizer(s)

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

**To,
The Chairman,
Bharat Diamond Bourse,
CIN: U51398MH1984NPL033787,
Registered Address: G- Block, Bandra-Kurla Complex,
Bandra (East) Mumbai - 400051**

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Sections 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for 36th Annual General Meeting of the members of Bharat Diamond Bourse was held on Monday, 28th December, 2020 at 3.00 p.m. through video conferencing ("VC")/ other audio-visual means ("OAVM").

Dear Sir,

I, Pramod S. Shah, Managing Partner of Pramod S. Shah & Associates, Practising Company Secretaries had been appointed as the Scrutinizer by the Board of Directors of Bharat Diamond Bourse pursuant to Section 108 & 109 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and as per the MCA General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 for the resolutions proposed at the 36th Annual General Meeting of the members of Bharat Diamond Bourse held on Monday, 28th December, 2020 at 03.00 p.m. IST through Video Conferencing ("VC")/other Audio Visual Means ("OAVM") in order to ascertain requisite majority on voting conducted through remote e-voting process (before and during the AGM).

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 Annual General Meeting 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 Monday, 21st December, 2020 were entitled to vote on the proposed resolutions as contained in the Notice of the AGM.

The remote e-voting period commenced on Friday, 25th December, 2020, at 9.00 a.m. (IST) and ended on Sunday, 27th December, 2020 at 5.00 p.m. (IST). The NSDL remote e-voting platform was disabled thereafter.

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

My responsibility as a scrutinizer is restricted to making a Scrutinizer's report on the votes casted by the members in "favour" or "against" on the resolutions contained in the Notice of AGM dated December 14, 2020, based on the reports generated from the remote e-voting system provided by NSDL, the votes casted by the members present at the 36th AGM and by scrutiny of the poll Papers received at the AGM.

I submit my report as under:

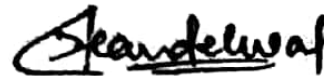
1. After the conclusion of the e-voting at the 36th AGM, the votes casted by the members present through VC/OVAM at the 36th AGM and through remote e-voting facility were there after unblocked and counted in the presence of two witnesses i.e. Mr. Harsh Mehta and Mr. Dewang Khandelwal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Mr. Harsh Mehta



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Mr. Dewang Khandelwal



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2. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
3. 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.
4. 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.
5. The management of the Company is responsible to ensure the compliances with regard to 36th AGM of the members conducted through VC/OAVM and to organise the process of remote e-voting and e-voting during AGM in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and the MCA circulars issued in this regard.

The consolidated result of the scrutiny of the remote e-voting process and votes casted by the members during the 36th AGM present through VC/OAVM through e-voting or poll in respect of passing of the resolutions contained in the Notice dated 14th December, 2020 is as under:

Consolidated Results

Ordinary Business

Ordinary Resolution No. 1:

To consider the audited Financial Statements as on 31st March, 2020 and the Report of the Managing Committee Members' and Auditor's report thereon:

Particulars	Remote E-voting (including e-voting at the AGM)		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	50	50	19	19	69	69	88.46
Dissent	02	02	00	00	02	02	2.56
Invalid Votes	00	00	07	07	07	07	8.97
Total	52	52	26	26	78	78	100

Ordinary Resolution No. 2:

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

Particulars	Remote E-voting (including e-voting at the AGM)		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	50	50	19	19	69	69	87.34
Dissent	03	03	00	00	03	03	3.80
Invalid Votes	00	00	07	07	07	07	8.86
Total	53	53	26	26	79	79	100

Based on the aforesaid results, we report that Ordinary Resolutions as contained in Item Nos. 1 and 2 have been passed with requisite majority.

Special Business**Special Resolution No. 1:**

To approve Alteration of Articles of Association of the Company:

Particulars	Remote E-voting (including e-voting at the AGM)		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	50	50	19	19	69	69	85.19
Dissent	05	05	00	00	05	05	6.17
Invalid Votes	00	00	07	07	07	07	8.64
Total	55	55	26	26	81	81	100

Special Resolution No. 2:

To approval for reduction of the equity share capital of the Company under Section 66 and other applicable provisions of the Companies Act, 2013 and rules made thereunder:

Particulars	Remote E-voting (including e-voting at the AGM)		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	50	50	18	18	68	68	88.31
Dissent	01	01	00	00	01	01	1.30
Invalid Votes	00	00	08	08	08	08	10.39
Total	51	51	26	26	77	77	100

Based on the aforesaid results, we report that Special Resolutions as contained in Item Nos. 1 and 2 have been passed with special majority.

Ordinary Resolution No. 3

To appoint Mr. Vivek Sunil Mehta (DIN: 00425131) as a director of the company:

Particulars	Remote E-voting (including e-voting at the AGM)		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	37	37	17	17	54	54	70.13
Dissent	14	14	02	02	16	16	20.78
Invalid Votes	00	00	07	07	07	07	9.09
Total	51	51	26	26	77	77	100

Based on the aforesaid result, we report that Ordinary Resolution as contained in Item Nos. 3 have been passed with requisite majority.

6. An electronic register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes which were declared invalid for each resolution is provided separately.
7. The electronic data along with the votes casted by the members present through VC/OAVM which was under my safe custody have been handed over to the Company Secretary for safe keeping.

Thanking you.

Yours faithfully,

Pramod S. Shah
(C.P. No.-3804)
UDIN: F000334B001712528

Counter Sign
(Person authorised by the Chairman of the Company)

Place: Mumbai
Date: 29.12.2020