

# 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, e-voting and Ballot at the Annual General Meeting conducted pursuant to the provisions of Sections 108 & 109 of the Companies Act, 2013 and read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 respectively as amended from time to time for 38<sup>th</sup> Annual General Meeting of the members of Bharat Diamond Bourse was held on Monday, 19<sup>th</sup> September, 2022 at 2.30 p.m. at BDB Convention Hall, Ground Floor, Tower C, Centre Core, Bharat Diamond Bourse, Bandra (E), Mumbai- 400051**

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. 02/2022 dated May 5, 2022, 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, Circular No. 02/2021 dated January 02, 2021, Circular No. 19/2021 dated December 08, 2021 and Circular No. 21/2021 dated January 13, 2021 and Circular No. 3/2022 dated May 5, 2022 for the resolutions proposed at the 38<sup>th</sup> Annual General Meeting of the members of Bharat Diamond Bourse held on Monday, 19<sup>th</sup> September, 2022 at 02.30 p.m. IST at BDB Convention Hall, Ground Floor, Tower C, Centre Core, Bharat Diamond Bourse, Bandra (E), Mumbai-400051 in order to ascertain requisite majority on voting conducted through remote e-voting process (before and during the AGM) and by Physical Voting.

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 Saturday, 10<sup>th</sup> September, 2022 were entitled to vote on the proposed resolutions as contained in the Notice of the AGM.

The remote e-voting period commenced on **Thursday, 15<sup>th</sup> September, 2022, at 10.00 a.m. (IST) and ended on Sunday, 18<sup>th</sup> September, 2022 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 19<sup>th</sup> September, 2022, based on the reports generated from the remote e-voting system provided by NSDL, the votes casted by the members present at the 38<sup>th</sup> 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 38<sup>th</sup> AGM, the votes casted by the members present through VC/OVAM and physically at the 38<sup>th</sup> AGM and through remote e-voting facility were there after unblocked and counted in the presence of two witnesses i.e., Ms. Amatulla Chunawala and Mr. Kunal Rohra who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ms. Amatulla Chunawala

.....

Mr. Kunal Rohra

.....

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 AGM, 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 38<sup>th</sup> AGM of the members conducted at BDB Convention Hall, Ground Floor, Tower C, Centre Core, Bharat Diamond Bourse, Bandra (E), Mumbai- 400051 and to organise the process of remote e-voting or by postal ballot, physical 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 38<sup>th</sup> AGM present through VC/OAVM or physical through e-voting or poll in respect of passing of the resolutions contained in the Notice dated 19<sup>th</sup> September, 2022 is as under:



**Consolidated Results****Ordinary Business****Ordinary Resolution No. 1:**

To receive, consider and adopt the Audited Financial Statements as on 31st March, 2022 together with the Reports 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	
<b>Assent</b>	23	23	25	25	48	48	97.96
<b>Dissent</b>	0	0	1	1	1	1	2.04
<b>Invalid Votes</b>	0	0	2	2	2	2	0
<b>Total</b>	<b>23</b>	<b>23</b>	<b>37</b>	<b>37</b>	<b>51</b>	<b>51</b>	<b>100</b>

2 Member holding 2 Vote abstained from voting on Ordinary Resolution No. 1 and his vote has not been taken into consideration for calculation of percentages.

**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	
<b>Assent</b>	23	23	27	27	50	50	100
<b>Dissent</b>	0	0	0	0	0	0	0
<b>Invalid Votes</b>	0	0	2	2	2	2	0
<b>Total</b>	<b>23</b>	<b>23</b>	<b>29</b>	<b>29</b>	<b>52</b>	<b>52</b>	<b>100</b>

2 Member holding 447 Vote abstained from voting on Ordinary Resolution No. 2 and his vote has not been taken into consideration for calculation of percentages.

**Special Business****Ordinary Resolution No. 3:**

To appoint Mr. Kumar Rasiklal Mehta 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	1	1	29	29	30	30	56.60
Dissent	22	22	1	1	23	23	43.39
Invalid Votes	0	0	6	6	6	6	0
Total	23	23	36	36	59	59	100

**3 Members holding 3 Votes abstained from voting on Ordinary Resolution No. 3 and their votes have not been taken into consideration for calculation of percentages.**

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item Nos. 1, 2 and 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 Physical & VC/OAVM which was under my safe custody have been handed over to the Company Secretary for safe keeping.

Thanking you.

Yours faithfully,

PRAMOD  
SHANTILAL  
SHAH

Digitally signed by  
PRAMOD  
SHANTILAL SHAH  
Date: 2022.09.20  
12:53:59 +05'30'

**Pramod S. Shah**

**(C.P. No.-3804)**

**UDIN: F000334D001001752**

**Place: Mumbai**

**Date: 20-09-2022**

**For Bharat Diamond Bourse**

**Counter Sign**

**(Person authorised by the Chairman of the Company)**