

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 First (01/2020-21) Extra Ordinary General Meeting of the members of Bharat Diamond Bourse was held on Friday, 05th February, 2021 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 EOGM).

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, 16th January, 2021 were entitled to vote on the proposed resolutions as contained in the Notice of the EOGM.

The remote e-voting period commenced on Tuesday, 02nd February, 2021, at 9.00 a.m. (IST) and ended on Thursday, 04th February, 2021 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 and conducting e-voting during the EOGM 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 EOGM dated 18th January, 2021, based on the reports generated from the remote e-voting system provided by NSDL, the votes casted by the members present at the First (01/2020-21) Extra Ordinary General Meeting and by scrutiny of the poll Papers received at the EOGM.

I submit my report as under:

1. After the conclusion of the e-voting at the EOGM, the votes casted by the members present through VC/OVAM at the EOGM 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. Ankit Pandit 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. Ankit Pandit

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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 EOGM of the members conducted through VC/OAVM and to organise the process of remote e-voting and e-voting during EOGM 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 EOGM present through VC/OAVM through e-voting or poll in respect of passing of the resolutions contained in the Notice dated 18th January, 2021 is as under:

Consolidated Results

Special Business

Special Resolution 01:

To supersede the resolution earlier passed at the Annual General Meeting of the members dated 28.12.2020 in relation to the reduction of share capital of the company in the matter of Lunar Gems (Office No. DE5090A) and approval of reduction of equity share capital of the company under section 66 and other applicable provisions of the companies act 2013:

Particulars	Remote E-voting (including e-voting at the EOGM)		Voting at the EOGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	11	11	28	28	39	39	88.64
Dissent	01	01	01	01	02	02	04.55
Invalid Votes	00	00	03	03	03	03	06.81
Total	12	12	32	32	44	44	100

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 01 have been passed with special 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: F000334B002762203

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

Place: Mumbai
Date: 11.02.2021

