

Form No. MGT-13

## Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To

The Chairman of the 27<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of SUNRAJ DIAMOND EXPORTS LIMITED held on Thursday, 21<sup>st</sup> September, 2017 at 11.30 a.m. at Kshatriya Gnyati Sabha Gruha, 229, Raja Ram Mohan Roy Marg, Girgaum, Mumbai 400 004.

Dear Sir,

I, Mrs. Grishma Khandwala, Company Secretary in Practice have been appointed as the scrutinizer of SUNRAJ DIAMOND EXPORTS LIMITED pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and
- (ii) Scrutinizing the poll process under the provisions of Section 109 of the Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice convening the 27<sup>th</sup> AGM of the Equity Shareholders of the Company held on Thursday, 21<sup>st</sup> September, 2017 at 11.30 a.m. at Kshatriya Gnyati Sabha Gruha, 229, Raja Ram Mohan Roy Marg, Girgaum, Mumbai – 400 004.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting by electronic means and poll for the resolutions contained in the Notice of the 27<sup>th</sup> AGM of the Equity Shareholders dated 7<sup>th</sup> August, 2017. My responsibility as a Scrutinizer for the remote e-voting process and for polling process is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the notice of the AGM, based on the reports generated from the remote e-voting system provided by Central Depository Services Limited (CDSL), the Agency authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through remote e-voting and based on the physical votes cast by ballot by Members/Proxies at the AGM.



## Grishma Khandwala

The Notice dated 7<sup>th</sup> August, 2017 convening the AGM was sent to the shareholders in respect of the below mentioned resolutions to be passed at the-AGM of the Equity Shareholders of the Company.

The Company had availed the remote e-voting facility offered by Central Depository Services Limited (CDSL) for facilitating remote e-voting to the shareholders of the Company and had also provided poll voting process to the shareholders who attended the AGM and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 14<sup>th</sup> September, 2017 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

The period for remote e-voting commenced on Monday 18<sup>th</sup> September, 2017 at 9.00 a.m. and ended on Wednesday 20<sup>th</sup> September, 2017 at 5.00 p.m.

On 20<sup>th</sup> September, 2017, after the end of the remote e-voting period i.e. 20<sup>th</sup> September, 2017, at 5.00 p.m., I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no. and number of shares held by the member could be seen to ensure that these members do not vote again at the AGM. However the manner in which the votes were cast by the members were not available.

Further, the Chairman announced that facility for voting through ballot paper was available at the AGM venue for the shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

The voting results were diligently scrutinized and were reconciled with the records maintained by Adroit Services Private Limited, Registrar and Transfer Agent of the Company and the authorisations/proxies lodged with the Company.

The votes cast through e-voting were unblocked and detailed results of which were downloaded after the end of the AGM in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature: 

Name: Santosh B. Khandekar

Signature: 

Name: Anjali S. Merchande

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of CDSL and also the voting results during the poll process at the AGM.



*Grishma Khandwala*

The results of the e-voting and poll are as under:

Item No. of Notice	Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		Nos.	% age	Nos.	% age	
Ordinary Resolution Item No. 1 Adoption of Audited Financial Statement (including Consolidated financial statements) for the year ended 31 <sup>st</sup> March, 2017 and the Reports of the Board of Directors and Auditors thereon	E-voting	1986833	100%	0	0	0
	Poll	1133133	100%	0	0	0
	Total	3119966	100%	0	0	0
Ordinary Resolution Item No.2 Re-appointment of Mrs. Shruti Gandhi, who retires by rotation	E-voting	1986833	100%	0	0	0
	Poll	1133133	100%	0	0	0
	Total	3119966	100%	0	0	0
Ordinary Resolution Item No.3 Appointment of M/s Shah Khakhi & Associates, Chartered Accountants, as Statutory Auditors in place of M/s Bhupendra Shroff & Co., Chartered Accountants.	E-voting	1986833	100%	0	0	0
	Poll	1133133	100%	0	0	0
	Total	3119966	100%	0	0	0

The electronic data and all other relevant records relating to electronic voting and voting at the AGM venue is under my safe custody and will be handed over to the Chairman for preserving safety after the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking you,

Yours faithfully

*Grishma Khandwala*

GRISHMA KHANDWALA  
Company Secretary  
ACS No. 6515  
C.P. No. 1500

Place : Mumbai

Date: 21<sup>st</sup> September 2017

GRISHMA S. KHANDWALA  
COMPANY SECRETARY CP 1500,  
7, INDIAN MERCANTILE MANSION  
MADAM CAMA ROAD,  
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