

Report of the Scrutinizers

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

To,

The Chairman

Of 29th Annual General Meeting of the Equity Shareholders of **Winsome Diamonds and Jewellery Limited** Held on Wednesday, the 30th day of September, 2015 at Mahida Bhawan, Icchanath, Opp. S.V.R. Engineering College, Dumas Road, Surat 395 007 at 12.30 p.m

Dear Sir,

We, Alwyn D'souza of M/s Alwyn D'souza & Co., Company Secretaries, Mumbai, having office at Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101 appointed as Scrutinizer for the purpose of scrutinizing remote electronic voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20&21 of the Companies (Management and Administration) Amendment Rules, 2015.

and Mr. R.Mahadevan, member having Folio No. 0051886, residing at RH3/T-1, Sector-6, Vashi, navi Mumbai-400703, , appointed as scrutinizier by the Chairman of the meeting for the purpose of scrutinizing the voting by use of ballot at the venue of the Annual General Meeting on the resolutions contained in the Notice calling the 29th Annual General Meeting of the Company held on Wednesday, the 30th day of September, 2015 at Mahida Bhawan, Icchanath, Opp. S.V.R. Engineering College, Dumas Road, Surat 395 007 at 12.30 p.m, submit report as under:

- a) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote E-Voting and voting by using ballots by the shareholders on the resolutions proposed in the Notice calling the 29th Annual General Meeting of the Company is the responsibility of the management. Our responsibility as scrutinizers is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizier's report on the voting to the chairman on the resolutions based on the reports generated from the electronic voting system by the Central Depository Services (India) Limited (CDSL) and the reports generated electronically by the Company for voting by use of ballots at the meeting.
- b) The remote e-voting was concluded on 29th September, 2015 at 5.00 p.m.



- c) At the 29th Annual General Meeting of the Company held on 30th September, 2015, the Chairman at the end of the discussions on the resolution(s) announced the voting by use of ballots to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes.
- d) We have issued scrutinizer's report separately on the remote e-voting and voting by use of ballots at the meeting and we hereby submit a consolidated scrutinizer's report pursuant to rule 20 (4) (xii) on the resolutions contained in the Notice of the 29th Annual General Meeting;
- e) The consolidated result of the voting is as under:

A. RESOLUTION NO.1 - ORDINARY RESOLUTION

To receive, consider and adopt the Audited Balance Sheet for the financial year ended 31st March, 2015, the Profit and Loss Account for the period ended on that date along with the Schedules and the Reports of the Directors and Auditors thereon

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
47	2,75,25,903	99.9996

- (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	105	0.0004

- (iii) Invalid/abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	210

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B. RESOLUTION NO.2: ORDINARY RESOLUTION

To appoint a Director in place of Mr. Harimohan Namdev (DIN: 02658937), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted In favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
47	2,75,25,903	99.9996

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	105	0.0004

(iii) Invalid/abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	210

C. RESOLUTION NO.3: ORDINARY RESOLUTION

To appoint R.C. Reshamwala & Co., Chartered Accountants (Firm Regn. No. 108832W) as Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
47	2,75,25,903	99.9996

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	105	0.0004

(iii) Invalid/abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	210

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D. RESOLUTION NO.4: ORDINARY RESOLUTION

To appoint Mr. Harshad Udani (DIN: 07014853) as Director of the Company liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
47	2,75,25,903	99.9996

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	105	0.0004

(iii) Invalid/abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	210

E. RESOLUTION NO.5: ORDINARY RESOLUTION

To appoint Appointment of Mr. Harshad Udani Udani (DIN: 07014853) as Whole-time Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
47	2,75,25,903	99.9996

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	105	0.0004

(iii) Invalid/abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	210



F. **RESOLUTION NO.6: ORDINARY RESOLUTION**
To Appoint Ms. Ami Kothari (DIN : 07104331) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
47	2,75,25,903	99.9996

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	105	0.0004

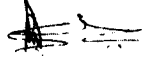
(iii) Invalid/abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	210

All the relevant records of Voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the 29th Annual General Meeting and the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

Thanking you,


Sincerely,



Alwyn D'souza
F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary
Mumbai dated 01st October, 2015



Mr. R. Mahadevan
Folio No : 0051886

Countersigned by :
For **Winsome Diamonds and Jewellery Limited**

Company Secretary