

CS Divyesh Patel  
(B.Com, MBA (Fin.), ACS)



**D Patel & Associates**

**PRACTISING COMPANY SECRETARIES**

SB-45, Alankar Tower, Opp. Sayajigunj Police Station,  
Vadodara-390 020., Mo. : 9998685685

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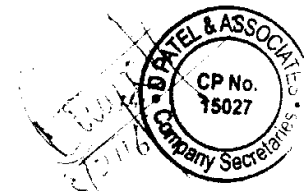
Date:05<sup>th</sup> February, 2016

To.  
The Chairman  
DIAMOND INFOSYSTEMS LIMITED  
5/9-10 "Essen Info Park"  
BIDC, Gorwa,  
Vadodara-390016

Dear Sir / Madam,

**Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the Extraordinary General Meeting pursuant to Clause 35-B of the Listing Agreement read with the provisions of Section 108 of the Companies Act, 2013 ('the Act') and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules)**

1. I, CS Divyesh A Patel, Practising Company Secretary, has been appointed as the scrutinizer by the Board Of Directors of DIAMOND INFOSYSTEMS LIMITED to conduct the electronic voting process in respect of all shareholders' resolution bearing serial no. 1 to 2 to be passed at the Extraordinary General meeting of the Company to be held on 05<sup>th</sup> February, 2016 as set out in the Notice dated 29<sup>th</sup> December, 2015 with statement setting out materials facts under Section 102 of the Act sent to the Shareholders in respect of the subject matters of the resolutions as appearing in Clause no. 6 of this Report pursuant to Clause 35- B of the Listing Agreement read with Section 108 of the Act and Rule 20 of the Rules.
2. The management of the Company is responsible to ensure the compliance with the requirements of Clause 35-B of the Listing Agreement read with the Act and the rules framed thereunder for providing e-voting facility to its shareholders in respect of the aforesaid resolutions. My responsibility as a Scrutinizer for conducting e-voting process is restricted to report on the votes cast 'in favour' or 'against' the aforesaid resolutions based on the reports generated from the e-voting system provided by Karvy ComputerShare Pvt. Ltd., the authorized agency to provide e-voting facilities engaged by the Company.
3. The e-voting facility remained open from 02<sup>nd</sup> February, 2016 at 10:00 a.m. to 04<sup>th</sup> February, 2016 at 5.00 p.m.
4. The members of the Company as on the cut off date i.e. 08<sup>th</sup> January, 2016 were entitled to vote on the aforesaid resolutions.
5. The votes cast were then unblocked on 05<sup>th</sup> February, 2016 at 10:00 a.m. in presence of two witnesses viz. Mr. Sachin Patel and Sudhip Bhide who are not in the employment of the Company and who have signed at the end of the report in token of the same.



6. Thereafter, the details, inter alia, containing list of Equity Shareholders who e-voted for/against each of the resolutions were generated from e-voting system provided by Karvy ComputerShare Pvt. Ltd. A summary of the result in respect of each of the aforesaid resolution is as follows:

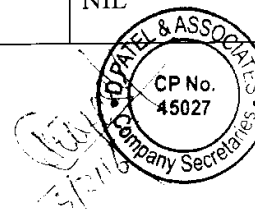
**Special Business:**

**Resolution 1 - Adoption of newly substituted set of Articles of Association as containing regulations in line with companies act, 2013**

Sr. No	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total (%)
1	Ballots Received	NIL	NIL	NIL	NIL
2	Less: Invalid Ballots	NIL	NIL	NIL	NIL
3	Valid Ballots	NIL	NIL	NIL	NIL
4	Ballots in Favour	NIL	NIL	NIL	NIL
5	Ballots Against	NIL	NIL	NIL	NIL
	Total valid Ballots	NIL	NIL	NIL	NIL

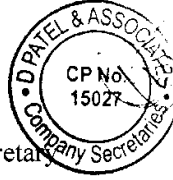
**Resolution 2 - Issuance of Warrants Convertible In To Equity Shares On Preferential Allotment Basis**

Sr. No	Particulars	Electronic Votes			
		No. of Members	No. of E-Votes	Total	Total(%)
1	Ballots Received	NIL	NIL	NIL	NIL
2	Less: Invalid Ballots	NIL	NIL	NIL	NIL
3	Valid Ballots	NIL	NIL	NIL	NIL
4	Ballots in Favour	NIL	NIL	NIL	NIL
5	Ballots Against	NIL	NIL	NIL	NIL
	Total valid Ballots	NIL	NIL	NIL	NIL



Thanking You,  
Yours Faithfully,

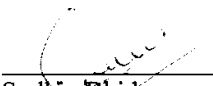
CS Divyesh Patel  
Practising Company Secretary  
Membership No: 33921



Place: Vadodara  
Date: 05.02.2016

Witness to Unblocking of E-votes Cast

  
Sachin Patel

  
Sudhip Bhide

CS Divyesh Patel  
(B.Com, MBA (Fin.), ACS)



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FORM No.MGT-13

**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman,

Extraordinary General Meeting of the Equity Shareholders of DIAMOND INFOSYSTEMS LIMITED held on Friday, 05<sup>th</sup> February, 2016 at 5/9-10 "Essen Info Park", BIDC, Gorwa, Vadodara- 390016 at 10:00 a.m.

Dear Sir,

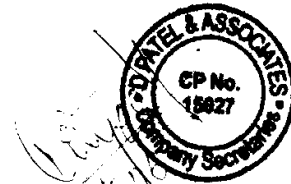
I, CS Divyesh A Patel, Practicing Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Extraordinary General Meeting of the Equity Shareholders of DIAMOND INFOSYSTEMS LIMITED held on Friday, 05<sup>th</sup> February, 2016 at 5/9-10 "Essen Info Park", BIDC, Gorwa, Vadodara- 390016 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid
4. The result of the Poll is as under:

**Resolution No. 1 – Adoption of newly substituted set of Articles of Association as containing regulations in line with companies act, 2013.**

i. Voted **in favour** of the Resolutions:

Number of members present and voting ( In Person or by Proxy)	Numbers of Votes cast by them	% of total number of Valid votes cast
9	4989476	100



ii. **Votes against** the resolution :

Number of members present and voting ( In Person or by Proxy)	Numbers of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

**Resolution No. 2 – Issuance of Warrants Convertible In To Equity Shares On Preferential Allotment Basis**

i. **Voted in favour** of the Resolutions:

Number of members present and voting ( In Person or by Proxy)	Numbers of Votes cast by them	% of total number of Valid votes cast
9	4989476	100

ii. **Votes against** the resolution :

Number of members present and voting ( In Person or by Proxy)	Numbers of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NIL

5. A List of Equity Shareholders who voted “FOR”, “AGAINST” each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the chairman authorised by the Board for safe keeping.

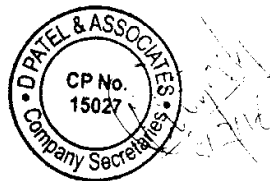
Thanking You,

Yours Faithfully,

CS Divyesh Patel

Practising Company Secretary

Membership No: 33921



Place: Vadodara

Date: 05.02.2016