

## Scrutinizer's Report- Combined

### Consolidated Report of Scrutinizer's on remote e-voting and voting by poll at the 21<sup>st</sup> Annual General Meeting

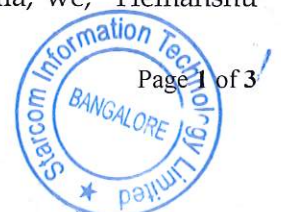
[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,  
The Chairman  
of the 21<sup>st</sup> Annual General Meeting of Equity Shareholders of  
**Starcom Information Technology Limited** [CIN: L67120KA1995PLC078846]  
held on Friday, September 30, 2016 at 11.30 a.m. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore 560008.

Dear Sir,

**Sub.: Combined Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standards - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 21<sup>st</sup> Annual General Meeting (AGM) of Starcom Information Technology Limited held on Friday, September 30, 2016 at 11.30 a.m.**

1. I, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477; C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed as Scrutinizer by the Board of Directors of **Starcom Information Technology Limited** (the Company) for the purpose of scrutinising the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015;
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Tuesday, September 24, 2016, at (9:00 a.m. IST) and ended on Thursday, September 29, 2016 (5:00 p.m. IST) and the CDSL remote e-voting platform was blocked thereafter.
3. On the basis of the votes exercised by the Shareholders of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated September 30, 2016 **on the remote e-voting**.
4. Under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, we, Hemanshu





Kapadia, Practicing Company Secretary (Membership No.: F3477; C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai and Mr. Liyakathali Khan, Member of the Company holding shares under DP-Client ID: IN30216410411838, have been appointed as the Scrutinizers by the Chairman of the 21<sup>st</sup> Annual General Meeting ['AGM'] of the Company to conduct the poll process in fair and transparent manner on all the resolutions of the 21<sup>st</sup> AGM of the Members of the Company held on Friday, September 30, 2016 at 11.30 a.m. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore 560008.

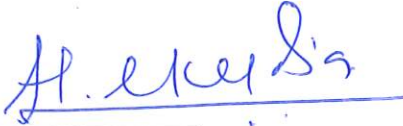
5. On the basis of the votes cast by the Shareholders through poll, we have issued separate Scrutinizers' Report dated September 30, 2016 on the poll taken on all the resolutions contained in the notice to the 21<sup>st</sup> AGM of the Company.
6. As requested by the management, we submit herewith our combined report on the result of e-voting together with that of Poll as under with brief description of resolutions. Kindly refer the notice of 21<sup>st</sup> AGM of the Company for the complete details of resolutions:

Item of Notice	No. of votes cast- in favour	No. of votes cast- against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
<b>I. Ordinary Business:</b>					
1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March 2016, including the Audited Balance sheet as at 31 <sup>st</sup> March 2016, audited Statement of Profit and Loss and the Cash flow Statement of the Company for the year ended 31 <sup>st</sup> March 2016 and notes related thereto together with the Reports of the Directors' and the Auditors' thereon (Ordinary Resolution)	4021485	0	0	100	0
2. To appoint a Director in place of Ms. Sayeeda Hina (DIN: 03642269), who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Resolution)	4021485	0	0	100	0
3. To ratify the appointment of M/s. S G C O & Co., (formerly known as Singrodia Goyal & Co.) Chartered Accountants, Mumbai (Firm Registration No. 112081W) as Statutory Auditors of the Company and fix their remuneration (Ordinary Resolution)	4021485	0	0	100	0
<b>II. Special Business</b>					
4. To consider re-appointment of Mr. Ziaulla Sheriff as the Chairman and Managing Director of the Company for the period of three years with effect from 12 <sup>th</sup> August 2016 to 11 <sup>th</sup> August 2019 (Special Resolution)	4021485	0	0	100	0



7. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on all the resolutions contained in the Notice of the 21<sup>st</sup> AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 21<sup>st</sup> AGM is restricted to make a Scrutinizers' Report of the votes cast "in favour" or "against" the resolutions stated in the said notice, based on the report generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities and M/s. Sharex Dynamic (India) Private Limited (Registrar and Share Transfer Agent) at the time of poll taken at the 21<sup>st</sup> AGM.

Thanking you,

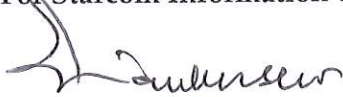


Hemanshu Kapadia  
Scrutinizer for evoting and poll  
Practicing Company Secretary  
C.P. No.: 2285  
Membership No.: F3477

Date: September 30, 2016  
Place: Bangalore

Acknowledge receipt of the same

For Starcom Information Technology Limited



Ziaulla Sheriff  
Chairman & Managing Director  
DIN: 00002098  
Chairman of the 21<sup>st</sup> Annual General Meeting of the Company

Date: September 30, 2016  
Place: Bangalore



Liyakathali Khan  
Scrutinizer for poll  
Member  
DP- Client id- IN30216410411838

Date: September 30, 2016  
Place: Bangalore



