

HEMANSHU KAPADIA & ASSOCIATES
COMPANY SECRETARIES

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SCRUTINISER'S REPORT ON E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Secretarial Standard - 2 (SS-2) issued by the Institute of Company Secretaries of India]

To,

The Chairman

of the 21st 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

Sub.: **Result of E-voting held for 21st Annual General Meeting (AGM) of the Equity Shareholders of Starcom Information Technology Limited.**

Dear Sir,

1. I, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477 and C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed by the Board of Directors of **Starcom Information Technology Limited** (the Company) as the Scrutinizer for the purpose of scrutinising the remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 (the Rules), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (SS - 2) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice to the 21st Annual General Meeting (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.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means and SS - 2 on the resolutions contained in the Notice to the 21st AGM of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to prepare a Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions as stated in notice to the 21st AGM, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities and engaged by the Company for the said purpose.

3. Further to the above, I submit my report as under:-



- i. The e-voting period remained open from Tuesday, September 27, 2016, at (9:00 a.m. IST) to Thursday, September 29, 2016 (5:00 p.m. IST).
- ii. The Members of the Company as on the "cut-off" date for the purpose of e-voting i.e. Friday, September 23, 2016 were entitled to vote on the resolutions (Item nos. 1 to 4 as set out in the notice of the 21st AGM of the Company).
- iii. The e-voting platform was blocked on Thursday, September 29, 2016 after 5:00 p.m. (IST) and the votes casted were unblocked on September 30, 2016 in the presence of two witnesses, Mrs Komathi and Mr. Shueb Mohammed, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Komathi

Name: Mrs Komathi

Mohammed Shueb

Name: Mr. Shueb Mohammed

- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and based on such report generated, the result of the e-voting is as under:

I. Ordinary Business:

- A. Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2016, including the Audited Balance sheet as at 31st March 2016, audited Statement of Profit and Loss and the Cash flow Statement of the Company for the year ended 31st March 2016 and notes related thereto together with the Reports of the Directors' and the Auditors' thereon (Ordinary Resolution):**

- (i) Voted **in favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
3	38,38,644	100

- (ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

- (iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0



B. Resolution No. 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):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
3	38,38,644	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

C. Resolution No. 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):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
3	38,38,644	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

II. Special Business:

D. Resolution No. 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 12th August 2016 to 11th August 2019 (Special Resolution):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
3	38,38,644	100



(ii) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

Thanking you,

H. Kapadia

Hemanshu Kapadia
Scrutinizer
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

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

Date: September 30, 2016
Place: Bangalore

