

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3

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REPORT OF SCRUTINIZER

[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 of the 19th Annual General Meeting of the Members of Starcom Information Technology Limited held on the Tuesday, 23rd December 2014 at 10.30 a.m. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore-560008.

Sub.: 19th Annual General Meeting of the Equity Shareholders of Starcom Information Technology Limited held on 23rd December 2014 at 10.30 a.m.

Dear Sir,

I, Hemanshu Kapadia, Practicing Company Secretary, Mumbai was appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 19th Annual General Meeting of the Equity Shareholders of Starcom Information Technology Limited held on Tuesday, 23rd December 2014 at 10.30 a.m. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore-560008. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 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, serially numbered and initialled by me. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. There were 2 poll papers bearing serial no. 1 and 2.
4. The result of the Poll is as under. Kindly refer to the AGM notice for the full text of the resolutions.

(a) **Resolution No. 1: ORDINARY RESOLUTION:** Adoption of Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Report of Directors' and the Auditor for the financial year ended 31st March 2014.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	62331	100



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
0	0

(b) **Resolution No. 2: ORDINARY RESOLUTION:** To appoint a Director in place of Mr. Ziaulla Sheriff (DIN: 00002098), 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
2	62331	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
0	0

(c) **Resolution No.3: ORDINARY RESOLUTION:** Appointment of M/s. S G C O & Co., (formerly known as Singrodia Goyal & Co.) as Statutory Auditors of the Company to hold office for a period of three years.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	62331	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
0	0



(d) **Resolution No.4: ORDINARY RESOLUTION:** Appointment of Mrs. Sayeeda Hina (DIN: 03642269) as a Director designated as Non-Executive 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
2	62331	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
0	0

(e) **Resolution No.5: ORDINARY RESOLUTION:** Appointment of Mr. Mohan Kumar Maddur Gundurao (DIN: 00020029) as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	62331	0

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them.
0	0

5. For the purpose of poll list of shareholders provided by M/s. Sharex Dynamic (India) Private. Limited, Registrar and transfer agent of the Company, as on book closure date fixed for the 19th AGM of the Company, has been considered.
6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



7. The poll papers and all other relevant records were sealed and handed over to the Managing Director authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,

Hemanshu Kapadia
Scrutinizer
Practicing Company Secretary
C.P. No. 2285
Membership No. 3477

Dated: 24th December
Place: Bangalore

For **Starcom Information Technology Limited**



Ziaulla Sheriff
Chairman & Managing Director
DIN: 00002098

Dated: 24th December 2014
Place: Bangalore

