

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

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SCRUTINIZER'S REPORT

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

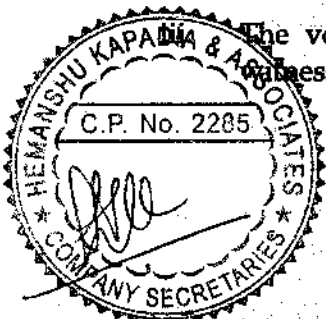
To,

The Chairman of 19th Annual General Meeting of the Members of Starcom Information Technology Limited to be 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.

Dear Sir,

1. I, Hemanshu Kapadia, Practising Company Secretary, have been appointed by the Board of Directors of Starcom Information Technology Limited as a Scrutiniser for the purpose of scrutinising the 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 (Rules) on the resolutions contained in the notice to the 19th Annual General Meeting (AGM) of the members of the Company, to be 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.
2. 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 on the resolutions contained in the Notice to the 19th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutiniser for the e-voting process is restricted to make a Scrutiniser's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Wednesday, 17th December 2014 (10.00 a.m.) to Friday, 19th December 2014 (5.00 p.m.)
 - ii. The Members of the Company as on the "cut-off" date i.e. 21st November 2014 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the notice of the 19th AGM of the Company)

The votes cast were unblocked on 19th December 2014 in the presence of two witnesses, Ms. Preeti Bhangle and Mr. Siddhanth Nimbalkar who are not in the



employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

P. Bhangle

Name: Preeti Bhangle

Soni

Name: Siddhanth Nimbalkar

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

(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
6	3839974	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
6	3839974	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
6	3839974	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
6	3839974	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

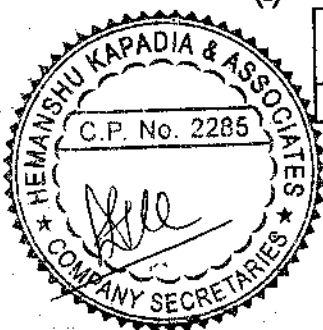
(iii) Invalid votes:

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
6	3839974	100



(ii) Voted against the resolution:

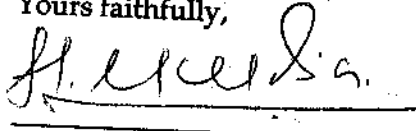
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

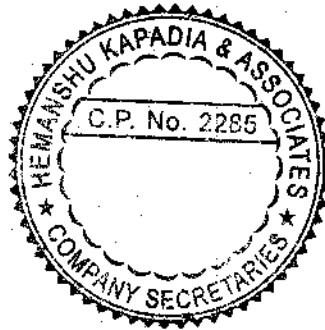
Total number of members whose votes were declared invalid.	Total number of votes cast by them.
0	0

Thanking you,

Yours faithfully,



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



Place: Mumbai

Dated: 19th December 2014