

Scrutinizer's Report- Combined
(Consolidated Report of Scrutinizer's on remote e-voting and voting by poll at the Annual General Meeting)

(Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman of
20th Annual General Meeting of
Starcom Information Technology Limited
73/1, Sheriff Centre, 5th Floor,
St. Marks Road, Bangalore- 560001

Dear Sir,

Ref.: Combined Scrutinizer's Report in terms of provisions of the Companies Act, 2013 read with the Rules issued there under, Secretarial Standard - 2 and applicable provisions of Listing Agreement, on remote e-voting and voting by poll at the 20th Annual General Meeting (AGM) of the Equity Shareholders of Starcom Information Technology Limited held on Saturday, 26th September 2015 at 11.30 A.M. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore - 560008

1. I, Hemanshu Kapadia, Practicing Company Secretary (Membership No. F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, had been appointed as Scrutinizer by the Board of Directors of Starcom Information Technology Limited (the Company) at their meeting held on 1st September 2015 for scrutinising 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 Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India;
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from Wednesday, 23rd September 2015 at (9:00 a.m. IST) and ended on Friday, 25th September 2015 (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 26th September 2015 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 Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, we Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, and Mr. M. Srinivasa Rao, Member of the Company (DP-Client id: IN30154914672637) were appointed as the Scrutinizers by the Chairman of the 20th AGM of the Company to conduct the poll process in fair and



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transparent manner on all the resolutions of the 20th AGM of the Members of Starcom Information Technology Limited held on Saturday, 26th September 2015 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 26th September 2015 on the poll taken on all the resolutions contained in the notice to the 20th AGM of the Company.
6. As requested by the management, we submit herewith our combined report on the result of voting through e-voting and Poll as under with brief description of resolutions. Kindly refer the 20th AGM notice for the complete 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
A. Ordinary Business:					
1. To receive, consider and adopt the audited financial statements of the Company including the Audited Balance sheet as at 31 st March 2015, audited Statement of Profit and Loss and the Cash flow Statement of the Company for the year ended 31 st March 2015 and notes related thereto together with the Reports of the Directors and the Auditors thereon. (Ordinary Resolution)	3858197	0	0	100	0
2. To appoint a Director in place of Mr. Laxminarayan Purohit (DIN: 03599758), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)	3858197	0	0	100	0
3. To ratify the appointment of M/s. S G C O & Co., Chartered Accountants, (Firm Registration No. 112081W) as the Statutory Auditors and fixing their remuneration at a later date. (Ordinary Resolution)	3858197	0	0	100	0

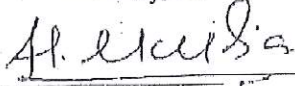
* The invalid votes are not considered for the purpose of calculating the percentage

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 20th AGM of the Members of the Company. Our responsibility as the scrutinizers for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the report generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities and engaged by the Company and Sharex Dynamic (India) Private Limited (Registrar and Share Transfer Agent) at the time of poll taken at the 20th AGM.

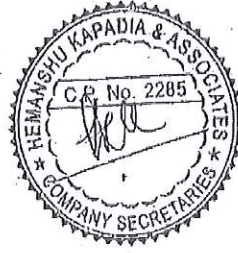


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Thanking you,



Hemanshu Kapadia
Scrutinizer for E-voting and Poll
Practicing Company Secretary
C.P. No.: 2285 Membership No.: F3477



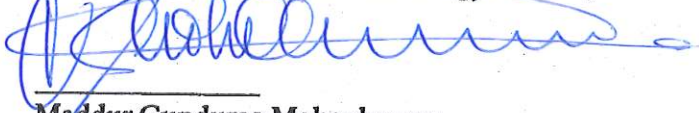


M. Srinivasa Rao
Scrutinizer for Poll
Member
DP-Client id: IN30154914672637

Date: 26th September 2015
Place: Bangalore

Date: 26th September 2015
Place: Bangalore

Acknowledge receipt of the same
For Starcom Information Technology Limited,



Maddur Gundurao Mohankumar
(DIN: 00020029)
Chairman of the 20th AGM of
Starcom Information Technology Limited

Date: 28th September 2015
Place: Bangalore

FORM MGT-13

REPORT OF SCRUTINIZERS'

[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
20th Annual General Meeting of
Starcom Information Technology Limited
73/1, Sheriff Centre, 5th Floor,
St. Marks Road, Bangalore- 560001

Sub.: Results of Poll ordered at the 20th Annual General Meeting (AGM) of the Members of Starcom Information Technology Limited held on Saturday, 26th September 2015 at 11.30 A.M. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore-560008.

Dear Sir,

We, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, and Mr. M. Srinivasa Rao, Member of the Company (DP-Client id: IN30154914672637) were appointed as the Scrutinizers for the purpose of the poll taken on the below mentioned resolutions at the 20th Annual General Meeting (AGM) of the Equity Shareholders of Starcom Information Technology Limited held on Saturday, 26th September 2015 at 11.30 a.m. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore-560008. We submit our 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 our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized, serially numbered and initialled by us. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company as on the "cut-off" date i.e. Saturday, 19th September 2015 and the authorizations/proxies lodged with the Company.
3. There was 1 Poll paper which was otherwise found defective/ incomplete/unsigned/, have been treated as invalid and kept separately and not considered for voting.
4. The result of the Poll is as under with brief description of resolutions. Kindly refer to the notice of the 20th AGM for complete resolutions:

I. Ordinary Business:

- (a) Resolution No. 1: To receive, consider and adopt the audited financial statements of the Company including the Audited Balance sheet as at 31st March 2015, audited Statement of Profit and Loss and the Cash flow Statement of the Company for the year ended 31st March 2015 and notes related thereto together with the Reports of the Directors and the Auditors thereon. (ORDINARY RESOLUTION):



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(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
3	19297	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy)	Total number of votes cast by them on poll
0	0

(b) Resolution No. 2: To appoint a Director in place of Mr. Laxminarayan Purohit (DIN: 03599758), who retires by rotation and being eligible, offers himself for re-appointment. (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
3	19297	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy)	Total number of votes cast by them on poll
0	0

(c) Resolution No. 3: To ratify the appointment of M/s. S G C O & Co., Chartered Accountants, (Firm Registration No. 112081W) as the Statutory Auditors and fixing their remuneration at a later date(ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
3	19297	100



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(ii) Voted against the resolution:

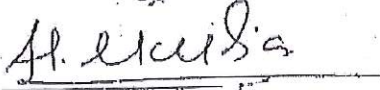
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy)	Total number of votes cast by them on poll
0	0

5. 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.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,



Hemanshu Kapadia
Scrutinizer
Practicing Company Secretary
C.P. No.: 2285 Membership No.: F3477



M. Srinivasa Rao
Scrutinizer
Member
DP-Client id: IN30154914672637

Date: 26th September 2015
Place: Bangalore

Acknowledge receipt of the same
For Starcom Information Technology Limited,



Maddur Gundurao Mohankumar
(DIN: 00020029)
Chairman of the 20th AGM of
Starcom Information Technology Limited

Date: 28th September 2015
Place: Bangalore

Result**Result of the E-voting and Poll on the Ordinary Businesses at the 20th Annual General Meeting of the Company held on Saturday, 26th September 2015**

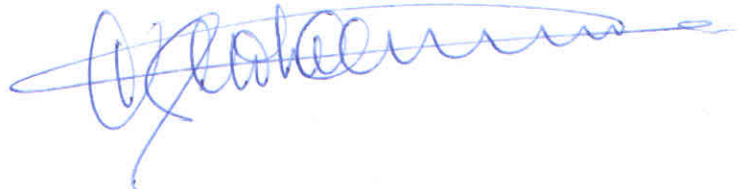
As per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, the Company had provided to its members the facility to cast their votes by electronic means on all the resolutions as stated in the 20th Annual General Meeting (AGM). Since voting by show of hands was not permissible as per the Companies Act, 2013, at the 20th AGM the Chairman ordered for a poll for the voting on all the resolutions and accordingly, voting was conducted by means of poll. As per the Companies Act, 2013, Members who had already voted through Remote E-voting, did not vote on Poll at the 20th AGM.

The Board of Directors had appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) as a Scrutinizer to scrutinize the remote E-voting process in a fair and transparent manner. The Chairman appointed Mr. Hemanshu Kapadia, Practicing Company Secretary (Membership No: F3477) and Mr. M. Srinivasa Rao, Member of the Company (DP-Client id: IN30154914672637) as the Scrutinizers to conduct the Poll process at the 20th AGM in a fair and transparent manner.

The Scrutinizer has issued separate Scrutinizer's Report on the Remote E-voting. Further, the Scrutinizers have issued separate Scrutinizers' Report on the poll taken on all the resolutions contained in the notice of the 20th AGM of the Company. The Scrutinizers have also submitted the combined report on the result of Remote E-voting together with that of Poll.

Mode of voting for all the resolutions at the 20th AGM: Remote E-voting was conducted between Wednesday, 23rd September 2015 at (9:00 a.m. IST) and ended on Friday, 25th September 2015 (5:00 p.m. IST) and poll was taken at the AGM.

On the basis of the Scrutinizer's Report for the remote E-voting dated 26th September 2015 and the Scrutinizers' Report dated 26th September 2015 for the Poll at the 20th AGM held on Saturday, 26th September 2015 at 11.30 A.M. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore - 560008, the summary of which is mentioned hereunder, the Chairman announced the results of voting on Monday, 28th September 2015 that all the Resolutions for the Ordinary Businesses as set out in Item No. 1 to 3 in the Notice of the 20th AGM of the Company have been duly passed by the requisite majority.



Resolution Nos. as given in the notice of 20 th Annual General Meeting	Particulars of Votes Cast							Result Declared
	Electronic Voting		Poll		Voting Result			
	Nos. (A)	%*	Nos. (B)	%*	Nos.(A)+(B)	%*		
Ordinary Business								
1. To receive, consider and adopt the audited financial statements of the Company including the Audited Balance sheet as at 31st March 2015, audited Statement of Profit and Loss and the Cash flow Statement of the Company for the year ended 31st March 2015 and notes related thereto together with the Reports of the Directors and the Auditors thereon. (Ordinary Resolution)	Votes cast in favour	3838900	100	19297	100	3858197	100	Approved Unanimously
	Votes cast against	0	N.A.	0	N.A.	0	N.A.	
	Invalid Votes	0	N.A.	0	N.A.	0	N.A.	
2. To appoint a Director in place of Mr. Laxminarayan Purohit (DIN: 03599758), who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)	Votes cast in favour	3838900	100	19297	100	3858197	100	Approved Unanimously
	Votes cast against	0	N.A.	0	N.A.	0	N.A.	
	Invalid votes	0	N.A.	0	N.A.	0	N.A.	
3. To ratify the appointment of M/s. S G C O & Co., Chartered Accountants, (Firm Registration No. 112081W) as the Statutory Auditors and fixing their remuneration at a later date (Ordinary Resolution)	Votes cast in favour	3838900	100	19297	100	3858197	100	Approved Unanimously
	Votes cast against	0	N.A.	0	N.A.	0	N.A.	
	Invalid votes	0	N.A.	0	N.A.	0	N.A.	

* The invalid votes are not considered for the purpose of calculating the percentage





In the aforesaid results and reports, brief description of resolutions has been given. Kindly refer to the 20th AGM notice for the complete resolutions.

For Starcom Information Technology Limited,

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Maddur Gundurao Mohankumar
(DIN: 00020029)
Chairman of the 20th AGM of
Starcom Information Technology Limited

Date: 28th September 2015

Place: Bangalore

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

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

Lamington Road, Mumbai -400 008

Tel 6631 0888/ 6631 4830

Email: hemanshu@hkacs.com

Website: hkacs.com

SCRUTINISER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

To,
The Chairman
20th Annual General Meeting of
Starcom Information Technology Limited
73/1, Sheriff Centre, 5th Floor,
St. Marks Road, Bangalore- 560001

Sub.: Result of E-voting held for 20th 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), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, had been appointed by the Board of Directors of Starcom Information Technology Limited (the Company) as a Scrutinizer 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) as amended by Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and the Listing Agreement, on the resolutions contained in the notice to the 20th Annual General Meeting (AGM) of the Members of the Company, held on Saturday, 26th September 2015 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, Rules relating to voting through electronic means and Secretarial Standard - 2 on the resolutions contained in the Notice to the 20th AGM of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the report generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities and engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Wednesday, 23rd September 2015 at (9:00 a.m. IST) and ended on Friday, 25th September 2015 (5:00 p.m. IST).

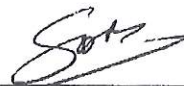


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- ii. The Members of the Company as on the "cut-off" date i.e. Saturday, 19th September 2015 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice of the 20th AGM of the Company).
- iii. The votes cast were unblocked on 26th September 2015 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.



Name: Preeti Bhangle



Name: Siddhanth Nimbalkar

- 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 at the 20th AGM of the Company, 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 including the Audited Balance sheet as at 31st March 2015, audited Statement of Profit and Loss and the Cash flow Statement of the Company for the year ended 31st March 2015 and notes related thereto together with the Reports of the Directors and the Auditors thereon. (ORDINARY RESOLUTION):

- (i) Voted in favour of the resolution:

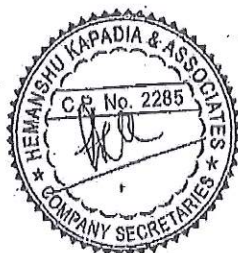
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
6	3838900	100

- (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 Mr. Laxminarayan Purohit (DIN: 03599758), who retires by rotation and being eligible, offers himself 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
6	3838900	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., Chartered Accountants, (Firm Registration No. 112081W) as the Statutory Auditors and fixing their remuneration at a later date (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
6	3838900	100

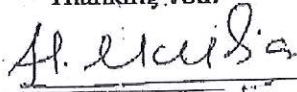
(ii) Voted against the resolution:

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.



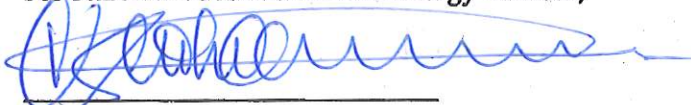
Hemanshu Kapadia
Scrutinizer
Practising Company Secretary
C.P. No.: 2285
Membership No.: F3477



Date: 26th September 2015
Place: Bangalore

Acknowledge receipt of the same.

For Starcom Information Technology Limited,



Maddur Gundurao Mohankumar
(DIN: 00020029)
Chairman of the 20th AGM of
Starcom Information Technology Limited

Date: 28th September 2015
Place: Bangalore