



**Jeethi R. Pillai**  
Practising Company Secretary

A/4/402, Neem C.H.S., Lok Udyan, Sanglewadi, Kalyan (W). Dist - Thane. Maharashtra - 421 301.  
Mob. : +91-9029400701 | 9967239777 | Email : jeethipillai@yahoo.com | jjeethipillai@gmail.com

### Scrutinizer's Report

To  
The Chairman  
Silverline Technologies Limited,  
UNIT 121, SDF IV,  
SEEPZ, ANDHERI (EAST),  
MUMBAI - 400096

Dear Sir,

1. I, Jeethi Pillai, Practising Company Secretary, having office at A-4/402, Neem CHS, Lok Udyan, Kalyan (West), Dist-Thane, Maharashtra - 421301, have been appointed as the Scrutinizer by the Board of Directors of Silverline Technologies Limited, ("the Company") for the purpose of scrutinizing the voting process in a fair and transparent manner and ascertaining the requisite majority on voting carried out for the 5 (Five) resolutions contained in the notice dated 24<sup>th</sup> November, 2015 covering the 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, 30<sup>th</sup> December, 2015 at 9.00 p.m. at the Registered Office of the Company situated at Unit No. 121, SDF - IV, SEEPZ, Andheri (East), Mumbai - 400096.
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 by using ballots by the shareholder at the said AGM on the resolutions contained in the notice to the said AGM. My responsibility as the Scrutinizer is to ensure that the voting process both through show of hands and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizers' Report of the total votes cast in favour or against, if any to the Chairman on the resolutions.
3. Further to above, I submit my report as under:
  - 3.1 The Company did not provide the facility for e-voting to its shareholders.
  - 3.2 The Shareholders holding shares as on the cut-off date i.e. 24<sup>th</sup> December, 2015, were entitled to vote on the proposed 5 (Five) resolutions set out in the Notice convening 13<sup>th</sup> Annual General Meeting of the Company.



3.3 The Chairman at the 23<sup>rd</sup> Annual General Meeting, at the end of discussions on the resolutions contained in the Notice, allowed voting through ballot for Resolution No. 4 & 5 at the venue to all those members who were present at the meeting.

3.4 After conclusion of the voting at the AGM, the poll papers were reconciled with the records maintained by the Company and Registrar & Transfer Agents with respect to the Authorization/proxies lodged with the Company.

3.5 The consolidated result of the voting by show of hands and voting by poll at the meeting is as under:

a) **Resolution No. 1 – Ordinary Resolution - Adoption of Audited Financial Statements for the year ended 30<sup>th</sup> June, 2015, the reports of the Board of Directors and Auditors thereon.**

i) Voted in favour of the Resolution:

Voting process	Number of members voted through Show of hands and physical ballots	Number of votes cast by them	% of total number of valid votes cast
Show off Hands	42	42	100
Physical ballots	--	--	--
<b>Total</b>	<b>42</b>	<b>42</b>	<b>100</b>

ii) Voted **against** the Resolution:

Voting process	Number of members voted through Show of hands and physical ballots	Number of votes cast by them	% of total number of valid votes cast
Show off Hands	1	1	100
Physical ballots	--	--	--
<b>Total</b>	<b>1</b>	<b>1</b>	<b>100</b>



iii) **Invalid Votes:**

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
Show off Hands	--	--
Physical ballots	--	--
Total	--	--

b) **Resolution No. 2 – Ordinary Resolution – Appointment of Director in place of Mr. Narayan Raman (DIN: 01301580), who retires by rotation.**

i) **Voted in favour of the Resolution:**

Voting process	Number of members voted through Show of hands and physical ballots	Number of votes cast by them	% of total number of valid votes cast
Show off Hands	44	44	100
Physical ballots	--	--	--
Total	44	44	100

ii) **Voted against the Resolution:**

Voting process	Number of members voted through Show of hands and physical ballots	Number of votes cast by them	% of total number of valid votes cast
Show off Hands	--	--	--
Physical ballots	--	--	--
Total	--	--	--



iii) **Invalid Votes:**

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
Show off Hands	--	--
Physical ballots	--	--
Total	--	--

c) **Resolution No. 3 – Ordinary Resolution – Reappointment of M/s. P C Surana & Co., Chartered Accountants (ICAI Firm Registration No. 110631W) as Statutory Auditors of the Company and to fix their remuneration.**

i) **Voted in favour of the Resolution:**

Voting process	Number of members voted through Show of hands and physical ballots	Number of votes cast by them	% of total number of valid votes cast
Show off Hands	44	44	100
Physical ballots	--	--	--
Total	44	44	100

ii) **Voted against the Resolution:**

Voting process	Number of members voted through Show of hands and physical ballots	Number of votes cast by them	% of total number of valid votes cast
Show off Hands	--	--	--
Physical ballots	--	--	--
Total	--	--	--



iii) Invalid Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	--	--
Physical ballots	--	--
Total	--	--

d) Resolution No. 4 – Special Resolution – Issue of Preferential Convertible Warrants.

i) Voted in favour of the Resolution:

Voting process	Number of members voted through Show of hands and physical ballots	Number of votes cast by them	% of total number of valid votes cast
Show off Hands	--	--	--
Physical ballots	44	10808234	100
Total	44	10808234	00

ii) Voted against the Resolution:

Voting process	Number of members voted through Show of hands and physical ballots	Number of votes cast by them	% of total number of valid votes cast
Show off Hands	--	--	--
Physical ballots	1	5	100
Total	--	--	--



iii) **Invalid Votes:**

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
Show off Hands	--	--
Physical ballots	--	--
<b>Total</b>	<b>--</b>	<b>--</b>

e) **Resolution No. 5 – Special Resolution – Issue of the Equity Shares to the promoters of M/S. Zi Solution Inc. Canada**

i) **Voted in favour of the Resolution:**

Voting process	Number of members voted through Show of hands and physical ballots	Number of votes cast by them	% of total number of valid votes cast
Show off Hands	--	--	--
Physical ballots	44	10808234	100
<b>Total</b>	<b>44</b>	<b>10808234</b>	<b>100</b>

ii) **Voted against the Resolution:**

Voting process	Number of members voted through Show of hands and physical ballots	Number of votes cast by them	% of total number of valid votes cast
Show Off Hands	--	--	--
Physical ballots	1	5	100
<b>Total</b>	<b>1</b>	<b>5</b>	<b>100</b>



iii) Invalid Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
Show Off Hands	--	--
Physical ballots	--	--
Total	--	--

4. The register and all other papers relating to voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter, the same will be handed over to the Company.

Thanking you,

Yours faithfully,

  
Jeethi Pillai

(Practising Company Secretary)





Ravi Subramanian  
Chairman (DIN: 02151804)  
Silverline Technologies Limited



Date: 2<sup>nd</sup> January, 2016  
Place: Mumbai