

SUDESHKUMAR & ASSOCIATES

CHARTERED ACCOUNTANTS

Sudeshkumar V. Joshi

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SCRUTINIZER'S REPORT

Date: 17-11-2015

To,
The Chairman,
BLUE STAR INFOTECH LIMITED
8th Floor, The Great Oasis,
Plot No. D-13, MIDC,
Andheri-East,
Mumbai- 400093.

Sub: **Result of Postal Ballot conducted in respect of Three Special Resolutions to be passed through Postal Ballot process covered under the Notice dated 29.09.2015**

Dear Sir,

The Board of Directors of the Company at its Meeting held on 29.09.2015 has appointed me as the Scrutinizer for conducting the POSTAL BALLOT VOTING PROCESS under the provisions of Section 110 of the Companies Act, 2013 ["The Act"] read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for passing the Special Resolutions (3 Nos.) u/s 180 (1)(a) of the Companies Act, 2013, as set out in the Notice.

I submit my Report as under: -

- 1.1. The Company has completed the dispatch of Postal Ballot Papers, through Speed Post, Registered Post along with postage prepaid business reply envelope to its Members on 13.10.2015.
 - 1.2. Particulars of all the Postal Ballot Papers as well as E-voting communications received from the Members have been entered in a Register, separately maintained for the purpose.
 - 1.3. The Postal Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot Papers.
 - 1.4. In accordance with the Companies (Management and Administration) Rules, 2014, all Postal Ballot Papers received up to the close of working hours i.e. 6.00 p.m on 14.11.2015, and E-voting communications received up to the close of working hours i.e. 5.00 p.m on 14.11.2015 were considered for my scrutiny.
 - 1.5. The Postal Ballot Papers as well as E-voting communications were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries.
 - 1.6. I did not find any defaced or mutilated Ballot Paper.
2. Voting Pattern of Special Resolutions passed through Postal Ballot under Section 110 of the Companies Act, 2013 is as under:

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Office No 5- 1st Floor Rajabai Nagar Compound Bldg No 5 43 Tamarind Lane Fort Mumbai 400 023
(Opp. Allahabad Bank, Bombay Samachar Marg)

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RESOLUTION NO. 1: Special Resolution u/s 180(1)(a) of the Companies Act, 2013, read with relevant Rules made thereunder, for the sale of the Information Technology business of the Company as a going concern to Infogain India Private Limited on a slump sale basis.

Type of Resolution required: Special Resolution

Mode of Voting: Postal Ballot Papers & E-voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] x 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] x 100	% of Votes against on votes polled (7) = [(5)/(2)] x 100
Promoter and Promoter Group	5592424	4799160	85.82	4799160	0	100.00	00.00
Public - Institutional Holders	213405	0	0.00	0	0	0.00	00.00
Public-Others	4994171	*1192586	23.88	1137309	55277	95.36	4.64
Total	10800000	5991746	55.48	5936469	55277	99.08	0.92

*Excludes invalid votes.

RESOLUTION NO. 2: Special Resolution u/s 180(1)(a) of the Companies Act, 2013, read with relevant Rules made thereunder, for the sale of the Company's wholly owned material subsidiary Blue Star Infotech America Inc. to Infogain Corporation.

Type of Resolution required: Special Resolution

Mode of Voting: Postal Ballot Papers & E-voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] x 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] x 100	% of Votes against on votes polled (7) = [(5)/(2)] x 100
Promoter and Promoter Group	5592424	4799160	85.82	4799160	0	100.00	00.00
Public - Institutional holders	213405	0	0.00	0	0	00.00	00.00
Public-Others	4994171	*1190601	23.84	1135042	55559	95.33	4.67
Total	10800000	5989761	55.46	5934202	55559	99.07	0.93

*Excludes invalid votes.

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RESOLUTION NO. 3: Special Resolution u/s 180(1)(a) of the Companies Act, 2013, read with relevant Rules made thereunder, for the sale of the Company's wholly owned subsidiaries Blue Star Infotech (UK) Limited and Blue Star Infotech (Singapore) Pte. Ltd. to Infogain Corporation.

Type of Resolution required: Special Resolution

Mode of Voting: Postal Ballot Papers & E-voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] x 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] x 100	% of Votes against on votes polled (7) = [(5)/(2)] x 100
Promoter and Promoter Group	5592424	4799160	85.82	4799160	0	100.00	00.00
Public - Institutional holders	213405	0	0.00	0	0	0.00	00.00
Public-Others	4994171	*1190139	23.83	1134887	55252	95.36	4.64
Total	10800000	5989299	55.46	5934047	55252	99.08	0.92

*Excludes invalid votes.

3. To conclude, the 3 (three) Special Resolutions enumerated above are passed with the requisite majority.

4. You may accordingly declare the result of the Voting by Postal Ballot.

Thanking You,

SUDESHKUMAR V. JOSHI
Chartered Accountant
Membership No. 43678



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