

D. A. KAMAT & CO.

Practicing Company Secretaries

A/308, Royal Sands, Shastri Nagar, Behind Fame Adlabs, New Link Road, Andheri (West), Mumbai 400 053
Tel: 022 – 26395383 | Tele-Fax: 022 – 40161356 | E-Mail: Office@csdakamat.com; csdak@csdakamat.com

Report of Scrutinizer

FORM NO. MGT.13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Dr. K.H. Govinda Raj,

The Chairperson of Equity Shareholders Meeting

Sicom Limited,

CIN:U65990MH1966PLCO13459

Solitaire Corporate Park, Building No. 4, Guru Hargovindji Road,

Andheri (East) Mumbai - 400093

Sub: Scrutinizer's Report on Voting by Poll conducted at Adjourned NCLT Convened Meeting in connection with the Resolution detailed in the notice dated 9th April, 2018, convening Meeting of Equity Shareholders of Sicom Limited on Thursday, 10th May, 2018 at 11.00 a.m. at 7th floor, Solitaire Corporate Park, Building No. 4, Guru Hargovindji Road, Andheri (E), Mumbai - 400093 in pursuance of directions issued by Mumbai Bench of Hon'ble National Company Law Tribunal ('NCLT) vide its order dated 23rd March, 2018 in Company Scheme Application No. 102 of 2018

Dear Sir,

I, D. A. Kamat, FCS 4965, Partner, D. A. Kamat & Co, Practicing Company Secretaries was appointed as a Scrutinizer for the purpose of Poll taken on the resolution mentioned in the Notice dated 9th April, 2018, for the Adjourned Meeting of Equity shareholders of Sicom Limited held on 17th May, 2018 at 11 AM at the 7th floor, Solitaire Corporate Park, Building No. 4, Guru Hargovindji Road, Andheri (E), Mumbai - 400093 in pursuance of directions of Mumbai Bench of Hon'ble National Company Law Tribunal ("NCLT") vide its order dated 23rd March, 2018 passed in connection with Company Scheme Application No.102 of 2018 (NCLT Convened Meeting).



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The Compliance with the relevant provisions of the Companies Act, 2013 rules thereunder and NCLT order dated 23rd March, 2018, in relation to voting through Poll at the NCLT Convened Meeting on the Proposed Resolution is the responsibility of the management. Our responsibility as a Scrutinizer is to ensure that the Voting process is conducted in a fair and transparent manner and render Scrutinizers report based on counting of votes by way of Ballot Papers.

Further, the Meeting of Sicom Limited was originally convened on 10th May, 2018, but had to be adjourned on account of the unavailability of Mr. Jayant Kumar Banthia, Dr. K. H. Govinda Raj and Mr. M. Narendra, designated to be the Chairman for the Meeting or any adjourned meeting thereof. Accordingly, the Meeting was adjourned to the same day of next week at the same time and place as the Original Meeting.

As per directions issued by the Hon'ble NCLT, the company has provided facility to its members to vote by way of Poll U/s 109 at the NCLT Convened Meeting. The Company did not provide any voting facility by Postal Ballot, E-Voting or any other manner to the Shareholders.

Notices were issued to the Shareholders whose name were appearing in the Register of Members as at the close of business hours on 10th May, 2018 and voting rights were reckoned as on close of business hours on 10th May, 2018.

After the announcement was made by the Chairman appointed for the Meeting, Members and Proxies present at the Adjourned NCLT Convened Meeting voted through the poll facility provided by the Company.

We hereby submit our Report as under:

(A). Details of Votes cast by way of Poll at the meeting with respect to Resolution proposed in the Notice dated 9th April, 2018.

Resolution: Resolution approving Scheme of Amalgamation pursuant to Section 230 to 232 and other applicable provisions of Companies Act, 2013 of Sicom Limited with Sicom Investment & Finance Limited, Sicom ARC Limited, Sicom Realty Limited,



A handwritten signature in blue ink, appearing to be "D. Banthia", written over the bottom right portion of the stamp.

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Sicom Trustee Company Private Limited and Sicom Capital Management Private Limited and their respective shareholders:

1. After the time fixed for closing of the poll by the Chairman, a 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 and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company.

The Ballot box was opened by me, in the presence of two individuals, not being the employees of the Company.

3. There were no poll papers, which were incomplete and/or which were otherwise found defective.

Particulars	No. of Members	No. of Shares
Votes cast by way of Poll at NCLT Convened Meeting.	28	5,83,32,303
Less: Rejection of votes cast by Poll at NCLT Convened Meeting.	0	0
Valid votes cast by Poll at NCLT Convened Meeting	28	5,83,32,303

B. Total Number of Votes in favor and/or against the Resolution

Particulars	Voting by Poll at the NCLT convened meeting	
	Number of	
	Members	Shares
Total Valid votes	28	58332303



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Total votes cast in favour of resolution	21	30892000
Total votes cast against resolution	7	27440303
% of votes cast in favour	52.958%	
% of Votes cast against	47.041%	

As per the provisions of the section 230(6), at a meeting convened by the Hon'able NCLT under section 230(1) of the Company Act, 2013, approval of Shareholders representing three fourths in values of the shareholding, voting in person or proxy, shall required for the passing of resolution. As per the results above, in the absence of requisite majority, the resolution is **NOT APPROVED**.

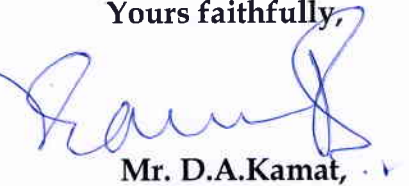
The Chairman may accordingly declare the result of the voting by Ballot.

Date: 17th May 2018

Place: Mumbai

Yours faithfully,




Mr. D.A.Kamat,

Partner, D.A.Kamat & Co.,

Practicing Company Secretary

EGM Scrutinizer for Voting by Ballot

FCS: 4965

Countersigned by



Dr. Dr. K.H. Govinda Raj
Chairman of the Meeting