

HEMANSHU KAPADIA & ASSOCIATES
COMPANY SECRETARIES

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SCRUTINIZER'S REPORT - COMBINED
(Consolidated Report of Scrutinizer on remote e-voting and e-voting
at the 25th Annual General Meeting)

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 25th Annual General Meeting ('AGM') of the Shareholders of **Starcom Information Technology Limited** [CIN: EL67120KA1995PLC078846] ('the Company') held on Tuesday, the 15th day of December, 2020 through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and e-voting at AGM in terms of provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard - 2 (SS - 2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the 25th Annual General Meeting (AGM) of the Company held on Tuesday, December 15, 2020 at 11:30 a.m. through VC/OAVM.

1. I, Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285, Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), the Secretarial Standard-2 ('SS-2') on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, on the resolutions contained in the notice to the 25th AGM of the Members of the Company, held on Tuesday, December 15, 2020 at 11:30 a.m. through VC/OAVM.
2. The Company has engaged Central Depository Services (India) Limited ('CDSL') for using their platform for providing facility for voting through remote e-voting as well as venue voting on the day of AGM. The remote e-voting remained open from Saturday, the 12th day of December, 2020, 09:00 a.m. (IST) to Monday, the 14th day of December, 2020, 05:00 p.m. (IST) and the remote e-voting platform was blocked thereafter.
3. Under the provisions of Section 109 of the Act read with Rule 21 of the Rules, as amended, and in terms of the SS-2, Mr. Hemanshu Kapadia, Practicing Company Secretary (C.P. No.: 2285, Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, has been appointed as the Scrutinizer to scrutinize the evoting process on all the resolutions at the 25th AGM held on Tuesday, December 15, 2020 at 11:30 a.m. conducted through VC/OAVM.



4. The notice dated November 21, 2020, as confirmed by the Company, sent to the shareholders through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliances with the MCA Circular dated May 05, 2020 read with the circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') and SEBI Circular dated May 12, 2020.
5. For the purpose of ensuring that the Members who have cast their votes through remote evoting do not vote again at the AGM, we had access, after the closure of period for remote evoting and before the start of the AGM, to details relating to the Members, such as their names, folios nos./Client and DP ID, number of shares held and such other information that we may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes. I, after the conclusion of the e-voting at the AGM, counted the votes cast at the AGM and thereafter unblocked the votes cast through remote e-voting and made the Consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any. Votes cast through remote e-voting were unblocked in the presence of two witnesses, Mr. Jay Shah and Ms. Priyanka Soni, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

J. Shah

P. Soni

Name: Mr. Jay Shah

Name: Ms. Priyanka Soni

6. The Members whose names appeared in the Register of Members/List of Beneficial Owners as on the cut-off date, i.e. Tuesday, December 08, 2020 were entitled to vote on the resolutions as set out in the notice of the meeting and their voting rights were in proportion to their share in the paid-up capital equity share capital of the Company as on the cut-off.
7. With respect to e-voting at the AGM, after the time fixed for closing of e-voting by the Chairman at the AGM, the electronic system recording the e-votes was locked. The e-votes cast at the AGM were unblocked on Tuesday, December 15, 2020 after 15 minutes of conclusion of the AGM.
8. As requested by the Management of the Company, we hereby submit our combined report on the result of remote e-voting together with that of e-voting at 25th AGM, based on the reports generated from CDSL website, with brief description of resolutions, as under. Kindly refer to the notice of the 25th AGM of the Company for the complete details of resolutions. Based on the voting results, we report that all the resolutions as set out in the Notice of the AGM dated November 21, 2020 have been passed with requisite majority:

ORDINARY BUSINESS

1. **Ordinary Resolution:** To receive, consider and adopt the Audited Financial Statements comprising of the Balance Sheet as at March 31, 2020 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with Notes, Reports of the Board of Directors and the Auditors thereon.

Particulars	Remote E-voting			Voting at the AGM			Invalid	Total Valid		
	Ballots	Votes	%	Ballots	Votes	%		Ballots	Votes	%
Assent	13	3816187	100.00	0	0	0.00	0	13	3816187	99.9968
Dissent	0	0	0.00	1	125	100.00	0	1	125	0.0032
Total	13	3816187	100.00	1	125	100.00	0	14	3816312	100.00



2. **Ordinary Resolution:** To appoint a Director in place of Ms. Sayeeda Hina (DIN: 03642269), who is liable to retire by rotation pursuant to the provisions of Section 152 (6) of the Companies Act, 2013 and who is not disqualified to become a Director under the Companies Act, 2013 and being eligible, offers herself for re-appointment.

Particulars	Remote E-voting			Voting at the AGM			Invalid	Total Valid		
	Ballots	Votes	%	Ballots	Votes	%		Ballots	Votes	%
Assent	12	65737	100.00	0	0	0.00	0	12	65737	99.8103
Dissent	0	0	0.00	1	125	100.00	0	1	125	0.1897
Total	12	65737	100.00	1	125	100.00	0	13	65862	100.00

SPECIAL BUSINESS

3. **Special Resolution:** To re-appoint Mr. Maddur Gundurao Mohan Kumar (DIN: 00020029) as an Independent Director for a second term of 5 (five) consecutive years.

Particulars	Remote E-voting			Voting at the AGM			Invalid	Total Valid		
	Ballots	Votes	%	Ballots	Votes	%		Ballots	Votes	%
Assent	13	3816187	100.00	0	0	0.00	0	13	3816187	99.9968
Dissent	0	0	0.00	1	125	100.00	0	1	125	0.0032
Total	13	3816187	100.00	1	125	100.00	0	14	3816312	100.00

9. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to remote e-voting and e-voting at the 25th AGM on all the resolutions contained in the Notice of the 25th AGM of the Members of the Company. Our responsibility as scrutinizer for the remote e-voting process and e-voting at the 25th AGM is restricted to make Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency engaged by the Company to provide e-voting facilities for Remote e-voting and e-voting at the 25th AGM.

Yours sincerely,

Hemanshu
Lalitbhai
Kapadia

Digitally signed by
Hemanshu Lalitbhai
Kapadia
Date: 2020.12.16
09:29:57 +05'30'

Hemanshu Kapadia
Scrutiniser for Remote E-voting and E-voting at AGM
Practicing Company Secretary
C.P. No.: 2285 Membership No.: F3477
UDIN: F003477B001511863
Date: December 16, 2020



Place: Mumbai

Acknowledge receipt of the same
For Starcom Information Technology Limited,

Ziaulla Sheriff
Chairman & Managing Director
DIN: 00002098
Chairman of the 25th Annual General Meeting of the Company

Date: December 17, 2020

Place: Bangalore