

STARCOM INFORMATION TECHNOLOGY LIMITED

CIN: L67120KA1995PLC078846

Regd. Off.: 73/1, Sheriff Centre 5th Floor, St. Marks Road Bangalore 560001, Karnataka, India. Ph.

No.: 080-6750000 Email: sitl.finance@starcominfotech.com

NOTICE OF THE 29th ANNUAL GENERAL MEETING

Notice is hereby given that the 29th (Twenty-Nineth) Annual General Meeting of Starcom Information Technology Limited ("The Company") will be held on Monday, the 30th day of September, 2024 at 11:00 AM through Video Conferencing (VC) or Other Audio Video means (OAVM). The place of business for this purpose shall be deemed to be the Registered Office of the company at Sheriff Centre, 73/1, St Mark's Road, Bengaluru - 560 001 as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:

2. **To consider and approve the appointment of Ms. Akthar Begum (DIN 07624256) as an Independent Director of the Board of the company.**

To consider and if thought fit to pass the following resolution(s) with or without any modification(s) as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) made thereof for the time being in force, and in accordance with Regulation 17 and other relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the company, Ms. Akthar Begum (DIN 07624256), who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors at its meeting held on 28th August 2024, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the 28th day of August 2024, whose period of office will not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT Mr. Joydeep Sarkar, Company Secretary of the company or Mr. Ziaulla Sheriff, Managing Director of the company or any other member of the Board of Directors of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and to take all such steps such as but not limited to the signing, drafting, filing and executing of all necessary deeds, letters, forms or documents as may be necessary, proper, or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the actions of Mr. Joydeep Sarkar, Company Secretary of the company or Mr. Ziaulla Sheriff, Managing Director of the company, in connection with the appointment of Ms. Akthar Begum as an Independent Director are hereby ratified, confirmed, and approved in all respects.

RESOLVED FURTHER THAT this resolution shall be effective as of the date hereof and shall remain in full force and effect until modified or rescinded by further resolution of the Board of Directors."

3. To consider and approve the appointment of Mr. Krishnendu Prasad Ray (DIN: 10747513) as an Independent Director of the Board of the company.

To consider and if thought fit to pass the following resolution(s) with or without any modification(s) as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) made thereof for the time being in force, and in accordance with Regulation 17 and other relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the company, Mr. Krishnendu Prasad Ray (DIN: 10747513), who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors at its meeting held on 28th August 2024, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the 28th day of August 2024, whose period of office will not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT Mr. Joydeep Sarkar, Company Secretary of the company or Mr. Ziaulla Sheriff, Managing Director of the company or any other member of the Board of Directors of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and to take all such steps such as but not limited to the signing, drafting, filing and executing of all necessary deeds, letters, forms or documents as may be necessary, proper, or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the actions of Mr. Joydeep Sarkar, Company Secretary of the company or Mr. Ziaulla Sheriff, Managing Director of the company, in connection with the appointment of Mr. Krishnendu Prasad Ray as an Independent Director are hereby ratified, confirmed, and approved in all respects.

RESOLVED FURTHER THAT this resolution shall be effective as of the date hereof and shall remain in full force and effect until modified or rescinded by further resolution of the Board of Directors."

4. To consider and approve the appointment of Mr. Supriya Kumar Guha (DIN: 03202991) as an Non-Executive Director of the Board of the company.

To consider and if thought fit to pass the following resolution(s) with or without any modification(s) as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) made thereof for the time being in force, and in accordance with Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, Mr. Supriya Kumar Guha (DIN: 03202991), who was appointed as an Additional Director by the Board of Directors at its meeting held on 28th August 2024, be and is hereby appointed as a Non-Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT Mr. Joydeep Sarkar, Company Secretary of the company or Mr. Ziaulla Sheriff, Managing Director of the company or any other member of the Board of Directors of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and to take all such steps such as but not limited to the signing, drafting, filing and executing of all necessary deeds, letters, forms or documents as may be necessary, proper, or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the actions of Mr. Joydeep Sarkar, Company Secretary of the company or Mr. Ziaulla Sheriff, Managing Director of the company, in connection with the appointment of Mr. Supriya Kumar Guha as an Non-Executive Director are hereby ratified, confirmed, and approved in all respects.

RESOLVED FURTHER THAT this resolution shall be effective as of the date hereof and shall remain in full force and effect until modified or rescinded by further resolution of the Board of Directors."

5. To receive, consider and approve the restatement of the Articles of Association of the company.

To consider and if thought fit to pass the following resolution(s) with or without any modification(s) as a special resolution:

RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) made thereof for the time being in force, and in accordance with the relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the restated Articles of Association of the company in line with Table F of the Act, as placed before the meeting and initialed by the Chairman for the purpose of identification, be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Joydeep Sarkar, Company Secretary of the company or Mr. Ziaulla Sheriff, Managing Director of the company or any other member of the Board of Directors of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and to take all such steps such as but not limited to the signing, drafting, filing and executing of all necessary deeds, letters, forms or documents as may be necessary, proper, or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the actions of Mr. Joydeep Sarkar, Company Secretary of the company or Mr. Ziaulla Sheriff, Managing Director of the company, in connection with the restatement of the Articles of Association are hereby ratified, confirmed, and approved in all respects.

RESOLVED FURTHER THAT this resolution shall be effective as of the date hereof and shall remain in full force and effect until modified or rescinded by further resolution of the Board of Directors.”

6. To consider and approve the authority of the board to enter into contracts with related parties of the company.

To consider and if thought fit to pass the following resolution(s) with or without any modification(s) as a special resolution:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and pursuant to the consent of the Audit Committee and Board of Directors, approval of the members be and is hereby accorded to the Company to enter into and/or continue the related party transactions (including any other transfer of resources, services or obligations) entered or to be entered into by the Company with Mr. Ziaulla Sheriff and members of Bhatia Family (Aarthi Bhatia, Kajol Bhatia, M M Bhatia, Sidharth Bhatia, Suresh Bhatia & Sunil Bhatia) related parties within meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at arm’s length basis upto a limit of INR 15,00,00,000/- (Indian Rupees Fifteen Crore only) on such terms & conditions as the board may deem fit, and as detailed in the Explanatory Statement annexed to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution, including but not limited to finalizing and executing necessary contracts, arrangements, agreements, and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

RESOLVED FURTHER THAT no member of the Company who is a related party shall vote on this resolution to approve any contract or arrangement if such member is a related party, except as provided under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the actions of Mr. Joydeep Sarkar, Company Secretary or any other member of the Board of Directors of the company, in connection with the related party transactions are hereby ratified, confirmed, and approved in all respects.

RESOLVED FURTHER THAT this resolution shall be effective as of the date hereof and shall remain in full force and effect until modified or rescinded by further resolution of the Board of Directors.”

Kindly make it convenient to attend the Annual General Meeting of the Company.

By order of the Board

For and on Behalf of

Starcom Information Technology Limited

(CIN: L67120KA1995PLC078846)

Sd/-

Joydeep Sarkar
Company Secretary
ACS: 60357

Date: 6th September 2024

Place: Bengaluru

IMPORTANT NOTES:

1. The Ministry of Corporate affairs post the outbreak of COVID-19 had issued various circulars the last being Circular No.10/2022 dated December 28, 2022 with respect to the general meetings of the companies, in this regard physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders (shareholders holding 2% or more share capital), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. In continuation of Ministry's various circulars, the last being Circular No.09/2023 dated 25.09.2023, MCA has clarified that AGMS for the year ended 31st March 2024 can be held using VC/OAVM until September 30, 2024.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and accordingly Proxy form and Attendance slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of

the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL

- 8.** In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.starcominfotech.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 9.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or M/s Link Intime India Pvt. Ltd.
- 10.** In terms of section 101 and 136 of the Companies Act, 2013 read together with the rules made there under, the listed companies may send the notice of annual general meeting and the annual report, including financial statements, board report etc., by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their email IDs with their respective depository participants or with the share transfer agent of the Company.

Members who have not registered their e-mail address with the Company are requested to submit their request with their valid email address to M/s Link Intime India Pvt. Ltd. Members holding shares in demat form are requested to register/ update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

- 11.** Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2024 to 30.09.2024 (both days inclusive) for the purpose of the Annual General Meeting.
- 12.** Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of Saturday, September 21, 2024. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:-

Commencement of remote E-Voting 09:00 AM IST on Friday, 27th September, 2024. End of remote E-Voting 05:00 PM IST on Sunday, 29th September, 2024.

Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

- 13.** The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Registered Office.
- 14.** All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on all working days up to the date of the AGM.
- 15.** A statement giving the details of the Director seeking re-appointment under Item No 2 of the accompanying Notice, as required under Regulation 26(4), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Secretarial Standard-2 on General Meetings, is provided in annexure attached herewith.
- 16.** Any query relating to accounts or any other items of business set out in the Agenda of the meeting must be sent to the Company's Registered Office at least seven days before the date of the Meeting. The same will be replied by the Company suitably.
- 17.** In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 18.** Members are requested to notify immediately any change in their name, address, e-mail id, telephone/ mobile numbers, Permanent Account number (PAN), Nominations, Power of Attorney, Bank mandate viz. name and address of the branch of the bank, MICR code, account number with blank cancelled cheques to their Depository Participant (DP) quoting their Client Ids to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent of the Company namely M/s Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai - 400 083.
- 19.** As per Regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- 20.** Members holding shares in physical form may nominate a person in respect of all shares held by them whether singly or jointly. Members who hold shares singly are advised to avail nomination facility in their own interest. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
- 21.** Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice

The Instructions for Members for Remote E-Voting and joining General Meeting are as under:

The remote e-voting period begins on Friday, the 27th day of September, 2024 at 9:00 A.M. and ends on Sunday, the 29th day of September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, the 21st day of September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under

	<p>'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on

	registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices

after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mehul@csmj.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to

go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (info@starcominfotech.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (info@starcominfotech.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

Regd office: Sheriff Centre, 73/1, St Mark's Road, Bengaluru - 560 001
CIN:L67120KA1995PLC078846, Phone: 91 80 2227 8283 / 2227 1797
Email: info@starcominfotech.com Website: www.starcominfotech.com

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (info@starcominfotech.com). The same will be replied by the company suitably.

By the order of the Board

For and on Behalf of

Starcom Information Technology Limited

(CIN: L67120KA1995PLC078846)

Sd/-

Joydeep Sarkar
Company Secretary
ACS: 60357

Date: 6th September 2024

Place: Bengaluru

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 ("the Act")

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Agenda No. 2 to 6.

Agenda Number 2: To consider and approve the appointment of Ms. Akthar Begum (DIN 07624256) as an Independent Director of the Board of the company.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has appointed Ms. Akthar Begum (DIN 07624256) as an Additional Director in the capacity of an Independent Director with effect from 28th August 2024. In accordance with the provisions of Section 161 of the Companies Act, 2013, Ms. Akthar Begum shall hold office up to the date of the ensuing Annual General Meeting (AGM) and is eligible for appointment as an Independent Director.

Ms. Akthar Begum has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director.

The Board is of the opinion that Ms. Akthar Begum's vast experience and knowledge will be of immense benefit to the Company. She is a lawyer by profession, she independently practices law in both High Court and lower courts in Karnataka. She also holds a Masters degree in Arts.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Ms. Akthar Begum as an Independent Director is now being placed before the Members for their approval.

Name of The Director	Akthar Begum
Director Identification Number (DIN)	07624256
Designation	Independent Director
Date of Birth	26/07/1957
Age	67 years
Qualifications	LLB, Masters in Arts
Nature of Expertise in specific functional area	She has expertise in the field of Accounting, Finance & Law.
Experience	She is a practicing lawyer in High Court and lower courts in Karnataka for more than 20 years
Terms and conditions of reappointment	She will be appointed as an independent director on the Board of the company for a period of 5 consecutive years whose period of office will not be liable to determination by retirement of directors by rotation.
Last drawn remuneration	Nil

Remuneration proposed to be paid	As per the nomination and remuneration policy of the company
Date of first appointment on the Board	28 th August 2024
Shareholding in the Company	Nil
Relationship with other Director/ Manager/KMPs	NA
Other Directorships (other than Starcom Information Technology Limited)	<ul style="list-style-type: none">• Cranes Software International Limited• Caravel Info Systems Private Limited• Cranes Varsity Private Limited• Analytix Systems Private Limited• Systat Software Asia Pacific Limited• Proland Softwares Private Limited
Membership/Chairmanships of the Committees of Boards of other listed entities (other than Starcom Information Technology Limited)	She is the member of the following committees of Cranes Software International Limited <ul style="list-style-type: none">• Chairman of the Audit committee• Chairman of the Nomination & Remuneration Committee• Member of Stakeholder Relationship Committee
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	The role and capability requires a person to be expert in Finance and legal matters. She has the requisite expertise being a lawyer and already a member of the Board of directors in a listed Company and also Chairman of various committees.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Ms. Akthar Begum, is in any way concerned or interested, financially or otherwise, in the resolution set out at Agenda No. 2 of the Notice.

The Board recommends the resolution set forth in Agenda No. 2 for the approval of the Members via an ordinary resolution.

Agenda Number 3: To consider and approve the appointment of Mr. Krishnendu Prasad Ray (DIN: 10747513) as an Independent Director of the Board of the company.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Krishnendu Prasad Ray (DIN: 10747513) as an Additional Director in the capacity of an Independent Director with effect from 28th August 2024. In accordance with the provisions of Section 161 of the Companies Act, 2013, Ms. Krishnendu Prasad Ray shall hold office up to the date of the ensuing Annual General Meeting (AGM) and is eligible for appointment as an Independent Director.

Mr. Krishnendu Prasad Ray has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.

The Board is of the opinion that Mr. Krishnendu Prasad Ray's vast experience and knowledge will be of immense benefit to the Company. He is a Cost Accountant by profession, he also holds a law degree and MBA. Prior to his retirement, he was General Manager, Finance with North Eastern Electric Power Corporation (under Ministry of Power, Government of India). Post retirement he was a consultant to Serious Fraud & Investigation Office (under Ministry of Corporate Affairs, Government of India).

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Ms. Krishnendu Prasad Ray as an Independent Director is now being placed before the Members for their approval.

Name of The Director	Krishnendu Prasad Ray
Director Identification Number (DIN)	10747513
Designation	Independent Director
Date of Birth	07/01/1955
Age	69 years
Qualifications	CMA, MBA, LLB
Nature of Expertise in specific functional area	He has expertise in the field of Accounting, Finance & Law.
Experience	He was General Manager, Finance with North Eastern Electric Power Corporation (under Ministry of Power, Government of India). Post retirement he was a consultant to Serious Fraud & Investigation Office (under Ministry of Corporate Affairs, Government of India).
Terms and conditions of reappointment	He will be appointed as an independent director on the Board of the company for a period of 5 consecutive years whose period of office will not be liable to determination by retirement of directors by rotation.
Last drawn remuneration	Nil
Remuneration proposed to be paid	As per the nomination and remuneration policy of the company.
Date of first appointment on the Board	28 th August 2024
Shareholding in the Company	Nil
Relationship with other Director/ Manager/KMPs	NA
Other Directorships (other than Starcom Information Technology Limited)	Nil
Membership/Chairmanships of the Committees of Boards of other listed entities (other than Starcom Information Technology Limited)	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Krishnendu Prasad Ray has the skill and capabilities to guide the Company in finance, compliance and other matters related to Board

	procedures, Corporate Governance. Having worked with Government Company and with SFIO he has the requisite experience to be appointed in this role.
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None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Krishnendu Prasad Ray, is in any way concerned or interested, financially or otherwise, in the resolution set out at Agenda No. 3 of the Notice.

The Board recommends the resolution set forth in Agenda No. 3 for the approval of the Members via an ordinary resolution.

Agenda Number 4: To consider and approve the appointment of Mr. Supriya Kumar Guha (DIN: 03202991) as a Non-Executive Director of the Board of the company.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Supriya Kumar Guha (DIN: 03202991) as an Additional Director in the capacity of a Non-Executive Director with effect from 28th August 2024. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Supriya Kumar Guha shall hold office up to the date of the ensuing Annual General Meeting (AGM) and is eligible for appointment as a Non-Executive Director.

Mr. Supriya Kumar Guha has consented to act as a Non-Executive Director and has submitted a declaration that he meets the criteria for appointment as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.

The Board is of the opinion that Mr. Supriya Kumar Guha's extensive experience and knowledge will be of immense benefit to the Company. He is a Company Secretary in Practice. Before joining practice, he was employed in Multinational Listed Companies at senior management positions. He is at present Board members of couple of private Limited Companies. He is also in the panel of Independent Director data base.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Supriya Kumar Guha as a Non-Executive Director is now being placed before the Members for their approval.

Name of The Director	Supriya Kumar Guha
Director Identification Number (DIN)	03202991
Designation	Non-Executive Director
Date of Birth	29/07/1956
Age	68 years
Qualifications	CS, B.Com
Nature of Expertise in specific functional area	He has expertise in the field of Accounting, Finance & Law.

Experience	He is a Company Secretary in Practice. Before joining practice, he was employed in Multinational Listed Companies at senior management positions. He is at present Board members of couple of private Limited Companies. He is also in the panel of Independent Director data base.
Terms and conditions of reappointment	He will be appointed as a Non-Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.
Last drawn remuneration	Nil
Remuneration proposed to be paid	As per the nomination and remuneration policy of the company
Date of first appointment on the Board	28 th August 2024
Shareholding in the Company	NIL
Relationship with other Director/ Manager/KMPs	NA
Other Directorships (other than Starcom Information Technology Limited)	<ul style="list-style-type: none">• Kovai Systems India Private Limited• ICF Agritech Private Limited• Beyond Next Ventures India Private Limited• Incubate Advisors India Private Limited• Nutrima Products Private Limited• ITIPS Private Limited – upto 09/08/2023• Japan Metal Building Systems Private Limited – upto 12/08/2022
Membership/Chairmanships of the Committees of Boards of other listed entities (other than Starcom Information Technology Limited)	NIL

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Supriya Kumar Guha, is in any way concerned or interested, financially or otherwise, in the resolution set out at Agenda No. 4 of the Notice.

The Board recommends the resolution set forth in Agenda No. 4 for the approval of the Members via an ordinary resolution.

Agenda Number 5: To receive, consider and approve the restatement of the Articles of Association of the company.

The Board of Directors of the Company has proposed to restate the Articles of Association (AOA) to align with the current regulatory requirements and best practices. The restatement is intended to incorporate amendments necessitated by changes in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), and other applicable laws.

The existing Articles of Association were adopted at the time of incorporation of the Company and have undergone several amendments over the years. To ensure that the Articles of Association are

comprehensive and up-to-date and are in line with Table F as provided in the Companies Act 2013, it is proposed to adopt a new set of Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

The key changes proposed in the restated Articles of Association include, but are not limited to, the following:

Incorporation of Provisions from the Companies Act, 2013: The restated AOA will include provisions to reflect the changes brought about by the Companies Act, 2013, including but not limited to, the roles and responsibilities of directors, the conduct of board and general meetings, and the rights and obligations of shareholders.

Alignment with SEBI (LODR) Regulations, 2015: The restated AOA will incorporate provisions to ensure compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including requirements related to corporate governance, disclosures, and other regulatory compliances.

Modernization and Simplification: The restated AOA will be modernized and simplified to remove redundant provisions and to make the document more user-friendly and easier to understand.

The draft of the restated Articles of Association and the existing Articles of Association of the company is available for inspection at the registered office of the Company during business hours on any working day up to the date of the Annual General Meeting (AGM) and will also be available at the AGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the resolution set forth in Agenda No. 5 for the approval of the Members via a special resolution.

Agenda Number 6: To consider and approve the authority of the board to enter into contracts with related parties of the company.

The Board of Directors of the Company proposes to seek approval from the members to authorize the Board to enter into contracts and arrangements with related parties. This authorization is sought in compliance with the provisions of Section 188 of the Companies Act, 2013, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), and the Articles of Association (AOA) of the Company.

Background and Rationale:

The Company, in the ordinary course of its business, enters into various transactions with related parties, which include sale, purchase, or supply of goods or materials, leasing of property, availing or rendering of services, and other transactions as defined under Section 188 of the Companies Act, 2013. These transactions are necessary for the smooth functioning and growth of the Company. The board feels that the company may get into related party agreement(s) (rental/lease agreements) with Mr. Ziaulla Sheriff and members of Bhatia Family (Aarthi Bhatia, Kajol Bhatia, M M Bhatia, Sidharth Bhatia, Suresh Bhatia & Sunil Bhatia) (or any firm or company or any other partnerships formed by Mr. Ziaulla Sheriff & Bhatia Family) related parties within meaning of Section 2(76) of the Act and Regulation

2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at arm's length basis upto a limit of INR 15,00,00,000/- (Indian Rupees Fifteen Crore only).

Regulatory Requirements:

Companies Act, 2013: Section 188 of the Companies Act, 2013 requires that any contract or arrangement with a related party with respect to certain transactions must be approved by the Board of Directors and, in certain cases, by the shareholders through a special resolution.

SEBI (LODR) Regulations, 2015: Regulation 23 of the SEBI (LODR) Regulations, 2015 mandates that all material related party transactions require approval of the shareholders through a resolution. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

Details of Related Party Transactions:

Particulars	Related Party 1	Related Party 2
Name of the Related party	Ziaulla Sheriff (Managing Director of the company) (or any firm or company or any other partnerships formed by Mr. Ziaulla Sheriff & Bhatia Family)	Members of Bhatia Family (Aarthi Bhatia, Kajol Bhatia, M M Bhatia, Sidharth Bhatia, Suresh Bhatia & Sunil Bhatia) (Partnership with the Managing Director of the company) (or any firm or company or any other partnerships formed by Mr. Ziaulla Sheriff & Bhatia Family)
Nature of transactions as per section 188 of the Companies Act. 2013	Rental/ Lease Agreement with the duration and other terms as per the agreement	Rental/ Lease Agreement with the duration and other terms as per the agreement
Nature of Director or Key Managerial Personnel who is related, if any	Managing Director	Partnership with director of the company (Ziaulla Sheriff)
Nature of Relationship	Managing Director	Partnership with director of the company(Ziaulla Sheriff)
Material terms and particulars of the contract or arrangement	As agreed between the parties	As agreed between the parties
Monetary Value	Upto INR 15,00,00,000/-	Upto INR 15,00,00,000/-
Any other information relevant or important for the members to take decision on the proposed resolution	Nil	Nil

Approval Sought:

The Board seeks the approval of the members to authorize the Board of Directors to enter into contracts and arrangements with related parties as detailed in the annexure, in compliance with the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015, and the Articles of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except those who are related parties (Ziaulla Sheriff and Ms. Heena Sayeeda, daughter of Mr. Ziaulla Sheriff), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members as a Special Resolution.

By the order of the Board

For and on Behalf of

Starcom Information Technology Limited

(CIN: L67120KA1995PLC078846)

Sd/-

Joydeep Sarkar
Company Secretary
ACS: 60357

Date: 6th September 2024

Place: Bengaluru