

Scrutinizer's Report- Combined

Consolidated Report of Scrutinizer's on remote e-voting and voting by poll at the 23rd Annual General Meeting

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman of the 23rd Annual General Meeting of Equity Shareholders of **Starcom Information Technology Limited** [CIN: L67120KA1995PLC078846] held on Friday, September 28, 2018 at 11.30 a.m. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore 560008

Dear Sir,

Sub.: Combined Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standards - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 23rd Annual General Meeting (AGM) of Starcom Information Technology Limited held on Friday, September 28, 2018 at 11.30 a.m. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore 560008

1. I, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477; C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed as Scrutinizer by the Board of Directors of **Starcom Information Technology Limited** ("the Company") for the purpose of scrutinising 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") as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015;
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Tuesday, September 25, 2018, at (9:00 a.m. IST) and ended on Thursday, September 27, 2018 (5:00 p.m. IST) and the CDSL remote e-voting platform was blocked thereafter.
3. On the basis of the votes exercised by the Shareholders of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated September 28, 2018 on the remote e-voting.
4. Under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, we,



Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477; C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai and Umar Khursheed, Member of the Company holding shares under DP-Client ID: IN301549-52809325, have been appointed as the Scrutinizers by the Chairman of the 23rd Annual General Meeting ['AGM'] of the Company to conduct the poll process in fair and transparent manner on all the resolutions provided in the notice of the 23rd AGM of the Members of the Company held on Friday, September 28, 2018 at 11.30 a.m. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore 560008.

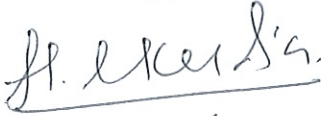
5. On the basis of the votes cast by the Shareholders through poll, we have issued separate Scrutinizers' Report dated September 28, 2018 on the poll taken on all the resolutions contained in the notice to the 23rd AGM of the Company.
6. As requested by the management, we submit herewith our combined report on the result of e-voting together with that of Poll as under with brief description of resolutions. Kindly refer the notice of 23rd AGM of the Company for the complete details of resolutions:

Item of Notice	No. of votes cast- in favour	No. of votes cast- against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
I. Ordinary Business:					
1. To receive, consider and adopt the Audited Financial Statements comprising of the Balance Sheet as at 31st March 2018 and the Statement of Profit & Loss and Cash flow Statement for the year ended on that date together with the Notes, Reports of the Board of Directors and the Auditors' thereon (Ordinary Resolution):	177504	0	0	100	0
2. To appoint a Director in place of Ms. Sayeeda Hina (DIN: 03642269), who liable to retires 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 (Ordinary Resolution):	177504	0	0	100	0
3. Ratification of appointment of M/s K.M. Tulsian & Associates, Chartered Accountants (Firm Registration No.111075W) as the Statutory Auditors of the Company (Ordinary Resolution):	177504	0	0	100	0
II. Special Business					
4. Continuation of Directorship of Mr. Mohd. Yousuf Khan (DIN: 000751929) as Non-executive Director of the Company (Special Resolution):	177504	0	0	100	0



7. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on all the resolutions contained in the Notice of the 23rd AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 23rd AGM is restricted to make a Scrutinizers' Report of the votes cast "in favour" or "against" the resolutions stated in the said notice, based on the report generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities and M/s. Sharex Dynamic (India) Private Limited (Registrar and Share Transfer Agent) at the time of poll taken at the 23rd AGM.

Thanking you,



Hemanshu Kapadia
Scrutinizer
Practicing Company Secretary
C.P. No.: 2285
Membership No.: F3477



Umar Khursheed
Scrutinizer
Member
DP- Client id- IN301549-52809325

Date: September 28, 2018
Place: Bangalore

Date: September 28, 2018
Place: Bangalore

Acknowledge receipt of the same

For Starcom Information Technology Limited



Ziaulla Sheriff
Chairman & Managing Director
DIN: 00002098



Chairman of the 23rd Annual General Meeting of the Company

Date: September 28, 2018
Place: Bangalore