

Scrutinizer's Report- Combined

Consolidated Report of Scrutinizer's on remote e-voting and voting by poll at the 24th 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 24th Annual General Meeting of members of **Starcom Information Technology Limited** [CIN: L67120KA1995PLC078846] held on Monday, September 30, 2019 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, as amended from time to time, for 24th Annual General Meeting (AGM) of Starcom Information Technology Limited held on Monday, September 30, 2019 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, as amended from time to time;
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 Friday, September 27, 2019, at (9:00 a.m. IST) and ended on Sunday, September 29, 2019 (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 October 1, 2019 **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 24th 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 24th AGM of the Members of the Company held on Monday, September 30, 2019 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 October 1, 2019 on the poll taken on all the resolutions contained in the notice of the 24th 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 24th 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 31 st March 2019 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):	3881489	0	0	100	0
2. To appoint a Director in place of Mr. Ziaulla Sheriff (DIN: 00002098), 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 himself for re-appointment (Ordinary Resolution):	131039	0	0	100	0
II. Special Business					
3. Re-appointment of Mr. Ziaulla Sheriff (DIN: 00002098), as a Chairman and Managing Director of the Company (Special Resolution):	131039	0	0	100	0
4. Authority to the Board of Directors to enter into the contracts or arrangements with the related parties pursuant of section 188 of the Companies Act, 2013 (Special Resolution):	131039	0	0	100	0
5. Authority to the Board of Directors to grant loan, or give guarantee or provide security in respect of loan or to make investment under Section 186 of the Companies Act, 2013 (Special Resolution):	3881489	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 24th AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 24th 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 24th AGM.

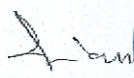
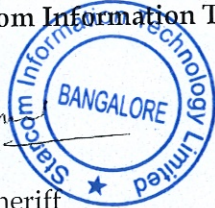
Thanking you,

Hemanshu Kapadia
Scrutinizer
Practicing Company Secretary
C.P. No.: 2285
Membership No.: F3477
UDIN: F003477A000020175

Date: October 1, 2019
Place: Bangalore


Acknowledge receipt of the same

For Starcom Information Technology Limited

Ziaulla Sheriff
Chairman & Managing Director
DIN: 00002098
Chairman of the 24th Annual General Meeting of the Company

Date: October 1, 2019
Place: Bangalore



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

Date: October 1, 2019
Place: Bangalore

