

HEMANSHU KAPADIA & ASSOCIATES
COMPANY SECRETARIES

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SCRUTINISER'S REPORT ON E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Secretarial Standard - 2 (SS-2) issued by the Institute of Company Secretaries of India]

To,

The Chairman

of the 22nd Annual General Meeting of Equity Shareholders of

Starcom Information Technology Limited [CIN: L67120KA1995PLC078846]

held on Monday, 30th October 2017 at 11.30 a.m. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore 560008

Dear Sir,

1. I, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477 and C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed by the Board of Directors of **Starcom Information Technology Limited** (the Company) as the Scrutinizer for the purpose of scrutinising the remote e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 (the Rules), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (SS - 2) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice to the 22nd Annual General Meeting (AGM) of the Members of the Company, held on Monday, 30th October 2017 at 11.30 a.m. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore 560008.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means and SS - 2 on the resolutions contained in the Notice to the 22nd AGM of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to prepare a Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions as stated in notice to the 22nd AGM, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities and engaged by the Company for the said purpose.
3. Further to the above, I submit my report as under:-

The e-voting period remained open from Friday, 27th October 2017, at (9:00 a.m. IST) to Sunday, 29th October 2017 (5:00 p.m. IST).



- ii. The Members of the Company as on the "cut-off" date for the purpose of e-voting i.e. Monday, 23rd October 2017 were entitled to vote on the resolutions (Item nos. 1 to 4 as set out in the notice of the 22nd AGM of the Company).
- iii. The e-voting platform was blocked on Sunday, 29th October 2017 after 5:00 p.m. (IST) and the votes casted were unblocked on 30th October 2017 in the presence of two witnesses, Mrs. Komathi and Mr. Shueb Mohammed, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Komathi

Name: Mrs. Komathi

Shueb

Name: Mr. Shueb Mohammed

- iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and based on such report generated, the result of the e-voting is as under:

I. Ordinary Business:

- A. Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2017, including the Audited Balance sheet as at 31st March 2017, audited Statement of Profit and Loss and the Cash flow Statement of the Company for the year ended 31st March 2017 and notes related thereto together with the Reports of the Directors' and the Auditors' thereon (Ordinary Resolution):**

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
2	2187	100

- (ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

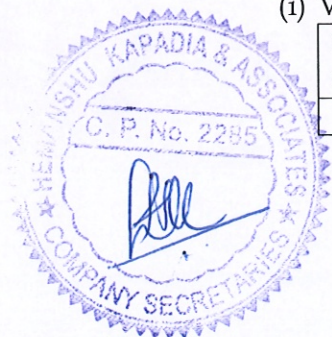
- (iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

- B. Resolution No. 2: To appoint a Director in place of Mr. Ziaulla Sherif (DIN: 00002098), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution):**

- (i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
2	2187	100



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

C. Resolution No. 3: To appoint M/s K.M. Tulsian & Associates, Chartered Accountants (Firm Registration No.111075W) as the Statutory Auditors of the Company to hold office for a term of 5 (five) years from the conclusion of 22nd Annual General Meeting until the conclusion of the 27th Annual General Meeting (Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
2	2187	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

II. Special Business:

D. Resolution No. 4: To appoint Mr. Mohmmad Yousuf Khan (DIN: 0000751929) as Independent Non- executive Director of the Company to hold office for a term of five consecutive years commencing from 30th October 2017 (Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
2	2187	100

(ii) Voted against the resolution:

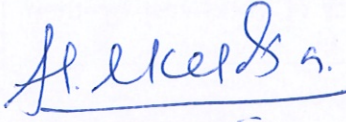
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
0	0	0



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
0	0

Thanking you,



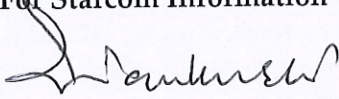
Hemanshu Kapadia
Scrutinizer
Practicing Company Secretary
C.P. No.: 2285
Membership No.: F3477



Date: 30th October 2017
Place: Bangalore

Acknowledge receipt of the same

For Starcom Information Technology Limited



Ziaulla Sheriff
Chairman & Managing Director
DIN: 00002098
Chairman of the 22nd Annual General Meeting of the Company



Date: 30th October 2017
Place: Bangalore