

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 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,

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 ("the Act") 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 ("the Regulations"), on the resolutions contained in the notice to the 23rd Annual General Meeting (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.

1. 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 23rd 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 23rd Annual General Meeting, 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.



2. Further to the above, I submit my report as under:-

- i. The e-voting period remained open from Tuesday, September 25, 2018, at (9:00 a.m. IST) to Thursday, September 27, 2018 (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. Friday, September 21, 2018 were entitled to vote on the resolutions (Item nos. 1 to 4 as set out in the notice of the 23rd AGM of the Company).
- iii. The e-voting platform was blocked on Thursday, September 27, 2018 after 5:00 p.m. (IST) and the votes casted were unblocked on September 28, 2018 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.

Name: Mrs. Komathi

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 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):

(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
1	2184	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 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):

(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
1	2184	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: 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):

(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
1	2184	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: Continuation of Directorship of Mr. Mohd. Yousuf Khan (DIN: 000751929) as Non- executive Director of the Company (Special 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
1	2184	100



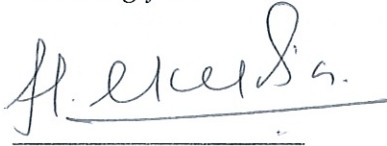
(ii) Voted against the resolution:

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,



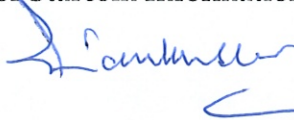
Hemanshu Kapadia
Scrutinizer
Practicing Company Secretary
C.P. No.: 2285
Membership No.: F3477



Date: 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