

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3

Lamington Road, Mumbai-400 008

Tel 6631 0888/6631 4830

E-mail: hemanshu@hkacs.com

Website: hkacs.com

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 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,

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"), as amended from time to time, on the resolutions contained in the notice to the 24th Annual General Meeting (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.

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 24th 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 24th Annual General Meeting, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the

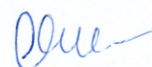
authorized agency to provide e-voting facilities and engaged by the Company for the said purpose.

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

- i. The e-voting period remained open from Friday, September 27, 2019, at (9:00 a.m. IST) to Sunday, September 29, 2019 (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, September 23, 2019 were entitled to vote on the resolutions (Item nos. 1 to 5 as set out in the notice of the 24th AGM of the Company).
- iii. The e-voting platform was blocked on Sunday, September 29, 2019 after 5:00 p.m. (IST) and the votes casted were unblocked on September 30, 2019 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 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):

- (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	2687	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 voted	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 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):

(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	2687	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 voted	Total number of votes cast by them on e-voting
0	0

II. Special Business:

C. Resolution No. 3: Re-appointment of Mr. Ziaulla Sheriff (DIN: 00002098), as a Chairman and Managing 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
2	2687	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 voted	Total number of votes cast by them on e-voting
0	0

D. Resolution No. 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):

(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	2687	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 voted	Total number of votes cast by them on e-voting
0	0

E. Resolution No. 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):

(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	2687	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 voted	Total number of votes cast by them on e-voting
0	0

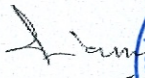
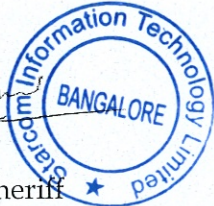
Thanking you,

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

