

FORM MGT-13

SCRUTINIZERS' REPORT ON POLL AT AGM
[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman of the 24th Annual General Meeting of Equity Shareholders 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,

We, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477 and C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, and Mr. Umar Khursheed Member of the Starcom Information Technology Limited ("**the Company**") having DP-Client ID: IN301549-53009325 were appointed as the Scrutinizers for the purpose of the poll taken on the resolutions mentioned in the notice of the 24th Annual General Meeting (AGM) of the Company, at the said AGM of the Equity Shareholders of the Company held on Monday, September 30th, 2019 at 11.30 a.m. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore 560008.

We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was sealed in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized, serially numbered and initialled by us. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company as on the "cut-off" date i.e. Monday, September 23, 2019, and the authorizations/ proxies lodged with the Company.
3. There were 11 poll papers covering 38,78,802 (Thirty Eight Lakh Seventy Eight Thousand Eight Hundred and Two) equity shares. We did not find any invalid poll paper.
4. The result of the Poll is as under with brief description of resolutions. Kindly refer to the notice of the 24th AGM for complete resolutions:

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 present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|---|------------------------------|---|

| | | |
|----|---------|-----|
| 11 | 3878802 | 100 |
|----|---------|-----|

(ii) Voted **against** the resolution:

| Number of members present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|---|------------------------------|---|
| 0 | 0 | 0 |

(iii) **Invalid** votes:

| Total number of members present and voted (in person or by proxy) | Total number of votes cast by them on poll |
|---|--|
| 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 present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|---|------------------------------|---|
| 10 | 128352 | 100 |

(ii) Voted **against** the resolution:

| Number of members present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|---|------------------------------|---|
| 0 | 0 | 0 |

(iii) **Invalid** votes:

| Total number of members present and voted (in person or by proxy) | Total number of votes cast by them on poll |
|---|--|
| 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 present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|---|------------------------------|---|
| 10 | 128352 | 100 |

(ii) Voted against the resolution:

| Number of members present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|---|------------------------------|---|
| 0 | 0 | 0 |

(iii) Invalid votes:

| Total number of members present and voted (in person or by proxy) | Total number of votes cast by them on poll |
|---|--|
| 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 present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|---|------------------------------|---|
| 10 | 128352 | 100 |

(ii) Voted against the resolution:

| Number of members present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|---|------------------------------|---|
| 0 | 0 | 0 |

(iii) Invalid votes:

| Total number of members present and voted (in person or by proxy) | Total number of votes cast by them on poll |
|---|--|
| 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 present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|---|------------------------------|---|
| 11 | 3878802 | 100 |

(ii) Voted against the resolution:

| Number of members present and voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|---|------------------------------|---|
| 0 | 0 | 0 |

(iii) Invalid votes:

| Total number of members present and voted (in person or by proxy) | Total number of votes cast by them on poll |
|--|---|
| 0 | 0 |

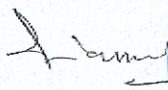

Thanking you,

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

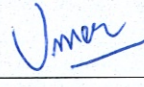
Date: October 1, 2019
Place: Bangalore

Acknowledge receipt of the same

For Starcom Information Technology Limited



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

Date: October 1, 2019
Place: Bangalore



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

Date: October 1, 2019
Place: Bangalore