

## NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of **Starcom Information Technology Limited** will be held on Monday, 30<sup>th</sup> October 2017 at 11.30 a.m. at No. 150, Diamond District Club House, Old Airport Road, Kodihally, Bangalore 560008 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements comprising of the Balance Sheet as at March 31, 2017 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.
2. To appoint a Director in place of Mr. Ziaulla Sheriff (DIN: 00002098), who retires by rotation pursuant to the provisions of Section 152 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.
3. **Appointment of Statutory Auditors:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s K.M. Tulsian & Associates, Chartered Accountants (Firm Registration No.111075W), be and are hereby appointed as the Statutory Auditors of the Company in place of retiring Statutory Auditors, M/s. S G C O & Co., (formerly known as Singrodia Goyal & Co.), Chartered Accountants (Firm Registration No. 112081W), to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of the 27<sup>th</sup> Annual General Meeting subject to the ratification of their appointment by the Members at every Annual General Meeting and subject to such remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors at a later date.”

### **SPECIAL BUSINESS:**

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as ‘the Act’), Mr. Mohmmad Yousuf Khan (DIN: 0000751929), Independent Non- executive Director of the Company, who was appointed by the Board as an Additional Director and who is not disqualified to become a director under the Companies Act, 2013 and who is eligible for appointment as an independent director (independent non- executive director) and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing him as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director (Independent Non- executive Director) of the Company to hold office for a term of five consecutive years commencing from 30<sup>th</sup> October 2017, not liable to retire by rotation, as stated in the Explanatory Statement annexed to this Notice;

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution, including but not limited to alter or vary the terms and conditions of the appointment.”

By Order of the Board of Directors  
**For Starcom Information Technology Limited**

Sd/-  
Ziaulla Sheriff  
Chairman & Managing Director  
DIN: 00002098  
Add: Al-Barka Golden Enclave, Airport Road, Bangalore-560017

Date: 14<sup>th</sup> September 2017  
Place: Bangalore

CIN: L67120KA1995PLC078846

**Registered Office:**  
73/1, Sheriff Centre, St. Marks Road, Bangalore-560001

## NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy/proxies need not be a member of the company. The duly completed, stamped and signed proxy form to be effective should be lodged at the registered office of the Company not later than 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. The proxy holder shall prove his identity at the time of attending the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 23<sup>rd</sup> October 2017 to Monday, 30<sup>th</sup> October 2017 (both days inclusive).
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out above is annexed hereto.
5. As per Sections 101, 136 and other applicable provisions of the Act, read with the rules made there under and circulars issued by the Ministry of Corporate Affairs, Companies can now send various reports, documents, communications, including but not limited to annual report to its members through electronic mode at their registered e-mail addresses. The Company believes in green initiative and is concerned about the environment. Hence, copy of the Annual Report for 2016-17, including inter alia the Report of the Board of Directors', Auditors' Report, Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Notice of this AGM, instructions for e-voting, attendance slip, proxy form, etc. is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2016-17, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.

To support "Green initiative", Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses with their depository participants, in respect of electronic holdings. Members holding shares in physical form are requested to kindly register their e-mail addresses with the Company's R&TA at their abovementioned

address. Annual Report is also available on the Company's website at [www.starcominfotech.com](http://www.starcominfotech.com)

6. Members are requested to :-

- i. Write to the Company at least 7 days before the date of the meeting at the Company's registered office, in case they desire any information as regards to the Company and the Audited Accounts so as to enable the Company to keep the information ready.
- ii. Bring their copy of the Annual Report, duly filled in attendance slip and their photo identity proof at the Annual General Meeting.
- iii. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company/ R&TA.
- iv. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
- v. Approach the R&TA of the Company for consolidation of folios, if they are holding Shares in identical order of names in more than one Folio.
- vi. Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registered Office or from its R&TA at either of the aforesaid addresses.
- vii. Send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company, M/s Sharex Dynamic (India) Pvt. Ltd. situated at Unit- 1, Luthra Ind. Premises, Andheri-Kurla Rd., Safed Pool, Andheri (E), Mumbai – 400 072 upto the date of book closure.
- viii. Members are informed that in case joint holders attend the Meeting, only such joint holder who is higher in the order of names in the Register of Members/Beneficial Holders will be entitled to vote.

7. Corporate Members intending to send their representatives to attend the meeting are requested to send to the Company a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.

8. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are, therefore, requested to kindly bring their copies at the time of attending the Meeting.

9. The Company has its shares listed on the BSE Limited. The listing fees till date have been paid.

10. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
11. In case you desire to receive the documents mentioned above in physical form or register or change your email address, you are requested to send an e-mail to [info@starcominfotech.com](mailto:info@starcominfotech.com).
12. Route map to the venue of AGM forming part of the Notice of the 22<sup>nd</sup> Annual General Meeting is annexed at the end of the said notice.
13. In terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has made arrangement for its members to exercise their right to vote on the resolutions proposed to be considered at Annual General Meeting by electronic means. The Company has appointed Central Depository Services Limited (CDSL) for facilitating e-voting.
14. The members shall note that the facility for voting shall also be provided at the meeting through poll paper and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting. If the members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again.
15. Mr. Ziaulla Sheriff (DIN: 00002098), Chairman and Managing Director of the Company retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment. Further, Mr. Mohammad Yousuf Khan (DIN: 0000751929), Additional Independent Director of the Company, is proposed to be appointed as an Independent Director at the forthcoming Annual General Meeting. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as mandated under Secretarial Standards - 2, brief resume of the Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting, nature of their expertise in specific functional areas, names of the Companies in which they hold Directorships and the Memberships/ Chairmanships of Committees of the Board and their shareholding in the Company, are annexed hereto. The Directors have furnished the relevant consents, declarations, etc. for their appointment/ reappointment.
16. **E-voting through electronic means:**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, 27<sup>th</sup> October 2017 at 9.00 a.m. and ends on Sunday, 29<sup>th</sup> October 2017 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 23<sup>rd</sup> October 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details</li> </ul>

(DOB)	field as mentioned in instruction (iv).
-------	---

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for **Starcom Information Technology Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store.

iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Monday, 23<sup>rd</sup> October 2017.
18. Mr. Hemanshu Kapadia (FCS: 3477 and CP 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai or failing him Ms. Preeti Bhangle (FCS 8303 and CP 9134), Partner of VPP & Associates, Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer by the Board of Directors to scrutinize the e-voting process in a fair and transparent manner.
19. Voting shall be allowed at the end of discussion on the resolutions on which voting is to be held with the assistance of Scrutiniser, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
20. The Scrutinizer(s) shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within a period not exceeding two (2) days from the conclusion of the meeting a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any,



forthwith to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

21. The Results declared along with the report of the Scrutinisers' shall be placed on the website of the Company [www.starcominfotech.com](http://www.starcominfotech.com) and on the website of CDSL immediately after the declaration of result by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the Stock Exchanges, where the equity shares of the Company are listed.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

---

### **Item No. 4**

As per Section 149(4) of the Companies Act, 2013, the Company was required to appoint an Independent Director on the Board. The Board of Directors of the Company, appointed Mr. Mohammad Yousuf Khan as an Additional Independent Director of the Company with effect from 31<sup>st</sup> March 2017, pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office up to the date of the ensuing Annual General Meeting.

The Company has received from Mr. Mohammad Yousuf Khan, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013. Further, a declaration that he meets the criteria of independence as provided under Section 149 of the Act, is also received by the Company. The documents relating to the appointment are available for inspection at the registered office of the Company during business hours on any working day without payment of fee. Further, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as mandated under Secretarial Standards - 2, brief resume of the Director, is annexed hereto.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Mohammad Yousuf Khan as a Director of the Company, not liable to retire by rotation. The Nomination and Remuneration Committee has recommended his appointment. The Board of Directors is authorised to take all such steps as may be necessary, expedient and proper to give effect to the resolution with liberty to alter and vary the terms and conditions of the appointment. The Board of Directors considers that his continuous association would be of immense benefit to the Company. Accordingly, the Board recommends the Ordinary Resolution set out at item no. 4 of this notice in relation to the appointment of Mr. M Y Khan as Independent Director of the Company, for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said Resolution except Mr. M Y Khan himself.

By Order of the Board of Directors  
**For Starcom Information Technology Limited**

Sd/-

Ziaulla Sheriff

Chairman & Managing Director

DIN: 00002098

Add: Al-Barka Golden Enclave, Airport Road, Bangalore-560017

Date: 14<sup>th</sup> September 2017

Place: Bangalore

**Annexure to Item no. 2 and 4 of the Notice**

The details of Directors' seeking re-appointment at the forthcoming Annual General Meeting Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by ICSI are as follows:

<b>Name of Director</b>	<b>Mr. Ziaulla Sheriff (DIN: 00002098)</b>	<b>Mr. Mohmmad Yousuf Khan (DIN: 00751929)</b>
<b>Designation</b>	Managing Director	Independent Director
<b>Date of Birth</b>	23 <sup>rd</sup> June 1940	24 <sup>th</sup> June 1944
<b>Age</b>	77 years	73 years
<b>Qualifications</b>	Bachelor of Engineering, Mechanical.	Doctorate of philosophy in Business Management (PhD)
<b>Nature of Expertise in specific functional area</b>	He is an expert in the fields of Information Technology and Real Estate	He is an expert in the field of Business Management
<b>Experience</b>	50 years	40 years
<b>Terms and conditions of appointment/re- appointment</b>	Will continue to act as a Chairman and Managing Director	Appointment for a period of 5 years and not liable to retire by rotation
<b>Last drawn remuneration</b>	NIL	NIL
<b>Date of first appointment on the Board</b>	12 <sup>th</sup> August 2011	31 <sup>st</sup> March 2017
<b>Shareholding in the Company</b>	38,36,857 equity shares	NIL
<b>Relationship with other Director/Manager/KMPs</b>	He is the father of Ms. Sayeeda Hina, the Non-Executive Director of the Company.	Not related to any other Director of the Company
<b>No. of meetings of the Board attended during the financial year 2016-17</b>	Four	NIL

<p><b>Other Directorships</b></p>	<p>Cubeware Global Private Limited, IBC International Private Limited, Cedar Hills Hospitality Private Limited, PRI Technologies Private Limited, Cubeware India Private Limited, Wisdom World Developers Private Limited, India Builders Corporation Private Limited, India Coffee Estates Private Limited, Golf View Homes Limited, Starcom Information Technology Limited, India International Coffee Private Limited, IBC Knowledge Park Private Limited, IBC Holdings And Investments Private Limited, Great Southern Coffee Private Limited, Best Coffee Curing Works Private Limited, Century Galaxy Developers Limited, Ramanashree Towers Private Limited, Varma Industrial Private Limited, Wartyhully Estates Limited, Ossoor Estates Limited</p>	<p>Chenab Valley Power Projects Private Limited, Raheja Developers Limited, Juniper Wealth Advisory Private Limited, Star Health And Allied Insurance Company Limited, Realvalue Realtors Private Limited and Bharat Hotels Limited.</p>
<p><b>Membership/Chairmanships of the Committees of Boards of other listed entities</b></p>	<p>Nil</p>	<p>Nil</p>
<p><b>Remuneration to be drawn after appointment/re-appointment</b></p>	<p>Salary up to a maximum of five per cent of the net profits of a particular financial year or such lower sum, as may be decided by the Board of Directors or Committee of the Board, if any from time to time.</p>	<p>Nil</p>