

## NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of **Starcom Information Technology Limited** will be held on Tuesday, 15<sup>th</sup> December 2020 at 11:30 a.m. at the Corporate office of the company at No. 88, Times Square, M.G. Road, Bangalore-560001, through Video Conferencing (VC) or Other Audio Video means (OAVM) for which purposes Corporate Office shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements comprising of the Balance Sheet as at 31<sup>st</sup> March, 2020 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 Ms. Sayeeda Hina (DIN: 03642269), who is liable to retire 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.

### SPECIAL BUSINESS:

3. To re-appoint Mr. Maddur Gundurao Mohan Kumar (DIN: 00020029) as an Independent Director for a second term of 5 (five) consecutive years.

In this regard to consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘the Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Maddur Gundurao Mohan Kumar (DIN: 00020029), in respect of whom the Company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of Independent Director at the ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment and based on his evaluation of performance, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years on the Board of the Company effective from December 23, 2019 to December 22, 2024

including the period from December 23 , 2019 till December 14, 2020 as approved by the Board of directors subject to the approval of the members, which is hereby ratified.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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:** 21<sup>st</sup> November 2020  
**Place:** Bangalore  
**CIN:** L67120KA1995PLC078846

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

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and accordingly Proxy form and Attendance slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/OAVM and

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necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 450 members on first come first served basis. However, this number does not include the large Shareholders (shareholders holding 2% or more share capital), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

6. The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

7. This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5<sup>th</sup> May, 2020.

8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website - [www.starcominfotech.com](http://www.starcominfotech.com), websites of the Stock Exchanges i.e BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) . However, if any specific request is received from the members for demanding of the physical copy of the Annual Report it will be provided by the company but subject to time taken by the courier and Postal Department looking to the Covid-19 situation.

9. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business to be transacted at the Annual General Meeting is annexed hereto and forms part of the Notice.

11. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 7<sup>th</sup> day of December, 2020 to Tuesday, 15<sup>th</sup> day of December, 2020 (both days inclusive) for the purpose of Annual General Meeting.

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 Tuesday, 8<sup>th</sup> December 2020.

The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:-

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Commencement of remote E-Voting 09:00 AM IST on Saturday, 12<sup>th</sup> December, 2020.  
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End of remote E-Voting 05:00 PM IST on Monday, 14<sup>th</sup> December, 2020.  
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Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

12. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on all working days up to the date of the AGM.

13. A statement giving the details of the Director seeking re-appointment under Item No 2 and 3 of the accompanying Notice, as required under Regulation 26(4), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Secretarial Standard-2 on General Meetings, is provided in annexure attached herewith.

14. Any query relating to accounts or any other items of business set out in the Agenda of the meeting must be sent to the Company's Registered Office at least seven days before the date of the Meeting. The same will be replied by the Company suitably.

15. Members are requested to notify immediately any change in their name, address, e-mail id, telephone/ mobile numbers, Permanent Account number (PAN), Nominations, Power of Attorney, Bank mandate viz. name and address of the branch of the bank, MICR code, account number with blank cancelled cheques to their Depository Participant (DP) quoting their Client Ids to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent of the Company namely M/s Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai - 400 083 to receive the soft copy of all communication and notice of the meetings etc., of the Company.

16. Members may also note that Notice calling AGM will be available on Company's website viz., [www.Starcominfotech.com](http://www.Starcominfotech.com).

17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

18. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration) Rules, 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid email address to M/s Link Intime India Pvt. Ltd. Members holding shares in demat form are requested to register/ update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

19. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.

20. The Securities and Exchange Board of India ('SEBI') vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to R & TA viz, Link Intime Private Limited /Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook/ statement attested by the bank. Members holding shares in demat form are, requested to submit the aforesaid information to their respective Depository Participant.

21. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

22. Members holding shares in physical form may nominate a person in respect of all shares held by them whether singly or jointly. Members who hold shares singly are advised to avail nomination facility in their own interest. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.

23. Since the AGM will be held through VC/ OAVM, the Route Map is not being annexed to this Notice.

24. Any person, who acquires shares of the Company and becomes member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. Tuesday, 8<sup>th</sup> December, 2020, may obtain login ID and password by a sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

However, if the person is already registered with CDSL for remote e-voting then the person can use the existing User ID and password for casting the vote.

**Voting through electronic means:**

**Instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Saturday 12<sup>th</sup> December 2020 at 9.00 a.m. (IST) and ends on Monday 14<sup>th</sup> December 2020 at 5.00 p.m. (IST). 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 Tuesday, 8<sup>th</sup> December 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (ii) The Members may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders/Members
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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</b>	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



<b>Details OR Date of Birth (DOB)</b>	<p>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 field as mentioned in instruction (v).</li> </ul>
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- (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.

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iPhone and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**Instructions for shareholders attending the AGM through VC/OAVM are as under:**

- i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii) Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
- iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [tirupati@tirupatistarch.com](mailto:tirupati@tirupatistarch.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@Starcominfotech.com](mailto:info@Starcominfotech.com). These queries will be replied to by the company suitably by email.
- vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Instructions for shareholders for E-Voting during the AGM are as under:-**

- i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote evoting.
- ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Process for shareholders whose e-mail ids are not registered with depositories for procuring user id and password and registration of e-mail id for e-voting for resolutions set out in this notice:**

i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) by email to [nidhi.sharma@starcominfotech.com](mailto:nidhi.sharma@starcominfotech.com).

ii) In case shares are held in demat mode please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) to [nidhi.sharma@starcominfotech.com](mailto:nidhi.sharma@starcominfotech.com).

**(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) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542)..

25. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Twenty Fifth AGM i.e. Tuesday, 15<sup>th</sup> December 2020.

26. 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

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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.

27. The Scrutinizer shall after conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

28. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company- [www.starcominfotech.com](http://www.starcominfotech.com) and on the website of the CDSL immediately after declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, Mumbai.

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:** 21<sup>st</sup> November 2020  
**Place:** Bangalore  
**CIN:** L67120KA1995PLC078846

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

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**

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Mr. Maddur Gundurao Mohan Kumar (DIN: 00020029) was appointed as an Independent Director by the Members of the Company at the Annual General Meeting of the Company held on December 23, 2014 to hold office for a term of five consecutive years commencing from December 23, 2014, not liable to retire by rotation.

The Company has received notice in writing pursuant to provision of Section 160 of the Act from the member proposing his candidature for the office of Independent Director of the Company at the ensuing Annual General Meeting.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company, whose term of office shall not be liable to retire by rotation.

The Board of Directors in the meeting held on November 14, 2019, based on the performance evaluation on various parameters of Independent Director and on recommendation of Nomination and Remuneration Committee, in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, considered to re-appoint Mr. Maddur Gundurao Mohan Kumar, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, for second term of 5 (five) consecutive years with effect from December 23, 2019 to December 22, 2024, subject to the approval of members in the Annual General Meeting at this meeting.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under subsection (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so, appointed by the Members. In the opinion of the Board, Mr. Maddur Gundurao Mohan Kumar fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director of the Company.

Details of Mr. Maddur Gundurao Mohan Kumar are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

A copy of the draft letter for appointment of Mr. Maddur Gundurao Mohan Kumar as an Independent Director setting out terms and conditions along with the Articles of Association would be available for inspection without any fee by the Members on the website of the Company at [www.Starcominfotech.com](http://www.Starcominfotech.com).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Maddur Gundurao Mohan Kumar as an Independent Director. Accordingly, the Board recommends passing of the Special

Resolution for re-appointment of Mr. Maddur Gundurao Mohan Kumar as an Independent Director for another term of 5 (five) consecutive years with effect from December 23, 2019 to December 22, 2024, for the approval by the Members of the Company.

Except Mr. Maddur Gundurao Mohan Kumar, being an appointee and his relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations

### Annexure to Item no. 2 of the Notice

The details of Directors' seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 26(4) and 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 (Brief Resume of Director)</b>	<b>Ms. Sayeeda Hina Ahmed (DIN: 03642269)</b>
<b>Designation</b>	Non - Executive Director
<b>Date of Birth</b>	11 <sup>th</sup> October 1966
<b>Age</b>	54 years
<b>Qualifications</b>	Master of Commerce (M.Com)
<b>Nature of Expertise in specific functional area</b>	She has an expertise in the field of Accounting & Finance.
<b>Experience</b>	27 years
<b>Terms and conditions of appointment/re- appointment</b>	She will continue to act as the Non-executive Director of the company.
<b>Last drawn remuneration</b>	NIL
<b>Date of first appointment on the Board</b>	8 <sup>th</sup> November 2014
<b>Shareholding in the Company</b>	NIL
<b>Relationship with other Director/Manager/KMPs</b>	She is the daughter of Mr. Ziaulla Sheriff, the Chairman & Managing Director of the Company.
<b>No. of meetings of the Board attended during the financial year 2019-20</b>	Four
<b>Other Directorships</b>	Wisdom World Developers Private Limited (ceased wef 01.08.2020), Wartyhully Estates Limited,

	Ossoor Estates Limited, Engineering Technology Associates Apme Private Limited, Golf View Homes Limited
<b>Membership/Chairmanships of the Committees of Boards of other listed entities (other than Starcom Information Technology Limited)</b>	NIL
<b>Remuneration to be drawn after appointment/re-appointment</b>	NIL

### Annexure to Item No. 3 of the Notice

The details of Directors' seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by ICSI are as follows:

<b>Brief Resume of Director (Brief Resume of Director)</b>	<b>Mr. Maddur Gundurao Mohan Kumar (DIN: 00020029)</b>
<b>Designation</b>	Independent Director
<b>Date of Birth</b>	3 <sup>rd</sup> March 1957
<b>Age</b>	63 years
<b>Qualifications</b>	Chartered Accountant
<b>Nature of Expertise in specific functional area</b>	Mohan Kumar is a Chartered Accountant by profession having vast experience in setting up of the systems in the organization. He is in practice as a consultant and advisor to reputed firms.
<b>Experience</b>	35 years
<b>Terms and conditions of appointment/re-appointment</b>	He will continue to act as the Independent Director of the company.
<b>Last drawn remuneration</b>	NIL
<b>Date of first appointment on the Board</b>	12 <sup>th</sup> August 2011
<b>Shareholding in the Company</b>	NIL
<b>Relationship with other Director/Manager/KMPs</b>	NIL
<b>No. of meetings of the Board</b>	Four

<b>attended during the financial year 2019-20</b>	
<b>Other Directorships</b>	Bonanza Investments Limited, The South India Paper Mills Limited, , -I Assure Info Solutions Private Limited, Aerospace Infrastructure Limited, Bharishnu Agro And Pharmacy Private Limited, Nandi Hills Estates Private Limited, Relon limited
<b>Membership/Chairmanships of the Committees of Boards of other listed entities (other than Starcom information Technology Limited)</b>	He act as an Independent Director in the Board of South India paper Mills Ltd & also act as chairman in 3 committee of the company.
<b>Remuneration to be drawn after appointment/re-appointment</b>	NIL

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:** 21<sup>st</sup> November 2020  
**Place:** Bangalore  
**CIN:** L67120KA1995PLC078846

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