

**STARCOM INFORMATION TECHNOLOGY LIMITED**

CIN: L67120KA1995PLC078846

Regd. Off.: 73/1, Sheriff Centre 5th Floor, St. Marks Road Bangalore 560001, Karnataka, India. Ph.

No.: 080-6750000 Email: [sitl.finance@starcominfotech.com](mailto:sitl.finance@starcominfotech.com)**NOTICE OF THE 30<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 30<sup>th</sup> (Thirtieth) Annual General Meeting of Starcom Information Technology Limited ("The Company") will be held on Monday, the 29<sup>th</sup> day of September, 2025 at 11:00 AM through Video Conferencing (VC) or Other Audio Video means (OAVM). The place of business for this purpose shall be deemed to be the Registered Office of the company at Sheriff Centre, 73/1, St Mark's Road, Bengaluru - 560 001 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 Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the 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 consider and approve the authority of the board to enter into contracts with related parties of the company.**

To consider and if thought fit to pass the following resolution(s) with or without any modification(s) as a special resolution:

**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and pursuant to the consent of the Audit Committee and Board of Directors, approval of the members be and is hereby accorded to the Company to enter into and/or continue the related party transactions (including any other transfer of resources, services or obligations) entered or to be entered into by the Company with Mr. Ziaulla Sheriff related parties within meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at arm's length basis up to a limit of INR 15,00,00,000/- (Indian Rupees Fifteen Crore only) on such terms & conditions as the board may deem fit, and as detailed in the Explanatory Statement annexed to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution, including but not limited to finalizing and executing necessary

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contracts, arrangements, agreements, and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company.

**RESOLVED FURTHER THAT** no member of the Company who is a related party shall vote on this resolution to approve any contract or arrangement if such member is a related party, except as provided under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the actions of Mr. Joydeep Sarkar, Company Secretary or any other member of the Board of Directors of the company, in connection with the related party transactions are hereby ratified, confirmed, and approved in all respects.

**RESOLVED FURTHER THAT** this resolution shall be effective as of the date hereof and shall remain in full force and effect until modified or rescinded by further resolution of the Board of Directors."

**4. To consider and approve the appointment of M/s Mehul Jain & Associates, Company Secretaries (FRN: S2025KR1012600) as the Secretarial Auditor of the Company for a period of 5 Financial Years.**

To consider and if thought fit to pass the following resolution(s) with or without any modification(s) as an ordinary resolution:

**"RESOLVED THAT** pursuant to regulation 24A and other applicable provisions of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 and Section 204(1) of the Companies Act 2013 read along with Rules made thereunder (including any statutory modification, amendments or re-enactment(s) made thereof for the time being in force), and Articles of Association of the Company and superseding any resolution passed earlier in this regard, the consent members of the company be and is hereby accorded to the appointment of M/s Mehul Jain & Associates, Company Secretaries (FRN: S2025KR1012600) as the Secretarial Auditors of the Company for a period of 5 Financial Years starting from Financial Year 2025-26 till the Financial Year 2029-30, with the authority to the Board of Directors to ratify the appointment in each financial year, as recommended by the Audit Committee, on the terms and conditions including remuneration as recommended by the Audit Committee and as mutually agreed by the Secretarial Auditors.

**RESOLVED FURTHER THAT** Mr. Ziaulla Sheriff, (DIN 00002098), Chairman and Managing Director or any other Director(s) of the Company or Mr. Joydeep Sarkar, Company Secretary of the Company be and is hereby authorized to do all acts including but not limited to the signing, drafting & submitting of all such deeds, forms and documents including signing and filing of Form MGT-14 with the Registrar of Companies and to do all such other acts, deeds and things deemed necessary, proper or expedient to give effect to this resolution".

Kindly make it convenient to attend the Annual General Meeting of the Company.

By order of the Board

For and on Behalf of

**Starcom Information Technology Limited**

(CIN: L67120KA1995PLC078846)

**Joydeep Sarkar**

**Company Secretary**

**ACS: 60357**

Date: 3<sup>rd</sup> September 2025

Place: Bengaluru

**IMPORTANT NOTES:**

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.starcominfotech.com](http://www.starcominfotech.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- 7.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or M/s MUFG Intime India Private Limited.
- 8.** In terms of section 101 and 136 of the Companies Act, 2013 read together with the rules made there under, the listed companies may send the notice of annual general meeting and the annual report, including financial statements, board report etc., by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their email IDs with their respective depository participants or with the share transfer agent of the Company.

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 MUFG Intime India Private Limited. 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.

- 9.** Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 22.09.2025 to 29.09.2025 (both days inclusive) for the purpose of the Annual General Meeting.
- 10.** 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.

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, September 22, 2025. 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: -

Commencement of remote E-Voting 09:00 AM IST on Friday, 26<sup>th</sup> September, 2025. End of remote E-Voting 05:00 PM IST on Sunday, 28<sup>th</sup> September, 2025.

Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

- 11.** The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Registered Office.
- 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 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.** 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.
- 16.** 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 MUFG Intime India Private Limited.
- 17.** 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.
- 18.** 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.
- 19.** Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice

**The Instructions for Members for Remote E-Voting and joining General Meeting are as under:**

The remote e-voting period begins on Friday, the 26<sup>th</sup> day of September, 2025 at 9:00 A.M. and ends on Sunday, the 28<sup>th</sup> day of September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, the 22<sup>nd</sup> day of September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*







### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will</li> </ol>

	<p>have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user you're existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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Email: [info@starcominfotech.com](mailto:info@starcominfotech.com) Website: [www.starcominfotech.com](http://www.starcominfotech.com)

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.****How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mehul@csmj.in](mailto:mehul@csmj.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

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

Regd office: Sheriff Centre, 73/1, St Mark's Road, Bengaluru - 560 001

CIN:L67120KA1995PLC078846, Phone: 91 80 2227 8283 / 2227 1797

Email: [info@starcominfotech.com](mailto:info@starcominfotech.com) Website: [www.starcominfotech.com](http://www.starcominfotech.com)

2. 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 ([info@starcominfotech.com](mailto:info@starcominfotech.com)). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([info@starcominfotech.com](mailto:info@starcominfotech.com)). The same will be replied by the company suitably.

By the order of the Board

For and on Behalf of

**Starcom Information Technology Limited**

(CIN: L67120KA1995PLC078846)

**Joydeep Sarkar**  
**Company Secretary**  
**ACS: 60357**

Date: 3<sup>rd</sup> September 2025

Place: Bengaluru

**EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 ("the Act")

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Agenda No. 2 to 6.

**Agenda Number 3: To consider and approve the authority of the board to enter into contracts with related parties of the company.**

The Board of Directors of the Company proposes to seek approval from the members to authorize the Board to enter into contracts and arrangements with related parties. This authorization is sought in compliance with the provisions of Section 188 of the Companies Act, 2013, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), and the Articles of Association (AOA) of the Company.

**Background and Rationale:**

The Company, in the ordinary course of its business, enters into various transactions with related parties, which include sale, purchase, or supply of goods or materials, leasing of property, availing or rendering of services, and other transactions as defined under Section 188 of the Companies Act, 2013. These transactions are necessary for the smooth functioning and growth of the Company. The board feels that the company may get into related party agreement(s) (rental/lease agreements) with Mr. Ziaulla Sheriff (or any firm or company or any other partnerships formed by Mr. Ziaulla Sheriff & Bhatia Family) related parties within meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at arm's length basis up to a limit of INR 15,00,00,000/- (Indian Rupees Fifteen Crore only).

**Regulatory Requirements:**

Companies Act, 2013: Section 188 of the Companies Act, 2013 requires that any contract or arrangement with a related party with respect to certain transactions must be approved by the Board of Directors and, in certain cases, by the shareholders through a special resolution.

SEBI (LODR) Regulations, 2015: Regulation 23 of the SEBI (LODR) Regulations, 2015 mandates that all material related party transactions require approval of the shareholders through a resolution. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

**Details of Related Party Transactions:**

<b>Particulars</b>	<b>Related Party 1</b>
Name of the Related party	Ziaulla Sheriff  (Managing Director of the company)  (or any firm or company or any other partnerships formed by Mr. Ziaulla Sheriff & Bhatia Family)



Nature of transactions as per section 188 of the Companies Act, 2013	Rental/ Lease Agreement with the duration and other terms as per the agreement
Nature of Director or Key Managerial Personnel who is related, if any	Managing Director
Nature of Relationship	Managing Director
Material terms and particulars of the contract or arrangement	As agreed between the parties
Monetary Value	Upton INR 15,00,00,000/-
Any other information relevant or important for the members to take decision on the proposed resolution	Nil

**Approval Sought:**

The Board seeks the approval of the members to authorize the Board of Directors to enter into contracts and arrangements with related parties as detailed in the annexure, in compliance with the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015, and the Articles of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except those who are related parties (Ziaulla Sheriff and Ms. Heena Sayeeda, daughter of Mr. Ziaulla Sheriff), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members as a Special Resolution.

**Agenda Number 4: To consider and approve the appointment of M/s Mehul Jain & Associates, Company Secretaries (FRN: S2025KR1012600) as the Secretarial Auditor of the Company for a period of 5 Financial Years.**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company and such other class of companies as may be prescribed is required to annex with its Board's Report a Secretarial Audit Report given by a Company Secretary in Practice.

Further, in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), every listed entity and its material unlisted subsidiaries incorporated in India are required to undertake a secretarial audit and annex the report of such audit with the annual report of the listed entity. Additionally, listed entities are required to submit an Annual Secretarial Compliance Report to the stock exchanges within sixty days from the end of each financial year, duly certified by a Company Secretary in Practice.

The Board of Directors, on the recommendation of the Audit Committee, proposes the appointment of M/s Mehul Jain & Associates, Company Secretaries (Firm Registration No. S2025KR1012600), having the requisite qualifications and peer review certification, as the Secretarial Auditor of the Company for a period of five (5) consecutive financial years commencing from the financial year 2025-26 to 2029-30, to conduct the secretarial audit of the Company in accordance with the provisions of the Act and

the SEBI LODR Regulations, at such remuneration as may be mutually agreed between the Board of Directors and the said firm from time to time. The Firm is also Peer reviewed pursuant to the regulations of the Institute of Company Secretaries of India (ICSI).

The Board is of the view that the long-term appointment will ensure continuity, efficiency, and deeper understanding of the Company's compliance framework, thereby strengthening governance oversight.

Pursuant to Regulation 24A of Listing Regulations, the appointment of Secretarial Auditor requires the approval of the shareholders vide an ordinary resolution. As per Section 177(4) of the Companies Act, 2013, Regulation 18(3) read with Part C of Schedule II of Listing Regulations, in line with the requirements of the amended Regulation 24A of Listing Regulation and based on the recommendation of the Audit Committee, the Board at its meeting held on 3<sup>rd</sup> September 2025 had approved the appointment and remuneration of the proposed Secretarial Auditor. The Company will not avail any services which are prohibited under the Listing Regulations read along with the SEBI Circular dated 31<sup>st</sup> December 2024 from the Secretarial Auditor. Besides the secretarial audit services, the Company may also obtain certifications and other permissible non- secretarial audit services from the Secretarial Auditor as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors as recommended by the Audit Committee.

M/s Mehul Jain & Associates, Company Secretaries is a professional firm offering specialized services in Corporate Law, Corporate Restructuring, Securities Law, FEMA and Advisory Services. The proprietorship firm of Company Secretaries is driven a dynamic proprietor who bring extensive knowledge and a unique holistic approach to various areas of expertise. The firm is a peer reviewed firm holding a valid certificate of peer review issued by the Institute of Company Secretaries of India. CS Mehul Jain proprietor of M/s Mehul Jain & Associates, Company Secretaries has done the Secretarial Audit in his own name for the year 2023-24 and 2024-25.

Considering the experience and expertise of M/s Mehul Jain & Associates, Company Secretaries the Audit Committee recommends the candidature for appointment as Secretarial Auditor for a term of five consecutive years till FY 2029-30 at a remuneration of as discussed mutually with the Secretarial Auditor (excluding out of pocket expenses incurred by them in connection with the audit and the applicable taxes) to be paid for the FY 2025-26 which is subject to the approval of shareholders at the 30th AGM.

The remuneration payable for subsequent years shall be based on the recommendation of the Audit Committee and approval of the Board.

#### Approval Sought:

The Board seeks the approval of the members to authorize the Board of Directors to appoint M/s Mehul Jain & Associates, Company Secretaries (FRN: S2025KR1012600), a Peer Review Unit of the ICSI as the Secretarial Auditors of the Company for a period of 5 Financial Years., in compliance with the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015, and the Articles of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except those who are related parties (Ziaulla Sheriff and Ms. Heena Sayeeda, daughter of Mr. Ziaulla Sheriff), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as an Ordinary Resolution.

By the order of the Board

For and on Behalf of

**Starcom Information Technology Limited**

(CIN: L67120KA1995PLC078846)

**Joydeep Sarkar**

**Company Secretary**

**ACS: 60357**

Date: 3<sup>rd</sup> September 2025

Place: Bengaluru

**Annexure to Item No. 2 of the Notice**

Name of The Director	Hina Sayeeda
Director Identification Number (DIN)	03642269
Designation	Non – Executive Director
Date of Birth	11 <sup>th</sup> October 1966
Age	59 years
Qualifications	Master of Commerce (M. Com)
Nature of Expertise in specific functional area	She has expertise in the field of Accounting & Finance.
Experience	32 Years
Terms and conditions of reappointment	She will continue to act as the Non-executive Director of the company.
Last drawn remuneration	Nil
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	8 <sup>th</sup> November 2014
Shareholding in the Company	NIL
Relationship with other Director/ Manager/KMPs	She is the daughter of Mr. Ziaulla Sheriff, the Chairman & Managing Director of the Company
No. of meetings of the Board attended during the financial year 2024-25	3 (Three)
Other Directorships (other than Starcom Information Technology Limited)	<ul style="list-style-type: none"><li>• Ossoor Estates Limited</li><li>• Wartyhully Estates Limited</li><li>• Golf View Homes Limited</li><li>• Engineering Technology Associates</li><li>• Apme Private Limited</li><li>• PRI Technologies Private Limited</li></ul>
Membership/Chairmanships of the Committees of Boards of other listed entities (other than Starcom Information Technology Limited)	Nil