

## Scrutinizer's Report- Combined

### Consolidated Report of Scrutinizer's on remote e-voting and voting by poll at the 22<sup>nd</sup> Annual General Meeting

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,  
The Chairman  
of the 22<sup>nd</sup> Annual General Meeting of Equity Shareholders of  
**Starcom Information Technology Limited** [CIN: L67120KA1995PLC078846]  
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

Dear Sir,

**Sub.: Combined Scrutinizers' Report on remote e-voting and voting by poll in terms of provisions of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standards - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for 22<sup>nd</sup> Annual General Meeting (AGM) of Starcom Information Technology Limited held on Monday, 30<sup>th</sup> October 2017 at 11.30 a.m.**

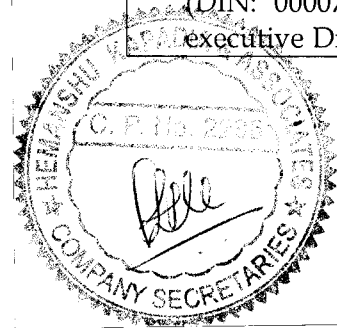
1. I, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477; C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, have been appointed as Scrutinizer by the Board of Directors of **Starcom Information Technology Limited** (the Company) for the purpose of scrutinising the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015;
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Friday, 27<sup>th</sup> October 2017, at (9:00 a.m. IST) and ended on Sunday, 29<sup>th</sup> October 2017 (5:00 p.m. IST) and the CDSL remote e-voting platform was blocked thereafter.
3. On the basis of the votes exercised by the Shareholders of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated 30<sup>th</sup> October 2017 **on the remote e-voting**.
4. Under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, we,



Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477; C.P. No.: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai and Mr. Yassar Khan, Member of the Company holding shares under DP-Client ID: 00938137, have been appointed as the Scrutinizers by the Chairman of the 22<sup>nd</sup> Annual General Meeting ['AGM'] of the Company to conduct the poll process in fair and transparent manner on all the resolutions of the 22<sup>nd</sup> AGM of the Members of the Company 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.

5. On the basis of the votes cast by the Shareholders through poll, we have issued separate Scrutinizers' Report dated October 30, 2017 on the poll taken on all the resolutions contained in the notice to the 22<sup>nd</sup> AGM of the Company.
6. As requested by the management, we submit herewith our combined report on the result of e-voting together with that of Poll as under with brief description of resolutions. Kindly refer the notice of 22<sup>nd</sup> AGM of the Company for the complete details of resolutions:

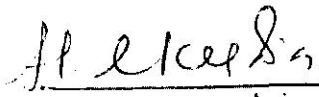
| Item of Notice   | No. of votes cast- in favour | No. of votes cast- against | No. of invalid votes cast | % of votes cast in favour | % of votes cast against |
|--|------------------------------|----------------------------|---------------------------|---------------------------|-------------------------|
| <b>I. Ordinary Business:</b>   |                              |                            |                           |                           |                         |
| 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March 2017, including the Audited Balance sheet as at 31 <sup>st</sup> March 2017, audited Statement of Profit and Loss and the Cash flow Statement of the Company for the year ended 31 <sup>st</sup> March 2017 and notes related thereto together with the Reports of the Directors' and the Auditors' thereon (Ordinary Resolution): | 39,44,189                    | 0                          | 0                         | 100                       | 0                       |
| 2. To appoint a Director in place of Mr. Ziaulla Sheriff (DIN: 00002098), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution):   | 39,44,189                    | 0                          | 0                         | 100                       | 0                       |
| 3. To appoint M/s K.M. Tulsian & Associates, Chartered Accountants (Firm Registration No.111075W) as the Statutory Auditors of the Company to hold office for a term of 5 (five) years from the conclusion of 22 <sup>nd</sup> Annual General Meeting until the conclusion of the 27 <sup>th</sup> Annual General Meeting (Ordinary Resolution):   | 39,44,189                    | 0                          | 0                         | 100                       | 0                       |
| <b>II. Special Business</b>  |                              |                            |                           |                           |                         |
| 4. To appoint Mr. Mohmmad Yousuf Khan (DIN: 0000751929) as Independent Non-executive Director of the Company to hold   | 39,44,189                    | 0                          | 0                         | 100                       | 0                       |



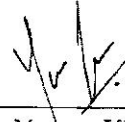
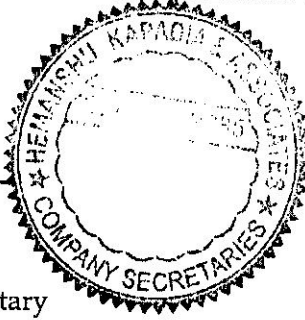
office for a term of five consecutive years commencing from 30<sup>th</sup> October 2017 (Ordinary Resolution):

7. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on all the resolutions contained in the Notice of the 22<sup>nd</sup> AGM of the Members of the Company. Our responsibility as scrutinizers for the e-voting process and for poll at the 22<sup>nd</sup> AGM is restricted to make a Scrutinizers' Report of the votes cast "in favour" or "against" the resolutions stated in the said notice, based on the report generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities and M/s. Sharex Dynamic (India) Private Limited (Registrar and Share Transfer Agent) at the time of poll taken at the 22<sup>nd</sup> AGM.

Thanking you,



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



Yassar Khan  
Scrutinizer  
Member  
DP- Client id- 00938137

Date: 30<sup>th</sup> October 2017  
Place: Bangalore

Date: 30<sup>th</sup> October 2017  
Place: Banaglore

Acknowledge receipt of the same

For Starcom Information Technology Limited



Ziaulla Sheriff  
Chairman & Managing Director  
DIN: 00002098



Chairman of the 22<sup>nd</sup> Annual General Meeting of the Company

Date: 30<sup>th</sup> October 2017  
Place: Bangalore