

29.09.2017

BOMBAY STOCK EXCHANGE LIMITED P. J. TOWERS, DALAL STREET, MUMBAI - 400 001 SCRIP CODE 532307	NATIONAL STOCK EXCHANGE OF INDIA LIMITED Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 MELSTAR
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Sub: Scrutinizer's report for Annual General Meeting held on Thursday, 28th September, 2017.

Dear Sir,

Pursuant to the provisions of **Section 108** of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) rules, 2014, as amended by Companies (Management and Administration) Rules 2015 read with **Regulation 44** of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

We enclose herewith the consolidated results of remote e-voting and voting at the Annual General Meeting of the Company in respect of the Resolutions passed at the 30th Annual General Meeting of the Company held on **28th September, 2017** at "**126**", **Sitaram Poddar Marg, Fanas Wadi, Mumbai - 400002**. The remote e-voting commenced on **Monday, The 25th September, 2017** at **09.00 A.M.** and ended on **Wednesday, The 27th September, 2017** at **5:00 P.M.**

We enclose herewith Scrutinizer's report on Remote E-voting and voting at the meeting.

Please take the documents on record.

Yours faithfully,

For **MELSTAR INFORMATION TECHNOLOGIES LIMITED**


(**SONI KANOJIA**)
DIRECTOR
DIN NO. 07790957
Encl: As above



All the correspondence to be made at following Address:

Corporate Office:

159, 5th Floor, Industry House,
Reclamation, Churchgate,
Mumbai 400 020. INDIA.
Phone : +91(22) 6235 6400
Fax : +91(22) 6235 6402
URL : www.melstar.com

Registered Office:

Melstar House, G-4, M.I.D.C.
Cross Road "A", Andheri (East),
Mumbai 400 093. INDIA.
Phone : +91(22) 2831 0505
URL : www.melstar.com

DETAILS OF AGENDA

Resolution No: 1 Adoption of Accounts for the year ended 31.03.2017.					
Resolution Required : Ordinary					
Promoter/Public	No. of shares	No. of votes e-voting & polled	% of votes polled on outstanding	No. of Votes in favor	No. of Votes against
Promoters and promoter group	6720976	6720976	100	6720976	0
Public Institutional holders	100000	0	0	0	0
Public and others	7462163	4558	0.06	3438	1120
Total	14283139	6725534	47.08	6724414	1120
% of Votes Casted				99.98%	0.01665%

Resolution No: 2 Re-Appointment of M/s Sarda & Pareek . Chartered Accountants as Statutory Auditors of the Company.					
Resolution Required : Ordinary					
Promoter/Public	No. of shares	No. of votes e-voting & polled	% of votes polled on outstanding	No. of Votes in favor	No. of Votes against
Promoters and promoter group	6720976	6720976	100	6720976	0
Public Institutional holders	100000	0	0	0	0
Public and others	7462163	4758	0.06	3538	1220
Total	14283139	6725734	47.08	6724514	1220
% of Votes Casted				99.98%	0.018%

Resolution No: 3 -To consider the Appointment of Mr Pritam Dhanawade as a Non Executive Director of the Company.					
Resolution Required : Ordinary					
Promoter/Public	No. of shares	No. of votes e-voting & polled	% of votes polled on outstanding	No. of Votes in favor	No. of Votes against
Promoters and promoter group	6720976	6720976	100	6720976	0
Public Institutional holders	100000	0	0	0	0
Public and others	7462163	3658	0.04	2538	1120
Total	14283139	6724634	47.08	6723514	1120
% of Votes Casted				99.98%	0.0167%

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Resolution No: 4- To consider the Appointment of Mr. Milind Prabhudesai as an Independent & Non- Executive Director of the Company.					
Resolution Required : Ordinary					
Promoter/Public	No. of shares	No. of votes e-votes & polled	% of votes polled on outstanding	No. of Votes in favor	No. of Votes against
Promoters and promoter group	6720976	6720976	100	6720976	0
Public Institutional holders	100000	0	0	0	0
Public and others	7462163	3758	0.05	2638	1120
Total	14283139	6724734	47.08	6723614	1120
% of Votes Casted				98.98%	0.0167%

Resolution No: 5 - To consider the Appointment of Mrs Minal Pote as an Independent & Non- Executive Director of the Company.					
Resolution Required : Ordinary					
Promoter/Public	No. of shares	No. of votes e-voting & polled	% of votes polled on outstanding	No. of Votes in favor	No. of Votes against
Promoters and promoter group	6720976	6720976	100	6720976	0
Public Institutional holders	100000	0	0	0	0
Public and others	7462163	6568	0.09	2538	1220
Total	14283139	6724734	49.20	6723514	1220
% of Votes Casted				99.98%	0.167%

Resolution No: 6 - To consider the Appointment of Mr. Ashish Mahendrakar as Whole time Director of the Company.					
Resolution Required : Ordinary					
Promoter/Public	No. of shares	No. of votes e-voting & polled	% of votes polled on outstanding	No. of Votes in favor	No. of Votes against
Promoters and promoter group	6720976	6720976	100	6720976	0
Public Institutional holders	100000	0	0	0	0
Public and others	7462163	3658	0.04	2538	1120
Total	14283139	6724634	47.08	6723514	1120
% of Votes Casted				99.98%	0.0167%

All the correspondence to be made at following Address:

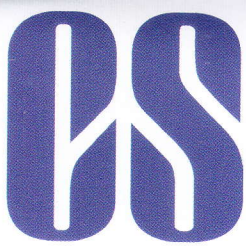
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Sushil Talathi & Associates
Practising Company Secretary

Form No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
MELSTAR INFORMATION TECHNOLOGIES LIMITED
159, Industry House, 5th Floor,
Churchgate Reclamation, Mumbai
Mumbai City MH 400020 IN

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 and Voting at the Annual General Meeting of Melstar Information Technologies Limited held on Thursday, 28th September, 2017 at 11.00 a.m.

I, Mr. Sushil Talathi of M/s. Sushil Talathi & Associates, Practising Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of Melstar Information Technologies Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, to conduct e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the 30th Annual General Meeting of Melstar Information Technologies Limited, held on Thursday 28th September, 2017 at 11.00 A.M. at "126", Sitaram Poddar Marg, Fanas Wadi, Mumbai - 400002.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on Thursday 28th September, 2017 at 11.00 A.M.

The Notice dated 2nd September, 2017 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the Shareholders who do not have access to remote e-voting facility.



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The shareholders of the Company holding shares as on the "cut-off" date Friday, 22nd September, 2017 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, 25th September, 2017 at 09.00 a.m. and ended on Wednesday, 27th September, 2017 at 05.00 p.m. and the NSDL e-voting platforms was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting systems and the ballot forms received respectively.

I now submit my Consolidated Report as under on the result of the remote e-voting/physical ballot forms in respect of the said Resolutions.

(a) Resolution No. 1: Ordinary Resolution

To consider and adopt

The audited financial statement of the Company for the financial year ended March 31, 2017.

(i) Voted in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll	% of total number of valid votes cast
13	6722701	27	1713	6724414	100%

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

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll	% of total number of valid votes cast
4	1120	NIL	NIL	1120	100%



iii) Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll
NIL	NIL	NIL	NIL	NIL

*Mr. Dinesh Bhatia vide Client ID No 10003699 has remain abstain from voting for above resolution

b) Resolution No. 2: Ordinary Resolution

To re-appoint Statutory Auditor and fix their remuneration.

(i) Voted in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll	% of total number of valid votes cast
12	6722601	28	1913	6724514	100%

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

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll	% of total number of valid votes cast
5	1220	NIL	NIL	1220	100%

iii) Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll
-				-



SPECIAL BUSINESS:**(c) Resolution No. 3: Ordinary Resolution****Appointment of Mr. Pritam Dhanawade as a Non Executive Director.**(i) Voted in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll	% of total number of valid votes cast
11	6721601	28	1913	6723514	100%

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

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll	% of total number of valid votes cast
4	1120	NIL	NIL	1120	100%

iii) **Invalid** votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll
-	-	-	--	-

(D) Resolution No. 4: Ordinary Resolution**Appointment of Mr. Milind Bhaskar Prabhudesai as an Independent & Non-Executive Director.**(i) Voted in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll	% of total number of valid votes cast
12	6721701	28	1913	6723614	100%

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

Number of members voted	Number of votes cast	Number of member	Number of votes cast	Total Number of votes cast	% of total number of valid
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in E-Voting	(Shares)-E voting	voted-Poll	(Shares)poll	through E-voting and poll	votes cast
4	1120	NIL	NIL	1120	100%

iii) Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll
NIL	NIL	NIL	NIL	NIL

(E) Resolution No. 5: Ordinary Resolution

Appointment of Mrs. Minal Umesh Pote as an Independent & Non Executive Director.

(i) Voted in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll	% of total number of valid votes cast
11	6721601	28	1913	6723514	100%

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

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll	% of total number of valid votes cast
5	1220	NIL	NIL	1220	100%

iii) Invalid votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll
NIL	NIL	NIL	NIL	NIL



(F) Resolution No. 6: Ordinary Resolution**Appointment of Mr. Ashish Mahendrakar as a Whole Time Director.**(i) Voted in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll	% of total number of valid votes cast
11	6721601	28	1913	6723514	100%

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

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll	% of total number of valid votes cast
5	1120	NIL	NIL	1120	100%

iii) **Invalid** votes:

Number of members voted in E-Voting	Number of votes cast (Shares)-E voting	Number of member voted-Poll	Number of votes cast (Shares)poll	Total Number of votes cast through E-voting and poll
NIL	NIL	NIL	NIL	NIL

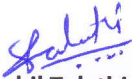
All the resolutions mentioned in the 30th AGM Notice as per details above stand passed under remote E-Voting and voting conducted at AGM by way of Ballot Papers with the requisite Majority and hence deemed to be passed as on the date of AGM.



I Hereby confirm that, I am Maintaining the Registers / records received from the Service Provider both Electronically and Manually, in respect of the votes cast through Remote E-voting and voting conducted at AGM by way of the Ballot Papers by the members of the company. The Ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to Company Secretary/ Director of the company for safe keeping, after chairman signed the Minutes of 30th AGM

Thanking you,

Yours faithfully,



Sushil Talathi

Sushil Talathi & Associates

Company Secretaries

FCS: 8506 CP No.: 9781

Office No 12A, 1st Floor, Bhagubhai Chambers,
363, Narshi Natha Street,

Masjid West, Mumbai - 400009

Place: Mumbai

Dated: 29/09/2017



Witness:

- 1) 
- 2) 

Countersigned by

For Melstar Information Technologies Limited

Soni Raghuveer Kanojia

Additional Director

DIN No 07790957