

ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1st Floor, Indira Market, Bhilwara, Rajasthan – 311001

Email Id: corporatesolutions14@gmail.com, (M) 09166611876

Scrutinizer's Report

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

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on Remote E-Voting and poll for 33rd Annual General Meeting of Equity Shareholders held on Thursday, 31th December, 2020

The Board of directors of **MELSTAR INFORMATION TECHNOLOGIES LIMITED** (hereinafter referred to as "company") on 09th December, 2020 appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the e-voting conducted at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (hereinafter referred to as "**Rule 20**") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the 33rd AGM of the Equity Shareholders dated 09th December, 2020. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

Report on Scrutiny:

- The Company had appointed National Securities Depository Limited (hereinafter referred to as "**NSDL**" / "**Service Provider**") as the Service Provider, for the purpose of extending the facility of remote e-voting and e-voting at the AGM to the shareholders of the Company. **M/s Bigshare Services Pvt Ltd** is the Registrar and Share Transfer Agents (hereinafter referred to as "**RTA**") of the Company.
- The Service Provider had provided a system for recording the votes of the Shareholders electronically on all the items of the business (both Ordinary and Special Business) sought to be transacted at the AGM of the Company.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded the items of the business to be transacted at the AGM on the website of the Company and also of the Service Provider to facilitate their Shareholders to cast their vote through remote e-voting and e-voting at the AGM.

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- Pursuant to General Circulars No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), The company has not published advertisement.
 - The internal cut-off date for the dispatch of the Notice of the AGM was Thursday, December 24, 2020 and as on that date, there were 10122 Shareholders of the Company.
 - The Company informed that in compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and on the basis of the Register of Members and the list of Beneficial Owners made available by the RTA of the Company and the depositories viz., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“NSDL”) respectively, the Service Provider of the Company completed dispatch of Notice of AGM on December 11, 2020 by E-mail to 6209 Members who had already registered their email IDs with the Company / Depositories.
 - The notices sent contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20.
 - As prescribed in clause (v) of sub rule 4 of Rule 20 of The Companies (Management and Administration) Rules, 2014, The Company also released an advertisement, which was not published more than 21 days before the date of the AGM in English newspaper in “Business Standard”, vernacular newspaper in vernacular language Global Times”, on Friday, December 25, 2020. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
 - The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolutions placed for approval of the Shareholders was Thursday, December 24, 2020.
 - The remote e-voting period remained open from Monday, 28th December, 2020 at 9.00 a.m. and ended on Wednesday, 30th December, 2020, at 5.00 p.m.
 - At the end of the voting period on Wednesday, 30th December, 2020, at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith. The limited information for the Shareholders who have cast their votes, such as name, folio number of shares held was obtained from the Service Provider.
 - The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.
 - After declaration of voting at AGM by the **Neehal Mahamullal Pathan Resolution Professional**, the shareholders present through VC voted using e-voting facility provided by NSDL / Service Provider. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
 - After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL / Service Provider ([https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com)) in the presence of two witnesses, who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
 - Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:
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Resolution 1: Resolution 1: To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2020.

Total No. of shareholders	10250		
Total No. of shares	14283139		
		Number of shareholders/ Folio	Number of shares/votes
Total votes cast through remote e-voting	A	68	6726166
Total votes cast through e-voting at AGM	B	4	10
Grand Total of remote e-voting /e-voting at AGM (A+B)	C	72	6726176

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	6720976	6720976	100.00	6720976	0	100.00	0.00
	E-VOTING AT AGM		0	0.00	0.00	0.00	0.00	0.00
	TOTAL		6720976	100.00	6720976	0	100.00	0.00
Public - Institutions	E-VOTING		0.00	0.00	0.00	0.00	0.00	0.00
	E-VOTING AT AGM		0.00	0.00	0.00	0.00	0.00	0.00
	TOTAL		0.00	0.00	0.00	0.00	0.00	0.00
Public-Non Institutions	E-VOTING	7562163	5200	0.07	5180	20	99.62	0.39
	E-VOTING AT AGM		0.00	0.00	0.00	0.00	0.00	0.00
	TOTAL		5200	0.07	5180	20	99.62	0.39
TOTAL		14283139	6726176	47.09	6726156	20	99.9997	0.0003

RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.9997%, I report that the ordinary resolution as set out in the notice of AGM dated 09th December, 2020 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

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Resolution 2 : Appointment of M/s Sarda & Pareek, Chartered Accountants (FRN: 109262W), Statutory Auditor of the Company.

Total No. of shareholders	10250		
Total No. of shares	14283139		
		Number of shareholders/ Folio	Number of shares/votes
Total votes cast through remote e-voting	A	68	6726166
Total votes cast through e-voting at AGM	B	4	10
Grand Total of remote e-voting /e-voting at AGM (A+B)	C	72	6726176

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	6720976	6720976	100.00	6720976	0	100.00	0.00
	E-VOTING AT AGM		0	0.00	0.00	0.00	0.00	0.00
	TOTAL		6720976	100.00	6720976	0	100.00	0.00
Public - Institutions	E-VOTING		0.00	0.00	0.00	0.00	0.00	0.00
	E-VOTING AT AGM		0.00	0.00	0.00	0.00	0.00	0.00
	TOTAL		0.00	0.00	0.00	0.00	0.00	0.00
Public-Non Institutions	E-VOTING	7562163	5200	0.07	5180	20	99.62	0.39
	E-VOTING AT AGM		0.00	0.00	0.00	0.00	0.00	0.00
	TOTAL		5200	0.07	5180	20	99.62	0.39
TOTAL		14283139	6726176	47.09	6726156	20	99.9997	0.0003

RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.9997%, I report that the ordinary resolution as set out in the notice of AGM dated 09th December, 2020 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

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Resolution 3: Resolution 3 : Regularization of Additional Independent Director, Mr. Pramod Shivaji Bhosale (DIN: 08669615), by appointing him as Independent Director of the Company

Total No. of shareholders	10250		
Total No. of shares	14283139		
		Number of shareholders/ Folio	Number of shares/votes
Total votes cast through remote e-voting	A	68	6726166
Total votes cast through e-voting at AGM	B	4	10
Grand Total of remote e-voting /e-voting at AGM (A+B)	C	72	6726176

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	6720976	6720976	100.00	6720976	0	100.00	0.00
	E-VOTING AT AGM		0	0.00	0.00	0.00	0.00	0.00
	TOTAL		6720976	100.00	6720976	0	100.00	0.00
Public - Institutions	E-VOTING		0.00	0.00	0.00	0.00	0.00	0.00
	E-VOTING AT AGM		0.00	0.00	0.00	0.00	0.00	0.00
	TOTAL		0.00	0.00	0.00	0.00	0.00	0.00
Public-Non Institutions	E-VOTING	7562163	5200	0.07	5180	20	99.62	0.39
	E-VOTING AT AGM		0.00	0.00	0.00	0.00	0.00	0.00
	TOTAL		5200	0.07	5180	20	99.62	0.39
TOTAL		14283139	6726176	47.09	6726156	20	99.9997	0.0003

RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.9997%, I report that the ordinary resolution as set out in the notice of AGM dated 09th December, 2020 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

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Resolution 4 : Regularization of Additional Independent Director, Ms. Shireen Mohd Haneef Khan (DIN: 08669626), by appointing her as Independent Director of the Company.

Total No. of shareholders	10250		
Total No. of shares	14283139		
		Number of shareholders/Folio	Number of shares/votes
Total votes cast through remote e-voting	A	68	6726166
Total votes cast through e-voting at AGM	B	4	10
Grand Total of remote e-voting /e-voting at AGM (A+B)	C	72	6726176

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	6720976	6720976	100.00	6720976	0	100.00	0.00
	E-VOTING AT AGM		0	0.00	0.00	0.00	0.00	0.00
	TOTAL		6720976	100.00	6720976	0	100.00	0.00
Public - Institutions	E-VOTING		0.00	0.00	0.00	0.00	0.00	0.00
	E-VOTING AT AGM		0.00	0.00	0.00	0.00	0.00	0.00
	TOTAL		0.00	0.00	0.00	0.00	0.00	0.00
Public-Non Institutions	E-VOTING	7562163	5200	0.07	5180	20	99.62	0.39
	E-VOTING AT AGM		0.00	0.00	0.00	0.00	0.00	0.00
	TOTAL		5200	0.07	5180	20	99.62	0.39
TOTAL		14283139	6726176	47.09	6726156	20	99.9997	0.0003

RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.9997%, I report that the ordinary resolution as set out in the notice of AGM dated 09th December, 2020 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

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All the Resolutions mentioned in the AGM Notice dated December 09, 2020 as per the results above stand passed under remote e-voting and e-voting at the AGM with the requisite majority and deemed to be passed as on the date of the AGM.

A soft copy, containing a list of Equity Shareholders who voted “FOR” or “AGAINST” and those whose votes were declared invalid/abstained/voted for lesser shares, for each resolution is being handed over to the **Mr. Neehal Mahamullal Pathan, Resolution Professional.**

The electronic data and all other relevant records relating to the e-voting are in my safe custody and will be handed over to **Mr. Neehal Mahamullal Pathan, Resolution Professional** for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid AGM.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and Rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and e-voting at AGM.

Yours Faithfully,

Name and Signature of the Scrutinizer

Anil Kumar Somani

Practicing Company Secretary

COP: 13379

M.NO.36055

UDIN: A036055B001832927

Date: 03.01.2021

Place: Bhilwara