

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
--	---

Dear Sir/Ma'am,

Sub: 32nd Annual General Meeting Notice, Book Closure and E-Voting Details.

This is to inform you that the **32nd Annual General Meeting** of Melstar Information Technologies Limited will be held on **Thursday, 26th September, 2019** at **02.00 P.M.** at "**2ND Floor, Library Hall, Indian Merchant Chamber, (IMC), Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai-400020** to transact the business set out in the Notice of AGM dated 12th August, 2019.


Further we would like to inform you that pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management & Administration) Rules, 2014 read with Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, 20th September, 2019 to Thursday, 26th September, 2019** (both days inclusive) for the purpose of Annual General Meeting.

Further as per Regulation 44 of the SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015, we have provided the facility to vote by electronics means holding Shares either in physical or electronic form as on cut off date i.e. Thursday, **19th September 2019** to cast their votes on all the resolutions set forth in the Notice of 32nd Annual General Meeting. The Company has made Arrangements with National Securities Depository Ltd(NSDL) to Facilitate e-voting..

Remote e-Voting will Commence on **Monday, 23th September 2019 (9.00 A.M.)** and ends on **Wednesday, 25th September 2019(5:00 P.M.)**

THANKING YOU,

YOURS FAITHFULLY,
FOR MELSTAR INFORMATION TECHNOLOGIES LIMITED


(SIRISH KUMAR SAHOO)
DIRECTOR
DIN NO. 08052666



Registered 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

NOTICE OF 32nd ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the members of MELSTAR INFORMATION TECHNOLOGIES LIMITED will be held on Thursday, the 26th September, 2019 at 02.00 P.M. at "2nd Floor, Library Hall, Indian Merchant Chamber, (IMC) ,Chamber of Commerce and Industry, IMC Building , IMC Marg, Churchgate, Mumbai - 400020 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended **March 31, 2019** and the Reports of the Board of Directors and the Auditors thereon, and in this regard, pass the following resolutions as **Ordinary Resolutions**:
"RESOLVED THAT the Audited Financial Statement of the Company for the Financial year ended **March 31, 2019** and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. **M/s Sarda & Pareek, Chartered Accountants (FRN: 109262W)**, Statutory Auditor of the Company was appointed as Statutory Auditor for the period of three financial year from 01/04/2018 to 31/03/2021 in the **31st Annual General Meeting held on 27th September 2018** as per the provisions of Section 139, 142 and other applicable provisions if any, of the Companies Act 2013 or any amendment thereof or modification thereof. **M/s Sarda & Pareek, Chartered Accountants, (FRN 109262W)** continues to be the Statutory Auditor of the Company as per the provision of the Companies Act 2013.

SPECIAL BUSINESS:

3. As an **Ordinary Resolution** To Consider and to Regularize the appointment of **Mr. Anant Satish Pathak (DIN: 05338978)** Additional Director as the Director of the Company and in this regard, pass the following resolution:
"RESOLVED THAT **Mr. Anant Satish Pathak (DIN: 05338978)** who was appointed as an Additional Director of the Company, by the Board of Directors in their Meeting held on 12.08.2019 w.e.f 13.08.2019 under section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any Statutory modification or re-enactment thereof and applicable provisions of the Articles of Association of the Company and who hold office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company."
4. **As a Special Resolution** To Consider and to regularize the appointment of **Mr. Anant Satish Pathak (DIN: 05338978)** Additional Director as the **Managing Director** of the Company and in this regard, pass the following resolution :
"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of **Mr. Anant Satish Pathak (Din : 05338978)** as the **Managing Director** of the Company(who was appointed as for **Managing Director in the board meeting held on 12.08.2019 w.e.f. from 13.08.2019 subject to the approval of Shareholder in ensuing Annual General meeting)** for the period of five consecutive years from the Conclusion of this AGM till the Conclusion of 37th AGM and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of **Mr. Anant Satish Pathak (DIN: 05338978)** in the best interests of the Company and as may be permissible at law, viz

A. Period:

Five years w.e.f. 13th August, 2019 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

I. Direct Earning :

- i) Basic Salary: ₹57458 (Rupees Fifty Seven Thousand Four Hundred Fifty Eight Only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ` 1,00,000/-(Rupees One Lakhs only) per month as Basic Salary.
- ii) House Rent Allowance : ₹28729 (Rupees Twenty Eight Thousand Seven hundred and Twenty Nine Only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of 1,00,000/- (Rupees One Lakhs Only) per month .
- iii) Medical Allowance : ₹1250 (One Thousand Two Hundred and Fifty Only) per month.
- iv) Transport allowance : Nil
- v) Special Allowance : ₹ 17196 (Seventeen Thousand One Hundred and Ninty Six Only) per month.
- vi) City Compensatory Allowance : NIL.

II Other Benefits :

- i) **Leave Travel Allowance** : ₹ 2873(Rupees Two Thousand Eight Hundred and Seventy Three Only) per month

III STATUTORY BENEFITS :

- i) Medical Insurance : ₹ 58 (Rupees fifty Eight Only) per month
- ii) Personal Accident Insurance : ₹: 60 (Rupees Sixty Only) per month.
- iii) Provident Fund Contribution (Employer's) : ₹ 7293 (Rupees Seven Thousand Two Hundred and Ninty Three Only).

IV ADDITIONAL ALLOWANCE:

- i) Performance Linked Incentives : NIL



OTHER ALLOWANCES / BENEFITS, PERQUISITES : Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board may from time to time decide.

- C. Annual remuneration review is from 1st April each year, as per the policy of the Company.
- D. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of **Mr. Anant Satish Pathak (DIN : 05338978)**, Managing Director will be considered as continuous service with the Company from the date of his joining.
- F. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.
- G. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to **Mr. Anant Satish Pathak (DIN : 05338978)** in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, , Managing Director if required.
- H. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment.
5. **As an Ordinary Resolution: To Consider and to Regularize the appointment of Mr. Vineet Kumar Tripathi (DIN: 07229156) Additional Director as an Independent & Non- Executive Director**, and in this regard, pass the following resolution:
"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made there under read with Schedule IV to the Companies Act, 2013, including any statutory modifications and amendments thereof, **Mr. Vineet Kumar Tripathi (DIN: 07229156)**, who was appointed as an Additional Director (Independent and Non Executive Category) of the Company with effect from **01-04-2019**, entitled to hold office up to the conclusion of the ensuing Annual General Meeting and whose term expires at this Annual General Meeting, and who has submitted a declaration to the effect that he meets the criteria of independence as provided under section 149(6) of the Companies Act 2013 and Rules made thereof and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the Office of director, be and is hereby appointed as an Independent Director and Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from the conclusion of this AGM till the conclusion of 37th AGM or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines thereto."
6. **As an Ordinary Resolution: To Consider and to Regularize the appointment of Ms. Kirti Tripathi (DIN: 07140094) Additional Director as an Independent & Non Executive Director (Independent Woman Director)** and in this regard, pass the following resolution:
"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made there under read with Schedule IV to the Companies Act, 2013, including any statutory modifications and amendments thereof, **Ms. KIRTI TRIPATHI (DIN:07140094)**, who was appointed as an Additional Director (Independent and Non Executive category) of the Company with effect from **01-04-2019**, entitled to hold office up to the conclusion of the ensuing Annual General Meeting and whose term expires at this Annual General Meeting, and who has submitted a declaration to the effect that she meets the criteria of independence as provided under section 149(6) of the Companies Act 2013 and Rules made thereof and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of director, be and is hereby appointed as an Independent Director and Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from the conclusion of this AGM till the conclusion of 37th AGM or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines thereto."
7. **As an Ordinary Resolution : To Consider and to Regularize the appointment of Mr. Sirish Kumar Sahoo (DIN : 08052666) Additional Director as Non- Independent & Non Executive Director** and in this regard, pass the following resolution:
"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made there under read with Schedule IV to the Companies Act, 2013, including any statutory modifications and amendments thereof, **Mr. Sirish Kumar Sahoo (DIN:08052666)**, who was appointed as an Additional Director (Non- Independent & Non Executive Director Category) of the Company with effect from **01-04-2019**, entitled to hold office up to the conclusion of the ensuing Annual General Meeting and whose term expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the Office of director, be and is hereby appointed as an Non Independent Director and Non-Executive Director of the Company, liable to retire by rotation, to hold office for a term of five consecutive years from the conclusion of this AGM till the conclusion of 37th AGM or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines thereto".

By Order of the Board of Directors

For Melstar Information Technologies Limited

S/d-

Sirish Kumar Sahoo
Director
DIN : 08052666

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member of the Company (a copy of the proxy form is attached). The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than Forty-Eight (48) hours before commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Annual Report and AGM Notice is available at the website of the Company at www.melstar.com in the Investor Info section.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, The 20th September, 2019 to Thursday, The 26th September, 2019 (both days inclusive) for annual closing.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
8. Members desirous of making nomination as permitted under Section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH-13, which can be procured from the Registrar and Share Transfer Agent M/s Bigshare Services Private Limited (RTA). The Members holding shares in demat form may contact their respective depository participants for such nominations.
9. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, M/s. Bigshare Services Private Limited (RTA), for consolidation into a single folio.
10. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on Friday, The 20th September, 2019.
11. M/s Anil Kumar Somani, Practicing Company Secretary, bearing COP No. 13379 and Membership no. 36055 has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
12. The final results including the poll and remote e-voting results of the AGM of the Company shall be declared within 48 hours from the conclusion of the Annual General Meeting. The final results along with the scrutinizers report shall be placed on the Company's website www.melstar.com immediately after the result is declared by the Chairman.
13. In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on The Cut-Off Date, being Thursday, the 19th September, 2019, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting"). The remote e-voting commences on Monday, the 23rd September, 2019 (09.00 a.m.) and ends on Wednesday, the 25th September, 2019 (5:00 p.m.). Detail of the process and manner of Remote e-voting along with the User ID and Password is being sent to all the Members along with the Notice.
14. In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on The Cut-Off Date being Thursday, the 19th September, 2019.
15. The Notice of the Annual General Meeting along with the Annual Report 2018-19 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

Voting through electronic means:**How do you 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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.



Details on Step 1 is mentioned below:

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat(NSDL or CDSL) or Physical	Your User ID is:
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. Your password details 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, your 'initial password' is communicated to you on your postal address.
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
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 Anil Somani [corporatesolutions14@gmail.com] with a copy marked to evoting@nsdl.co.in.
 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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- I. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.:1800-222-990 or contact Compliance Officer Ms. Rajbala Kiroriwal at e-mail id companysecretary@melstar.com
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
 In case Shareholders are holding shares in Demat mode, USER-ID is the combination of (DPID+ ClientID).
 In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- III. You can also update your mobile number and e-mail id in the user profile of the folio which may be used for sending future communication(s).
- IV. You can also update your mobile number and e-mail id in the user profile of the folio which may be used for sending future communication(s).
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on The Cut-Off Date i.e. Thursday, The 19th September, 2019.
- VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of The Cut-Off Date i.e. Thursday, The 19th September, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ujata@bigshareonline.com
 However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. M/s Anil Somani & Associates, Practicing Company Secretary, bearing COP No. 13379, and Membership no. 36055 has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the 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 three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor 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.
- XI. The Results declared along with the report of the Scrutinizer shall be place on the website of the Company www.melstar.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India.



There will be one e-vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.

- XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.melstar.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India.

There will be one e-vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders

Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice.

Item 3 & 4:

Mr. Anant Satish Pathak (DIN: 05338978) was appointed as an Additional Director (Non Executive Director, Independent Category) on 01.02.2019 as per the provisions of Section 161(1) and section 149(1) read with the Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provision (including any modification or enactment thereof), if any, of the Companies Act 2013 read with the Articles of Association of the Company, wide Circular resolution no 1/2019. The board took note of the Same in the subsequent Board Meeting held on 12.02.2019.

Mr. Anant Satish Pathak (DIN: 05338978) resigned in the Board Meeting held on 12th August 2019 with immediate effect.

Mr. Anant Satish Pathak (DIN: 05338978) is appointment as additional Director in executive Category with effect from 13th August 2019 in the board Meeting held on 12th August 2019.

In Order to Comply with the provision of Companies Act 2013 and SEBI (Listing Obligation Disclosure Requirements) Regulation, 2015 Mr. Anant Satish Pathak (DIN: 05338978) is appointed(change in Designation) as Managing Director of the Company in the Board Meeting held on 12th August 2019 with effect from 13th August 2019 subject to the Approval of Shareholder in the ensuing Annual General Meeting.

Item no 5.

The Board of Directors has pursuant to Section 161(1) and section 149(1) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provision (including any modification or enactment thereof), if any, of the Companies Act 2013 read with the Articles of Association of the Company, **Mr. Vineet Kumar Tripathi (DIN :07229156)** appointed as an Additional Director of the Company with effect from 01.04.2019 who hold office up to the ensuing Annual General Meeting and being eligible offers himself for appointment.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for appointment of **Mr. Vineet Kumar Tripathi (DIN: 07229156)** for the office of Director of the Company.

The Board after receiving the declaration under Section 149(6) of the Act from **Mr. Vineet Kumar Tripathi (DIN : 07229156)**, is of opinion that he meets the criteria of Independence and fulfils the conditions specified in the Act and the Rules framed thereunder for his appointment as Independent and Non Executive Director of the Company.

The matter regarding appointment of **Mr. Vineet Kumar Tripathi (DIN : 07229156)** as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as Independent Director for a term of five years from the conclusion of this AGM till the conclusion of 37th AGM.

The terms and conditions of appointment of **Mr. Vineet Kumar Tripathi (DIN:07229156)** shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Item no 6.

The Board of Directors has pursuant to Section 161(1) and second proviso to section 149(1) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provision (including any modification or enactment thereof), if any, of the Companies Act 2013 read with the Articles of Association of the Company, **Ms. Kirti Tripathi (DIN :07140094)** appointed as an Additional Director of the Company with effect from 01.04.2019 who hold office up to the ensuing Annual General Meeting and being eligible offers herself for appointment.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for appointment of **Ms. Kirti Tripathi (DIN:07140094)** for the office of Director of the Company.

The Board after receiving the declaration under Section 149(6) of the Act from **Ms. Kirti Tripathi (DIN :07140094)**, is of opinion that she meets the criteria of Independence and fulfils the conditions specified in the Act and the Rules framed thereunder for her appointment as Independent and Non Executive Director of the Company.

The matter regarding appointment of **Ms. Kirti Tripathi (DIN :07140094)** as Independent Director was placed before the Nomination & Remuneration Committee, which recommends her appointment as Independent Director for a term of 5 years from the conclusion of this AGM till the conclusion of 37th AGM.

The terms and conditions of appointment of **Ms. Kirti Tripathi (DIN :07140094)** shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

32nd Annual Report 2018-2019

Item no. 7

The Board of Directors has pursuant to Section 161(1) and second proviso to section 149(1) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provision (including any modification or enactment thereof), if any, of the Companies Act 2013 read with the Articles of Association of the Company, **Mr. Sirish Kumar Sahoo (DIN:08052666)** appointed as an Additional Director of the Company with effect from 01.04.2019 who hold office up to the ensuing Annual General Meeting and being eligible offers himself for appointment.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature for appointment of **Mr. Sirish Kumar Sahoo (DIN: 08052666)** for the office of Director of the Company.

The matter regarding appointment of Mr. Sirish Kumar Sahoo (DIN:08052666) as non Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as Non Independent Director for a term of 5 years from the conclusion of this AGM till the conclusion of 37th AGM.

The terms and conditions of appointment of **Mr. Sirish Kumar Sahoo (DIN:08052666)** shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

• Details of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting

1. Detail of Director	
Name of the Director	Mr. Anant Satish Pathak (DIN :05338978)
Date of Birth	07/05/1984
Qualifications	Management Graduate
Date of appointment	01.02.2019 till 12.08.2019 Appointed on 12.08.2019 w.e.f 13.08.2019 (as Managing Director subject to Approval of Shareholder in ensuing Annual General Meeting.
Expertise in specific functional Area	Mr. Anant Satish Pathak aged 34 years has vast Corporate experience of 12 years in the field of Financial and Operations. His key skills include budget Control, risk management, merger & Amaglamation, diversification etc.
List of other directorship Excluding foreign companies private companies section 8 of the Companies Act, 2013	Melstar information Technologies Limited
Chairman /member of the Board/Committees of other companies in which director	Melstar information Technologies Limited
Company's shares held	Nil

2. Detail of Director	
Name of the Director	Mr.Vineet Kumar Tripathi (DIN: 07229156)
Date of Birth	02/07/1971
Qualifications	Mr.Vineet Kumar Tripathi is fellow member of of ICSI and MBA (Finance)
Date of appointment	01.04.2019
Expertise in specific functional Area	Mr.Vineet Kumar Tripathi has vast and wide experience in Compliances , Finance and Management. He has worked with Aditya Birla Group, Zee and Kitply Industries.He is associated with Yash Birla Group since last five years.
List of other directorship Excluding foreign companies private companies section 8 of the Companies Act, 2013	Melstar information Technologies Limited
Chairman /member of the Board/Committees of other companies in which director	Melstar information Technologies Limited
Company's shares held	Nil



3. Detail of Director	
Name of the Director	Mr. Sirish Kumar Sahoo (DIN : 08052666)
Date of Birth	17/11/1989
Qualifications	Mr. Sirish Kumar Sahoo has done his MBA in finance and Marketing from KIIT School of Management,
Date of appointment	01.04.2019
Expertise in specific functional Area	Mr. Sirish Kumar Sahoo has six year of Experience in Banking and Indian Stock Market. He has worked with two renowned Bank, ICICI and AXIS Bank .He has Five year of Experience in Banking Sector. He was Co founder of Biznotech Super V.ision. He is associated with with Yash Birla Group since last Six Month.
List of other directorship Excluding foreign companies private companies section 8 of the Companies Act, 2013	Melstar information Technologies Limited
Chairman /member of the Board/Committees of other companies in which director	Melstar information Technologies Limited
Company's shares held	Nil

4. Detail of Director	
Name of the Director	Ms. Kirti Tripathi (DIN: 07140094)
Date of Birth	08/07/1973
Qualifications	Ms.Kirti Tripathi MSc, B.ED and Junior Reserch Scholar from Banaras Hindu University
Date of appointment	01.04.2019
Expertise in specific functional Area	Ms.Kirti Tripathi is founder member of Bhargwa Education Centre Trust. She is also fellow promoter of othe Educational Trust.
List of other directorship Excluding foreign companies private companies section 8 of the Companies Act, 2013	Melstar information Technologies Limited
Chairman /member of the Board/Committees of other companies in which director	Melstar information Technologies Limited
Company's shares held	Nil

None of the Directors, Key Managerial Personnel and their relatives other than Anant Satish Pathak, Kirti Tripathi, Vineet Kumar Tripathi and Sirish Kumar Sahoo are concerned or interested in the said resolutions. The Board of Directors recommends the said resolution for your approval

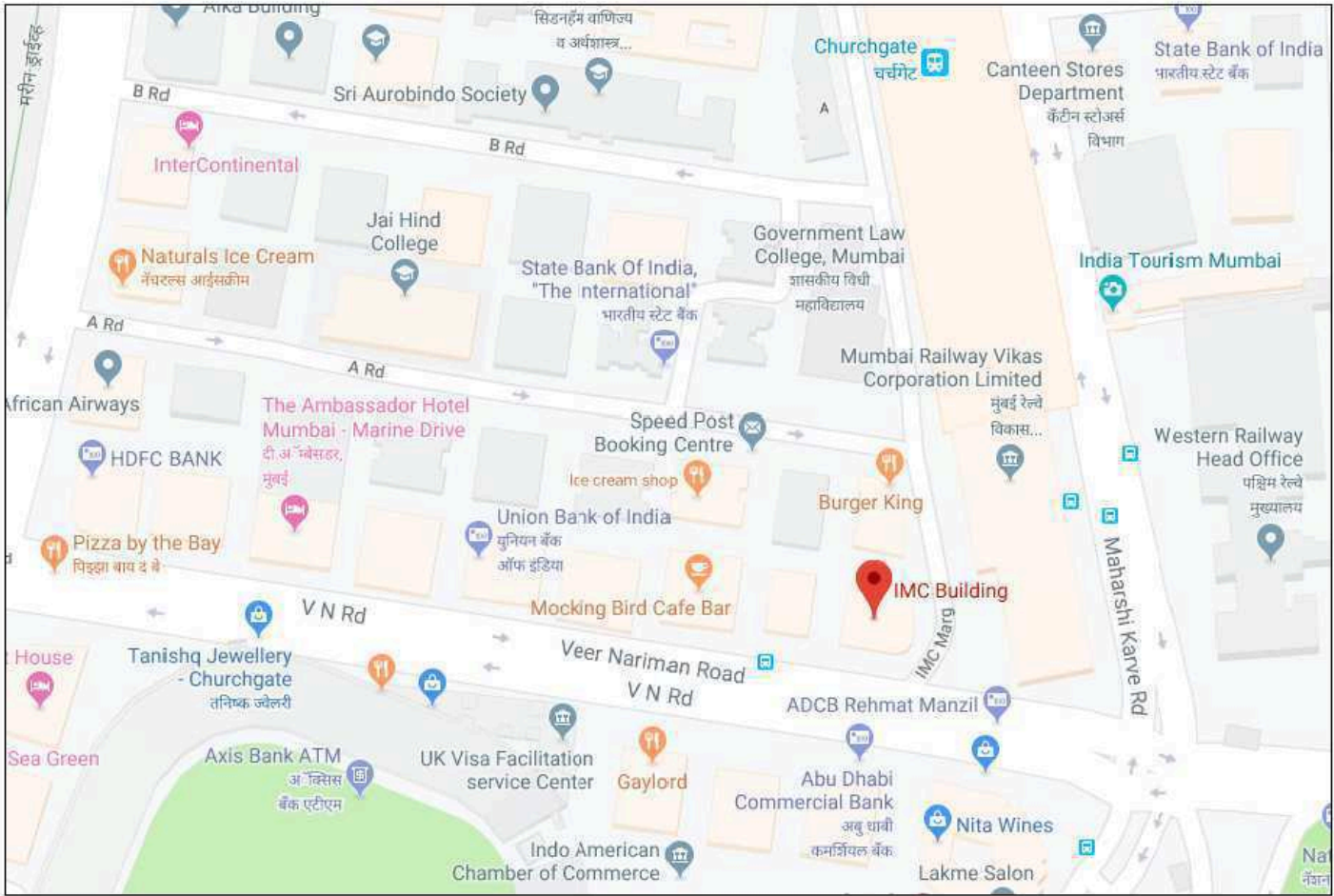
The Board recommends the resolution as set out in Item No.1, 3, 4, 5, 6 &7 of the Notice for Members' approval.

For Melstar Information Technologies Limited

Place: Mumbai
Date: 12.08.2019

S/d-
Sirish Kumar Sahoo
Director
DIN : 08052666

Route Map to the Venue of the AGM





MELSTAR INFORMATION TECHNOLOGIES LIMITED

159, Industry House, 5th Floor, Churchgate, Reclamation, Mumbai – 400020
Corporate Identity Number (CIN): L99999MH1986PLC040604

Email : info@melstar.com, visit us at :www.melstar.com, Telephone: (022) 62356400, Fax (022)62356402,

MGT-11 - PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the Company : MELSTAR INFORMATION TECHNOLOGIES LIMITED CIN : L99999MH1986PLC040604
Registered Office : 5th Floor, 159, Industry House, Churchgate, Reclamation Mumbai 400020 Tel no : 022-62356400 Fax no : 022-62356402

Name of the Member(s)			
Registered address			
E-mail Id			
Folio No./Client Id		DP ID:	

I / We, being the Member(s) of _____ shares of Melstar Information Technologies Limited, hereby appoint:

- _____ of _____ having e-mail _____ or failing him
- _____ of _____ having e-mail _____ or failing him
- _____ of _____ having e-mail _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32st Annual General Meeting of the Company, to be held on Thursday, the 26th September, 2019 AT 02.00 P.M. at "2ND Floor, Library Hall, Indian Merchant Chamber(IMC), Chamber of Commerce and Industry, IMC Building , IMC Marg, Churchgate, Mumbai-400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

*I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolution for approving (give details)	Votes Cast Please tick your choice(✓) in the respective column-"for" or "against"	
		For	Against
1	Ordinary Business :Ordinary Resolution : To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon,		
3	Special Business : Ordinary Resolution : To Consider and to Regularize the appointment of Mr. Anant Satish Pathak (DIN: 05338978) Additional Director as the Director of the Company		
4	Special Business : Special Resolution : To Consider and to regularize the appointment of Mr. Anant Satish Pathak (DIN : 05338978) Additional Director as the Managing Director of the Company.		
5	Special Business : Ordinary Resolution :To Consider and to Regularize the appointment of Mr. Vineet Kumar Tripathi (DIN: 07229156) Additional Director as an Independent & Non- Executive Director.		
6	Special Business : Ordinary Resolution To Consider and to Regularize the appointment of Ms. Kirti Tripathi (DIN:07140094) Additional Director as an Independent & Non Executive Director (Independent Woman Director).		
7	Special Business : Ordinary Resolution :To Consider and to Regularize the appointment of Mr. Sirish Kumar Sahoo (DIN : 08052666) Additional Director as Non- Independent & Non Executive Director.		

Signed this..... day of.....2019

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix
Re.
1/-Revenue
Stamp

Signature(s) across the stamp

Notes

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- Please complete all details including detail(s) before submission.

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Shareholders may obtain additional Slip at the venue of the meeting

DP Id*	
Client Id*	
Folio No.	
No. of Shares	
Name and Address of Shareholder:	

I hereby record my presence at the 32st Annual General Meeting of the Company held on Thursday, the 26th September, 2019 AT 2.00 P.M. at "2ND Floor, Library Hall, Indian Merchant Chamber, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai-400020.

*Applicable for investors holding shares in electronic form.

Signature of Shareholder/Proxy

ELECTRONIC VOTING PARTICULARS		
EVEN(E-Voting Event Number)	USER ID	PASSWORD/PIN