



P. Sanghani & Co.

CHARTERED ACCOUNTANTS

B - 4, Parekh Apartment, Gr. Floor, Sarojini Road, Vile Parle (West), Mumbai - 400 056. INDIA.
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COMBINED SCRUTINIZERS REPORT FOR E-VOTING & POLL FOR MELSTAR INFORMATION TECHNOLOGIES LIMITED

To,

Mr. Ashish Mahendrakar

**Chairman of 28th Annual General Meeting of the Equity Shareholders of
Melstar Information Technologies Limited**

**Held on Tuesday, 29th September, 2015 at 10.00 a.m. at Melstar House, G-4
M.I.D.C Cross Road "A" Andheri(East) Mumbai-400093.**

**Sub: Passing of Resolution through electronic AND poll conducted at the 28th
Annual General Meeting of Melstar Information Technologies Limited held on
Tuesday, September 29, 2015**

The Company had appointed me as Scrutinizer for e-voting which started on **26th September, 2015 (9:00 a.m.)** and ending on **28th September, 2015 (5.00 p.m.)**. The Chairman of the 28th Annual General Meeting has appointed me as scrutinizers for the Poll held at the 28th Annual General Meeting on **29th September, 2015**.

The e-voting results were unblocked by me on **29th September, 2015** in the presence of two witnesses. For further details kindly refer my Scrutinizers Report dated **29th September, 2015**, handed over to you.

At the 28th AGM of the Company held on **29th September, 2015** the Chairman of the Meeting had suo motto called for Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM has appointed me as the Scrutinizers for the same. For further details kindly refer to my Scrutinizer report in form MGT 13 dated **29th September, 2015**.

The result of the E-voting together with that of Poll is as under:

Item no of Notice	Particulars of Business	Votes in favor of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%	Nos.	%	Nos.	%
Item No.1	E-voting	7023430	99.94	1100	0.02	-	-
	Poll	3014	0.04	-	-	-	-



	Total	7026444	99.98	1100	0.02	-	-
Item No.2	E-voting	7023430	99.94	1100	0.02	-	-
	Poll	3014	0.04	-		-	-
	Total	7026444	99.98	1100	0.02	-	-
Item No.3	E-voting	7023430	99.94	1100	0.02	-	-
	Poll	3014	0.04	-		-	-
	Total	7026444	99.98	1100	0.02	-	-
Item No.4	E-voting	7023430	99.94	1100	0.02	-	-
	Poll	3014	0.04	-		-	-
	Total	7026444	99.98	1100	0.02	-	-
Item No.5	E-voting	7023430	99.94	1100	0.02	-	-
	Poll	3014	0.04	-		-	-
	Total	7026444	99.98	1100	0.02	-	-
Item No.6	E-voting	7023430	99.94	1100	0.02	-	-
	Poll	3014	0.04	-		-	-
	Total	7026444	99.98	1100	0.02	-	-

Thanking You,

Yours faithfully,
 For P. Sanghani & Co.
 Chartered Accountants
 Firm Registration No. 109096W

Praful Sanghani
 (Praful Sanghani)
 Proprietor
 Membership No. 038144
 Place: Mumbai
 Date: **29.09.2015**





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To,

Mr. Ashish Mahendrakar

Chairman of 28th Annual General Meeting of the Equity Shareholders of
Melstar Information Technologies Limited

Melstar House,

G-4, Cross Road,

"A" MIDC,

Andheri (East),

Mumbai- 400 093

Dear Sir,

Sub: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014

We, M/s P. Sanghani & Co., Practicing Chartered Accountants, had been appointed as the Scrutinizer by the Board of Directors of Melstar Information Technologies Limited (hereinafter referred to as The Company) vide resolution dated 14th August, 2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the 28th Annual General Meeting of the Company to be held on 29th September, 2015

The Notice dated 14th August, 2015 convening Annual General Meeting (AGM) of the Company 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 to be passed at the said AGM of the Company to be held on 29th September, 2015

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

The Company had fixed 22nd September, 2015 as the cut-off date and fixed e-voting period as a period commencing on 26th September, 2015 (9:00 a.m.) and ending on 28th September, 2015 (5.00 p.m.) to vote on the resolutions as set out at item nos. 1 to 6 in the Notice dated 14th August, 2015 of the 28th AGM of the Company.



The voting period commenced on Saturday, 26th September, 2015 at 9.00 a.m. and ended on Monday, 28th September, 2015 at 5.00 p.m. and the NSDL e-voting platform was blocked thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company.

We have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system.

We now submit our report as under on the result of voting through electronic means in respect of the said Resolutions.

I. Resolution 1 :-

Adoption of Accounts for the year ended 31.03.2015

i. Voted in favour of the resolution

Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
12	7023430	99.98

ii. Voted against the resolution

Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
2	1100	0.02

iii. Invalid votes

Total Number of members whose votes were declared invalid	Total number of Votes cast (Shares)
0	0

II. Resolution 2 :-

Appointment of M/s. Jai Prakash Upadhayay & Co., Chartered Accountant as Statutory Auditors of the Company.

iv. Voted in favour of the resolution

Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
12	7023430	99.98



v. Voted against the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
2	1100	0.02

vi. Invalid votes

Total Number of members whose votes were declared invalid	Total number of Votes cast (Shares)
0	0

III. Resolution 3 :-

Authorizing the Board to appoint Branch Auditors for the overseas branch offices in US.

vii. Voted in favour of the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
12	7023430	99.98

viii. Voted against the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
2	1100	0.02

ix. Invalid votes

Total Number of members whose votes were declared invalid	Total number of Votes cast (Shares)
0	0

IV. Resolution 4 :-

To consider the appointment of Mrs. Kirti Tripathi as a Non Executive Director liable to retire by rotation

x. Voted in favour of the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
12	7023430	99.98



xi. Voted against the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
2	1100	0.02

xii. Invalid votes

Total Number of members whose votes were declared invalid	Total number of Votes cast (Shares)
0	0

V. Resolution 5 :-

To consider the appointment of Mr. Rakesh Kumar Dixit as an Independent and Non Executive Director of the Company.

xiii. Voted in favour of the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
12	7023430	99.98

xiv. Voted against the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
2	1100	0.02

xv. Invalid votes

Total Number of members whose votes were declared invalid	Total number of Votes cast (Shares)
0	0

IV. Resolution 6 :-

To consider the appointment of Mr. Ashish Ramesh Mahendrakar as an Independent and Non Executive Director of the Company.

xvi. Voted in favour of the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast



system		
12	7023430	99.98

xvii. Voted against the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
2	1100	0.02


xviii. Invalid votes

Total Number of members whose votes were declared invalid	Total number of Votes cast (Shares)
0	0

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,
 For P. Sanghani & Co.
 Chartered Accountants
 Firm Registration No. 109096W


 (Praful Sanghani)
 Proprietor
 Membership No. 038144
 Place: Mumbai
 Date: 29.09.2015

