



26.11.2016

Melstar Information Technologies Limited

CIN : L99999MH1986PLC040604



THE YASH BIRLA GROUP

<b>BOMBAY STOCK EXCHANGE LIMITED</b> P. J. TOWERS, DALAL STREET, MUMBAI - 400 001	<b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
<b>SCRIP CODE 532307</b>	<b>MELSTAR</b>

**Sub: Consolidated Scrutinizer's report for Annual General Meeting held on Saturday 26<sup>th</sup> November, 2016**

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 29<sup>th</sup> Annual General Meeting of the Company held on **26<sup>th</sup> November, 2016** at **Melstar House, G-4, Cross Road, "A" M.I.D.C. Andheri (East), Mumbai-400093**. The remote e-voting commenced on **Wednesday, 23<sup>rd</sup> November, 2016** at **09:00 A.M.** and ended on **Friday, 25<sup>th</sup> November, 2016** at **05:00 P.M.**

We enclose herewith Consolidated 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**

**(ANIL KORPE)**  
**CHIEF FINANCIAL OFFICER**

Encl: As above



Registered / Corporate Office:  
Melstar House, G-4, M.I.D.C.  
Cross Road "A", Andheri (East),  
Mumbai 400 093, INDIA.  
Phone : +91(22) 4056 6464  
Fax : +91(22) 2831 0520  
URL : www.melstar.com



# P. Sanghani & Co.

**CHARTERED ACCOUNTANTS**

B 4 Parekh Apartment, Gr. Floor, Sarojini Road, Vile Parle (West), Mumbai - 400 056 INDIA  
Tel. : (022) 2610 3065 / 6522 3065 / 3263 3065 Telefax : 91-22-26103066  
E-mail : admin@capsanghani.com Website : www.capsanghani.com

## **COMBINED SCRUTINIZERS REPORT FOR E-VOTING & POLL FOR MELSTAR INFORMATION TECHNOLOGIES LIMITED**

To,

**Mr. Vijaykumar Modi**

**Chairman of 29<sup>th</sup> Annual General Meeting  
Melstar Information Technologies Limited**

**Held on Tuesday, 26<sup>th</sup> November, 2016 at 09.00 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 29<sup>th</sup>  
Annual General Meeting of Melstar Information Technologies Limited held on  
Saturday, November 26, 2016**

The Company had appointed me as Scrutinizer for e-voting which started on **23<sup>rd</sup> November, 2016 (9:00 a.m.)** and ending on **25<sup>th</sup> November, 2016 (5.00 p.m.)**. The Chairman of the 29<sup>th</sup> Annual General Meeting has appointed me as scrutinizers for the Poll held at the 29<sup>th</sup> Annual General Meeting on **26<sup>th</sup> November, 2016**.

The e-voting results were unblocked by me on **26<sup>th</sup> November, 2016** in the presence of two witnesses. For further details kindly refer my Scrutinizers Report dated **26<sup>th</sup> November, 2016**, handed over to you.

At the 29<sup>th</sup> AGM of the Company held on **26<sup>th</sup> November, 2016** 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 **26<sup>th</sup> November, 2016**.

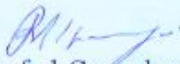
**The result of the E-voting together with that of Poll is as under:**

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	6721016	99.99	1000	0.01	-	-
	Poll	4464	99.78	10	0.22	-	-

	<b>Total</b>	<b>6725480</b>	<b>99.98</b>	<b>1010</b>	<b>0.02</b>	-	-
<b>Item No.2</b>	<b>E-voting</b>	<b>6722016</b>	<b>100</b>	-	-	-	-
	<b>Poll</b>	<b>4464</b>	<b>99.78</b>	<b>10</b>	<b>0.22</b>	-	-
	<b>Total</b>	<b>6726480</b>	<b>99.99</b>	<b>10</b>	<b>0.01</b>	-	-
<b>Item No.3</b>	<b>E-voting</b>	<b>6721016</b>	<b>99.99</b>	<b>1000</b>	<b>0.01</b>	-	-
	<b>Poll</b>	<b>4464</b>	<b>99.78</b>	<b>10</b>	<b>0.22</b>	-	-
	<b>Total</b>	<b>6725480</b>	<b>99.98</b>	<b>1010</b>	<b>0.02</b>	-	-
<b>Item No.4</b>	<b>E-voting</b>	<b>6722016</b>	<b>100</b>	-	-	-	-
	<b>Poll</b>	<b>4464</b>	<b>99.78</b>	<b>10</b>	<b>0.22</b>	-	-
	<b>Total</b>	<b>6726480</b>	<b>99.99</b>	<b>10</b>	<b>0.01</b>	-	-
<b>Item No.5</b>	<b>E-voting</b>	<b>6721016</b>	<b>99.99</b>	<b>1000</b>	<b>0.01</b>	-	-
	<b>Poll</b>	<b>4464</b>	<b>99.78</b>	<b>10</b>	<b>0.22</b>	-	-
	<b>Total</b>	<b>6725480</b>	<b>99.98</b>	<b>1010</b>	<b>0.02</b>	-	-
<b>Item No.6</b>	<b>E-voting</b>	<b>6721016</b>	<b>99.99</b>	<b>1000</b>	<b>0.01</b>	-	-
	<b>Poll</b>	<b>4464</b>	<b>99.78</b>	<b>10</b>	<b>0.22</b>	-	-
	<b>Total</b>	<b>6725480</b>	<b>99.98</b>	<b>1010</b>	<b>0.02</b>	-	-

Thanking You,

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

  
 (Praful Sanghani)  
 Proprietor  
 Membership No. 038144  
 Place: Mumbai  
 Date: **26.11.2016**





# P. Sanghani & Co.

**CHARTERED ACCOUNTANTS**

B 4 Parekh Apartment, Gr. Floor, Sarojini Road, Vile Parle (West), Mumbai - 400 056. INDIA.  
Tel. : (022) 2610 3065 / 6522 3065 / 3263 3065 Telefax : 91-22-26103066  
E-mail : admin@capsanghani.com Website : www.capsanghani.com

To,  
Mr. Vijaykumar Modi  
Chairman of 29<sup>th</sup> 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 29<sup>th</sup> September, 2016 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 29<sup>th</sup> Annual General Meeting of the Company to be held on 26<sup>th</sup> November, 2016.

The Notice dated 29<sup>th</sup> September, 2016 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 26<sup>th</sup> November, 2016.

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 19<sup>th</sup> November, 2016 as the cut-off date and fixed e-voting period as a period commencing on 23<sup>rd</sup> November, 2016 (9:00 a.m.) and ending on 25<sup>th</sup> November, 2016 (5.00 p.m.) to vote on the resolutions as set out at item nos. 1 to 6 in the Notice dated 29<sup>th</sup> September, 2016 of the 29<sup>th</sup> AGM of the Company.

The voting period commenced on Wednesday, 23<sup>rd</sup> November, 2016 at 9.00 a.m. and ended on Friday, 25<sup>th</sup> November, 2016 at 5.00 p.m. and the NSDL e-voting platform was blocked thereafter. The votes cast under e-voting



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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 31.03.2016**

i. 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
7	6721016	99.99

ii. Voted against the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
1	1000	0.01

iii. Invalid votes

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

II. Resolution 2 :-

**To appoint M/S Sarda & Pareek as Statutory Auditor in place of outgoing auditors M/s Jay Prakash Upadhayay.**

iv. 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
8	6722016	100



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v. Voted against the resolution

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

vi. Invalid votes

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

III. Resolution 3 :-

**Appointment of Mr. Sanjiv Tandon as an Additional Director upto 07.09.2016.**

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
7	6721016	99.99

vii. Voted against the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
1	1000	0.01

viii. Invalid votes

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

IV. Resolution 4 :-

**Appointment of Mr. Sanjiv Tandon as an Managing Director from 01.10.2015 to 07.09.2016.**

ix. 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
8	6722016	100



- 4 -

x. Voted against the resolution

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

xi. Invalid votes

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

V. Resolution 5 :-

**Appointment of Mr. Vijaykumar Modi as Independent and Non Executive Director.**

xii. 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
7	6721016	99.99

xiii. Voted against the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
1	1000	0.01

xiv. Invalid votes

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

IV. Resolution 6 :-

**Consent of the Company u/s 180(1)(c) of the Companies Act,2013**

xv. 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
7	6721016	99.99



xvi. Voted against the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
1	1000	0.01


xvii. Invalid votes

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

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: 26.11.2016







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FORM NO.MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administrative ) Rules,2014]

To,  
Mr. Vijaykumar H. Modi  
Chairman of 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Melstar Information Technologies Limited

Held on **Saturday, 26<sup>th</sup> November, 2016 at 09:00 a.m.** at G-4, Melstar House, M.I.D.C. Cross Road "A", Andheri (East), Mumbai-400093.

Dear Sir,

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 **29<sup>th</sup> September, 2016** 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 29<sup>th</sup> Annual General Meeting of the Company to be held on **26<sup>th</sup> November, 2016**.

The Notice dated **29<sup>th</sup> September, 2016** 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 **26<sup>th</sup> November, 2016**.

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 **19<sup>th</sup> November, 2016** as the cut-off date and fixed e-voting period as a period commencing on **23<sup>rd</sup> November, 2016 (09:00 a.m.) and ending on 25<sup>th</sup> November, 2016 (05.00 p.m.)** to vote on the resolutions as set out at item nos. 1 to 6 in the Notice dated **29<sup>th</sup> September, 2016** of the 29<sup>th</sup> AGM of the Company.



The voting period commenced on **Wednesday, 23<sup>rd</sup> November, 2016 at 09.00 a.m.** and ended on **Friday, 25<sup>th</sup> November, 2016 at 05.00 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 31.03.2016**

i. 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
7	6721016	99.99

ii. Voted against the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
1	1000	00.01

iii. Invalid votes

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

II. Resolution 2 :-

**Appointment of M/S Sarda & Pareek as Statutory Auditor in place of outgoing Auditors M/s Jai Prakash Upadhayay.**

iv. 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
8	6722016	100



v. Voted against the resolution

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

vi. Invalid votes

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

III. Resolution 3 :-

**To consider the appointment of Mr. Sanjiv Tandon as an Additional Director upto 07.09.2016.**

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
7	6721016	99.99

viii. Voted against the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
1	1000	00.01

ix. Invalid votes

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



IV. Resolution 4 :-

**To consider the appointment of Mr. Sanjiv Tandon as a Managing Director from 01.10.2015 to 07.09.2016.**

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
8	6722016	100

xi. Voted against the resolution

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

xii. Invalid votes

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

V. Resolution 5 :-

**To consider the appointment of Mr. Vijaykumar Modi as an Independent and Non Executive Director.**

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
7	6721016	99.99

xiv. Voted against the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
1	1000	00.01

xv. Invalid votes

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



IV. Resolution 6 :-

**Consent of the company u/s 180(1)(c) of the Companies Act, 2013.**

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
7	6721016	99.99

xvii. Voted against the resolution

Number of members voted through electronic system	Number of Votes cast (Shares)	% of total number of valid votes cast
1	1000	00.01

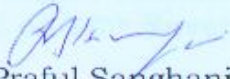
xviii. Invalid votes

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

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: 26.11.2016

