

Melstar Information Technologies Limited

CIN: L99999MH1986PLC040604



REVISED

01.12.2016

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

Sub: Revised Consolidated Scrutinizer's report for Annual General Meeting held on Saturday 26th 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 revised consolidated results of remote e-voting and voting at the Annual General Meeting of the Company in respect of the Resolutions passed at the 29th Annual General Meeting of the Company held on 26th 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, 23rd November, 2016 09:00 A.M. and ended on Friday, 25th November, 2016 at 05:00 P.M. at

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 www.melstar.com URL



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

Revised Scrutinizer's Report

To, The Chairman Melstar Information Technologies Limited Melstar House, G-4, M.I.D.C. Cross Road 'A', Andheri (East), Mumbai, Maharashtra 400093

Dear Sir,

SUB: Revised Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of 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 through ballot paper at the Annual General meeting of Melstar Information Technologies Limited held on Saturday, 26TH November, 2016 at 09.00 A.M.

I, Praful Sanghani, of M/S P. Sanghani & Co, had 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) Rules, 2014, as amended, to conduct the e-voting process in respect of the below mentioned resolutions passed at the 29th Annual General Meeting (AGM) of Melstar Information Technologies Limited held on Saturday, 26TH November, 2016 at 09.00 A.M.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on 26^{TH} November, 2016.

The Notice dated **29TH September**, **2016** 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 AGM of the Company.

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

The Company had also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier through e-voting facility. The shareholders of the company holding shares as on the "cut-off" date of 19TH November, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for e-voting commenced on Wednesday, 23RD November, 2016 at 9:00 A.M. and ended on Friday, 25TH November, 2016 at 05:00 P.M. and the NSDL e-voting platform was blocked thereafter.

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

The votes cast under 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 AGM the votes cast there under were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the National Security Depositaries Limited (NSDL) evoting system and voting through ballot paper at the AGM.

I now submit my consolidated Report as under on the result of the e-voting and voting through ballot paper at the AGM in respect of the said Resolutions.

Resolution 1: Ordinary Resolution

To consider and adopt the Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2016, and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
26	6725480	99.98

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	1010	0.02

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them	
0	0	



Resolution 2: Special Resolution

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

(i) Voted in favor of the resolution:

27	6726480	99.99
	Number of valid votes cast by them	% of total number of valid votes cast

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	10	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution 3: Ordinary Resolution

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

(i) Voted in favor of the resolution:

26 6725480	
Number of members voted Number of valid votes cast by them	% of total number of valid votes cast

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	1010	0.02

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them	
0	0	



-4-

Resolution 4: Special Resolution

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

(i) Voted in favor of the resolution:

	Number of valid votes cast by them	% of total number of valid votes cast
27	6726480	99.99

(ii) Voted against the resolution:

1	10	0.01
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Reolution 5: Ordinary Resolution

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

(i) Voted in favor of the resolution:

26	6725480	99.98
	Number of valid votes cast by them	% of total number of valid votes cast

(ii) Voted against the resolution:

2	1010	0.02
Number of members voted	Number of valid votes cast	% of total number of valid

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Reolution 6: Special Resolution

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

(i) Voted in favor of the resolution:

	Number of valid votes cast by them	% of total number of valid votes cast
26	6725480	99.98

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	1010	0.02

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Thanking You,

Yours faithfully, For P. Sanghani & Co. Chartered Accountants

Firm Registration No. 109096W

(Praful Sanghani)

Proprietor

Membership No. 038144

Place: Mumbai Date: **01.12.2016** For Meistar Information Technologies Ltd.

Director

Annexure - I

Date of AGM		26.11.2016
Total number of shareholders on record date		9826
Number of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	4 43	
Number of shareholders attended the meeting through video conferencing: Promoter and Promoter Group: Public:	N.A. N.A.	*



_7-

MELSTAR INFORMATION TECHNOLOGIES LIMITED POLLING SUMMARY

Details of Agenda:

Resolutio	n required:	Ordinary	 Adopt the financial statements (Including audited Consolidated Financial Statements) for the year ended 31st March, 2016 and the reports of the directors and the auditors thereon. 						
Whether group ar agenda/ r	promoter e interes esolution					NO			
Category	Mode of voting	No. of shares held		% of votes polled on outstanding shares (3)=[(2)/(1)]*100	votes- in	No. o votes- against	f % of votes in favour on votes polled 6=[(4)/(2)]*100	% of votes against on Votes polled 7=[(5)/(2)]*100	
	E-voting	6720976	6720976	100	6720976		100	-	
and Promoter Group	Poll	-	-	-	-	-	-	-	
	Postal ballot if any	-		-		-			
	Total	6720976	6720976	100	6720976	-	100	-	
Public-	E-voting	-	-	-	-	-			
Institutio ns	Poll	-		-	7	-	-		
	Postal ballot if any				-	-	-	-	
	Total	-			-	-	-	2	
Public- Non	E-voting	7562163	1040	0.01	40	1000	3.85	96.15	
nstituion	Poll		4474	0.06	4464	10	99.78	0.22	
i	Postal ballot if any				•	-	- ≥		
	Total	7562163	5514	0.07	4504	1010	81.68	18.32	
Total		14283139	6726490	47.09	6725480	1010	99.98	0.02	



Resolution required: Special			 To appoint M/S Sarda & Pareek as Statutory Auditor in place of outgoing auditors M/s Jay Prakash Upadhayay. 						
Whether group ar agenda/ re	promoter, e interest esolution								
	Mode of voting	f No. of shares held		% of votes polled on outstanding shares	votes- in	No. of votes- against		% of votes against on Votes polled 7=[(5)/(2)] *100	
		1	2	(3)=[(2)/(1)]*100 3	4	5	6=[(4)/(2)] *100 6		
Promoter and Promoter Group	E-voting	6720976	6720976	100	6720976	-	100	-	
	Poll	-	-	-		-	-	-	
	postal ballot if any						-	-	
	Total	6720976	6720976	100	6720976	-	100	-	
Public-	E-voting		-	-	-	-	-	-	
Institutio ns	Poll	-	-	-	-	-	-	-	
	postal ballot if any				-	-)	-		
	Total	-	-				-		
Public- Non	E-voting	7562163	1040	0.01	1040	-	100	-	
Instituion	Poll		4474	0.06	4464	10	99.78	0.22	
S	postal ballot if any					-			
	Total	7562163	5514	0.07	5504	10	99.82	0.18	
l'otal		14283139	6726490	47.09	6726480	10	99.99	0.01	



Item No	Committee Commit							
Resolutio	on required	: Ordinary	1. Appoi	ntment of 07.09.201	Mr. Sanji	v Tandon	as Addition	al Directo
	promote re intere resolution		r	07.09.201		NO		
Category	Mode of voting			votes	otes votes in colled on favour cutstandi		1000	f % of votes against on Votes polled
		1	2	(3)=[(2)/(1)]*100 3	4	5	6=[(4)/(2)] *100 6	7=[(5)/(2)] *100 7
Promoter and Promoter Group		6720976	6720976	100	6720976	-	100	-
	Poll	-	-	-	-	-	-	
	postal ballot i any	f	-		-	-	-	-
	Total	6720976	6720976	100	6720976	-	100	
Public- institutio	E-voting		-		-			
nstitutio	Poll	-	-		-	-		
	postal ballot if any	-		-	-	-	-	
	Total	*25	-	-		-	-	
ublic-	E-voting			0.01	40	1000	3.85	96.15
nstituion	Poll		4474	0.06	4464	10		0.22
	postal ballot if any			•		•	-	-
	Total	7562163	5514	0.07	4504	1010	81.68	18.32
Total		14283139	5726490	47.09	5725480	ALC: NAME OF THE PARTY OF THE P		0.02



Resolutio	n required:	Special	1. Appoi	1. Appointment of Mr. Sanjiv Tandon as Managing from 01.10.2015 to 07.09.2016					
Whether promoter/ promoter group are interested in the agenda/ resolution				NO NO					
Category	Mode of voting	No. of shares held	No. or votes polled	votes polled on outstandi ng shares	votes- in			wotes against on Votes polled	
5		1	2	(3)=[(2)/(1)]*100 3	4	5	6=[(4)/(2)] *100 6	7=[(5)/(2)] *100 7	
Promoter	E-voting	6720976	6720976	100	6720976		100	-	
and Promoter	Poll	-	-	-	-	-	-	-	
Group	postal ballot if any	-	-	-	-	-	-	-	
	Total	6720976	6720976	100	6720976	-	100	_	
Public-	E-voting	-	-	-	-	-	-		
Institutio ns	Poll	-	-	-		-	-		
ns	postal ballot if any		-	-	•	-	-	-	
	Total	-	-	-	-		-	*-	
Public- Non	E-voting	7562163	1040	0.01	1040	-	100	-	
non Instituion	Poll		4474	0.06	4464	10	99.78	0.22	
s	postal ballot if any						-	-	
	Total	7562163	5514	0.07	5504	10	99.82	0.18	
Total		14283139	6726490					0.01	



111

				tem No. 5						
Resolution	n required:	Ordinary	 Appointment of Mr. Vijaykumar Modi as an Independent and Non Executive Director. 							
Whether promoter/ promoter group are interested in the agenda/ resolution			NO Executive Director.							
Category	Mode of voting	No. of shares held		% of votes polled on outstandi ng shares	votes- in	No. of votes- against		% o votes against on Votes polled		
		1	2	(3)=[(2)/(1)]*100 3	4	5	6=[(4)/(2)] *100 6	7=[(5)/(2)] *100 7		
Promoter	E-voting	6720976	6720976	100	6720976	-	100	-		
and Promoter Group	Poll	-	-	-		-	-	-		
	Posta ballot if any	-	•	-	-	-	-	-		
	Total	6720976	6720976	100	6720976	-	100	-		
Public-	E-voting	-	-	-	-	-		-		
Institutio ns	Poll	-	-	-	-	-	-			
ns	Posta ballot if any	-					-			
	Total	-	-	-	-	-	-	-		
Public- Non Instituion s	E-voting	7562163	1040	0.01	40	1000	3.85	96.15		
	Poll		4474	0.06	4464	10	99.78	0.22		
	Posta ballot if any				-	-	•	-		
	Total	7562163	5514	0.07	4504	1010	81.68	18.32		



Item No. 6

Resolution			1. Consent of the company u/s 180(1)(c) of the Companies Act,2013.								
Whether promoter/ promoter group are interested in the agenda/ resolution				NO							
Category	Mode of voting	No. of shares held		f % of votes polled on outstandi ng shares	votes- in	ERSTENSES 10-90		% of votes against on Votes polled			
		1	2	(3)=[(2)/(1)]*100 3	4	5	6=[(4)/(2)] *100 6	7=[(5)/(2)] *100 7			
	E-voting	6720976	6720976	100	6720976	-	100	-			
and Promoter Group	Poll	-	-	-		-	-				
	postal ballot if any			-	-	-	- 11	-			
	Total	6720976	6720976	100	6720976	-	100	-			
Public-	E-voting	-	-	-	-	-	-	-			
Institutio ns	Poll	-	-		-	-	-	-			
	postal ballot if any	•				-					
	Total	-	-	-	-	-	-	-			
Public- Non Instituion s	E-voting	7562163	1040	0.01	40	1000	3.85	96.15			
	Poll		4474	0.06	4464	10	99.78	0.22			
	postal ballot if any										
	Total	7562163	5514	0.07	4504	1010	81.68	18.32			
Total		14283139	6726490	47.09	6725480	1010	99.98	0.02			

112-



Melstar Information Technologies Ltd. POLL SUMMARY (PHYSICAL & e-VOTING) CONSOLIDATED

	Resolution 2: SPECIAL RESOLUTION To appoint M/S Sarda & Pareek as Statutory Auditor in place of outgoing auditors M/s Jay Prakash Upadhayay.	RESOLUTION: ORDINARY RESOLUTION To consider and adopt the Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Company for the financial year ended March 31, 2016, and the Board of Directors and Auditors thereon.	Resolution
	28	23	Total number of Member s who voted
	6726490	6726490	Number of shares held
	6726490	6726490	Number of shares for which votes cast
	27	26	No. of member s who voted in favor
	6726480	6725480	No. of Votes in favor
	99.99	99.98	% of Votes cast in favor to total number of valid votes cast
800	1	ы	Number of Members who voted against
	10	1010	No. of Votes cast agains t
	0.01	0.02	% of Votes cast against to total number of valid votes cast
	0	0	Number of Members whose vote(s) is/are invalid
	0	0	Invalid votes
	0	0	Number of Abstain cases

Resolution 6: SPECIAL RESOLUTION Consent of the company u/s 180(1)(c) of the Companies Act,2013	Resolution 5: ORDINARY RESOLUTION Appointment of Mr. Vijaykumar Modi as an Independent and Non Executive Director.	Resolution 4: SPECIAL RESOLUTION Appointment of Mr. Sanjiv Tandon as Managing from 01.10.2015 to 07.09.2016.	ORDINARY RESOLUTION Appointment of Mr. Sanjiv Tandon as Additional Director up to 07.09.2016.
6: 28 he he	Ir. 28		
00	00	22	, A
6726490	6726490	6726490	6726490
6726490	6726490	6726490	6726490
26	26	27	26
6725480	6725480	6726480	6725480
99.98	99.98	99.99	99.98
а	ы	1	ы
1010	1010	. 10	1010
0.02	0.02	0.01	0.02
o	0	0	0
0	0	0	٥
0	0	0	0

Melstar Information Technologies Ltd. POLL SUMMARY (e-voting)

Resolution 6	Resolution 5	Resolution 4	Resolution 3	Resolution 2	Resolution 1	Resolution
œ	00	00	00	90	00	Total Number of Members who voted
6722016	6722016	6722016	6722016	6722016	6722016	No. of Shares held
6722016	6722016	6722016	6722016	6722016	6722016	of Number of shares for which votes cast
7	7	00	7	90	7	of Number of No. for Members Votes of who voted in favor
6721016	6721016	6722016	6721016	6722016	6721016	of No. of Votes cast ed in favor
99.99	99.99	100	99.99	100	99.99	of % of Votes cast cast in favor r to total number of valid votes cast
1	1	0	1	0	1	Number Members wi voted again
1000	1000	,	1000		1000	# 0
0.01	0.01		0.01	·	0.01	of % of Votes Numbe cast cast Membe against to whose total vote(s) number of is/are valid votes invalid cast
0	0	0	0	0	0	of % of Votes Number of Invalid st cast Members votes against to whose total vote(s) number of is/are valid votes invalid cast
0	0	0	0	0	0	f Invalid votes
0	0	0	0	0	0	Number of Abstain Cases
0	0	0	0	0	0	of Number of Shares In Abstain



Melstar Information Technologies Ltd. Poll Summary (Physical -AGM)

Resolution 6	Resolution 5	Resolution 4	Resolution 3	Resolution 2	Resolution 1	Resolution
20		20	20	20	20	Total No. Number of Shares Members held who voted
4474	4474	4474	4474	4474	4474	
4474	4474	4474	4474	4474	4474	of Number Number of shares Member for which who vo votes cast in favor
19	19	19	19	19	19	Number Number of No. of shares Members Vote for which who voted cast votes cast in favor favo
4464	4464	4464	4464	4464	4464	n ö
99.78	99.78	99.78	99.78	99.78	99.78	of % of Votes Number of No. cast in Members Vot in favor to who voted cast total against agai number of valid votes cast
1	1	1	1	1	1	es Number of No. in Members Vote to who voted cast against agai es
10	10	10	10	10	10	inst
0.22	0.22	0.22	0.22	0.22	0.22	of % of Numbe Votes of cast Membe against whose to total vote(s) number is/are of valid invalid votes cast
0	0	0	0	0	0	is r
0	0	0	0	0	0	Invalid votes
0	0	0	0	0	0	Number of Abstain Cases
0	0	0	0	0	0	Number of Shares In Abstain

