

09.10.2015

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

Dear Sirs,

Sub: **COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED 30.09.2015**

We enclose herewith Compliance Report on Corporate Governance for the Quarter ended **30.09.2015**.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **MELSTAR INFORMATION TECHNOLOGIES LIMITED**



(VIJAY MODI)
Company Secretary

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

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **MELSTAR INFORMATION TECHNOLOGIES LIMITED**
 Scrip Code : **532307 – MELSTAR**
 Quarter ending on : **30.09.2015**

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|---|
| II. Board of Directors | 49(II) | | — |
| (A) Composition of Board | 49 (IIA) | YES | — |
| (B) Independent Directors | 49 (IIB) | YES | — |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC) | YES | No remuneration or compensation payable or paid to any of the Director except the Board Meeting/Committee Meeting sitting fees. |
| (D) Other provisions as to Board and Committees | 49 (IID) | YES | — |
| (E) Code of Conduct | 49 (IIE) | YES | — |
| (F) Whistle Blower Policy | 49 (IIF) | YES | — |
| III. Audit Committee | 49 (III) | | — |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | YES | — |
| (B) Meeting of Audit Committee | 49 (IIIB) | YES | — |
| (C) Powers of Audit Committee | 49 (IIIC) | YES | — |
| (D) Role of Audit Committee | 49 (IIID) | YES | — |

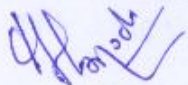


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|---|-------------|------|---|
| (E) Review of Information by Audit Committee | 49 (III E) | YES | — |
| IV. Nomination and Remuneration Committee | 49 (IV) | YES | — |
| V. Subsidiary Company | 49 (V) | YES | — |
| VI. Risk Management | 49 (VI) | YES | — |
| VII. Related Party Transactions | 49 (VII) | YES | — |
| VIII. Disclosures | 49 (VIII) | | — |
| (A) Related party transactions | 49 (VIII A) | YES | — |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | YES | — |
| (C) Remuneration of Directors | 49 (VIII C) | YES | — |
| (D) Management | 49 (VIII D) | YES | — |
| (E) Shareholders | 49 (VIII E) | YES | — |
| (I) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII I) | N.A. | — |
| IX. CEO/CFO Certification | 49 (IX) | YES | — |
| X. Report on Corporate Governance | 49 (X) | YES | — |
| XI. Compliance | 49 (XI) | YES | — |

Please take the note of same.

The Company has complied with the requirements of Clause-49 of the Listing Agreement.

For MELSTAR INFORMATION TECHNOLOGIES LIMITED


(VIJAY MODI)
Company Secretary

Date: 09.10.2015
Place: Mumbai

