

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **M ELSTAR INFORMATION TECHNOLOGIES LIMITED**  
 Scrip Code : **532307 - MELSTAR**  
 Quarter ending on: **30.09.2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	YES	
(B) Non-executive Directors compensation & disclosures	49 (IB)	YES	No remuneration or compensation payable or paid to any of the Directors except the Board Meeting /Committee Meeting sitting fees.
(C) Other provisions as to Board and Committees	49 (IC)	YES	
(D) Code of Conduct	49 (ID)	YES	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee	49 (IIB)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
<b>III. Subsidiary Companies</b>	49 (III)	YES	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	Complied in Annual Report 2013-14
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	YES	Complied in Annual Report 2013-14

<i>(F) Management</i>	<i>49 (IV F)</i>	YES	Complied in Annual Report 2013-14
<i>(G) Shareholders</i>	<i>49 (IV G)</i>	YES	Complied in Annual Report 2013-14
<b><i>V. CEO/CFO Certification</i></b>	<i>49 (V)</i>	YES	Complied in Annual Report 2013-14
<b><i>VI. Report on Corporate Governance</i></b>	<i>49 (VI)</i>	YES	Complied in Annual Report 2013-14
<b><i>VII. Compliance</i></b>	<i>49 (VII)</i>	YES	Complied in Annual Report 2013-14

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

**For MELSTAR INFORMATION TECHNOLOGIES LIMITED**

**(VIJAY MODI)**  
**Company Secretary**  
Date 07.09.2014  
Place: Mumbai