

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

**Name of the Company** : MELSTAR INFORMATION TECHNOLOGIES LIMITED  
**Scrip Code** : 532307 – MELSTAR  
**Quarter ending on** : 30.06.2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	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	—
<b>III. Audit Committee</b>	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	—

(E) Review of Information by Audit Committee	49 (III E)	YES	—
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	YES	—
<b>V. Subsidiary Company</b>	49 (V)	YES	—
<b>VI. Risk Management</b>	49 (VI)	YES	—
<b>VII. Related Party Transactions</b>	49 (VII)	YES	—
<b>VIII. Disclosures</b>	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	—
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A.	—
<b>IX. CEO/CFO Certification</b>	49 (IX)	YES	—
<b>X. Report on Corporate Governance</b>	49 (X)	YES	—
<b>XI. Compliance</b>	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: 13.07.2015

Place: Mumbai

