



Melstar Information Technologies Limited

CIN : L99999MH1986PLC040604



THE YASH BIRLA GROUP

11.04.2016

<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>

Dear Sirs,

Sub: **COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED 31.03.2016**

We enclose herewith Compliance Report on Corporate Governance for the Quarter ended **31.03.2016**.

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

**CORPORATE GOVERNANCE REPORT**

**(REGULATION 27(2) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENT) REGULATIONS, 2015)**

Name of Listed entity: **Melstar Information Technologies Limited**

Quarter ending : **31<sup>st</sup> March, 2016**

**(I) Composition of Board Of Directors**

Title (Mr. / Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non - Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure (to be filled in only for ID)	No. of Directorship in listed entities including this listed entity	Number of membership in Audit Committee (AC) / Stakeholder Committee (SC) including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	Rakesh Kumar Dixit	06655663 ABBPD9351M	Independent & Non Executive Director	01.07.2015	5	2	4	0
Mr.	Ashish Ramesh Mahendrakar	03584695 AIWPM6333N	Chairperson & Non-Executive Director, Independent Director	01.07.2015	5	4	3	2
Mr.	Om Prakash Jain	02553210 ABBPJ8820D	Independent & Non Executive Director	18.09.2015	5	1	2	0
Mr.	Vedant Birla	03327691 BAWPB0291D	Non Executive Director	18.09.2015	NA	1	2	0
Mrs.	Kirti Tripathi	07140094 ACOPT9536C	Non Executive Director	30.03.2015	NA	1	2	0
Mr.	Sanjiv Tandon	02600973 AAGPT3628M	Executive Director	01.10.2015	NA	1	0	0

**(II) Composition of Committees**

Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non- Executive/ Independent / Nominee)
Audit Committee	Mr. Rakesh kumar Dixit Mr. Ashish Ramesh Mahendrakar Mr. Om Prakash Jain Mr. Vedant Birla Mrs. Kirti Tripathi	Non Executive& Independent Director Non Executive& Independent Director Non Executive & Independent Director Non Executive Director Non Executive Director
Nomination & Remuneration Committee	Mr. Rakesh kumar Dixit Mr. Ashish Ramesh Mahendrakar Mr. Om Prakash Jain Mr. Vedant Birla Mrs. Kirti Tripathi	Non Executive& Independent Director Non Executive& Independent Director Non Executive & Independent Director Non Executive Director Non Executive Director



Stakeholder's Relationship Committee	Mr. Rakesh kumar Dixit Mr. Ashish Ramesh Mahendrakar Mr. Om Prakash Jain Mr. Vedant Birla Mrs. Kirti Tripathi	Non Executive & Independent Director Non Executive & Independent Director Non Executive & Independent Director Non Executive Director Non Executive Director
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**(III) Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
08.10.2015 06.11.2015 23.12.2015	09.02.2016	47 Days

**(IV) Meeting of Committee**

Audit Committee			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
09.02.2016	Yes	06.11.2015	94 days
Nomination & Remuneration Committee			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
NIL	NA	08.10.2015	NA
Stakeholder's Relationship Committee			
NIL			
Securities Transfer Committee			
NIL			

**(V) Related Party Transactions**

Subject	Compliance Status (Yes/ No/ NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA



Stakeholder's Relationship Committee	Mr. Rakesh kumar Dixit Mr. Ashish Ramesh Mahendrakar Mr. Om Prakash Jain Mr. Vedant Birla Mrs. Kirti Tripathi	Non Executive & Independent Director Non Executive & Independent Director Non Executive & Independent Director Non Executive Director Non Executive Director
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08.10.2015 06.11.2015 23.12.2015	09.02.2016	47 Days

**(IV) Meeting of Committee**

Audit Committee			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
09.02.2016	Yes	06.11.2015	94 days
Nomination & Remuneration Committee			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
NIL	NA	08.10.2015	NA
Stakeholder's Relationship Committee			
NIL			
Securities Transfer Committee			
NIL			

**(V) Related Party Transactions**

Subject	Compliance Status (Yes/ No/ NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA



ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

**II Annual Affirmations**

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	NA



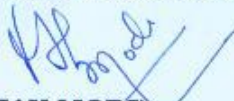
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management.	26(2) & 26(5)	Yes

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied

**NA**

**FOR MELSTAR INFORMATION TECHNOLOGIES LIMITED**

  
(VIJAY MODI)  
COMPANY SECRETARY  
07.04.2016

