

14.10.2016

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 30.09.2016**

We enclose herewith Compliance Report on Corporate Governance for the Quarter ended **30.09.2016**.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **MELSTAR INFORMATION TECHNOLOGIES LIMITED**


(ANIL KORPE)
COMPLIANCE OFFICER

Encl: As above



Registered / Corporate Office:
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Phone : +91(22) 4056 6464
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URL : www.melstar.com

14.10.2016

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 : **30th September, 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	Date of 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 ABBPD93 51M	Independent & Non Executive Director	01.07.2015	12.08.2016	14 Months	2	4	0
Mr.	Ashish Ramesh Mahendrakar	03584695 AIWPM633 3N	Chairperson & Non-Executive Director, Independent Director	01.07.2015	-	5 Years	4	4	4
Mr.	Yogendra Shah	00000000 BBXPS782 6M	Independent & Non Executive Director	12.08.2016	12.09.2016	1 Month	1	0	0
Mr.	Vijaykumar Himatlal Modi	01224842 AFJPM794 6K	Independent & Non Executive Director	27.09.2016	-	5 Years	1	2	0
Mrs.	Kirti Tripathi	07140094 ACOPT953 6C	Non Executive Director	30.03.2015	-	NA	1	2	0
Mr.	Sanjiv Tandon	02600973 AAGPT362 8M	Executive Director	01.10.2015	07.09.2016	NA	1	0	0



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(II) Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non- Executive/ Independent / Nominee)
Audit Committee	Mr. Ashish Ramesh Mahendrakar Mr. Vijaykumar Himatlal Modi Mrs. Kirti Tripathi	Non Executive& Independent Director Non Executive& Independent Director Non Executive Director
Nomination & Remuneration Committee	Mr. Ashish Ramesh Mahendrakar Mr. Vijaykumar Himatlal Modi Mrs. Kirti Tripathi	Non Executive& Independent Director Non Executive& Independent Director Non Executive Director
Stakeholder's Relationship Committee	Mr. Ashish Ramesh Mahendrakar Mr. Vijaykumar Himatlal Modi Mrs. Kirti Tripathi	Non Executive& Independent Director Non Executive& Independent Director Non Executive Director

(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)
30.05.2016	12.08.2016	73 Days
12.08.2016	29.09.2016	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
12.08.2016	Yes	30.05.2016	73 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	NIL	NA
Stakeholder's Relationship 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	10.06.2016	NA



(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

(VI) Affirmations

1	The composition of Board of Directors is in terms of SEBI (Listing obligation and disclosure requirements) Regulation 2015	YES
2	The composition of the following committees is in terms of SEBI (Listing obligation and disclosure requirements) Regulation 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholder's Relationship Committee	YES
3	The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligation and disclosure requirements) Regulation, 2015	YES
4	The meetings of the Board of Directors and the above committees have been conducted in manner as specified in SEBI (Listing obligation and disclosure requirements) Regulation, 2015	YES
5	This report shall be placed before Board of Directors in the next Board Meeting.	YES



(I) Affirmations

Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year				
Affirmations				
Sr.	Broad heading	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1.	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	No	Ministry of Corporate Affairs (MCA) has granted extension for holding Annual General Meeting for the period of Three (3) months . In the view of the above, our next Annual General Meeting for the financial year ended 31STMARCH, 2016 will be held on or before 28TH DECEMBER, 2016 .
2.	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No	Will be informed after Annual General Meeting concluded on or before 28/12/2016.
3.	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	Will be informed after Annual General Meeting concluded on or before 28/12/2016.
4.	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	No	Will be included in Annual Report 2015-16 and will be send to BSE-NSE and Shareholders and will be displayed on website of the Company.

FOR MELSTAR INFORMATION TECHNOLOGIES LIMITED

AOS
(ANIL KORPE)
COMPLIANCE OFFICER
14.10.2016.

