

**MELSTAR INFORMATION TECHNOLOGIES LTD.**  
CIN-L99999MH1986PLC040604 Website: [www.melstar.com](http://www.melstar.com)  
Registered Office: G-4 Melstar House M.I.D.C Cross Road 'A' Andheri (East) Mumbai-400093.  
Tel Nos.022-40566464, Fax Nos.022-28310520, E-mail: info@melstar.com, website: www.melstar.com

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of the Members of Melstar Information Technologies Limited will be held on **Monday, the 9<sup>th</sup> day of February, 2015**, at 9.00 a.m. at G-4 Melstar House M.I.D.C Cross Road 'A' Andheri(East) Mumbai-400093 to transact the following business:

#### SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as **Special Resolutions**

#### Item No. 1 APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/S JAYPRAKASH UPADHYAY & CO.**, Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. KANU DOSHI ASSOCIATES**, Chartered Accountants, Mumbai.

**RESOLVED FURTHER THAT M/S JAYPRAKASH UPADHYAY & CO.**, Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2015 on such remuneration as may be fixed by the Board of Directors in consultation with them."

#### Item No. 2 CHANGE OF REGISTRAR AND SHARE TRANSFER AGENT

**RESOLVED THAT** pursuant to the provisions of Section 94 and all other applicable provision, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to keep the Register of Members together with the Index of Members, the copies of Annual Returns prepared under Sections 92, together with the copies of certificates and documents required to be annexed with the Annual Return under Sections 92 of the Companies Act, 2013 and / or any of the other related documents as required to be kept at the Registered office of the Company be kept at **Bigshare Services Private Limited** E/2 Ansa Industrial Estate, Saki -Vihar Road, Sakinaka, Andheri(E), Mumbai-400 072(hereinafter referred to as Registrar & Share Transfer Agent) or any other office of the said Registrar & Share Transfer Agent.

**RESOLVED FURTHER THAT** the Board of Directors and / or the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

#### NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed special resolutions for the item no. 1 and 2 is annexed hereto. The said Resolutions and Explanatory Statement are being sent for approval of the Shareholders whose name appears in the Register of Members on 31.12.2014.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. The instrument appointing a proxy duly completed and signed should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A proxy form is sent herewith.
3. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
4. The ISIN of the Equity Shares of ₹10/- each is INE817A01019.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members are requested to bring along their Attendance Slip in the meeting
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
8. The Notice of the EOGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
9. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the Members the facility to exercise their right to vote at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL / NSDL.

Details and instructions for e-voting are enclosed along with the Notice on Company's website www.melstar.com will be uploaded with the above documents well before the mandatory period and the copies of the aforesaid documents will be available for inspection at the Registered Office of the Company also.

For & on behalf of  
MELSTAR INFORMATION TECHNOLOGIES LIMITED

VIJAY MODI  
COMPANY SECRETARY  
05.01.2015  
Mumbai

#### ANNEXURE TO NOTICE

Explanatory Statement for Resolutions mentioned under ITEM NO. 1, 2, pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act")

##### Item No. 1

M/S. Kanu Doshi Associates., Chartered Accountants, Mumbai have tendered their resignation from the position of Statutory Auditors due to preoccupation, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). The Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The Board proposes that M/S Jayprakash Upadhyay & Co., Chartered Accountants, Mumbai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/S. Kanu Doshi Associates., Chartered Accountants.

M/S Jayprakash Upadhyay & Co., Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

A special resolution under Section 180 (1) (a) of the Companies Act, 2013 is therefore proposed for approval by the Members. None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested in the said Special resolutions and the Board commends your approval to the same.

##### Item No. 2

The Board has decided that the statutory records of the company viz. Register of Members together with the index of members, copies of Annual Returns, copies of certificates and documents required to be annexed with the Annual Return under section 92 of the Companies Act, 2013 and/or any of the other related documents presently being maintained and kept at the office of Bigshare Services Private Limited E/2 Ansa Industrial Estate, Saki -Vihar Road, Sakinaka, Andheri(E), Mumbai-400 072 with immediate effect.

Section 94 of the Companies Act, 2013 provides that for keeping the above referred records of the company at a place other than the registered office, the Company requires the approval of members by way of special resolution. Further, a copy of the proposed Special Resolution will be sent in advance to the Registrar of Companies, Mumbai Maharashtra.

Accordingly, the Board of directors recommends the resolution for your approval. None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested in the said Special resolutions and the Board commends your approval to the same. The Board commends your approval of the said resolution.

For & on behalf of  
MELSTAR INFORMATION TECHNOLOGIES LIMITED

VIJAY MODI  
COMPANY SECRETARY  
05.01.2015  
Mumbai

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Dear Member,

Sub: Voting through electronic means

Pursuant to the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Melstar Information Technologies Limited ("MITL" or "the Company") is offering e-Voting facility to its members in respect of the business to be transacted at the Extra Ordinary General Meeting scheduled to be held on 9th February, 2015 at 09.00 a.m.

The Company has engaged the services of Central Depository Services (India) Ltd as the Authorized Agency to provide e-Voting facilities. The e-Voting particulars are set out below:

The e-Voting facility will be available during the following voting period:

Commencement of E-Voting	5th February,2015
End of e-Voting	7th February,2015

The cut-off date for the purpose of E-Voting is 07.01.2015

Please read the instructions printed below before exercising the vote. This Communication forms an internal part of the Notice dated 05.01.2015 for the Extra Ordinary General Meeting scheduled to be held on 09.02.2015, Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

The Notice of the Extra Ordinary General Meeting and this Communication will also be available on the website of the Company at [www.melstar.com](http://www.melstar.com)

Yours faithfully  
For & on behalf of  
MELSTAR INFORMATION TECHNOLOGIES LIMITED

VIJAY MODI  
COMPANY SECRETARY  
05.01.2015  
Mumbai

#### E-VOTING INSTRUCTIONS

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "Melstar Information Technologies Limited" from the drop down menu and click on "Submit".
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two

	characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the relevant EVSN for the relevant Melstar Information Technologies Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on **Thursday 5<sup>th</sup> February, 2015 at 9 a.m.** and ends on **Saturday 7<sup>th</sup> February, 2015 at 5.45 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Wednesday 7<sup>th</sup> January, 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The Board of Directors has appointed Shri Praful Sanghani, of M/s. P. Sanghani & Co., Practicing Chartered Accountant, Mumbai as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of atleast 2 witnesses not in the employment of the company and will make a scrutinizer's report of the votes cast in favor or against, if any, forthwith to the Chairman of the Meeting.

The result on the resolutions shall be declared at or after the Extra Ordinary General Meeting of the Company and the resolutions will be deemed to be passed on the Extraordinary General Meeting date subject to receipt of the requisite number of votes in favor of the resolutions.

The results declared along with the scrutinizer's report(s) will be available on the website of the Company ([www.melstar.com](http://www.melstar.com)) within 2 days of passing of the resolutions and communication of the same to Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

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**MGT-11 - PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014)

CIN :  
 Name of the Company :  
 Registered Office :

Name of the Member(s)			
Registered address			
E-mail Id			
Folio No./Client Id		DP ID:	

I / We, being the Member(s) of \_\_\_\_\_ shares of \_\_\_\_\_ Limited, hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on **Monday, 9<sup>th</sup> February, 2015** at 9.00 a m at Melstar House, MIDC Cross Road "A" Andheri (east) Mumbai 400093 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*I wish my above Proxy to vote in the manner as indicated in the box below:

Sr.No.	Resolution	For	Against
1	Appointment of Statutory Auditors to fill casual vacancy		
2	Change Of Registrar And Share Transfer Agent		

\*Applicable for investor holding shares in electronic form.

Signed this..... day of.....,2015

Signature of Shareholder.....

Signature of Proxy holder(s).....

Signature(s) across the stamp

Affix Re. 1/- Revenue Stamp
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**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. Please complete all details including detail(s) before submission.

**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the meeting

DP Id*	
Client Id*	
Folio No.	
No. of Shares	
Name and Address of Shareholder:	

I hereby record my presence at the Extraordinary General Meeting of the Company held on **Monday, 9<sup>th</sup> February, 2015** at 9:00 a m at G-4 Melstar House, MIDC Cross Road A Andheri (east) Mumbai 400093

\*Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
 Signature of Shareholder/Proxy