



THE YASH BIRLA GROUP

**2016-2017**

# **30<sup>th</sup> Annual Report**

Melstar Information Technologies Limited



MELSTAR

A Software Services Company

## **Business Philosophy**

*“To follow ethical and transparent business practices with all its customers, vendors and employees. Build long-term relationships based on mutual trust and benefits. Development of people and society in all countries where Melstar has its operations.”*



## **Vision**

*“Create a World class I.T. Organization in terms of technology and people; providing outsourcing services in developing and supporting e-commerce solutions, software applications and business consulting.”*

*“Develop and deploy cutting-edge Products and Solutions catering to Financial Services and Technology Business.”*

**SEI: CMM Level - III Assessed**

**ISO-9001 : 2008 Certified**



**Registered and Corporate Office**

5th Floor, 159, Industry House Churchgate Reclamation Mumbai 400020.  
Tel. (022) 6235 6400 Fax : (022) 6235 6402  
Email : [info@melstar.com](mailto:info@melstar.com), Visit us at : [www.melstar.com](http://www.melstar.com)  
Corporate Identity Number (CIN): L99999MH1986PLC040604

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**BOARD OF DIRECTORS**

Mr. Ashish Ramesh Mahendrakar	Independent & Non-Executive Director (from 01.07.2015 to 27.03.2017) Executive Director (from 27.03.2017 to 29.05.2017) Whole Time Director (w.e.f. 29.05.2017)
Mr. Milind Prabhudesai	Independent & Non-Executive Director (w.e.f. 27.03.2017)
Mrs. Minal Umesh Pote	Independent & Non-Executive Director (w.e.f. 27.03.2017)
Mr. Pritam Dhanawade	Non-Executive Director (w.e.f. 15.05.2017)
Mr. Rakesh Kumar Dixit	Independent & Non-Executive Director (upto 12.08.2016)
Mr. Sanjiv Tandon	Managing Director (upto 07.09.2016)
Mr. Vijaykumar Himatlal Modi	Non-Executive Director (upto 15.05.2017)
Mrs. Kirti Tripathi	Non-Executive Director (upto 29.05.2017)

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**CHIEF FINANCIAL OFFICER**

Mr. Ashish Mahendrakar

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**BRANCH OFFICE LOCATIONS**

**BANGALORE**

**Melstar Information Technologies Ltd.**  
335, Connection Point A-Block,  
Mazzanine Floor, HAL-Airport Exit Road,  
Bangalore - 560 017. India  
Phone No. - 080 - 49390400

**CHENNAI**

**Melstar Information Technologies Ltd.**  
2nd Floor, New No. 8,  
Maharaja Surya Rao Road,  
Alwarpet,  
Chennai - 600 018. India  
Phone No. 044-43487070

**GURGAON**

**Melstar Information Technologies Ltd**  
SCO - 18-19, Sector 14, Gurgaon,  
Haryana - 122 001, India,  
Phone : 0124-4080842/43/44

**SHARE REGISTRAR AND TRANSFER AGENT:**

M/s. Bigshare Services Private Limited  
Bharat Tin Works Building,  
1st Floor, Opp Vasant Oasis,  
Next to Keys Hotel,  
Marol Maroshi Road,  
Andheri East,  
Mumbai-400059

**AUDITORS**

M/S Sarda & Pareek.  
Chartered Accountants  
Mumbai

**BANKERS**

BANK OF INDIA

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## Notice

Notice is hereby given that the **30<sup>th</sup> Annual General Meeting** of the members of **Melstar Information Technologies Limited** will be held on **Thursday, the 28<sup>th</sup> September, 2017 at 11.00 A.M.** at **"126", Sitaram Poddar Marg, Fanas Wadi, Mumbai - 400002** to transact the following businesses:

### ORDINARY BUSINESS:

1. To consider and adopt:

(a) The audited financial statement of the Company for the financial year ended **March 31, 2017**.

2. To re-appoint Statutory Auditor and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, **M/S SARDA & PAREEK**, Chartered Accountants (Firm Registration No.109262W), the retiring Statutory Auditors, be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties."

### SPECIAL BUSINESS:

3. As an **Ordinary Resolution**: Appointment of **Mr. Pritam Dhanawade** as a Non Executive Director.

**"RESOLVED THAT** pursuant to **Section 149,152** and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) read with **Schedule IV** to the Companies Act, 2013, (the Act) **Mr. Pritam Dhanawade** who was appointed as an Additional Director of the Company with effect from **15.05.2017** pursuant to the provisions of **Section 161(1)** of the Act and in respect of whom the company has received a notice in writing under **Section 160** of the Act from a member proposing his candidature for the Office of director, be and is hereby appointed as Non-Executive Director of the Company who shall be liable to retire by rotation."

4. As an **Ordinary Resolution**: Appointment of **Mr. Milind Bhaskar Prabhudesai** as an Independent & Non Executive Director.

**"RESOLVED THAT** pursuant to **Section 149,152** and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) read with **Schedule IV** to the Companies Act, 2013, (the Act) **Mr. Milind Bhaskar Prabhudesai** who was appointed as an Additional Director of the Company with effect from **27.03.2017** pursuant to the provisions of **Section 161(1)** of the Act and who holds office up to the date of this Annual General Meeting and has submitted a declaration that he meets the criteria for independence as provided in **Section 149(6)** of the Act and in respect of whom the company has received a notice in writing under **Section 160** of the Act from a member proposing his candidature for the Office of director, be and is hereby appointed as an Independent and Non-Executive Director of the Company and shall hold office for a term of 5 years upto 31<sup>st</sup> March, 2022, not liable to retire by rotation."

5. As an **Ordinary Resolution**: Appointment of **Mrs. Minal Umesh Pote** as an Independent & Non Executive Director.

**"RESOLVED THAT** pursuant to **Section 149,152** and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) read with **Schedule IV** to the Companies Act, 2013, (the Act) **Mrs. Minal Umesh Pote** who was appointed as an Additional Director of the Company with effect from **27.03.2017** pursuant to the provisions of **Section 161(1)** of the Act and who holds office up to the date of this Annual General Meeting and has submitted a declaration that she meets the criteria for independence as provided in **Section 149(6)** of the Act and in respect of whom the company has received a notice in writing under **Section 160** of the Act from a member proposing her candidature for the Office of director, be and is hereby appointed as an Independent and Non-Executive Director of the Company and shall hold office for a term of 5 years upto 31<sup>st</sup> March, 2022, not liable to retire by rotation."

6. As an **Ordinary Resolution**: Appointment of **Mr. Ashish Mahendrakar** as an Whole Time Director.

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of **Mr. Ashish Mahendrakar** (DIN: 03584695) as the Whole-time Director of the Company **w.e.f. 29.05.2017** on the remuneration and perquisites and terms and conditions as set out in the statement annexed to the Notice convening this meeting."

**"RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment **Mr. Ashish Mahendrakar**, shall be paid the remuneration as set out in the explanatory Statement annexed to the Notice convening this Annual General Meeting, as minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof."

**"RESOLVED FURTHER THAT** any one of the director of the Company be and are hereby severally authorised to file relevant forms with the Registrar of companies, Mumbai, and to do such other acts, deeds and things as may be considered necessary in connection with the above resolution."

Registered Office:  
Industry House, 5<sup>th</sup> Floor,  
Churchgate, Reclamation,  
Mumbai-400 020

Place: Mumbai,  
Date: 02.09.2017

By Order of the Board of Directors  
For **MELSTAR INFORMATION TECHNOLOGIES LIMITED**

**ASHISH MAHENDRAKAR**  
DIRECTOR

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### Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member of the Company (a copy of the proxy form is attached). The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than Forty-Eight (48) hours before commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
2. An Explanatory Statement pursuant to **Section 102** of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Annual Report and AGM Notice is available at the website of the Company at [www.melstar.com](http://www.melstar.com) in the Investor Info section.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, The 22<sup>nd</sup> September, 2017 to Thursday, The 28<sup>th</sup> September, 2017** (both days inclusive) for annual closing.
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 their Attendance Slip along with their copy of Annual Report to 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. Members desirous of making nomination as permitted under **Section 72** of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in **Form SH-13**, which can be procured from the Registrar and Share Transfer Agent **M/s Bigshare Services Private Limited (RTA)**. The Members holding shares in demat form may contact their respective depository participants for such nominations.
9. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, **M/s. Bigshare Services Private Limited (RTA)**, for consolidation into a single folio.
10. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on **Friday, The 22<sup>nd</sup> September, 2017**.
11. **M/s Sushil Talathi & Associates**, Practicing Company Secretary, bearing **COP No. 9781** are been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
12. The final results including the poll and remote e-voting results of the AGM of the Company shall be declared within 48 hours from the conclusion of the Annual General Meeting. The final results along with the scrutinizers report shall be placed on the Company's website [www.melstar.com](http://www.melstar.com) immediately after the result is declared by the Chairman.
13. In terms of **Sections 108** of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on **THE CUT-OFF DATE**, being **Friday, The 22<sup>nd</sup> September, 2017**, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting"). The remote e-voting commences on **MONDAY, THE 25<sup>TH</sup> SEPTEMBER, 2017 (09.00 A.M.) AND ENDS ON WEDNESDAY THE 27<sup>TH</sup> SEPTEMBER, 2017 (5:00 P.M.)**. Detail of the process and manner of Remote e-voting along with the User ID and Password is being sent to all the Members along with the Notice.
14. In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall NOT vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **THE CUT-OFF DATE** being **Friday, The 22<sup>nd</sup> September, 2017**.
15. The Notice of the Annual General Meeting along with the **Annual Report 2016-17** 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.

### Voting through electronic means

- I. The process and manner for remote e-voting are as under:

#### A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :

- (i) Open email and open PDF file viz; "Melstar Information Technologies Limited e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Melstar Information Technologies Limited e-voting.pdf"

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login



- (iv) Insert your user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "**Melstar Information Technologies Limited**".
- (viii) Now you are ready for remote e-voting as "Cast Vote" page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sushil@cssushilatalathi.com](mailto:sushil@cssushilatalathi.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:**

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

**EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN**

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above to cast vote.

II. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.:1800-222-990.

III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

IV. You can also update your mobile number and e-mail id in the user profile of the folio which may be used for sending future communication(s).

V. You can also update your mobile number and e-mail id in the user profile of the folio which may be used for sending future communication(s).

VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on **THE CUT-OFF DATE i.e. Friday, The 22nd September, 2017**.

VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of **THE CUT-OFF DATE i.e. Friday, The 22<sup>nd</sup> September, 2017**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pradnya@bigshareonline.com](mailto:pradnya@bigshareonline.com)

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

IX. **M/s Sushil Talathi & Associates**, Practicing Company Secretary, bearing **COP No. 9781**, has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.

X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XII. The Results declared along with the report of the Scrutinizer shall be place on the website of the Company [www.melstar.com](http://www.melstar.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India.

There will be one e-vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.



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**Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act")** The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice.

### Item 3, 4, & 5:

The Board of Directors has pursuant to **Section 161(1)** of the Companies Act, 2013 appointed **Mr. Milind Prabhudesai, Mrs. Minal Pote** with effect from **27.03.2017** and **Mr. Pritam Dhanawade** with effect from **15.05.2017** as an Additional Director of the Company who holds office up to the ensuing Annual General Meeting and being eligible offers themselves for appointment.

The Company has received a notice in writing from a member along with the deposit of requisite amount under **Section 160** of the Act proposing the candidature for appointment of **Mr. Milind Prabhudesai, Mrs. Minal Pote & Mr. Pritam Dhanawade** for the office of Director of the Company.

The Board after receiving the declaration under **Section 149(6)** of the Act from **Mr. Milind Prabhudesai and Mrs. Minal Pote**, is of opinion that they meet the criteria of Independence and fulfils the conditions specified in the Act, the Rules framed there under for appointment as Independent and Non Executive Directors of the Company.

The matter regarding appointment of **Mr. Milind Prabhudesai & Mrs. Minal Pote** as Independent Director was placed before the Nomination & Remuneration Committee, which recommends their appointment as Independent Director for a term of **5 years w.e.f. 28.09.2017**. Also the appointment of **Mr. Pritam Dhanawade** as a Non Executive Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as Non Executive Director **w.e.f 28.09.2017**.

Along with the appointment of **Mr. Milind Prabhudesai and Mrs. Minal Umesh Pote** as Independent and Non Executive Director, the appointment **Mr. Pritam Dhanawade** as Non Executive Director is also being placed before the Members in General Meeting for their approval in compliance with the provisions of **Section 149** read with Schedule IV of the Act.

The terms and conditions of appointment of **Mr. Milind Prabhudesai, Mrs. Minal Pote & Mr. Pritam Dhanawade** shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Name of the director	Date of birth	Qualifications	Date of appointment	Expertise in specific functional area	List of other directorship Excluding foreign companies private companies section 8 of the Companies Act, 2013	Chairman /member of the Board/Committees of other companies in which director	Company's shares held
Mr. Milind Prabhudesai	11.03.1986	M.Com	27.03.2017	Mr. Milind Prabhudesai aged 30 years is M.Com, having 6 years of experience in field of finance.	Zenith Birla (India) Limited Birla Capital And Financial Services Limited Melstar Information Technologies Limited Birla Energy Infra Limited Birla Viking Travels Limited Khopoli Investments Limited	Zenith Birla (India) Limited Birla Capital And Financial Services Limited Melstar Information Technologies Limited	No
Mrs. Minal Pote	05.09.1975	B.Com	27.03.2017	Mrs. Minal Pote aged 40 Years is B.Com having experience of more than 10 years in field of accounts and finance	Zenith Birla (India) Limited Birla Capital And Financial Services Limited Melstar Information Technologies Limited Birla Energy Infra Limited Birla Viking Travels Limited Khopoli Investments Limited Birla Integrated Textile Park Limited	Zenith Birla (India) Limited Birla Capital And Financial Services Limited Melstar Information Technologies Limited	No





Name of the director	Date of birth	Qualifications	Date of appointment	Expertise in specific functional area	List of other directorship Excluding foreign companies private companies section 8 of the Companies Act, 2013	Chairman /member of the Board/Committees of other companies in which director	Company's shares held
Mr. Pritam Dhanawade	06.01.1982	HSC, Diploma in Hotel Management	15.05.2017	10yrs working experience in P&O Cruizes,UK	Zenith Birla (India) Limited Birla Capital And Financial Services Limited Melstar Information Technologies Limited Birla Energy Infra Limited Birla Integrated Textile Park Limited Birla Viking Travels Limited Khopoli Investments Limited	Birla Capital And Financial Services Limited Melstar Information Technologies Limited	No

Note: Only two Committee namely, Audit Committees and Stakeholders' Relationship Committees have been considered.

None of the Directors, Key Managerial Personnel and their relatives other than **Mr. Milind Prabhudesai, Mrs. Minal Pote and Mr. Pritam Dhanawade** are concerned or interested in the said resolutions. The Board of Directors recommends the said resolution for your approval.

**Item 6:**

The Board of Directors had Pursuant to **Section 196, 197, 198** of Companies Act, 2013 appointed **Mr. Ashish Mahendrakar (DIN 03584695)** as Whole Time Director & Chief Financial Officer of the Company from **29.05.2017**

Name of the director	Date of birth	Qualifications	Date of appointment	Expertise in specific functional area	List of other directorship Excluding foreign companies private companies section 8 of the Companies Act, 2013	Chairman /member of the Board of other companies in which director	Company's shares held
Mr. Ashish Mahendrakar	20.06.1971	B.Com, D.B.M., M.M.S	29.05.2017	Mr. Ashish Mahendrakar aged 47 years is B.Com, D.B.M., M.M.S. having 26 years of experience in the field of accounts, Banking and Finance.	Zenith Birla (India) Limited Birla Capital And Financial Services Limited Birla Shloka Edutech Limited Melstar Information Technologies Limited Birla Electricals Limited Birla Integrated Textile Park Limited Birla Edutech Limited	Zenith Birla (India) Limited Birla Capital And Financial Services Limited Birla Shloka Edutech Limited Melstar Information Technologies Limited	No

Note: Only two Committee namely, Audit Committees and Stakeholders' Relationship Committees have been considered.

In the Board Meeting held on **29.05.2017** and as per the resolution passed by the Nomination and Remuneration Committee in their meeting held on **29.05.2017**, **Mr. Ashish Mahendrakar** was appointed as Whole Time Director & Chief Financial Officer of the Company, with effect from **29.05.2017**, subject to the approval of shareholders.

The terms and condition of the appointment letter are as under:

**Mr. Ashish Mahendrakar: Whole Time Director**

**From period: 29.05.2017**

As Whole Time Director, **Mr. Ashish Mahendrakar** was responsible for the company's business affair as entrusted to him subject to the direction, supervision and control of Board of Directors.

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**Remuneration:** **MR. ASHISH MAHENDRAKAR** was entitled to consolidated Remuneration as stated below:

Particulars	27.03.2017 to 26.03.2018
Salary	1,37,400
Perks and Incentive: House Rent Allowance together with utilities there for such as gas, electricity, water, furnishings, repairs, servants' salaries, society charges and property taxes, Reimbursement of Medical Expenses incurred for self and family and medical/accident insurance. Personal Accident Insurance in accordance with the rules specified by the Company. Leave Travel concession for self and family once in a year in accordance with the rules of the Company. Fees of clubs/annual membership fees and/or admission/ entrance fees Provision for Car with driver for business of the Company and Telephone/ Cell phone	14,82,600
Company's contribution Provident fund @ 12%	NIL
Gratuity	NIL
Total	16,20,000

**Valuation of perquisites:** The perquisites were evaluated as per the Income Tax Rules wherever applicable. In the absence of such rules perquisites were evaluated at actual costs.

**Minimum Remuneration:** Notwithstanding anything herein contained, where in the event of loss or inadequacy of profits in financial year during the tenure (27.03.2017 to 26.03.2018) of **Mr. Ashish Mahendrakar** as Whole Time Director of the Company, the remuneration as stated above was paid was minimum remuneration pursuant to **Section 196 & 197** read with Schedule V and any other applicable provisions of the Companies Act, 2013 as amended from time to time.

**Leave:** The Managing Director was eligible for leave as per Rules of the Company and encashment of leave at the end of tenure.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Ashish Mahendrakar is concerned or interested in the said resolutions. The Board of Directors recommends the said resolution for your approval.

The Board recommends the resolution as set out in **Item No. 3, 4, 5 & 6** of the Notice for Members' approval.

**FOR MELSTAR INFORMATION TECHNOLOGIES LIMITED**

Place: Mumbai,  
Date: 02.09.2017

**ASHISH MAHENDRAKAR**  
**DIRECTOR**