2018-2019

32nd Annual Report

Melstar Information Technologies Limited



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."



<u>Vision</u>

"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."

ISO-27001 : 2013 Certified

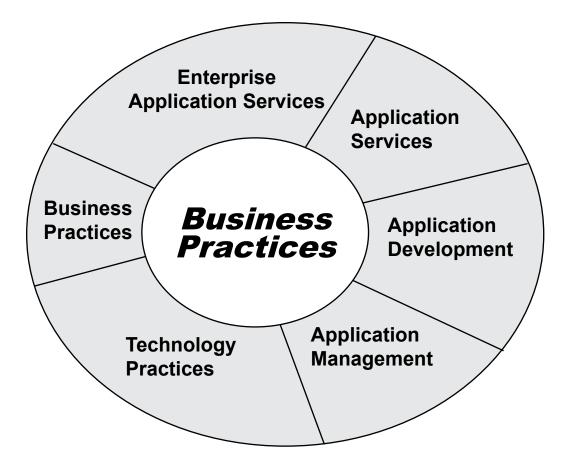


A Software Services Company

MELSTAR INFORMATION TECHNOLOGIES LIMITED

159, Industry House, 5th Floor, Churchgate, Reclamation, Mumbai – 400020 Telephone: (022) 62356400, Fax (022)62356402,
Corporate Identity Number (CIN): L99999MH1986PLC040604 Email : info@melstar.com, visit us at :www.melstar.com,
Corporate Identity Number (CIN): L99999MH1986PLC040604

Business Practices



32ND ANNUAL GENERAL MEETING

CONTENTS		
	PAGES Nos.	
NOTICE	06	
DIRECTOR REPORT	14	
MANAGEMENT DISCUSSION AND ANALYSIS REPORT	30	
REPORT ON CORPORATE GOVERNANCE	32	
AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE	42	
INDEPENDENT AUDITOR'S REPORT	43	
BALANCE SHEET	48	
PROFIT &LOSS STATEMENT	49	
CASH FLOW STATEMENT	50	
NOTES FORMING PART OF BALANCE SHEET AND PROFIT AND LOSS STATEMENT	51	
ROAD MAP TO THE VENUE OF ANNUAL GENERAL MEETING	78	
ATTENDENCE SLIP/PROXY FORM		

Melstar Information Technologies Limited A Software Services Company





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

BOARD OF DIRECTORS :

Mr. Anant Satish Pathak (DIN : 05338978)	Additional Director (Non Executive Director, Independent Category) Additional Director –Executive Director Managing Director -Executive Director	w.e.f 01.02.2019 to 12.08.2019 13.08.2019 13.08.2019
Ms .Kirti Tripathi (DIN: 07140094)	Additional Director -Non- Executive Director, Independent	w.e.f. 01.04.2019
Mr.Vineet Kumar Tripathi (DIN: 07229156)	Additional Director-Non-Executive Director, Independent	w.e.f. 01.04.2019
Mr. Sirish Kumar Sahoo (DIN : 08052666)	Additional Director-Non Executive Director, Non Independent	w.e.f. 01.04.2019
Mr. Bhalchandra Yashwant Shinde (DIN : 07978440)	Non-Executive -Non Independent Director Non-Executive -Independent Director	(w.e.f 13.11.2017 to 13.11.2018) (w.e.f. 13.11.2018 to 22.04.2019)
Mr. Durgesh Yashwant Jadhav (DIN:08000007)	Non-Executive, Independent Director Non Independent and Non Executive Director	(w.e.f 13.11.2017 to 13.11.2018) (w.e.f 13.11.2018 to 22.04.2019)
Ms. Sadhana Avinash Patil (DIN:06565115)	Additional (Non-Executive - Independent Director Non-Executive - Independent Director	(w.e.f 09.02.2018 to 27.09.2018) (w.e.f 27.09.2018 to 22.04.2019)

CHIEF FINANCIAL OFFICER & CHIEF EXECUTIVE OFFICER

Mr. Ashish Ramesh Mahendrakar Chief Financial Officer	w.e.f 29.05.2017
Chief Executive Officer	w.e.f 13.11.2017 to 14/06/2019

COMPANY SECRETARY

Ms. Farida Murtuza Bhatia

Company Secretary

BRANCH OFFICE LOCATIONS:

BANGALORE MELSTAR INFORMATION TECHNOLOGIES LTD. 335,Connection Point A-Block, Mazzanine Floor, HAL-Airport Exit Road, Bangalore - 560017. India Phone No. - 080 – 49390400

BANGALORE MELSTAR INFORMATION

TECHNOLOGIES LTD. 335,Connection Point A-Block, Mazzanine Floor, HAL-Airport Exit Road, Bangalore - 560017. 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

CHENNAI

MELSTAR INFORMATION TECHNOLOGIES LTD. 2nd Floor, New No. 8,

Maharaja Surya Rao Road, Alwarpet, Chennai - 600 018. India Phone No. 044-43487070 w.e.f 11.05.2018 to 28.02.2019

GURGAON MELSTAR INFORMATION TECHNOLOGIES LTD.

Unit No B-202, Hartron Building, Plot No 25, Electronic City, Sector 18, Gurgaon- 122015

GURGAON MELSTAR INFORMATION TECHNOLOGIES LTD.

Unit No B-202, Hartron Building, Plot No 25, Electronic City, Sector 18, Gurgaon- 122015

NOTICE OF 32nd ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the members of MELSTAR INFORMATION TECHNOLOGIES LIMITED will be held on Thursday, the 26th September, 2019 at 02.00 P.M. at "2nd Floor, Library Hall, Indian Merchant Chamber, (IMC) ,Chamber of Commerce and Industry, IMC Building , IMC Marg, Churchgate, Mumbai - 400020 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended **March 31, 2019** and the Reports of the Board of Directors and the Auditors thereon, and in this regard, pass the following resolutions as **Ordinary Resolutions**:

"**RESOLVED THAT** the Audited Financial Statement of the Company for the Financial year ended **March 31, 2019** and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

 M/s Sarda & Pareek, Chartered Accountants (FRN: 109262W), Statutory Auditor of the Company was appointed as Statutory Auditor for the period of three financial year from 01/04/2018 to 31/03/2021 in the 31st Annual General Meeting held on 27th September 2018 as per the provisions of Section 139, 142 and other applicable provisions if any, of the Companies Act 2013 or any amendment thereof or modification thereof. M/s Sarda & Pareek, Chartered Accountants, (FRN 109262W) continues to be the Statutory Auditor of the Company as per the provision of the Companies Act 2013.

SPECIAL BUSINESS:

3. As an **Ordinary Resolution** To Consider and to Regularize the appointment of **Mr. Anant Satish Pathak (DIN: 05338978)** Additional Director as the Director of the Company and in this regard, pass the following resolution:

"RESOLVED THAT **Mr. Anant Satish Pathak (DIN: 05338978)** who was appointed as an Additional Director of the Company, by the Board of Directors in their Meeting held on 12.08.2019 w.e.f 13.08.2019 under section161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any Statutory modification or re-enactment thereof and applicable provisions of the Articles of Association of the Company and who hold office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company."

4. As a Special Resolution To Consider and to regularize the appointment of Mr. Anant Satish Pathak (DIN: 05338978) Additional Director as the Managing Director of the Company and in this regard, pass the following resolution :

"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 thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Anant Satish Pathak (Din : 05338978) as the Managing Director of the Company(who was appointed as for Managing Director in the board meeting held on 12.08.2019 w.e.f. from 13.08.2019 subject to the approval of Shareholder in ensuing Annual General meeting) for the period of five consecutive years from the Conclusion of 37th AGM and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Anant Satish Pathak (DIN: 05338978) in the best interests of the Company and as may be permissible at law, viz

A. Period:

Five years w.e.f. 13th August, 2019 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

I. Direct Earning :

- Basic Salary: ₹57458 (Rupees Fifty Seven Thousand Four Hundred Fifty Eight Only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of `1,00,000/-(Rupees One Lakhs only) per month as Basic Salary.
- ii) House Rent Allowance : ₹28729 (Rupees Twenty Eight Thousand Seven hundred and Twenty Nine Only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of 1,00,000/- (Rupees One Lakhs Only) per month .
- iii) Medical Allowance : ₹1250 (One Thousand Two Hundred and Fifty Only) per month.
- iv) Transport allowance : Nil
- v) Special Allowance : ₹ 17196 (Seventeen Thousand One Hundred and Ninty Six Only) per month.
- vi) City Compensatory Allowance : NIL.
- II Other Benefits :
 - i) Leave Travel Allowance : ₹ 2873(Rupees Two Thousand Eight Hundred and Seventy Three Only) per month

III STATUTORY BENEFITS :

- i) Medical Insurance :₹ 58 (Rupees fifty Eight Only) per month
- ii) Personal Accident Insurance : ₹: 60 (Rupees Sixty Only) per month.
- iii) Provident Fund Contribution (Employer's) : ₹ 7293 (Rupees Seven Thousand Two Hundred and Ninty Three Only).

IV ADDITIONAL ALLOWANCE:

i) Performance Linked Incentives : NIL



OTHER ALLOWANCES / BENEFITS, PERQUISITES : Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowance, perquisites as the Board may from time to time decide.

- **C.** Annual remuneration review is from 1st April each year, as per the policy of the Company.
- **D.** Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of **Mr. Anant Satish Pathak** (Din : 05338978), Managing Director will be considered as continuous service with the Company from the date of his joining.
- F. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.
- G. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Anant Satish Pathak (DIN : 05338978) in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, , Managing Director if required.
- H. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment.
- 5. As an Ordinary Resolution: To Consider and to Regularize the appointment of Mr. Vineet Kumar Tripathi (DIN: 07229156) Additional Director as an Independent & Non- Executive Director, and in this regard, pass the following resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made there under read with Schedule IV to the Companies Act, 2013, including any statutory modifications and amendments thereof, **Mr. Vineet Kumar Tripathi (DIN: 07229156)**, who was appointed as an Additional Director (Independent and Non Executive Category) of the Company with effect from **01-04-2019**, entitled to hold office up to the conclusion of the ensuing Annual General Meeting and whose term expires at this Annual General Meeting, and who has submitted a declaration to the effect that he meets the criteria of independence as provided under section 149(6) of the Companies Act 2013 and Rules made thereof and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the Office of director, be and is hereby appointed as an Independent Director and Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from the conclusion of this AGM till the conclusion of 37th AGM or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines thereto."

6. As an **Ordinary Resolution:** To Consider and to Regularize the appointment of **Ms. Kirti Tripathi (DIN: 07140094)** Additional Director as an Independent & Non Executive Director (Independent Woman Director) and in this regard, pass the following resolution:

"**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made there under read with Schedule IV to the Companies Act, 2013, including any statutory modifications and amendments thereof, **Ms. KIRTI TRIPATHI (DIN:07140094)**, who was appointed as an Additional Director (Independent and Non Executive category) of the Company with effect from **01-04-2019**, entitled to hold office up to the conclusion of the ensuing Annual General Meeting and whose term expires at this Annual General Meeting, and who has submitted a declaration to the effect that she meets the criteria of independence as provided under section 149(6) of the Companies Act 2013 and Rules made thereof and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of director, be and is hereby appointed as an Independent Director and Non-Executive Director of the Company, no tliable to retire by rotation, to hold office for a term of five consecutive years from the conclusion of this AGM till the conclusion of 37th AGM or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines thereto."

7. As an Ordinary Resolution : To Consider and to Regularize the appointment of Mr. Sirish Kumar Sahoo (DIN : 08052666) Additional Director as Non- Independent & Non Executive Director and in this regard, pass the following resolution:

"**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made there under read with Schedule IV to the Companies Act, 2013, including any statutory modifications and amendments thereof, **Mr. Sirish Kumar Sahoo** (DIN:08052666), who was appointed as an Additional Director (Non- Independent & Non Executive Director Category) of the Company with effect from **01-04-2019**, entitled to hold office up to the conclusion of the ensuing Annual General Meeting and whose term expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the Office of director, be and is hereby appointed as an Non Independent Director and Non-Executive Director of the Company, liable to retire by rotation, to hold office for a term of five consecutive years from the conclusion of this AGM till the conclusion of 37th AGM or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines thereto".

By Order of the Board of Directors

For Melstar Information Technologies Limited

S/d-Sirish Kumar Sahoo Director DIN : 08052666

32nd Annual Report 2018-2019

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 in the Investor Info section.
- 4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, The 20th September, 2019 to Thursday, The 26th September, 2019(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.
- 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 20th September, 2019.
- 11. M/s Anil Kumar Somani, Practicing Company Secretary, bearing COP No. 13379 and Membership no. 36055 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.
- 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 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 Thursday, the 19thSeptember, 2019, 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 23rd September, 2019 (09.00 a.m.) and ends on Wednesday, the 25th September, 2019 (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 Thursday, the 19thSeptember, 2019.
- 15. The Notice of the Annual General Meeting along with the Annual Report 2018-19 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:

How do you vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <u>https://www.evoting.nsdl.com/</u>

Step 2 : Cast your vote electronically on NSDL e-Voting system.



Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

	nner of holding shares i.e. Demat(NSDL or CDSL) or ysical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID	
	NSDL.	For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID	
	CDSL.	For example if your Beneficiary ID is 12***************** then your user ID is 12************************************
C)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company
		For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password
 - a) Click on <u>"Forgot User Details/Password?</u>" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

32nd Annual Report 2018-2019

- 3. Select "EVEN" of company for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Anil Somani [corporatesolutions14@gmail.com] with a copy marked to evoting@nsdl.co.in.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- I. 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 or call on toll free no.:1800-222-990 or contact Compliance Officer Ms. Rajbala Kiroriwal at e-mail id companysecretary@melstar.com
- II. 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.

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).

- III. 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).
- 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. 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. Thursday, The 19th September, 2019.
- VI. 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. Thursday, The 19th September, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ujata@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 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.

- VII. 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.
- VIII. M/s Anil Somani & Associates, Practicing Company Secretary, bearing COP No. 13379, and Membership no. 36055 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.
- IX. 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.
- X. 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.
- XI. The Results declared along with the report of the Scrutinizer shall be place on the website of the Company 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.