Mastek

Mastek Limited
#106,107 SDF-IV Seepz, Andheri (East),
Mumbai 400096, Maharashtra, India

T +91 22 6722 4200
F +91 22 6695 1331
W www.mastek.com

SEC/28/2019-20

Date: July 23, 2019

Listing Department **BSE Limited** 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001 Tel No. 022- 22723121 Fax No. 022- 22721919 **STOCK CODE: 523704**	**Listing Department** **The National Stock Exchange of India Limited** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Tel No.: 022- 26598100 Fax No. 022-26598120 **STOCK CODE: MASTEK**

Dear Sir(s)/Ma'am(s),

Subject: Summary of the Proceedings and E-voting Results along with Consolidated Report of the Scrutinizer for the 37th Annual General Meeting of the Company held on July 23, 2019.

In continuation to our letter SEC/18/2019-20 dated June 26, 2019, we hereby inform you that the 37th Annual General Meeting ('AGM') of the Company was held on Tuesday, July 23, 2019 at Ahmedabad Management Association, H.T. Parekh Auditorium, AMA Complex, ATIRA. Dr. Vikram Sarabhai Marg, Ahmedabad - 380015, Gujarat and all the business(es) mentioned in the AGM Notice dated April 16, 2019 were transacted.

In this regard and as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and applicable provisions of the Companies Act, 2013, we submit the following:

Summary of the Proceedings for the 37th AGM pursuant to Regulation 30, Part A of Schedule III of the SEBI Listing Regulations	Annexure - A
Voting Results for the 37th AGM pursuant to Regulation 44 of the SEBI Listing Regulations	Annexure - B
Consolidated Report of the Scrutinizer dated July 23, 2019, on Remote E-voting and electronic voting done at the AGM, pursuant to Section 108 read with Rule 20(4)(xii) and Section 109 read with Rule 21(2) of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 respectively.	Annexure - C

It may be noted that all the Resolutions placed before the AGM as per the Notice of the 37th AGM were approved by the Members with the requisite majority.

The meeting commenced at 11.00 a.m. and concluded at 12.10 p.m.

The result along with the Scrutinizer's Report(s) is available at the registered and corporate office and website of the Company www.mastek.com and on the website of Karvy Fintech Private Limited, Registrar & Transfer Agent of the Company www.karvy.com.

Request you to take the above on your record.

Yours faithfully,

For MASTEK LIMITED

Dinesh Kalani
Company Secretary
Encl: - As above

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ANNEXURE A

SUMMARY OF THE PROCEEDINGS OF THE 37TH AGM PURSUANT TO REGULATION 30, PART A OF SCHEDULE III OF THE SEBI LISTING REGULATIONS.

Pursuant to the provisions of Regulation 30 of the SEBI Listing Regulations, we are pleased to provide hereunder the summary of the proceedings of 37th AGM of the Company, held on Tuesday, July 23, 2019 at 11.00 a.m. at Ahmedabad Management Association, H.T. Parekh Hall, AMA Complex, ATRA. Dr. Vikram Sarabhai Marg, Ahmedabad - 380015, Gujarat.

DIRECTORS AND OTHERS IN ATTENDANCE	
Mr. S. Sandilya	Non-Executive Chairman and Independent Director
Mr. Sudhakar Ram	Vice Chairman and Managing Director
Mr. Ashank Desai	Non-Executive Director
Ms. Priti Rao	Non-Executive and Independent Director
Mr. Atul Kanagat	Non-Executive and Independent Director
Mr. Keith Bogg	Non-Executive and Independent Director
Mr. John Owen	Group Chief Executive Officer
Mr. Abhishek Singh	Group Chief Financial Officer
Mr. Dinesh Kalani	Company Secretary

SCRUTINIZER	
Mr. Prashant Mehta – Proprietor of P. Mehta & Associates, Practicing Company Secretaries	Secretarial Auditor/ Scrutinizer

QUORUM OF THE MEETING			
Total Number of shareholders as on record date			23,605
Cut-off date for E-voting			July 16, 2019
No. of shareholders present at the meeting either in person or through proxy			
Category	**In person**	**Through Proxy**	**Total**
Promoter/s and Promoter/s Group	6	-	6
Public	65	10	75
Total	**71**	**10**	**81**

Mr. S. Sandilya, Chairman of the Company chaired the Meeting.

1. Company Secretary informed the members that the Remote E-voting commenced on Friday, July 19, 2019 (9.00 A.M.) and ended on Monday, July 22, 2019 (5.00 P.M.). He also briefed about the voting by Instapoll facility, which was made availble to the members at the AGM.

2. Mr. S. Sandilya, Chairman of the Meeting, welcomed the members attending the AGM of the Company and introduced the Directors, Group Chief Financial Officer, Group Chief Executive Officer and Company Secretary of the Company seated on the dais and informed the members that the requisite quorum as required under the provisions of the Companies Act, 2013, was present, and declared the meeting to be in order.

3. Chairman informed that Mr. Prashant Mehta, Proprietor of P. Mehta & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and Remote E-voting process in a fair and transparent manner.

   With the consent of the Members, the Notice of the AGM, Accounts incl. Auditors report was taken as read.

Then Mr. Sudhakar Ram, Vice - Chairman and Managing Director and Mr. John Owen, Group Chief Executive Officer, briefed the Members on the operational performance of the Company.

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The Chairman then explained the objective and implications of each of the resolutions before they were put to vote at the meeting. Thereafter, the following items of business as set out in the Notice of 37th AGM dated April 16, 2019 were transacted:

Resolution No.	Resolutions
Ordinary Business:	
1.	To consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2019, together with the Reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2019 and the Report of the Auditors thereon
2.	To confirm the payment of Interim Dividend of Rs. 3.50/- per Equity Share and to declare a Final Dividend of Rs. 5/- per Equity Share (Face Value of Rs. 5/- each) for the financial year 2018–19.
3.	To appoint a Director in place of Mr. Sudhakar Ram (DIN: 00101473), an Executive/Non-Independent Director who retires by rotation and, being eligible, offers himself for re-appointment.
Special Business:	
4.	To re-appoint Mr. S. Sandilya, (DIN: 00037542) as Non-Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024.
5.	To re-appoint Ms. Priti Rao (DIN: 03352049) as Non-Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024
6.	To re-appoint Mr. Atul Kanagat (DIN: 06452489) as Non-Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024.

The Chairman then invited the Members to express their views, comments and queries on the Financial Statements and on all the above resolutions and related matters. Then the Chairman, Vice Chairman and Managing Director, Group Chief Executive Officer and Group Chief Financial Officer responded to the queries of the Members to their satisfaction.

Then Chairman once again requested all the Members present, to cast their votes through Instapoll which was provided to the Members present at the meeting and who have not cast their votes through Remote E-voting.

The Chairman further informed that the Combined Scrutinizer's Report on Remote E-Voting and Instapoll would be uploaded on the Company's website, websites of National Stock Exchange of India Limited, BSE Limited and Karvy Fintech Private Limited once made available to the Company.

Please find attached in **Annexures B and C** the Voting Results and the Consolidated Report of the Scrutinizer for the said AGM, and the same will be informed and uploaded on the website of Karvy Fintech Private Limited and of the Company as well.

Based on the Scrutinizer's Report submitted to us today, we hereby inform you that all the above Resolutions have been passed by the shareholders with requisite majority.

The meeting commenced at 11.00 a.m. and concluded at 12.10 p.m. with a Vote of Thanks.

For MASTEK LIMITED

MASTEK LIMITED
Mastek

Dinesh Kalani
Company Secretary
Encl: As Above

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ANNEXURE B

VOTING RESULTS OF THE 37TH AGM PURSUANT TO REGULATION 44 OF THE SEBI LISTING REGULATIONS.

Pursuant to provisions of Regulation 44(3) of the SEBI Listing Regulations, please find below the consolidated results of Remote E Voting & Electronic voting system ("Insta Poll") at the Annual General Meeting in the format prescribed, together with Scrutinizer's Report.

Details of the voting results are as follows:

Date of the Annual General Meeting	:	July 23, 2019
Total number of Shareholders on Cut Off Date for E-voting i.e. July 16, 2019	:	23,605

No. of Shareholders present in the meeting either in person or through proxy	:	**In Person**	**Proxy**	**Total**
Promoters and Promoter Group		6	-	6
Public		65	10	75
Total		**71**	**10**	**81**

No. of Shareholders attended the meeting through Video Conferencing	:	-

Agenda-wise disclosure:

1. To consider and adopt:
   a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
   b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2019 and the Report of the Auditors thereon.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	**Mode of voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100**	**No. of Votes - in favour (4)**	**No. of Votes - against (5)**	**% of Votes in favour on votes polled (6) = [(4)/(2)]*100**	**% of Votes against on votes polled (7) = [(5)/(2)]*100**
Promoter & Promoter Group	**E-Voting**	10,953,660	10,953,660	100.00	10,953,660	0	100.00	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Total		10,953,660	100.00	10,953,660	0	100.00	0.00
Public - Institutional Holders	**E-Voting**	4,296,714	2,741,945	63.8149	2,741,945	0	100.00	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Total		2,741,945	63.8149	2,741,945	0	100.00	0.00
Public – Non Institutions	**E-Voting**	8,763,166	3,102	0.0354	3,101	1	99.9678	0.0322
	Insta Poll		109,136	1.2454	109,136	0	100.00	0.00
	Total		112,238	1.2808	112,237	1	99.9991	0.0009
Total		**24,013,540**	**13,807,843**	**57.5002**	**13,807,842**	**1**	**100.00**	**0.00**

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Mastek

2. To confirm the payment of Interim Dividend of Rs. 3.50/- per Equity Share and to declare a Final Dividend of Rs. 5/- per Equity Share (Face Value of Rs. 5/- each) for the financial year 2018–19.

Resolution required: (Ordinary/ Special)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	**Mode of voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=** [(2)/(1)]*100	**No. of Votes - in favour (4)**	**No. of Votes - against (5)**	**% of Votes in favour on votes polled (6) =** [(4)/(2)]*100	**% of Votes against on votes polled (7) =** [(5)/(2)]*100
Promoter & Promoter Group	**E-Voting**	10,953,660	10,953,660	100.00	10,953,660	0	100.00	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Total		10,953,660	100.00	10,953,660	0	100.00	0.00
Public - Institutional Holders	**E-Voting**	4,296,714	2,759,454	64.2224	2,759,454	0	100.00	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Total		2,759,454	64.2224	2,759,454	0	100.00	0.00
Public – Non Institutions	**E-Voting**	8,763,166	3,102	0.0354	3,101	1	99.9678	0.0322
	Insta Poll		109,136	1.2454	109,136	0	100.00	0.00
	Total		112,238	1.2808	112,237	1	99.9991	0.0009
Total		**24,013,540**	**13,825,352**	**57.5732**	**13,825,351**	**1**	**100.00**	**0.00**

3. To appoint a Director in place of Mr. Sudhakar Ram (DIN: 00101473), an Executive/Non-Independent Director who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	**Mode of voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=** [(2)/(1)]*100	**No. of Votes - in favour (4)**	**No. of Votes - against (5)**	**% of Votes in favour on votes polled (6) =** [(4)/(2)]*100	**% of Votes against on votes polled (7) =** [(5)/(2)]*100
Promoter & Promoter Group	**E-Voting**	10,953,660	9,364,980	85.4964	9,364,980	0	100.00	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Total		9,364,980	85.4964	9,364,980	0	100.00	0.00
Public - Institutional Holders	**E-Voting**	4,296,714	2,759,454	64.2224	2,675,754	83,700	96.9668	3.0332
	Insta Poll		0	0.00	0	0	0.00	0.00
	Total		2,759,454	64.2224	2,675,754	83,700	96.9668	3.0332
Public – Non Institutions	**E-Voting**	8,763,166	3,102	0.0354	3,101	1	99.9678	0.0322
	Insta Poll		109,136	1.2454	109,136	0	100.00	0.00
	Total		112,238	1.2808	112,237	1	99.9991	0.0009
Total		**24,013,540**	**12,236,672**	**50.9574**	**12,152,971**	**83,701**	**99.3160**	**0.6840**

Note: Mr. Sudhakar Ram being Promoter director, had abstained from voting.

4. To re-appoint Mr. S. Sandilya, (DIN: 00037542) as Non-Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	**Mode of voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=** [(2)/(1)]*100	**No. of Votes - in favour (4)**	**No. of Votes - against (5)**	**% of Votes in favour on votes polled (6) =** [(4)/(2)]*100	**% of Votes against on votes polled (7) =** [(5)/(2)]*100
Promoter & Promoter Group	**E-Voting**	10,953,660	10,953,660	100.00	10,953,660	0	100.00	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Total		10,953,660	100.00	10,953,660	0	100.00	0.00
Public - Institutional Holders	**E-Voting**	4,296,714	2,759,454	64.2224	1,979,304	780,150	71.7281	28.2719
	Insta Poll		0	0.00	0	0	0.00	0.00
	Total		2,759,454	64.2224	1,979,304	780,150	71.7281	28.2719
Public – Non Institutions	**E-Voting**	8,763,166	3,102	0.0354	3,101	1	99.9678	0.0322
	Insta Poll		83,136	0.9487	83,136	0	100.00	0.00
	Total		86,238	0.9841	86,237	1	99.9988	0.00
Total		**24,013,540**	**13,799,352**	**57.4649**	**13,019,201**	**780,151**	**94.3465**	**5.6535**

Note: 26,000 shares treated as invalid votes.

5. To re-appoint Ms. Priti Rao (DIN: 03352049) as Non-Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	**Mode of voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100**	**No. of Votes - in favour (4)**	**No. of Votes - against (5)**	**% of Votes in favour on votes polled (6) = [(4)/(2)]*100**	**% of Votes against on votes polled (7) = [(5)/(2)]*100**
Promoter & Promoter Group	**E-Voting**	10,953,660	10,953,660	100.00	10,953,660	0	100.00	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Total		10,953,660	100.00	10,953,660	0	100.00	0.00
Public - Institutional Holders	**E-Voting**	4,296,714	2,759,454	64.2224	2,759,454	0	100.00	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Total		2,759,454	64.2224	2,759,454	0	100.00	0.00
Public – Non Institutions	**E-Voting**	8,763,166	3,102	0.0354	2,901	201	93.5203	6.4797
	Insta Poll		79,536	0.9076	79,536	0	100.00	0.00
	Total		82,638	0.9430	82,437	201	99.7578	0.2432
Total		**24,013,540**	**13,795,752**	**57.4499**	**13,795,551**	**201**	**99.9985**	**0.0015**

Note: 29,600 shares treated as invalid votes.

6. To re-appoint Mr. Atul Kanagat (DIN: 06452489) as Non-Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	**Mode of voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100**	**No. of Votes - in favour (4)**	**No. of Votes - against (5)**	**% of Votes in favour on votes polled (6) = [(4)/(2)]*100**	**% of Votes against on votes polled (7) = [(5)/(2)]*100**
Promoter & Promoter Group	**E-Voting**	10,953,660	10,953,660	100.00	10,953,660	0	100.00	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Total		10,953,660	100.00	10,953,660	0	100.00	0.00
Public - Institutional Holders	**E-Voting**	4,296,714	2,759,454	64.2224	2,759,454	0	100.00	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Total		2,759,454	64.2224	2,759,454	0	100.00	0.00
Public – Non Institutions	**E-Voting**	8,763,166	3,102	0.0354	2,901	201	93.5203	6.4797
	Insta Poll		99,536	1.1358	99,536	0	100.00	0.00
	Total		102,638	1.1712	102,437	201	99.8042	0.1958
Total		**24,013,540**	**13,815,752**	**57.5332**	**13,815,551**	**201**	**99.9985**	**0.0015**

Note: 9,600 shares treated as invalid votes.

Accordingly, all resolutions as stated herein above have been passed with requisite majority.

For MASTEK LIMITED

Dinesh Kalani
Company Secretary
Encl: As Above

MASTEK LIMITED
Mastek

P. MEHTA & ASSOCIATES
Practising Company Secretaries

FORM No. MGT-13

CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

NAME OF COMPANY	MASTEK LIMITED
MEETING	37TH ANNUAL GENERAL MEETING
DATE & TIME	JULY 23, 2019 AT 11:00 A.M.
VENUE	H.T. PAREKH AUDITORIUM, AMA COMPLEX, ATIRA. DR. VIKRAM SARABHAI MARG, AHMEDABAD – 380015

To,
Chairman/ Company Secretary,
Mastek Limited,
804/805, President House,
Opp. C.N. Vidyalaya, Near Ambawadi Circle,
Ambawadi, Ahmedabad – 380006.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting done through Remote E-voting Process and Instapoll at 37th Annual General Meeting of Mastek Limited held on Tuesday, July 23, 2019.

I, **Prashant S. Mehta, Proprietor of P. Mehta & Associates, Practicing Company Secretaries**, was appointed as Scrutinizer by the Board of the Directors of **Mastek Limited** ("the Company") at its meeting held on April 16, 2019, pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the Electronic Voting ("Remote E-voting") and the Poll Process ("Instapoll") for the resolutions contained in the Notice convening the 37th Annual General Meeting of the Members of the Company, hereby submit my Consolidated report as under:

1. Pursuant to the Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Annual Reports along with the Notice of the 37th Annual General Meeting for the financial year 2018-19 had been sent electronically to all those Members whose email addresses are registered with the Company / Depository Participant for communication purposes and the dispatch was completed on Thursday, June 27, 2019. For Members who have not registered their email addresses or have requested for hard copies of the Annual Report has been sent at their registered address by Speed/Registered Post/Courier/Air Mail and the dispatch for the same has been completed on Thursday, June 27, 2019.

2. The Annual Report along with the Notice convening the 37th Annual General Meeting was also placed on the website of the Company. The Members of the Company were given option to vote electronically on Remote E-Voting system, provided by Karvy Fintech Pvt. Ltd.("KARVY")

3. The public advertisement dated June 29, 2019 with respect to dispatch of notices and conducting of voting through electronic means was published in the following newspapers:

   a) Financial Express, Mumbai - on July 1, 2019
   b) Mumbai Lakshdeep, Mumbai – Marathi - on July 1, 2019; and
   c) Financial Express, Ahmedabad – Guajarati - on July 1, 2019

4. The Remote E-voting period commenced on **Friday, July 19, 2019 (9.00 a.m. IST)** and ended on **Monday, July 22, 2019 (5.00 p.m. IST)**. Remote E-voting Portal was blocked at 5:00 P. M.

5. The members who were present at the Meeting but had not cast their votes by Remote E-voting were allowed to vote electronically through InstaPoll at the AGM venue.

6. After the InstaPoll concluded at the venue of the AGM, the InstaPoll votes cast were un-locked by me. Subsequently the votes cast were un-locked and reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and the authorizations lodged with the Company.

Office Address : F-418, Bussa Apartments, B. M. Bhargava Road, Santacruz (West), Mumbai - 400 054.
Email: acs.pmehta@gmail.com ● Mobile: +91 9821231387

7. The register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares, number of vote cast in favour and against. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining the list of shares with differential voting rights.

The result of the voting is as under:

ORDINARY BUSINESS:

Resolution No.1- Ordinary Resolution

To consider and adopt:

a) **the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2019, together with the Reports of the Board of Directors and Auditors thereon; and**
b) **the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2019 and the Report of the Auditors thereon.**

(i) Voted **in favour** of the resolution:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
129	1,38,07,842	100.00

(ii) Voted **against** the resolution:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid/** votes:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

Note: 1 shareholder had remained abstained from Voting.

Resolution No.2- Ordinary Resolution

To confirm the payment of Interim Dividend of Rs. 3.50/- per Equity Share and to declare a Final Dividend of Rs. 5/- per Equity Share (Face Value of Rs. 5/- each) for the financial year 2018–19.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically and through InstaPoll	Number of votes cast by Them	% of total number of valid votes cast
130	1,38,25,351	100.00

(ii) Voted **against** the resolution:

Number of Members voted electronically and through InstaPoll	Number of votes cast by Them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid** votes:

Number of Members voted electronically and through InstaPoll	Number of votes cast by Them	% of total number of valid votes cast
0	0	0.00

Resolution No.3- Ordinary Resolution

To appoint a Director in place of Mr. Sudhakar Ram (DIN: 00101473), an Executive/Non-Independent Director who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
128	1,21,52,971	99.3160

(ii) Voted **against** the resolution:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
2	83,701	0.6840

PRASHANT S. MEHTA
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(iii) **Invalid** votes:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

Note: Mr. Sudhakar Ram being Promoter director, had abstained from voting.

SPECIAL BUSINESS:

Resolution No.4- Special Resolution

Re-appointment of Mr. S. Sandilya (DIN: 00037542), as Non-executive Independent Director to hold office for a second term of 5 consecutive years i.e. from April 1, 2019 to March 31, 2024.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
122	1,30,19,201	94.3465

(ii) Voted **against** the resolution:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
8	7,80,151	5.6535

(iii) **Invalid** votes:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
1	26,000	0.00

Resolution No.5- Special Resolution

Re-appointment of Ms. Priti Rao (DIN: 03352049), as Non-executive Independent Director to hold office for a second term of 5 consecutive years i.e. from April 1, 2019 to March 31, 2024.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
128	1,37,95,551	99.9985

(ii) Voted **against** the resolution:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
2	201	0.0015

(iii) **Invalid** votes:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
1	29,600	0.00

Resolution No.6- Special Resolution

Re-appointment of Mr. Atul Kanagat (DIN: 06452489), as as Non-executive Independent Director to hold office for a second term of 5 consecutive years i.e. from April 1, 2019 to March 31, 2024.

(i) Voted **in favour** of the resolution:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
128	1,38,15,551	99.9985

(ii) Voted **against** the resolution:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
2	201	0.0015

(iii) **Invalid** votes:

Number of Members voted electronically and through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
1	9,600	0.00

PRASHANT S. MEHTA
MUMBAI
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A softcopy containing a list of equity shareholders who voted "**FOR**"/ "**AGAINST**" and those who "**ABSTAINED**" for each resolution relating to Remote E- Voting and InstaPoll and all other relevant records were sealed and handed over to Mr. Dinesh Kalani - Company Secretary of Mastek Limited authorized by the Board for safe keeping.

Based on the above results of voting, I report that all the above SIX resolutions have been passed by the Shareholders with the requisite majority.

Thanking You,
Yours Faithfully,

PRASHANT S. MEHTA
COMPANY SECRETARY
M. NO. 5814 CP. NO. 17341

Date: July 23, 2019
Place: Ahmedabad

PRASHANT ... MUMBAI ACS 5814 CP. NO. 17341 PRACTISING COMPANY SECRETARY

SUMMARY OF E-VOTING AND INSTAPOLL VOTING AT THE 37TH AGM OF THE MASTEK LIMITED HELD ON JULY 23, 2019.

Combined Statement of voting received in respect of the Resolutions proposed at the 37th Annual General Meeting of the Company held on July 23, 2019.

Resolution No. 1- Ordinary Resolution	1. To consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2019, together with the Reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2019 and the Report of the Auditors thereon.							
	Assent	%	Dissent	%	Total	%	Abstained	Total Votes Cast
Total No. of Shares on E-Voting	1,36,98,706	100	1	00	1,36,98,707	100	17,509	1,36,98,707
Total No. of Instapoll Voting	1,09,136	100	0	00	1,09,136	100	0	1,09,136
Total	1,38,07,842	--	1	--	1,38,07,843	--	17,509	1,38,07,843

Note: One shareholder had remained abstained from Voting.

Resolution No. 2- Ordinary Resolution	**To confirm the payment of Interim Dividend of Rs. 3.50/- per Equity Share and declare a Final Dividend of Rs. 5/- per Equity Share (Face Value of Rs. 5/- each) for the financial year 2018-19.**							
	Assent	%	Dissent	%	Total	%	Abstained	Total Votes Cast
Total No. of Shares on E-Voting	1,37,16,215	100	1	00	1,37,16,216	100	0	1,37,16,216
Total No. of Instapoll Voting	1,09,136	100	0	00	1,09,136	100	0	1,09,136
Total	1,38,25,351	--	1	--	1,38,25,352	--	0	1,38,25,352

Resolution No. 3- Ordinary Resolution	**Re-appointment of Mr. Sudhakar Ram (DIN: 00101473), an Executive/Non- Independent Director who retires by rotation and being eligible, offers himself for re-appointment.**							
	Assent	%	Dissent	%	Total	%	Abstained	Total Votes Cast
Total No. of Shares on E-Voting	1,20,43,835	99.3160	83,701	0.6840	1,21,27,536	100	15,88,680	1,21,27,536
Total No. of Instapoll Voting	1,09,136	100	0	00	1,09,136	100	0	1,09,136
Total	1,21,52,971	--	83,701	--	1,22,36,672	--	15,88,680	1,22,36,672

Note: Mr. Sudhakar Ram being Promoter director, had abstained from voting.

Resolution No. 4- Special Resolution	**Re-appointment of Mr. S. Sandilya (DIN: 00037542), as Non-executive Independent Director to hold office for term of 5 consecutive years i.e. from April 1, 2019 to March 31, 2024.**							
	Assent	%	Dissent	%	Total	%	Abstained	Total Votes Cast
Total No. of Shares on E-Voting	1,29,36,065	94.3465	7,80,151	5.6535	1,37,16,216	100	0	1,37,16,216
Total No. of Instapoll Voting	83,136	100	0	00	83,136	100	0	83,136
Total	1,30,19,201	--	7,80,151	--	1,37,99,352	--	0	1,37,99,352

Note: 26,000 shares are treated as invalid.

Resolution No. 5- Special Resolution	**Re-appointment of Ms. Priti Rao (DIN: 03352049), as Non-executive Independent Director to hold office for a second term of 5 consecutive years i.e. from April 1, 2019 to March 31, 2024.**							
	Assent	%	Dissent	%	Total	%	Abstained	Total Votes Cast
Total No. of Shares on E-Voting	1,37,16,015	99.9985	201	0.0015	1,37,16,216	100	0	1,37,16,216
Total No. of Instapoll Voting	79,536	100	0	00	79,536	100	0	79,536
Total	1,37,95,551	--	201	--	1,37,95,752	--	0	1,37,95,752

Note: 29,600 shares are treated as invalid.

Resolution No. 6- Special Resolution	**Re-appointment of Mr. Atul Kanagat (DIN: 06452489), as as Non-executive Independent Director to hold office for a second term of 5 consecutive years i.e. from April 1, 2019 to March 31, 2024.**							
	Assent	%	Dissent	%	Total	%	Abstained	Total Votes Cast
Total No. of Shares on E-Voting	1,37,16,015	99.9985	201	0.0015	1,37,16,216	100		1,37,16,216
Total No. of Instapoll Voting	99,536	100	0	00	99,536	100	0	99,536
Total	1,38,15,551	--	201	--	1,38,15,752	--	0	1,38,15,752

Note: 9,600 shares are treated as invalid.

Thanking You,

Yours Faithfully,

PMehta

PRASHANT S. MEHTA
COMPANY SECRETARY
M NO. 5814 CP. NO. 17341

Date: July 23, 2019
Place: Ahmedabad

PRASHANT S. MEHTA
PRACTISING COMPANY SECRETARY
MUMBAI
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