

SEC/103/2023-24

December 1, 2023

<b>Listing Department</b> <b>BSE Limited</b> 25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai-400 001 <b>SCRIP CODE: 523704</b>	<b>Listing Department</b> <b>The National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 <b>SYMBOL: MASTEK</b>
<b>ISIN: INE759A01021</b>	

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

**Sub: Disclosure on e-Voting Results on the resolution passed through Postal Ballot**

**Ref. Postal Ballot Notice submitted to the Exchanges vide letter No. SEC/89/2023-24 dated October 31, 2023**

The Company had sought approval of the members of the Company for appointment of Ms. Marilyn Frances Jones (DIN: 10301799) as an Independent Director of the Company through Postal Ballot.

Details of voting results of the Postal Ballot, conducted through remote e-voting process, in respect of the resolution contained in the Postal Ballot Notice dated October 19, 2023, is attached in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with the Scrutinizer's Report on the e-voting. The e-voting results in XBRL format has been uploaded on the Exchange portals.

The said resolution has been passed with requisite majority on November 30, 2023 (the last date of e-voting).

This is for your information and records.

Thanking you,

Yours faithfully,  
For **Mastek Limited**



**Dinesh Kalani**  
**Vice President – Group Company Secretary**  
Encl: AA

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Marilyn Frances Jones (DIN:10301799) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11184775	10703975	95.7013	10703975	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		11184775	10703975	95.7013	10703975	0	100.0000
Public-Institutions	E-Voting	6129996	5692058	92.8558	5257185	434873	92.3600	7.6400
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		6129996	5692058	92.8558	5257185	434873	92.3600
Public- Non Institutions	E-Voting	13334923	69250	0.5193	42992	26258	62.0823	37.9177
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		13334923	69250	0.5193	42992	26258	62.0823
<b>Total</b>		30649694	16465283	53.7209	16004152	461131	97.1994	2.8006
<b>Whether resolution is Pass or Not.</b>							Yes	



SCRUTINISER'S REPORT



To,  
The Chairperson,  
Mastek Limited  
804/805, President House,  
OPP. C. N. Vidyalaya, near Ambawadi Circle,  
Ambawadi, Ahmedabad - 380 006, Gujarat.

Dear Sir,

Sub: Mastek Limited - Scrutiniser's Report on Postal Ballot Results, pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended.

I, Prashant S. Mehta, Proprietor of M/s. P. Mehta & Associates, Practising Company Secretaries was appointed as Scrutiniser by the Board of Directors of Mastek Limited at its meeting held on October 19, 2023, for the purpose of scrutinising the voting of Postal Ballot conducted by way of Remote Electronic Voting ("Remote E-voting") in a fair and transparent manner pursuant to provisions of Sections 108, 110 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modifications or re-enactments thereof for the time being in force, Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 read with other relevant Circulars ("MCA Circulars") allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means ("e-voting").

Below-mentioned is the resolution to be passed through postal ballot:

Sr. No.	Type of Resolution	Description of the Resolution
1	Special Resolution	Appointment of Ms. Marilyn Frances Jones (DIN:10301799) as an Independent Director of the Company

Accordingly, after completing my detailed verification of the Remote E-voting, I hereby submit my report as under:

1. I declare and confirm that I am not in the employment of the Company and the Board is of the opinion that I can conduct the Postal Ballot voting process in a fair and transparent manner.
2. I have given my consent to act as the Scrutiniser for the Postal Ballot under reference.
3. Scrutiniser's Responsibility.

My responsibility as Scrutiniser is restricted to only making a Scrutiniser's Report of the votes cast "in favour" or "against" by the Members in respect of the resolution contained in the Postal Ballot Notice based on the reports generated from the Remote E-voting system provided by National Securities Depository Limited ("NSDL"), the Agency authorised in accordance with the applicable Rules under the Act and engaged by the Company to provide the facility of Remote E-voting / documents furnished to me electronically by the Company and / or NSDL for my verification.

4. Remote E-voting.

The Remote E-voting facility provided to the Members of the Company, commenced from 09:00 a.m. (IST) on Wednesday, November 1, 2023 till 05:00 p.m. (IST) on Thursday, November 30, 2023. The Remote E-voting module was disabled for voting thereafter by the NSDL.

5. Dispatch of Notice.

The Company on October 31, 2023, completed the dispatch of the Postal Ballot Notice along with the Explanatory Statement ("Notice") including the process of Remote E-voting through email to all the eligible Members of the Company whose names appeared in the Register of Members / List of Beneficiaries Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, October 27, 2023, and whose e-mail IDs are registered with the Company / Depositories.

The Company had also uploaded the said Notice on its website i.e. www.mastek.com, and on the websites of the NSDL and Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges").

Advertisement post-dispatch of Notice:

Pursuant to clause (v) of sub-rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 47 of SEBI Listing Regulations, the Company has published an advertisement in the Financial Express (Mumbai) in English, and in Gujarati (Ahmedabad), and Lakshadeep (Mumbai) in Marathi dated November 1, 2023, specifying the dispatch to the Shareholders and other required information as provided under the said rule.



6. Preparation of Results.

- Particulars of votes casted through electronic means have been entered in a register separately maintained for the purpose.
- Since there was no voting by physical postal ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise. Since the voting on Postal Ballot process was conducted only through Remote e-voting, reporting on number of envelopes containing postal ballot form received after due date upto the date of this report and returned undelivered of the postal ballot form also does not arise.
- The details of Remote e-Voting counts were scrutinised by me and the shareholding was matched / confirmed with the Register of Members of the Company/ list of Beneficial Owners maintained by the Depositories as on October 27, 2023;
- All votes cast through Remote E-voting on e-voting platform up to Thursday, November 30, 2023, being the last date and time fixed by the Company for Remote E-voting were considered for my scrutiny.

7. A Summary of the Remote E-voting for the below mentioned Special Resolution is given below.

Resolution required: (Ordinary / Special)			Special (01): Appointment of Ms. Marilyn Frances Jones (DIN: 10301799) as an Independent Director of the Company					
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	Remote E-Voting	11184775	10703975	95.7013	10703975	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>10703975</b>	<b>95.7013</b>	<b>10703975</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutional Holders	Remote E-Voting	6129996	5692058	92.8558	5257185	434873	92.3600	7.6400
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>5692058</b>	<b>92.8558</b>	<b>5257185</b>	<b>434873</b>	<b>92.3600</b>	<b>7.6400</b>
Public - Non Institutions	Remote E-Voting	13334923	69250	0.5193	42992	26258	62.0823	37.9177
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>69250</b>	<b>0.5193</b>	<b>42992</b>	<b>26258</b>	<b>62.0823</b>	<b>37.9177</b>
<b>Total</b>		<b>30649694</b>	<b>16465283</b>	<b>53.7209</b>	<b>16004152</b>	<b>461131</b>	<b>97.1994</b>	<b>2.8006</b>



- 8. I have e-mailed all the e-registers and records relating to Remote e-voting to the Company Secretary of the Company.
- 9. The approval is deemed to have been received on the last date of closure of voting i.e. on Thursday, November 30, 2023. Accordingly, the above-mentioned 1 (one) Special Resolution as set out in the said Postal Ballot Notice dated October 19, 2023 stand approved by the Members of the Company with the requisite majority.

Thanking you,

For P Mehta & Associates



Prashant S. Mehta  
ACS 5814  
CP 17341

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



UDIN: A005814E002772688  
PR NO: 2354/2022

Date: December 1, 2023.  
Place: Mumbai.

Witness 1: JPMehta 

Witness 2: APMehta 