

October 31, 2023

SEC/89/2023-24

Listing Department BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai-400 001 SCRIP 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 SYMBOL: MASTEK
ISIN: INE759A01021	

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

Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Issuance of Postal Ballot Notice

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated October 19, 2023, seeking approval of the members of the Company, by way of remote e-voting process for appointment of Ms. Marilyn Jones as an Independent Director of the Company effective September 5, 2023.

Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners, as on Friday, October 27, 2023 (“Cut-off Date”), received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of National Securities Depository Limited, as the agency to provide e-voting facility to all its members.

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

Commencement of e-voting:	9:00 a.m. (IST) on Wednesday, November 1, 2023
End of e-voting:	5:00 p.m. (IST) on Thursday, November 30, 2023

The Postal Ballot Notice is also available on the Company's website at www.mastek.com.

This is for your information and records.

We request you to take the above information on record.

Yours faithfully
For Mastek Limited



Dinesh Kalani
Vice President – Group Company Secretary

Encl: as above

Mastek Limited



Trust. Value. Velocity

MASTEK LIMITED

CIN: L74140GJ1982PLC005215

Registered Office: 804/805, President House, Opp. C. N. Vidyalaya, Near Ambawadi Circle, Ambawadi, Ahmedabad - 380 006, Gujarat.

Tel: +91-79-2656-4337; **E mail:** investor_grievances@mastek.com; **Website:** www.mastek.com;

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolution set out below is proposed for approval by the Members of Mastek Limited (“**the Company**”) by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Board of Directors has appointed M/s. P. Mehta & Associates, Practising Company Secretaries, represented by Mr. Prashant S. Mehta (ACS No.: 5814 CP No.: 17341), as Scrutiniser at its meeting held on October 19, 2023, for conducting this Postal Ballot process in a fair and transparent manner in accordance with the provisions of the Act and the rules made thereunder and they have communicated their willingness to be appointed and will be available for the said purpose.

The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) as the agency to provide a Remote E-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Wednesday, November 1, 2023
End of e-voting:	5:00 p.m. (IST) on Thursday, November 30, 2023

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any person authorised by him. The results of e-voting will be announced **on or before Monday, December 4, 2023**, and will be displayed on the Company’s website at www.mastek.com and the website of NSDL. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS

APPOINTMENT OF MS. MARILYN FRANCES JONES (DIN: 10301799) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder, and Regulations 16, 17(6)(a), 25(2A) and other relevant applicable Regulations of Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Marilyn Frances Jones (DIN: 10301799), who was appointed as an Additional Director in the capacity of Independent Director with effect from September 5, 2023, and has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company **with effect from September 5, 2023 to September 4, 2026 (both days inclusive)**, not liable to retire by rotation, on such terms and conditions including Remuneration as detailed in the Explanatory Statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits prescribed under the Act.

RESOLVED FURTHER THAT any of the Directors and / or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient, or desirable in order to give effect to this resolution."

By Order of the Board of Directors
For **Mastek Limited**

Dinesh Kalani
Vice President – Group Company Secretary
Membership Number: FCS 3343

Place: Mumbai
Date: October 19, 2023

Registered Office:

804/805, President House, Opp. C. N. Vidyalaya,
Near Ambawadi Circle, Ambawadi, Ahmedabad - 380 006, Gujarat.
CIN: L74140GJ1982PLC005215
Website: www.mastek.com
Email: investor_grievances@mastek.com

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on **Friday, October 27, 2023 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at NSDL www.mastek.com, website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://evoting.nsdl.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.mastek.com) duly filled and signed along with requisite supporting documents to KFin Technologies Limited, (Unit: Mastek Limited), Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana - 500 032.
5. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.

6. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“**SEBI Master Circular**”), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. The e-voting period commences at **9:00 a.m. (IST) on Wednesday, November 1, 2023 and ends at 5:00 p.m. (IST) Thursday, November 30, 2023.**

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, November 30, 2023.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to investor_grievances@mastek.com.

The Instructions for Members for Remote E-Voting

The remote e-voting period begins on **Wednesday, November 1, 2023** at 09:00 A.M. IST and ends on **Thursday, November 30, 2023** at 05:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, October 27, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, October 27, 2023**.

As per the SEBI Master Circular, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

How do I 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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Members holding securities in demat mode

The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

Type of Members	Type of Members
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of Members	Type of Members
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="735 617 1262 928" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <p>The image shows a promotional banner for the NSDL Mobile App. At the top, it says 'NSDL Mobile App is available on' in blue. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Underneath each logo is a square QR code. The entire banner is enclosed in a thin black border.</p> </div>
Individual Members holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication.</p> <p>The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Members (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

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/evoting> 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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	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 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 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. Password details for Members other than Individual Members are given below:
 - a) If you are already registered for e-Voting, then you can use 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, please follow steps mentioned below in **process for those Members whose email IDs are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (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 etc.
 - 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional Members (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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to acs.pmehta@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in . National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated e-mail ID: evoting@nsdl.co.in who will also address the grievances connected with the voting by electronic means.

Process for those Members whose email IDs are not registered with the depositories for procuring user id and password and registration of e mail IDs for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Members, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Investor_grievances@mastek.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Investor_grievances@mastek.com. If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board of Directors of the Company (**'the Board'**) at its meeting held on September 5, 2023, based on the recommendation of the Nomination and Remuneration Committee of the Board and pursuant to the provisions of the Companies Act, 2013 (**'the Act'**) and Articles of Association (**'AoA'**) of the Company, recommends for the approval of the Members, the appointment of Ms. Marilyn Jones (DIN: 10301799) as an Independent Director of the Company for a term commencing from **September 5, 2023, up to September 4, 2026 (both days inclusive)**. The Company has pursuant to Section 160 (1) of the Act, received a Notice from a Member in writing proposing her candidature for the appointment. If appointed, Ms. Marilyn Jones will act as a Non-Executive and Independent Director, not liable to retire by rotation.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of Independent Directors requires the approval of the Members of the Company. However, in terms of the Regulation 17(1C) of the SEBI Listing Regulations, effective from January 1, 2022, a listed entity shall ensure that the approval of Members for the appointment of a person on the Board of Directors has to be taken within a time period of 3 (three) months from the date of appointment. Accordingly, the approval of the Members is sought to comply with the SEBI Listing Regulations.

Further in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director of a listed entity, shall require the approval of Members by way of a Special Resolution. According to the SEBI Listing Regulations (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022, effective November 14, 2022, if the Special Resolution for the appointment of Independent Director fails to get the requisite majority of votes; but the votes cast in favour of the resolution exceeds the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceeds the votes cast against the resolution, then the appointment of such an Independent Director of the Company shall be deemed to have been made under Regulation 25(2A) of the SEBI Listing Regulations.

The Company has received requisite disclosures/declarations from Ms. Jones:

- i Consent to act as Director u/s 152 of the Act (Form DIR-2);
- ii Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- iii Declaration u/s 164 of the Act (Form DIR- 8) to the effect that she is not disqualified to become Director;
- iv Declaration of independence u/s 149(6) of the Act and the Listing Regulations,
- v Notice u/s 160(1) of the Act proposing her candidature as Independent Director of the Company and all other necessary information/documents/declarations.
- vi Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and in terms of Regulation 17(1C) of the SEBI Listing Regulations and other applicable provisions, the appointment of Ms. Marilyn Jones as an Independent Director is being placed for the approval of the Members.

In the opinion of the Board of Directors, Ms. Marilyn Jones possesses integrity, expertise, and experience and fulfils the conditions for the appointment as an Independent Director as specified under the Act, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is independent of the management of the Company. Ms. Jones has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably expected/anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Jones does not have any other pecuniary relationship with the Company. Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Marilyn Jones has enrolled her name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs. A brief profile of Ms. Marilyn Jones, the nature of her expertise in specific functional areas, disclosure of relationships between directors *inter-se*, names of Companies in which she holds Directorship, Committee Memberships / Chairmanships, shareholding in the Company etc., in terms of Regulation 36(3) of the SEBI Listing Regulation and Secretarial Standard 2 is annexed to this Notice as **'Annexure A'**.

A brief profile of Ms. Marilyn Jones is as under:

“Ms. Marilyn Jones (based in Texas) is a business-centric technology executive, board member, and speaker with a career spent honing a proven playbook for leading profitable results through technology transformations in multinational and public businesses, including Intuit, Dell, Dun & Bradstreet, and Travelocity. She is adept at building complex applications, data warehousing capabilities, and call center technology, as well as driving process improvements through agile methodologies. Ms. Jones is known for implementing creative solutions to complex business problems and fostering a culture of innovation, developing high-performing technical teams with flexibility during organizational changes.

Ms. Jones served as Senior Vice President, Technology for Intuit Inc., Dun & Bradstreet/Hoovers, and Travelocity.com, leading technical teams of over 400 professionals and driving successful business results and organizational transformation.

Ms. Jones has served as an Executive Board Member of Technology Women @ Intuit and as an Advisory Board Member of the University of Texas at Dallas. She also served on the Advisory Board of the Alliance of Women in Technology and the Advisory Board Member of Teradata. She earned the CEO Leadership Award at Intuit in 2016 and the Dallas Tech Titan Corporate CTO Award in 2015.

As a respected thought leader, Ms. Jones has been a keynote speaker at multiple Agile Camp Conferences, spoken at numerous Governance and Diversity Council Symposiums, and has been a keynote speaker at various technology Conferences. Ms. Jones earned a Master of Science in Education from Portland State University in Oregon.”

The Nomination and Remuneration Committee and the Board are of the view that the association of Ms. Marilyn Jones and the rich experience & vast knowledge she brings with her, would benefit the Company as she possesses requisite skills, expertise, and competencies in the context of the Company’s businesses, particularly in the areas of Technology, Mergers & Acquisitions, Global Business Perspective, Strategy & Planning, Governance & Compliance, Risk Management and Operations & General Management.

Ms. Marilyn Jones would be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof. In addition, Ms. Marilyn Jones would be entitled to receive a commission as a Non-Executive Director of the Company, as may be determined each year by the Board of Directors within the limits approved by the Members of the Company.

Ms. Marilyn Jones will also be paid the professional fees of USD 30,000/- per annum from a USA based Step-down Subsidiary of the Company for rendering professional services to the business of such Step-down Subsidiary.

A copy of the draft letter for the appointment of Ms. Marilyn Jones as an Independent Director setting out the terms & conditions would be available for inspection without any fee, by the Members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company’s website www.mastek.com.

Ms. Marilyn Jones does not hold any Equity Shares in the Company and is not related to any other Directors and/or Key Managerial Personnel of the Company.

Accordingly, the Board recommends the special resolution for appointment of Ms. Marilyn Jones as an Independent Director by the Members of the Company.

Except, for Ms. Marilyn Jones (being an appointee), none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, in any way, either financially or otherwise in the Resolution set out in this Notice.

By Order of the Board of Directors
For **Mastek Limited**

Dinesh Kalani
Vice President – Group Company Secretary
Membership Number: FCS 3343

Place: Mumbai
Date: October 19, 2023

Registered Office:
804/805, President House, Opp. C. N. Vidyalyaya,
Near Ambawadi Circle, Ambawadi, Ahmedabad - 380 006, Gujarat.
CIN: L74140GJ1982PLC005215
Website: www.mastek.com
Email: investor_grievances@mastek.com

‘ANNEXURE A’ TO ITEM NO. 1 OF THE POSTAL BALLOT NOTICE

Details of Director seeking appointment [Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings].

Name of the Director	Ms. Marilyn Jones
Director Identification Number	10301799
Category	Non-Executive and Independent Director
Date of Birth	October 19,1955
Age (in years)	68 Years
Nationality	US Citizen
Date of Appointment on the Board	September 5, 2023
Qualifications	Master of Science in Education from Portland State University in Oregon
Occupation	Professional Consultant and author
Expertise in specific areas	Technology and Global Business Perspective and as stated in Explanatory Statement.
Skill & Capabilities required for the role	Possesses wide managerial experience and expertise in Technology, Mergers & Acquisitions, Global Business Perspective, Strategy & Planning, and Governance & Compliance, Risk Management and Operations & General Management.
Number of shares held in the Company	Nil
List of the directorships held in other Indian Companies*	None
Listed entities from which the Director resigned in the past three years	None
Number of Board Meetings attended during the F.Y. 2023-24 till date	One of one
Chairperson / Member in the Committees of the Boards of companies in which she is a Director	Member of: - Audit Committee - Risk Management & Governance Committee
Relationships between Directors inter-se	Not related to any Director and/or Key Managerial Personnel
Remuneration details (Including Sitting Fees & Commission) pertaining to the Company	As stated in the resolution and Explanatory Statement in the Postal Ballot Notice
Remuneration Last Drawn	Not Applicable, since appointed as a Director during FY 2023-24.
Brief Resume	Mentioned above in the Explanatory Statement
Key terms and conditions of appointment	As per the resolution of this Notice read with the Explanatory Statement thereto
