

SEC/105/2021-22

December 18, 2021

<p>Listing Department BSE Limited 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001 Tel No. 022- 22723121 Fax No. 022- 22721919 SCRIP CODE: 523704</p>	<p>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 SYMBOL: MASTEK</p>
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Dear Sir(s)/Ma'am(s),

Sub: Submission of Postal Ballot Notice dated December 17, 2021.

With reference to and in continuance of our letter no. SEC/104/2021-22 dated December 17, 2021 regarding decision of the Board of Directors of the Company to conduct Postal Ballot, this is to further inform that the Company has initiated the process of Postal Ballot by way of remote e-voting, for seeking approval of the Members of the Company by way of Special Resolutions (as indicated) for following matters in terms of the Postal Ballot Notice dated December 17, 2021.

Sr. No.	Businesses being transacted through Postal Ballot	Resolution Type
1.	To approve for the adoption of the Amended and Restated Articles of Association of the Company.	Special Resolution
2.	To issue, offer and allot Equity Shares of the Company on Private Placement Basis.	Special Resolution

In this regard, please find enclosed herewith the Postal Ballot Notice dated December 17, 2021 together with the Explanatory Statement along with remote e-voting instructions.

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on **Friday, December 10, 2021**. Also, Members are required to communicate their assent or dissent through the 'remote e-voting' system only. No hard copy of the said Notice along with Postal Ballot Forms and pre-paid business envelope will be sent to the Members for this Postal Ballot.

The remote e-voting facility will commence from **Sunday, December 19, 2021 at 09:00 a.m. (IST) and ends on Monday, January 17, 2022 at 05:00 p.m. (IST) (both days inclusive)**.

The Instructions of e-voting and the Procedure to be followed for registering the e-mail IDs, in case of Members of the Company who have not registered their e-mail address are mentioned in the notice of Postal Ballot.

The copy of the said Postal Ballot Notice has been uploaded on the website of the Company at www.mastek.com and on the website of NSDL at <https://www.evoting.nsdl.com>

Please note that the Results of Postal Ballot will be declared not later than two working days of conclusion of voting through Postal Ballot and E-Voting i.e. on or before Wednesday, January 19, 2022.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For Mastek Limited


Dinesh Kalani
Company Secretary



Encl: As above



Registered Office: 804/805, President House, Opp. C. N. Vidyalyaya, Near Ambawadi Circle,
Ambawadi, Ahmedabad - 380 006, Gujarat.
Tel: +91-79-2656-4337; **E mail:** investor_grievances@mastek.com; **Website:** www.mastek.com;
CIN: L74140GJ1982PLC005215

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 and Circulars issued by Ministry of Corporate Affairs, Government of India]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ('**the Act**'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ('**SS-2**'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, that it is proposed to seek the consent of the Shareholders ('**Members**') of Mastek Limited ('**the Company**'), for the resolutions appended herein below through Postal Ballot by way of remote electronic voting ('**E-voting**') to enable them to cast their votes electronically instead of submitting the physical Postal Ballot form.

In view of the pandemic situation of COVID-19 and in light of Circulars issued by the Ministry of Corporate Affairs, Government of India vide its 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 read with other relevant Circulars, including General Circular No. 10/2021 dated June 23, 2021 ("**MCA Circulars**") and pursuant to Section 110 of the Act and the Rules made thereunder, the Company proposes for passing of resolutions as per this Postal Ballot Notice. In terms of said Section of the Act and the Rules read with aforementioned MCA Circulars, a Company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided only Remote e-Voting facility to its Equity Shareholders to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The instructions for Remote e-Voting are appended to this Postal Ballot Notice.

Accordingly, the hard copies of Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. This Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.

You are requested to peruse the following proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of E-Voting system only provided by the Company.

SPECIAL BUSINESS:

1. TO APPROVE FOR THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and such other approvals, as may be required from the relevant Governmental Authorities, the consent and approval of the Members of the Company be and is hereby accorded to the Company to amend and replace the existing Articles of Association of the Company with the amended and restated Articles of Association of the Company *inter alia* incorporating the key terms of the Shareholders' Agreement dated February 8, 2020 executed and entered into between the Company, Evolutionary Systems Private Limited, Mr. Umang Nahata, Mr. Rakesh Raman, Mr. Ummed Nahata, Mr. Sunil Kothari, Mr. Yashodhar Bhinde and Trans American Information Systems Private Limited and other amendments that are clarificatory and align the Articles with the provisions of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

2. TO ISSUE, OFFER AND ALLOT EQUITY SHARES OF THE COMPANY ON PRIVATE PLACEMENT BASIS.

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and in accordance with the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **"SEBI ICDR Regulations"**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations"**) (including any amendments, statutory modification(s) and /or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange and Management Act, 1999, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the **"Stock Exchanges"**) on which the equity shares of the Company having face value of ₹ 5 each (**"Equity Shares"**) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, Reserve Bank of India, the Securities and Exchange Board of India (**"SEBI"**) and / or any other competent authorities (hereinafter referred to as **"Applicable Regulatory Authorities"**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents and permissions, acceptable to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to mean and include any committee constituted by the Board to exercise its powers including the powers conferred by this Resolution) the consent and approval of the Members of the Company be and is hereby accorded to the Company to create, offer, issue and allot 254,755 fully paid-up Equity Shares of face value of ₹ 5 each at a price of ₹ 3,194 per Equity Share which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (**"Subscription Shares"**), to the following Proposed Allottees, who are not promoters and who do not belong to the promoter(s) and the promoter group of the Company, by way of private placement for consideration other than cash, in partial discharge of the purchase consideration for acquisition of 44,174 fully paid-up 0.001% Compulsorily Convertible Preference Shares (**"CCPS"**) constituting 29.45% of the preference shareholding of Trans American Information Systems Private Limited, a Subsidiary of the Company, which CCPS are being acquired (for an aggregate purchase consideration of ₹ 218.51 Crores, which is being partly discharged in cash and partly by issue of the Subscription Shares), in accordance with applicable law, to the following **'Proposed Allottees'** as detailed herein below:

Name of the Proposed Allottees	Category	No. and price of equity shares proposed to be issued and allotted
Ms. Manorama Jagdishchandra Kothari	Non- Promoter	6,920 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each
Mr. Jagdishchandra Ramrai Kothari	Non- Promoter	6,920 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each
Ms. Madhu Devi Nahata	Non- Promoter	5,767 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each
Ms. Taniya Nahata	Non- Promoter	11,707 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each
Mr. Umang Nahata	Non- Promoter	80,186 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each
Mr. Umed Singh Nahata	Non- Promoter	51,212 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each
Mr. Rakesh Raman	Non- Promoter	78,202 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each
Mr. Yashodhar Bhide	Non- Promoter	13,841 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each
Total shares proposed to be allotted		254,755 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each

(Collectively known as **"Proposed Allottees"** or **"Subscribers"**), on a private placement basis.

RESOLVED FURTHER THAT the Subscription Shares shall be fully paid-up and listed on the stock exchanges bearing ISIN INE759A01021 and rank pari passu with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than any statutory lock-in under the SEBI ICDR Regulations), and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Subscription Shares being offered, issued and allotted to the Proposed Allottees by way of private placement shall inter-alia be subject to the following:

- a) The Subscription Shares shall be issued and allotted by the Company to the Proposed Allottees / Subscribers in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approvals required for such issue and allotment by relevant regulatory authorities (including but not limited to the in-principle approval of the Stock Exchanges for the issuance of the equity shares to Proposed Allottees on a private placement), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;
- b) The **“Relevant Date”** as per the SEBI ICDR Regulations, for determination of floor price of the Subscription Shares shall be **Friday, December 17, 2021**, being the date 30 (thirty) days prior to the date on which this special resolution is being / deemed to be passed i.e. the last date specified for receipt of votes by the Company through e-Voting process of Postal Ballot being Monday, January 17, 2022;
- c) The Subscription Shares shall be issued, allotted and subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
- d) No partly paid-up equity shares shall be issued/ allotted;
- e) Allotment of equity shares shall only be made in dematerialised form;
- f) The Subscription Shares so offered, issued and allotted will be listed on the National Stock Exchange of India Limited and BSE Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- g) The Subscription Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash, in partial discharge of the purchase consideration for acquisition of CCPS of Trans American Information Systems Private Limited, a subsidiary of the Company. Further, the transfer of CCPS of Trans American Information Systems Private Limited to the Company will constitute as the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution; and
- h) The Subscription Shares so offered, issued and allotted shall not exceed the number of Subscription Shares as approved hereinabove.

Without prejudice to the generality of the above, the issue of the Subscription Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees / Subscribers in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees / Subscribers inviting them to subscribe to the Subscription Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of Subscription Shares, subject to the provisions of the Act and the SEBI ICDR Regulations without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, making application to Stock Exchanges, listing of Subscription Shares, filing of requisite documents with the Registrar of Companies, filing of requisite documents with Depositories, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the private placement) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors
For Mastek Limited

Dinesh Kalani
Company Secretary
Membership Number: FCS 3343

Mumbai, December 17, 2021

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. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto.
2. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited for facilitating e-voting to enable the Members to cast their votes electronically.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Friday, December 10, 2021** and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note below. Further, the Members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, December 10, 2021**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.
4. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. The Portal for E-voting will remain open for the Members for exercising their voting from **Sunday, December 19, 2021 at 9.00 a.m. (IST) till Monday, January 17, 2022 till 5.00 p.m. (IST) both days inclusive**. The E-voting needs to be exercised by 05:00 p.m. (IST) on Monday, January 17, 2022. Please note that E-voting module will be disabled for voting by NSDL after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on **Friday, December 10, 2021 ('cut-off date')**, may cast their vote electronically. Once vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently or cast the vote again.
6. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting i.e. **Monday, January 17, 2022**. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a general meeting.
7. The Company has appointed CS Mr. Prashant S. Mehta, P. Mehta and Associates, Practising Company Secretary (ACS No.: 5814 CP No.: 17341) to act as the Scrutinizer, for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner and required consent for such appointment has been received.
8. The Scrutinizer shall after the conclusion of the e-voting on Monday, January 17, 2022, 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 scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman or a person authorized by him in writing who shall declare the result of the e-voting of the Postal Ballot forthwith.
9. Results of voting shall be declared within two working days from the time of conclusion of the remote e-voting. The results along with the Scrutinizers' report would be intimated to the Stock Exchanges where securities of the Company are listed and will be displayed on the Company's website www.mastek.com and on the website of NSDL www.evoting.nsdl.com and at the registered office of the Company.
10. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the date of last day of e-voting i.e. January 17, 2022. Members can inspect the same by writing an e-mail to the Company at investor_grievances@mastek.com
11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Gujarati daily newspaper circulating in Gujarat (in vernacular language, i.e. Gujarati).

To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Company's RTA or the Depository Participants, in respect of shares held in physical / electronic mode respectively.

Electronic Dispatch of Postal Ballot Notice and Process for Registration of Email ID for obtaining copy of Postal Ballot Notice:

12. In compliance with the aforesaid MCA circulars, notice of this Postal Ballot is being sent only through electronic mode to Members whose e-mail address is registered with the Company or with the Depository Participant(s). The aforesaid Notice has been uploaded on the website of the Company i.e. www.mastek.com, the same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and is also available on the website of NSDL (agency providing the remote e-Voting facility) at www.evoting.nsdl.com
13. Members who have not registered their email addresses so far are requested to get their email addresses registered in following ways;
 - a) In case shares are held in physical mode, please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investor_grievances@mastek.com
 - b) 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to investor_grievances@mastek.com.
 - c) Alternatively member may send an E-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (a) or (b) above as the case may be.
14. Members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id investor_grievances@mastek.com, from their registered email address, mentioning their name, folio number / DP ID-Client ID, as applicable, mobile number, copy of PAN card. Said queries shall be appropriately replied by the Company.

Members are requested to follow the procedure as stated in the instructions of this Notice for casting of votes electronically.

By Order of the Board of Directors
For Mastek Limited

Dinesh Kalani
Company Secretary
Membership Number: FCS 3343

Mumbai, December 17, 2021

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

EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”) ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE.

In respect of Item No. 1

The Company entered into a Scheme of Arrangement *inter alia* with Evolutionary Systems Private Limited (“ESPL”) and Trans American Information Systems Private Limited (“TAISPL”) and the New Shareholders and the Identified New Shareholders, pursuant to which ESPL has demerged its Oracle business into the Company (“Scheme”).

In accordance with the Scheme, the Company had issued and allotted 42,35,294 equity shares to the shareholders of ESPL. As an integral part of the Scheme, a Shareholders' Agreement dated February 8, 2020 has been executed between the Company, ESPL, Mr. Umang Nahata, Mr. Rakesh Raman, Mr. Ummed Nahata, Mr. Sunil Kothari and Mr. Yashodhar Bhide (“Shareholders' Agreement”). Upon the Scheme coming into effect and pursuant to the terms and conditions under the aforesaid Shareholders' Agreement, the Company shall be required to amend its Articles of Association to reflect the provisions of Shareholders' Agreement.

Pursuant to the terms and conditions of the Shareholders' Agreement, the Company proposes to amend / alter the existing Articles of Association of the Company to incorporate the relevant provisions of the said Shareholders' Agreement into the Articles of the Company and adopt new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

The Company also proposes making certain other amendments to the Articles of Association of the Company that are clarificatory in nature and to align the articles with the provisions of the Companies Act, 2013 and rules made thereunder.

The Company has vide its board resolution dated September 28, 2021 approved the amendment to the existing Articles of Association of the Company. The summary of the major amendments / alterations to the Articles of Association along with and subject to other consequential alignment to the definitions and numbering of Articles are listed below:

Particulars	Existing Article No.	Existing Article	New Article No.	New Article
Renewal of Share Certificates	Article 22(d)	When a new share certificate has been issued in pursuance of clause (c) of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is “duplicate issued in lieu of share certificate no. [•]. The word “Duplicate” shall be stamped or punched in bold letters across the face of the shares certificate.	Article 23(d)	When a new share certificate has been issued in pursuance of clause (c) of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that “Duplicate” shall be stamped or punched in bold letters across the face of the share certificate.

Further, the following Articles have been added pursuant to the provisions under the Shareholders' Agreement:

Particulars	New Article No.	New Article In Brief
New Shareholders' Rights on Preferential Shares	Article 16	Shares issued on a preferential basis, must be offered by the Company to the New Shareholders or their Affiliates at the same terms and price per security as offered to New Investor, to ensure that the shareholding of the New Shareholders after the Fresh Offering remains the same. A notice containing details shall be sent by the Company to the New Shareholders 3 days prior to the approval of the proposed issuance. The number of securities shall be confirmed by the latter within 30 days of such delivery along with their intentions and payment for consideration.
General Restriction on Transfer of Shares	Article 72	Company and other shareholders shall be entitled to take or institute all such appropriate and necessary proceedings for the specific performance of Shareholders' Agreement, including seeking injunctive relief.
Restrictions on Transfer	Article 73(a)	During the Lock-in-period, the New Shareholders shall not without the prior consent of the promoters, transfer any equity shares held by them in the Company.
	Article 73(b)	From the expiry of the New Shareholders Lock-in Period up to a period of 6 (six) years, the New Shareholders shall not transfer any equity shares held by them in the Company, except to a permitted transferee. Provided that prior to such transfer, a right of first offer shall be made to the promoters.

Particulars	New Article No.	New Article In Brief
Promoters' right of First Offer	Article 74	If any identified New Shareholder intends to transfer his equity shares or a portion thereof to a third-party purchaser, the promoter shall have the right of first offer with respect to such equity shares by a written notice stating the number of shares proposed to be transferred.
New Shareholders' permitted Transfers	Article 75	The following transfer restrictions shall not apply to Transfer of Equity Shares by the New Shareholders and the Identified New Shareholders; a) <i>inter se</i> transfer of equity shares by the Identified New Shareholder to the New Shareholder or vice versa b) <i>inter se</i> transfer of equity shares by and among the New Shareholders and their affiliates c) during the lock-in period of the New Shareholder, any transfer by the New Shareholders of such number of equity shares which, collectively, are less than or equal to 1% (one percent) of the share capital during any given period of 6 (six) months, commencing from the Effective Date September 15, 2021 d) from the date of expiry of the New Shareholder's lock in period and up to 10 years from effective date September 15, 2021.
Tag-Along Right	Article 76	In the event, any one or more Promoters proposes to transfer to a third party such number of shares held by them, which constitute 25% of the Share Capital, then the New Shareholder and the Identified New Shareholder shall have a right that the Tag-Along Transferee acquires all or proportionate equity shares held by the New Shareholders, Identified New Shareholders or their affiliates.
Fall away restrictions	Article 77	Restrictions and obligations of the New Shareholders and their affiliates, shall cease to be applicable in the following situations; a) upon the Promoters committing a breach of their obligations under New Shareholders' Tag-Along Right. b) upon occurrence of a Change-in-Control c) upon a breach of the Anti-dilution Protection d) upon occurrence of an Insolvency Event of the Promoter Group and/or the Company e) upon the expiry of 10 (ten) years from the Effective Date September 15, 2021 f) upon the Promoters and/or their Affiliates no longer holding any Equity Shares in the Company.
Fall away of rights	Article 78	It is agreed that; a) All rights of the New Shareholders shall fall away in case of breach of any of the transfer of shares provisions, unless cured within 30 days from the date of intimation of the breach; b) If the aggregate shareholding of the New Shareholders, Identified New Shareholders and their affiliates falls below 10%, the New Shareholders shall not be entitled to nominate any Director onto the Board; and c) All the rights of the New Shareholders shall fall away upon expiry of 10 years from the effective date September 15, 2021
Restrictions of New Shareholders and Identified New Shareholders	Article 79	The New Shareholders and the Identified New Shareholders agree that, during the New Shareholders' Lock-in Period, the New Shareholders and the Identified New Shareholders shall not directly or indirectly procure their Affiliates without the prior written consent of the Promoters, acquire any equity shares from any person other than the promoter, New Shareholders, Identified New Shareholders and/or their Affiliates or further finance, procure or facilitate the acquisition of any Equity Shares by any Person.

Particulars	New Article No.	New Article In Brief
New Shareholders' Representative	Article 80	The New Shareholders, for so long as each owns Equity Shares in the Company, shall be treated as a single Party and their rights, obligations and undertakings hereunder shall be joint and several, and a breach by any one Person in the New Shareholders Group of their rights, obligations or undertakings hereunder shall be deemed as a collective breach by the other members of the New Shareholders Group of their respective rights, obligations or undertakings hereunder.
Promoters' representative	Article 81	The Promoter shall be treated as a single party and their rights, obligations and undertakings shall be joint and several, and a breach by any one Person in the Promoters Group shall be deemed as a collective breach by the other members of the Promoters Group.
Power to appoint New Shareholders' Director	Article 127	The New Shareholders shall have the right (not an obligation) to collectively nominate 1 (one) non-executive Director ("New Shareholders Director") on the Board, provided that such Person shall not be a director on the Board of a Competitor.
Service of documents or notices on Member by Company	Article 190	As per Section 20 of the Act, upon receipt of request from shareholder for delivery of any document through a particular mode, a fee of Rs.100 (Rupees Hundred Only) per each such document over and above reimbursement of actual expenses incurred by the Company, shall be levied for sending the document to shareholders in the desired particular mode.
Shareholders' Agreement Termination Clause	Article 200	The Shareholders' Agreement shall terminate immediately upon; <ul style="list-style-type: none"> a) On the date on which the New Shareholders and Identified New Shareholders and their Affiliates cease to hold Equity Shares in the Company and b) On the date on which such Promoter and his Affiliates cease to hold Equity Shares, except when such rights survive the deed. c) by mutual written consent of all the Parties; Upon termination of the Shareholders' Agreement, all the new definitions and articles which are being added, shall automatically cease to be binding, effective or enforceable or operative.

Pursuant to Section 14 of the Act, amendment to the Articles of Association requires prior approval of Members by way of Special Resolution.

The said resolution is recommended by the Board of Directors to the Members of the Company for their consideration and accord approval thereto by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives of the Company may be deemed to be concerned or interested financially or otherwise in this Resolution of the Notice except Mr. Umang Nahata, Mr. Ummed Singh Nahata and Mr. Rakesh Raman in terms of the Shareholders' Agreement executed on February 8, 2020.

In respect of Item No. 2

As members are aware, the Company has implemented a Scheme of Arrangement ("**Scheme**") inter alia with Evolutionary Systems Private Limited ("**ESPL**") and the New Shareholders and the Identified New Shareholders, pursuant to which Evolutionary Systems Private Limited had demerged its identified business into Trans American Information Systems Private Limited ("**TAISPL**" or "**Mastek Subsidiary**").

In consideration for and subject to the provisions of the Scheme, TAISPL has issued and allotted Compulsorily Convertible Preference Shares of face value of ₹ 10 each ("**CCPS**") to the New Shareholders and the Identified New Shareholders. The CCPS have since been sub-divided into CCPS of face value of ₹ 1 each.

The Board of Directors of the Company have decided to enhance its stake in TAISPL by acquiring up to 44,174 CCPS of TAISPL for an aggregate purchase consideration of ₹ 218.51 Crores, based on the Valuation Report, particulars of which are set out in the following paragraphs of this Explanatory Statement. The aggregate purchase consideration for acquisition of 44,174 CCPS of TAISPL shall be discharged in the following manner: (i) by way of issue and allotment of 254,755 fully paid up Equity Shares of the Company on a private placement basis (for consideration other than cash); and (ii) the balance shall be paid in cash. Further, pursuant to the terms and conditions as set out under the Shareholders' Agreement dated February 8, 2020 executed and entered into between the Company, the New Shareholders, the Identified New Shareholders, ESPL and TAISPL

“Shareholders’ Agreement”) as amended from time to time, the Company agreed to acquire the said CCPS in three tranches. Since most of the CCPS are held by the New Shareholders, Identified New Shareholders and the employees & associates of TAISPL, a subsidiary of the Company, the Board of Directors of the Company was also pleased to offer a part of the aggregate share purchase consideration for acquiring CCPS by issue of the Company’s fully paid-up equity shares on a private placement basis.

Accordingly, the Board of Directors of the Company (**“Board”**) at its meeting held on December 17, 2021 approved the proposal to acquire 44,174 fully paid-up CCPS of ₹ 1 each of TAISPL representing 29.45% of the preference share capital of TAISPL (**“Sale Shares”**) on the terms and conditions set out in the Shareholders’ Agreement, for an aggregate consideration of ₹ 218.51 Crores, being partly discharged in cash amounting to ₹ 137.14 Crores of the aggregate share purchase consideration; and partly for consideration other than cash i.e. issue and allotment of 254,755 equity shares having face value of ₹ 5 each of the Company by way of private placement basis under the Act and rules made thereunder and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI ICDR Regulations”**).

Subject to receipt of requisite regulatory approvals and receipt of Members’ approval, the Company proposes to issue and allot 254,755 fully paid up equity shares of ₹ 5 each at a price of ₹ 3,194 per equity share which includes a premium of ₹ 3,189 per equity share (**“Subscription Shares”**), on the Closing Date (as defined hereinafter), free from all encumbrances in partial discharge of the purchase consideration for / transfer of the Sale Shares of TAISPL to the Company (**“Transaction”**). The allotment of shares by the Company and transfer of Sale Shares by TAISPL shall be completed on the same date (**“Closing Date”**).

The above issue price has been determined based on consideration of:

- a. Valuation Report of the CCPS of TAISPL and the shares of the Company dated December 17, 2021 from Mr. Niranjana Kumar, Registered Valuer under the Act appointed by the Company;
- b. Independent Auditor’s Certificate dated December 17, 2021 from, Walker Chandiook & Co LLP Statutory Auditors of the Company, confirming the compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

The issue price is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations and is mutually agreed between the parties in terms of the provisions of the Shareholders’ Agreement.

In terms of the provisions of Sections 23, 42 and 62, and other applicable provisions, if any, of the Act, and Rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, any preferential allotment of securities is required to be approved by the Members of the Company by way of a Special Resolution. The issue of the Equity Shares pursuant to the private placement would be within the authorised share capital of the Company.

Therefore, the consent of the Members is being sought by way of a Special Resolution to issue Subscription Shares to the Proposed Allottee in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws, including with respect to the pricing of the Subscription Shares proposed to be issued by way of a private placement.

Necessary information / details in respect of the proposed issue and allotment on a private placement basis in terms of Sections 42 and 62 of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

1.	Particulars of the issue including the material terms of issue, date of passing of Board resolution, kind of securities offered, total / maximum number of securities to be issued and the issue price	<p>Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the proposed allottee are set out in the previous paragraphs.</p> <p>The total / maximum number of the Subscription Shares proposed to be issued under this private placement is 254,755. The Subscription Shares shall be fully paid-up and listed on the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) (NSE and BSE collectively, the “Stock Exchanges”) bearing ISIN INE759A01021 and rank pari passu with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.</p> <p>The allotment of the Subscription Shares is proposed to be made at a price of ₹ 3,194 each which is higher than the price determined based on the above mentioned Valuation Report and in accordance with the SEBI ICDR Regulations.</p>
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2.	Manner of issue of shares	The Subscription Shares shall be issued and allotted to the Proposed Allottees by way of private placement in partial discharge of the purchase consideration for acquisition of CCPS (being the transfer of 29.45% of the preference share capital of the TAISPL, to the Company in accordance with the Shareholders' Agreement)
3.	Purpose / Objects of the preferential issue	<p>The proposed issue and allotment of fully paid up equity shares of the Company on private placement basis by the Company will aid the Company to further strengthen its control and stake in TAISPL, and expansion of its industry specific value propositions, local and global presence, rapid, cost-effective Oracle cloud solutions across verticals of the Company. The Company will achieve greater benefits in terms of financial, managerial, technical and marketing resources which will lead to maximizing stakeholder's value. Further, the proposed private placement will increase the shareholding of the Company in TAISPL from 345,200 Equity shares to 389,374 on conversion of CCPS in accordance with the terms and conditions of the CCPS.</p> <p>Further, since the proposed allottees of the fully paid up equity shares of the Company offered on a private placement basis are employees and associates of TAISPL, the Board of Directors trust that the issue and allotment of equity shares by the Company will incentivize such employees and associates of TAISPL which is a subsidiary of the Company.</p> <p>Pursuant the Shareholders' Agreement, the Company has agreed to purchase 44,174 fully paid-up CCPS of ₹ 1 each of TAISPL for an aggregate purchase consideration of ₹ 218.51 Crores. The aggregate purchase consideration will be discharged in two components, namely (i) ₹ 137.14 Crores of the aggregate share purchase consideration to be paid in cash; and (ii) ₹ 81.37 Crores of the aggregate share purchase consideration shall be discharged in consideration other than cash i.e. by issue and allotment of 254,755 fully paid up equity shares of ₹ 5 each of the Company on private placement basis as mentioned in resolution and Explanatory Statement, subject to SEBI ICDR Regulations and requisite approvals including from Stock Exchanges.</p>
4.	The total number of shares or other securities to be issued	Up to 254,755 Equity Shares of the Company at a price of ₹ 3,194 (including a premium of ₹ 3,189 per Equity Share) aggregating up to ₹ 81.37 Crores, such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.
5.	The price or price band at which the allotment is proposed	The minimum issue price is ₹ 3,194 per share provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations
6.	Basis on which the price has been arrived at	<p>The issue price of the Equity Shares of the Company has been determined based on consideration of:</p> <ol style="list-style-type: none"> Valuation Report of the TAISPL and the shares of the Company dated December 17, 2021 obtained from Mr. Niranjana Kumar, Registered Valuer under the Act appointed by the Company; Independent Auditor's Certificate dated December 17, 2021 from Walker Chandiook & Co LLP, Statutory Auditors of the Company, confirming the compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations. <p>The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.</p> <p>In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price is ₹ 2,769.93 per Equity Share, being higher of the following:</p> <ol style="list-style-type: none"> Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the twenty-six (26) weeks preceding the Relevant Date, i.e. ₹ 2,712.18 per Equity Share; or Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the two (2) weeks preceding the Relevant Date i.e. ₹ 2,769.93 per Equity Share.

		<p>The pricing of the Equity Shares to be allotted on private placement basis is ₹ 3,194 per Equity Share which is not lower than the floor price determined in the manner set out above.</p> <p>The share price on the NSE has been considered for arriving at the floor price of the shares to be allotted under the preferential issue on private placement basis, as NSE is the stock exchange with higher trading volumes for the 26 weeks prior to the Relevant Date.</p> <p>Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.</p>																														
7.	The relevant date on the basis of which price has been arrived at	In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the preferential issue is Friday, December 17, 2021 , being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e. the last date specified for e-voting, i.e. Monday, January 17, 2022.																														
8.	The class or classes of persons to whom the allotment is proposed to be made	<p>All Individuals falling under General Public Category only.</p> <p>The details of the Proposed Allottees to whom the allotment is made is as under:</p> <table border="1"> <thead> <tr> <th>Name of the Proposed Allottees</th> <th>Category</th> <th>No. and price of equity shares proposed to be issued and allotted</th> </tr> </thead> <tbody> <tr> <td>Ms. Manorama Jagdishchandra Kothari</td> <td>Non- Promoter</td> <td>6,920 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each</td> </tr> <tr> <td>Mr. Jagdishchandra Ramrai Kothari</td> <td>Non- Promoter</td> <td>6,920 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each</td> </tr> <tr> <td>Ms. Madhu Devi Nahata</td> <td>Non- Promoter</td> <td>5,767 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each</td> </tr> <tr> <td>Ms. Taniya Nahata</td> <td>Non- Promoter</td> <td>11,707 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each</td> </tr> <tr> <td>Mr. Umang Nahata</td> <td>Non- Promoter</td> <td>80,186 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each</td> </tr> <tr> <td>Mr. Ummed Singh Nahata</td> <td>Non- Promoter</td> <td>51,212 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each</td> </tr> <tr> <td>Mr. Rakesh Raman</td> <td>Non- Promoter</td> <td>78,202 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each</td> </tr> <tr> <td>Mr. Yashodhar Bhide</td> <td>Non- Promoter</td> <td>13,841 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each</td> </tr> <tr> <td colspan="2">Total shares proposed to be allotted</td> <td>254,755 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each</td> </tr> </tbody> </table>	Name of the Proposed Allottees	Category	No. and price of equity shares proposed to be issued and allotted	Ms. Manorama Jagdishchandra Kothari	Non- Promoter	6,920 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each	Mr. Jagdishchandra Ramrai Kothari	Non- Promoter	6,920 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each	Ms. Madhu Devi Nahata	Non- Promoter	5,767 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each	Ms. Taniya Nahata	Non- Promoter	11,707 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each	Mr. Umang Nahata	Non- Promoter	80,186 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each	Mr. Ummed Singh Nahata	Non- Promoter	51,212 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each	Mr. Rakesh Raman	Non- Promoter	78,202 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each	Mr. Yashodhar Bhide	Non- Promoter	13,841 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each	Total shares proposed to be allotted		254,755 Equity Shares having face value of ₹ 5 each at a price of ₹ 3,194 each
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9.	Intention of Promoters, directors or key managerial personnel to subscribe to the offer	None of the Directors or Key Managerial Personnel of the Company are subscribing to any of the Equity Shares proposed to be issued under the private placement or otherwise contribute to the private placement or separately in furtherance of the objects specified herein above.																														
10.	The proposed time within which the allotment shall be completed	Under Regulation 170 of the SEBI ICDR Regulations, issue and allotment of the fully paid up Equity Shares on private placement basis shall be completed by the Company within a period of 15 days from the date of passing of the Special Resolution of the Members of the Company, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.																														
11.	Amount which the Company intends to raise by way of such securities/ size of the issue	Not Applicable. The issue of Subscription Shares is for consideration other than cash.																														

12.	Change in control, if any in the Company that would occur consequent to the preferential offer	There will be no change in control of the Company pursuant to issue and allotment of equity shares on private placement.																																																																																																																
13.	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	During the Current Financial Year 2021-22, no allotment of securities on preferential basis has been made by the Company except, allotment of 255,671 equity shares to employees pursuant to the exercise of their options as per the ESOP Scheme of the Company,																																																																																																																
14.	The Shareholding pattern of the Company before and after the allotment of securities under the preferential offer	<p>The pre-issue shareholding pattern of the Company as of Friday, December 10, 2021 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is given below:</p> <table border="1"> <thead> <tr> <th rowspan="2">Category of shareholders</th> <th colspan="2">Pre- Issue Shareholding</th> <th rowspan="2">Preferential Issue</th> <th colspan="2">Post-Issue Shareholding</th> </tr> <tr> <th>No. of shares held</th> <th>% of total shares</th> <th>No. of shares held</th> <th>% of total shares</th> </tr> </thead> <tbody> <tr> <td>(A) Promoters and Promoter Group's Shareholding</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Promoter & Promoter Group</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(a) Individuals/Hindu undivided Family</td> <td>7,741,432</td> <td>26.04</td> <td>0</td> <td>7,741,432</td> <td>25.82</td> </tr> <tr> <td>Subtotal (A) (1)</td> <td>7,741,432</td> <td>26.04</td> <td>0</td> <td>7,741,432</td> <td>25.82</td> </tr> <tr> <td>2) Foreign Promoters / Promoter Group</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(a) Individuals (Non-Resident Individuals/ Foreign Individuals</td> <td>3,452,628</td> <td>11.62</td> <td>0</td> <td>3,452,628</td> <td>11.52</td> </tr> <tr> <td>Sub Total (A) (2)</td> <td>3,452,628</td> <td>11.62</td> <td>0</td> <td>3,452,628</td> <td>11.52</td> </tr> <tr> <td>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</td> <td>11,194,060</td> <td>37.66</td> <td>0</td> <td>11,194,060</td> <td>37.34</td> </tr> <tr> <td>(B) Public Shareholding</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Institutions</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(a) Mutual Funds</td> <td>777,457</td> <td>2.62</td> <td>0</td> <td>777,457</td> <td>2.59</td> </tr> <tr> <td>(b) Alternative Investment Fund</td> <td>1,417,776</td> <td>4.77</td> <td>0</td> <td>1,417,776</td> <td>4.74</td> </tr> <tr> <td>(c) Financial Institutions/ Banks</td> <td>10</td> <td>0.00</td> <td>0</td> <td>10</td> <td>0.00</td> </tr> <tr> <td>(d) Foreign Institutional Investors/Foreign Portfolio Investors</td> <td>1,472,752</td> <td>4.95</td> <td></td> <td>1,472,752</td> <td>4.91</td> </tr> <tr> <td>(e) Foreign nationals</td> <td>66,334</td> <td>0.22</td> <td>0</td> <td>66,334</td> <td>0.22</td> </tr> <tr> <td>(f) Qualified Institutional Buyer</td> <td>3,311</td> <td>0.01</td> <td>0</td> <td>3,311</td> <td>0.01</td> </tr> <tr> <td>Sub Total (B) (1)</td> <td>3,737,640</td> <td>12.57</td> <td>0</td> <td>3,737,640</td> <td>12.47</td> </tr> </tbody> </table>	Category of shareholders	Pre- Issue Shareholding		Preferential Issue	Post-Issue Shareholding		No. of shares held	% of total shares	No. of shares held	% of total shares	(A) Promoters and Promoter Group's Shareholding						(1) Promoter & Promoter Group						(a) Individuals/Hindu undivided Family	7,741,432	26.04	0	7,741,432	25.82	Subtotal (A) (1)	7,741,432	26.04	0	7,741,432	25.82	2) Foreign Promoters / Promoter Group						(a) Individuals (Non-Resident Individuals/ Foreign Individuals	3,452,628	11.62	0	3,452,628	11.52	Sub Total (A) (2)	3,452,628	11.62	0	3,452,628	11.52	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	11,194,060	37.66	0	11,194,060	37.34	(B) Public Shareholding						(1) Institutions						(a) Mutual Funds	777,457	2.62	0	777,457	2.59	(b) Alternative Investment Fund	1,417,776	4.77	0	1,417,776	4.74	(c) Financial Institutions/ Banks	10	0.00	0	10	0.00	(d) Foreign Institutional Investors/Foreign Portfolio Investors	1,472,752	4.95		1,472,752	4.91	(e) Foreign nationals	66,334	0.22	0	66,334	0.22	(f) Qualified Institutional Buyer	3,311	0.01	0	3,311	0.01	Sub Total (B) (1)	3,737,640	12.57	0	3,737,640	12.47
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(a) Individuals (Non-Resident Individuals/ Foreign Individuals	3,452,628	11.62	0	3,452,628	11.52																																																																																																													
Sub Total (A) (2)	3,452,628	11.62	0	3,452,628	11.52																																																																																																													
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	11,194,060	37.66	0	11,194,060	37.34																																																																																																													
(B) Public Shareholding																																																																																																																		
(1) Institutions																																																																																																																		
(a) Mutual Funds	777,457	2.62	0	777,457	2.59																																																																																																													
(b) Alternative Investment Fund	1,417,776	4.77	0	1,417,776	4.74																																																																																																													
(c) Financial Institutions/ Banks	10	0.00	0	10	0.00																																																																																																													
(d) Foreign Institutional Investors/Foreign Portfolio Investors	1,472,752	4.95		1,472,752	4.91																																																																																																													
(e) Foreign nationals	66,334	0.22	0	66,334	0.22																																																																																																													
(f) Qualified Institutional Buyer	3,311	0.01	0	3,311	0.01																																																																																																													
Sub Total (B) (1)	3,737,640	12.57	0	3,737,640	12.47																																																																																																													

Category of shareholders	Pre-Issue Shareholding		Preferential Issue	Post-Issue Shareholding	
	No. of shares held	% of total shares		No. of shares held	% of total shares
(2) Non Institutions					
(a) Clearing Members	22,306	0.08	0	22,306	0.07
(b) HUF	368,107	1.24	0	368,107	1.23
(c) Bodies Corporate	586,089	1.97	0	586,089	1.95
(d) NBFC	6,670	0.02	0	6,670	0.02
(e) Non Resident Indians (NRI)	311,164	1.05	0	311,164	1.04
(f) NRI Non –Repatriation	234,021	0.79	0	234,021	0.78
(g) Trusts	19,321	0.07	0	19,321	0.07
(h) IEPF	75,356	0.25	0	75,356	0.25
(i) Individuals					
- Individual shareholders holding nominal share capital up to ₹ 2 Lakh	6,392,203	21.50	31,314	6,423,517	21.43
- Individual shareholders holding nominal share capital in excess of ₹ 2 Lakh	6,776,917	22.80	223,441	7,000,358	23.35
Sub Total (B) (2)	14,792,154	49.77	254,755	15,046,909	50.19
Total Public Shareholding (B)= (B)(1)+ (B)(2)	18,529,794	62.34	254,755	18,784,549	62.66
(C) Custodians for GDRs and ADRs	0	0	0	0	0
TOTAL (A)+(B)+(C)	29,723,854	100.00	254,755	29,978,609	100.00
Note: The post-issue paid-up share capital of the Company is subject to alterations on account of any further allotment of equity shares, including upon exercise of options granted under existing ESOP Schemes of the Company, if any, as well as under any new ESOP Schemes and consequently the post-issue shareholding percentage of the Proposed Allottees mentioned above may also stand altered.					
15.	Lock-In Period	The Equity Shares shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations. The entire pre-preferential issue shareholding of Proposed Allottees shall be locked-in for a period of six months from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.			
16.	The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, consequent to the Preferential Issue	The Equity Shares are proposed to be allotted to proposed allottees. Details of shareholding of proposed allottees in the Company, prior to and after the proposed Preferential Issue, are as under:			
		Pre-Preferential Holding		Post-Preferential Holding	
Names of proposed allottees		No. of Equity Shares held	% held	No. of Equity Shares held	% held
Ms. Manorama Jagdishchandra Kothari		-	-	6,920	0.02
Mr. Jagdishchandra Ramrai Kothari		-	-	6,920	0.02
Ms. Madhudevi Nahata		-	-	5,767	0.02
Ms. Taniya Nahata		-	-	11,707	0.04
Mr. Umang Nahata		1,531,482	5.15	1,611,668	5.38
Mr. Ummed Singh Nahata		1,148,611	3.86	1,199,823	4.00
Mr. Rakesh Raman		1,148,611	3.86	1,226,813	4.09
Mr. Yashodhar Bhide		203,309	0.68	217,150	0.72
There shall be no change in control of the Company pursuant to the aforesaid Preferential Issue. However, the percentage of shareholding and voting rights exercised by New Subscribers of the Company, will change in accordance with the change in the shareholding pattern as set out above.					

17.	Valuation for consideration other than cash	A part of the consideration payable to Proposed Allottees for acquisition of 44,174 fully paid-up CCPS shares of ₹ 1 each of the TAISPL (the "Sale Shares" or "CCPS") held by Proposed Allottees, shall be discharged by the Company by the issuance of the Subscription Shares. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an Independent Valuer where securities are issued on a private placement basis for consideration other than cash. The value of the Sale Shares and price of the shares has been determined taking into account the valuation report of the Registered Valuer (i.e. valuation report dated December 17, 2021 prepared by Mr. Niranjana Kumar, Registered Valuer independently appointed by the Company).
18.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	A part of the consideration payable to Proposed Allottees for acquisition of 44,174 fully paid-up CCPS of ₹ 1 each of the TAISPL held by Proposed Allottees, shall be discharged by the Company by way of issuance of the Subscription Shares. Please refer to paragraph above for the basis of determination of the consideration.
19.	Auditor's Certificate	Independent Auditor's Certificate from Walker Chandiook & Co LLP, Chartered Accountants, being the Statutory Auditors of the Company certifying that the private placement is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be made available for inspection till the last date of e-voting.
20.	Name and Address of the Registered Valuer and Report of a Registered Valuer	The value of the Sale Shares and price of the shares has been determined taking into account the Valuation Report of the Registered Valuer (i.e. Valuation Report dated December 17, 2021 prepared by Mr. Niranjana Kumar, a Registered Valuer independently appointed by the Company). The name and address of the Registered Valuer appointed by the Company is as follows: Name : Mr. Niranjana Kumar - Registered Valuer Address : N5-1003, Hills and Dales Ph 3, NIBM Annexe, Pune - 411060, Maharashtra, India.
21.	Undertakings	<p>a) None of the Company, its Directors or Promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.</p> <p>b) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.</p> <p>c) As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.</p> <p>d) The Company shall re-compute the price of the relevant shares to be allotted under the preferential issue in terms of the provisions of the SEBI (ICDR) Regulations, 2018, where it is required to do so.</p> <p>e) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI (LODR) Regulations, 2015, as amended and circulars and notifications issued by the SEBI thereunder</p>
22.	Other disclosures	<p>a) Report of the Registered Valuer Mr. Niranjana Kumar dated December 17, 2021 has been obtained under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed private placement towards the justification for the allotment proposed to be made for consideration other than cash</p> <p>b) New subscribers have neither sold nor transferred any Equity Shares during the six months preceding the Relevant Date</p> <p>c) Principal terms of assets charged as securities : Not Applicable</p>

The Board of Directors believes that the acquisition of CCPS of TAISPL, a subsidiary of the Company and the proposed private placement is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

In furtherance of the decision of the Board of Directors to augment its shareholding in TAISPL by acquisition of CCPS of TAISPL, the Company has also acquired 5,826 fully paid up CCPS of TAISPL from diverse CCPS holders who individually held less than 1,000 CCPS, for an aggregate purchase consideration of ₹ 28.82 Crores. Based on the agreement of the Company with these CCPS holders, the said purchase consideration was entirely paid in cash. The said acquisition of CCPS was completed on the basis of the same valuation as set out in the above explanatory statement.

Mr. Umang Nahata and Mr. Rakesh Raman, Directors of TAISPL and their respective relatives may be deemed to be concerned or interested to the extent of proposed allotment to the said directors and their relatives.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution of this Notice.

By Order of the Board of Directors
For Mastek Limited

Dinesh Kalani
Company Secretary
Membership Number: FCS 3343

Mumbai, December 17, 2021

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

INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING

1. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act and rules made thereunder, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is pleased to provide Members facility to exercise their right to vote on business items as provided in this Postal Ballot Notice by electronic means. The facility of casting the votes by the Members using an electronic voting system ("**remote e-voting**") will be provided by National Securities Depository Limited ("**NSDL**").
2. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions as may be applicable, the Company had fixed **Friday, December 10, 2021** as cut-off date for determining the Members who shall be entitled to vote through remote e-voting on the Postal Ballot resolutions. The remote e-voting period commences on **Sunday, December 19, 2021 (9:00 am IST) and ends on Monday, January 17, 2022 (5:00 pm IST)**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Friday, December 10, 2021**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this notice for information purpose only
3. The details of the process and manner for remote e-voting are as under:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system.

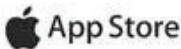



Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<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> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 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 and voting during the meeting.

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

Login type	Helpdesk details
Individual Shareholders 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 toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders 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 022- 23058738 or 022-23058542-43

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders 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/> 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 '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 shareholders other than Individual shareholders 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 shareholders 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 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 acs.pmehta@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 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

Process for those shareholders 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 resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to investor_grievances@mastek.com. If you are an Individual shareholders 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 for Individual shareholders 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.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
