

SEC/117/2021-22

January 19, 2022

Listing Department BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai - 400 001 Tel No. 022- 22723121 Fax No. 022- 22721919 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 Tel No.: 022- 26598100 Fax No. 022- 26598120 SYMBOL: MASTEK
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Dear Sir(s)/Ma'am(s),

Subject: Outcome of Postal Ballot (Remote e-Voting) Results as per Regulation 30, 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

With reference to our letter dated SEC/105/2021-22, December 18, 2021, providing intimation about the Postal Ballot process initiated by the Company for seeking approval of the Members by way of Special Resolutions, to be passed through Remote e-voting in respect of the following items set out in Postal Ballot Notice dated December 17, 2021:

1. To approve for the adoption of the Amended and Restated Articles of Association of the Company, and
2. To issue, offer and allot Equity Shares of the Company on Private Placement Basis.

The Remote e-voting period for Postal Ballot had commenced on Sunday, December 19, 2021 at 09:00 a.m. (IST) and ended on Monday, January 17, 2022 at 05:00 p.m. (IST) (both days inclusive).

The Board of Directors of the Company had appointed Mr. Prashant S. Mehta (ACS No.: 5814 CP No.: 17341)), proprietor of M/s. P. Mehta and Associates, Practising Company Secretary as Scrutiniser for conducting the Postal Ballot and to submit the Report.

In this regard, please find enclosed the following:

- a. Voting results of the Postal Ballot by way of Remote e-voting, as required under Regulation 44(3) of the SEBI Listing Regulations; and
- b. Scrutiniser's Report on Remote e-voting dated January 19, 2022 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

We are pleased to inform that the Members have approved both the aforesaid Special Resolutions with requisite majority. The approval is deemed to have been received on the last date of closure of e-voting i.e. on Monday, January 17, 2022.

The above results will also be available on the website of the Company (www.mastek.com) and on the website of National Securities Depository Limited (www.evoting.nsdl.com)

Request you to take the above on your record.

Thanking you,
Yours faithfully,

For Mastek Limited


Dinesh Kalani
Company Secretary



Encl: AA

VOTING RESULTS OF THE POSTAL BALLOT

Based on the Scrutiniser's report, Results of the Remote e-voting conducted through Postal Ballot on the following resolutions are as follows:

Name of the Company	Mastek Limited
Date of the Postal Ballot	Notice dated December 17, 2021 E-voting start date: Sunday, December 19, 2021 (09:00 a.m.) E-voting end date: Monday, January 17, 2022 (05:00 p.m.) (Resolution passed through Postal Ballot on January 17, 2022)
Total number of shareholders on Record Date (i.e. December 10, 2021, cut-off date for voting)	112,730
No. of shareholders present in the meeting either person or through proxy: a. Promoters and Promoter Group b. Public	Not Applicable Not Applicable
No. of shareholders attended the meeting through Video Conferencing: a. Promoters and Promoter Group b. Public	Not Applicable Not Applicable

1. To approve for the adoption of the Amended and Restated Articles of Association of the Company.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	11,194,060	11,194,060	100.0000	11,194,060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,194,060	11,194,060	100.0000	11,194,060	0	100.0000
Public - Institutional Holders	Remote E-Voting	3,667,995	3,312,744	90.3148	3,105,332	207,412	93.7390	6.2610
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,667,995	3,312,744	90.3148	3,105,332	207,412	93.7390
Public - Non Institutions	Remote E-Voting	14,861,799	3,577,857	24.0742	3,572,923	4,934	99.8621	0.1379
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		14,861,799	3,577,857	24.0742	3,572,923	4,934	99.8621
Total		29,723,854	18,084,661	60.8422	17,872,315	212,346	98.8258	1.1742



2. To issue, offer and allot Equity Shares of the Company on Private Placement Basis.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	11,194,060	11,194,060	100.0000	11,194,060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,194,060	11,194,060	100.0000	11,194,060	0	100.0000
Public - Institutional Holders	Remote E-Voting	3,667,995	3,312,744	90.3148	2,587,206	725,538	78.0986	21.9014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,667,995	3,312,744	90.3148	2,587,206	725,538	78.0986
Public - Non Institutions	Remote E-Voting	14,861,799	3,577,917	24.0746	3,574,172	3,745	99.8953	0.1047
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		14,861,799	3,577,917	24.0746	3,574,172	3,745	99.8953
Total		29,723,854	18,084,721	60.8424	17,355,438	729,283	95.9674	4.0326

Accordingly, both the special resolutions as stated herein above have been passed with requisite majority.

For Mastek Limited


Dinesh Kalani
Company Secretary





SCRUTINISER'S REPORT

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



Dear Sirs,

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

I, Prashant S. Mehta, Proprietor of P. Mehta & Associates, Practising Company Secretary was appointed as Scrutiniser by the Board of the Directors of the Company at its meeting held on December 17, 2021 for conducting and scrutinising the Remote e-Voting process for the Postal Ballot in a fair and transparent manner pursuant to provisions of Sections 108, 110 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modifications or re-enactments thereof for the time being in force, Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, and General Circular No. 10/2021 dated June 23, 2021 and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in respect of below mentioned resolutions:

Sr. No.	Type of Resolution	Description of the Resolutions
1	Special Resolution	For the adoption of the amended and restated Articles of Association of the Company.
2	Special Resolution	Issue, Offer and Allot Equity Shares of the Company on Private Placement Basis.

I hereby submit my report as under:

1. My responsibility as Scrutiniser for Remote e-voting process is restricted to only making a Scrutiniser's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the Remote e-voting system provided by NSDL, the Agency authorised in accordance with the applicable Rules under the Act and engaged by the Company to provide the facility of Remote e-voting/ documents furnished to me electronically by the Company and / or NSDL and/or KFin Technologies Private Limited for my verification.

2. Remote e-Voting.

The Company appointed National Securities Depository Limited ("NSDL"), as the Service Provider for extending the remote e-Voting facility to the Members of the Company, commencing from 09:00 a.m. on Sunday, December 19, 2021 till 05:00 p.m. on Monday, January 17, 2022. The Remote e-voting module was disabled for voting thereafter by the NSDL.

3. Dispatch of Notice.

The Company had on December 18, 2021 completed the dispatch of Postal Ballot Notice and explanatory statement ("Notice") along with the process of electronic voting only through email to the Members of the Company whose names appeared in the Register of Members/List of Beneficiaries Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, December 10, 2021 and whose e-mail IDs are registered with the Company / Depositories.

The Company had also uploaded the said Notice on its website i.e. www.mastek.com, and on the websites of the NSDL and Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") to facilitate the Members to cast their votes through Remote e-voting.

Advertisement post-dispatch of Notice:

Pursuant to clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published an advertisement in the Financial Express (Mumbai) in English, Lakshadeep (Mumbai) in Marathi and the Financial Express (Ahmedabad) in Gujarati dated December 22, 2021 specifying the required information as provided under the said rule.

4. Corrigendum to the Notice.

The Company has issued a Corrigendum dated January 15, 2022 to be read in continuation of and in conjunction with the said Notice. The said Corrigendum has been uploaded on its website i.e. www.mastek.com, and on the websites of the NSDL and Stock Exchanges.

Advertisement of Corrigendum:

The Company has also published an advertisement of a Corrigendum to the said Notice in the Financial Express (Mumbai) in English and Lakshadeep (Mumbai) in Marathi dated January 16, 2022 and the Financial Express (Ahmedabad) in Gujarati dated January 17, 2022 respectively.

5. Preparation of Results.

- a. Particulars of votes casted through electronic means have been entered in a register separately maintained for the purpose.
- b. Since there was no voting by physical postal ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise.



- c. The details of Remote e-Voting counts were scrutinised by me and the shareholding was matched / confirmed with the Register of Members of the Company/ list of Beneficial Owners maintained by the Depositories as on December 10, 2021.
- d. All votes cast through electronic means upto Monday, January 17, 2022, until 05.00 p.m., being the last date and time fixed by the Company for voting through electronic means were considered for my scrutiny.
- e. Since the voting on Postal Ballot process was conducted only through Remote e-voting, reporting on number of envelopes containing postal ballot form received after due date upto the date of this report and returned undelivered of the postal ballot form also does not arise.

6. A summary of the Remote e-Voting for the aforesaid Resolutions is given below.

Resolution (Ordinary/Special) required:			Special (01): To approve for the adoption for the amended and restated Articles of Association of the Company.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes - against(5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	11,194,060	11,194,060	100.0000	11,194,060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,194,060	11,194,060	100.0000	11,194,060	0	100.0000
Public - Institutional Holders	Remote E-Voting	3,667,995	3,312,744	90.3148	3,105,332	207,412	93.7390	6.2610
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,667,995	3,312,744	90.3148	3,105,332	207,412	93.7390
Public - Non Institutions	Remote E-Voting	14,861,799	35,77,857	24.0742	35,72,923	4,934	99.8621	0.1379
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot(If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		14,861,799	35,77,857	24.0742	35,72,923	4,934	99.8621
Total		29,723,854	1,80,84,661	60.8422	1,78,72,315	2,12,346	98.8258	1.1742



Resolution required (Ordinary/Special) :			Special (02): To Issue, Offer and Allot Equity Shares of the Company on Private Placement Basis.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	11,194,060	11,194,060	100.0000	11,194,060	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,194,060	11,194,060	100.0000	11,194,060	0	100.0000
Public - Institutional Holders	Remote E-Voting	3,667,995	3,312,744	90.3148	2,587,206	7,25,538	78.0986	21.9014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,667,995	3,312,744	90.3148	2,587,206	7,25,538	78.0986
Public - Non Institutions	Remote E-Voting	14,861,799	35,77,917	24.0746	35,74,172	3,745	99.8953	0.1047
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		14,861,799	35,77,917	24.0746	35,74,172	3,745	99.8953
Total		29,723,854	1,80,84,721	60.8424	1,73,55,438	7,29,283	95.9674	4.0326

7. Details of votes in Favour and Against received by the Company.

Resolution No.	Mode	Total Votes Cast	In Favour		Against	
			No. of shareholders	Votes	No. of shareholders	Votes
1	Remote E-Voting	1,80,84,661	545	1,78,72,315	50	2,12,346
	Total	1,80,84,661	545	1,78,72,315	50	2,12,346
2	Remote E-Voting	1,80,84,721	506	1,73,55,438	93	7,29,283
	Total	1,80,84,721	506	1,73,55,438	93	7,29,283

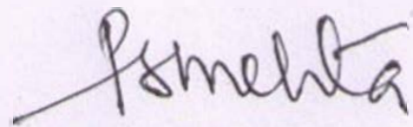
8. I have e-mailed all the e-registers and records relating to remote e-voting for the safe custody to the Company Secretary of the Company.



9. Accordingly, the above mentioned Special Resolutions as set out in the said Postal Ballot Notice dated December 17, 2021 stands approved by the members of the Company with requisite majority.

Thanking you,

For P Mehta & Associates



Prashant Mehta
ACS 5814
CP 17341

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



UDIN: A005814C002211391
PR NO. : 763/2020

Date: January 19, 2022.

Place: Mumbai.

Witness 1: Alka Mehta 

Witness 2: Jayati Mehta 