

SEC/71/2023-24

September 21, 2023

Listing Department BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai - 400 001 Tel No. 022- 22723121 SCRIP CODE: 523704 / ISIN INE759A01021	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 SYMBOL: MASTEK
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Dear Sir(s)/Ma'am(s),

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -Gist of Proceedings of the 41st Annual General Meeting of the Company held on September 21, 2023

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to provide the gist of proceedings of the 41st Annual General Meeting ("AGM") of the Company, held today.

In this connection, please find enclosed as **Annexure I**.

This is for your information and record.

Thanking you,

Yours faithfully,
For Mastek Limited



Dinesh Kalani
Vice President – Group Company Secretary

Encl: A/A

“ANNEXURE I”

GIST OF PROCEEDINGS OF THE 41ST ANNUAL GENERAL MEETING (“AGM”)

Mastek Limited (“the Company”) convened its 41st AGM through the two-way Video Conferencing / Other Audio-Visual Means (VC / OAVM) on **Thursday, September 21, 2023, which was commenced at 5.00 p.m. (IST)**, in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India (SEBI).

DIRECTORS AND KEY MANAGERIAL PERSONNEL	
Mr. Ashank Desai	Chairman, Non - Executive & Non-Independent Director
Mr. Ketan Mehta	Non - Executive & Non - Independent Director
Mr. Rajeev Grover	Non - Executive & Independent Director
Mr. Suresh Vaswani	Non - Executive & Independent Director
Mr. Umang Nahata	New Shareholders’ Nominee Director (Non-Executive & Non-Independent Director)
Ms. Marilyn Jones	Non - Executive & Independent Director
Mr. Hiral Chandrana	Global Chief Executive Officer
Mr. Arun Agarwal	Global Chief Financial Officer
Mr. Dinesh Kalani	Vice President – Group Company Secretary

Mr. Adi Sethna – Partner, Walker Chandiok & Co. LLP, Chartered Accountants	Statutory Auditor
Mr. Prashant Mehta, Proprietor of P. Mehta & Associates, Practising Company Secretaries	Secretarial Auditor & Scrutiniser

1. Mr. Ashank Desai, Chairman – chaired the Meeting. He welcomed the Members attending the AGM of the Company and requisite quorum being present, called the meeting to order.
2. Mr. Dinesh Kalani, Vice President – Group Company Secretary, briefed the Shareholders on a few important points as below:
 - about certain procedural and technical aspects of the AGM with respect to attending the Meeting through VC and the process of e-voting at the meeting.
 - the facility to cast votes electronically through the remote e-voting facility was provided by National Securities Depository Limited (“NSDL”) which commenced on **Sunday, September 17, 2023, at 9.00 a.m. IST till Wednesday, September 20, 2023, up to 5.00 p.m. (IST)**, on all resolutions set forth in the Notice of the AGM. The remote e-voting facility was blocked at 5.00 p.m. (IST) on September 20, 2023.
 - manner of asking question by Speaker Shareholder.
 - Registers, as required under the Act, were available for inspection in electronic mode, should any Member request for the same.

The Chairman then introduced

- the Directors and Key Managerial Personnel of the Company present at the Meeting.
- representatives of Walker Chandiok & Co. LLP, Statutory Auditors, and P. Mehta & Associates, Secretarial Auditors & Scrutiniser, present at the Meeting.

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- Thereafter, Mr. Ashank Desai, Chairman and Mr. Hiral Chandrana, Global Chief Executive Officer addressed the Members with a brief overview of the Company's performance and the industry trend during the Financial Year under review and current year.

With the consent of the Members, the Notice of the AGM, Statutory Auditors' Report on the Standalone and Consolidated Audited Financial Statements for the Financial Year ended March 31, 2023, and the Secretarial Audit Report were taken as read, as there were no qualifications, observations or comments which may have any adverse effect on the functioning of the Company.

Thereafter, a brief on the following resolutions as set out in the Notice convening the 41st AGM were read out by the Chairman:

Sr. No.	Details of the Resolution	Resolution Type (Ordinary / Special)
1.	Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2023, including the Audited Balance Sheet as of March 31, 2023, the Statement of Profit and Loss, the Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	Confirmation of the payment of Interim Dividend of Rs. 7.00 per equity share and also Declaration of Final Dividend of Rs. 12.00 per equity share for Financial Year 2022-23.	Ordinary Resolution
3.	Re-appointment of Mr. Ashank Desai (DIN: 00017767) Non-Executive / Non-Independent Director of the Company, who is retiring by rotation.	Ordinary Resolution
4.	Approval for payment of Profit related Commission to Non-Executive Directors (including Independent Directors) of the Company.	Special Resolution
5.	Approval for appointment of Mr. Umang Nahata (DIN: 00323145) as Non-Executive, Non-Independent, New Shareholders' Nominee Director of the Company.	Ordinary Resolution

On the invitation of the Chairman, One Members who had registered himself as Speaker addressed the Meeting VC / OAVM and sought clarifications on the Company's operations and business. Thereafter, Global Chief Executive Officer, Global Chief Financial Officer and Vice President – Group Company Secretary responded to the queries to Member's satisfaction.

Thereafter, the Chairman announced that voting is conducted electronically (e-voting) for the Members who were present at the AGM and who had not cast their vote electronically, were provided an opportunity to cast their votes through e-voting during the Meeting and up to 15 minutes after the closure of the Meeting.

The Chairman announced that P. Mehta & Associates, Practising Company Secretaries represented by Mr. Prashant Mehta, has been appointed as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner and he authorised Mr. Dinesh Kalani, Vice President – Group Company Secretary to declare the voting results under Regulation 44 of the SEBI Listing Regulations along with the Scrutiniser's Report on remote e-voting and e-voting at the AGM and communicate to the Stock Exchanges within the prescribed time period and also to upload on the websites of the

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Company, National Stock Exchange of India Limited, BSE Limited, and NSDL, once made available to the Company.

The meeting concluded at 5:39 p.m. and e-voting was allowed for 15 minutes thereafter.

Notes:

- i. The Company will separately intimate the voting results (carried out through the remote e-voting and voting at the meeting by electronic voting system) to the stock exchanges and also upload on the websites of the Company and National Securities Depository Limited, the authorised agency which provided e-voting facility.
- ii. This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.