

SEC/16/2023-24

April 29, 2023

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

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

This is reference to our letter dated SEC/128/2022-23, March 29, 2023, providing intimation about the Postal Ballot process initiated by the Company for seeking approval of the Members by way of Special Resolutions in terms of the Postal Ballot Notice dated March 21, 2023.

The Remote E-voting period for Postal Ballot commenced on **Thursday, March 30, 2023, at 09:00 a.m. (IST) and ended on Friday, April 28, 2023, at 05:00 p.m. (IST) (both days inclusive).**

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

In this regard, please find enclosed the following:

- Voting results of the Postal Ballot, as required under Regulation 44(3) of the SEBI Listing Regulations as **Annexure A**; and
- Scrutiniser's Report dated April 29, 2023, pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as **Annexure B**.

In terms of Regulation 30 read with Schedule III(A)(13) of the SEBI Listing Regulations and based on the Voting results and Scrutinisers Report, we wish to further inform you that the Shareholders have **approved both the Special Resolutions**, proposed by the Company vide Postal Ballot Notice dated March 21, 2023, with the requisite majority, the details of which are as under:

Sr. No.	Agenda Items of the Postal Ballot Notice dated March 21, 2023	Resolution (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-voting)	Remarks
1.	To approve amendments to the Articles of Association of the Company with respect to the appointment of Promoter Director.	Special Resolution	Postal Ballot / E-voting	Passed with the requisite majority
2.	To approve amendments to the Articles of Association of the Company as a consequence of the amendment of the Shareholders' Agreement.	Special Resolution	Postal Ballot / E-voting	Passed with the requisite majority

Note: Both the aforesaid resolutions, since assented with the requisite majority, are deemed to have been passed on **April 28, 2023**, being the last date specified for Remote E-voting in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

Mastek Limited

804/805, President House, Opp. C. N. Vidyalaya, Near Ambawadi Circle, Ahmedabad – 380 006
 Tel: +91-79-2656-4337 | Email: info@mastek.com | Web: www.mastek.com | CIN: L74140GJ1982PLC005215



The above results will also be available on the website of the Company (www.mastek.com) and on the website of the 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
Vice President - Group Company Secretary
Encl: AA

VOTING RESULTS OF THE POSTAL BALLOT

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

Name of the Company	Mastek Limited
Date of the Postal Ballot	Postal Ballot Notice dated March 21, 2023 E-voting start date: Thursday, March 30, 2023 (09:00 a.m.) E-voting end date: Friday, April 28, 2023 (05:00 p.m.) (Resolution passed through Postal Ballot on April 28, 2023)
Total number of shareholders on Record Date (i.e. March 24, 2023, the cut-off date for voting)	1,08,523
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 amendments to the Articles of Association of the Company with respect to the appointment of Promoter Director.

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	1,12,12,275	1,12,12,275	100.0000	1,12,12,275	0	100.00	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		1,12,12,275	1,12,12,275	100.0000	1,12,12,275	0	100.0000
Public – Institutional Holders	Remote E-Voting	54,57,283	51,44,713	94.2724	35,94,462	15,50,251	69.8671	30.1329
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		54,57,283	51,44,713	94.2724	35,94,462	15,50,251	69.8671
Public – Non Institutions	Remote E-Voting	1,38,55,269	46,03,086	33.2226	45,73,742	29,344	99.3625	0.6375
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,38,55,269	46,03,086	33.2226	45,73,742	29,344	99.3625
Total		3,05,24,827	2,09,60,074	68.6657	1,93,80,479	15,79,595	92.4638	7.5362

Mastek Limited



2. To approve amendments to the Articles of Association of the Company as a consequence of the amendment of the Shareholders' Agreement.

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	1,12,12,275	1,12,12,275	100.0000	1,12,12,275	0	100.00	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		1,12,12,275	1,12,12,275	100.0000	1,12,12,275	0	100.0000
Public – Institutional Holders	Remote E-Voting	54,57,283	51,44,713	94.2724	50,20,682	1,24,031	97.5892	2.4108
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		54,57,283	51,44,713	94.2724	50,20,682	1,24,031	97.5892
Public – Non Institutions	Remote E-Voting	1,38,55,269	46,03,086	33.2226	45,73,777	29,309	99.3633	0.6367
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,38,55,269	46,03,086	33.2226	45,73,777	29,309	99.3633
Total		3,05,24,827	2,09,60,074	68.6657	2,08,06,734	1,53,340	99.2684	0.7316

Accordingly, both the Special Resolutions as stated herein above have been **passed with the requisite majority effective April 28, 2023.**

For Mastek Limited



Dinesh Kalani
Vice President – Group Company Secretary



Annexure B

SCRUTINISER'S REPORT

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



Dear Sir,

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

I, Prashant S. Mehta, Proprietor of M/s. P. Mehta & Associates, Practising Company Secretaries was appointed as Scrutiniser by the Board of Directors of Mastek Limited at its meeting held on March 21, 2023, for the purpose of scrutinizing the voting of Postal Ballot conducted by way of Remote Electronic Voting ("Remote E-voting") in a fair and transparent manner pursuant to provisions of Sections 108, 110 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modifications or re-enactments thereof for the time being in force, Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 read with other relevant Circulars ("MCA Circulars") in respect of below-mentioned resolutions:

Sr. No.	Type of Resolution	Description of the Resolutions
1	Special Resolution	To approve amendments to the Articles of Association of the Company with respect to the appointment of Promoter Director.
2	Special Resolution	To approve amendments to the Articles of Association of the Company as a consequence of the amendment of the Shareholders' Agreements.

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

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

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

4. Remote E-voting.

The Remote E-voting facility provided to the Members of the Company, commenced from 09:00 a.m. (IST) on Thursday, March 30, 2022, till 05:00 p.m. (IST) on Friday April 28, 2023. The Remote E-voting module was disabled for voting thereafter by the NSDL.

5. Dispatch of Notice.

The Company on March 29, 2023, completed the dispatch of the Postal Ballot Notice along with the Explanatory Statement ("Notice") including the process of Remote E-voting through email to all the eligible Members of the Company whose names appeared in the Register of Members / List of Beneficiaries Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, March 24, 2023, and whose e-mail IDs are registered with the Company / Depositories.

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

Advertisement post-dispatch of Notice:

Pursuant to clause (v) of sub-rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 47 of SEBI Listing Regulations, the Company has published an advertisement in the Financial Express (Mumbai) in English, and in Gujarati (Ahmedabad), and Lakshadeep (Mumbai) in Marathi dated March 31, 2023, specifying the dispatch to the Shareholders and other required information as provided under the said rule.





6. Preparation of Results.

- Particulars of votes casted through electronic means have been entered in a register separately maintained for the purpose.
- Since there was no voting by physical postal ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise.
- The details of Remote e-Voting counts were scrutinized 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 March 24, 2023;
- All votes cast through Remote E-voting on e-voting platform up to Friday, April 28, 2023, the last date and time fixed by the Company for Remote E-voting were considered for my scrutiny.
- 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.

7. A Summary of the Remote E-voting for the two Special Resolutions is given below.

Resolution required: (Ordinary / Special)			Special (01): To approve amendments to the Articles of Association of the Company with respect to the appointment of Promoter Director.					
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	1,12,12,275	1,12,12,275	100.0000	1,12,12,275	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		1,12,12,275	1,12,12,275	100.0000	1,12,12,275	0	100.0000
Public - Institutional Holders	Remote E-Voting	54,57,283	51,44,713	94.2724	35,94,462	15,50,251	69.8671	30.1329
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		54,57,283	51,44,713	94.2724	35,94,462	15,50,251	69.8671
Public - Non Institutions	Remote E-Voting	1,38,55,269	46,03,086	33.2226	45,73,742	29,344	99.3625	0.6375
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,38,55,269	46,03,086	33.2226	45,73,742	29,344	99.3625
Total		3,05,24,827	2,09,60,074	68.6657	1,93,80,479	15,79,595	92.4638	7.5362

Resolution required: (Ordinary / Special)			Special (02): To approve amendments to the Articles of Association of the Company as a consequence of the amendment of the Shareholders' Agreements.					
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	1,12,12,275	1,12,12,275	100.0000	1,12,12,275	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		1,12,12,275	1,12,12,275	100.0000	1,12,12,275	0	100.0000
Public - Institutional Holders	Remote E-Voting	54,57,283	51,44,713	94.2724	50,20,682	1,24,031	97.5892	2.4108
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		54,57,283	51,44,713	94.2724	50,20,682	1,24,031	97.5892
Public - Non Institutions	Remote E-Voting	1,38,55,269	46,03,086	33.2226	45,73,777	29,309	99.3633	0.6367
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,38,55,269	46,03,086	33.2226	45,73,777	29,309	99.3633
Total		3,05,24,827	2,09,60,074	68.6657	2,08,06,734	1,53,340	99.2684	0.7316

8. The details of votes in Favor and Against received by the Company.

Resolution No.	Mode	Total No. of Shareholders	Total Votes Cast	In Favour		Against		Invalid/ Abstain	
				No. of shareholders	Votes	No. of shareholders	Votes	No. of shareholders	Votes
1	Remote E-Voting	431	2,09,60,074	341	1,93,80,479	90	15,79,595	--	--
	Total	431	2,09,60,074	341	1,93,80,479	90	15,79,595	--	--
2	Remote E-Voting	433	2,09,60,074	395	2,08,06,734	38	1,53,340	--	--
	Total	433	2,09,60,074	395	2,08,06,734	38	1,53,340	--	--



9. I have e-mailed all the e-registers and records relating to Remote e-voting to the Company Secretary of the Company.
10. The approval is deemed to have been received on the last date of closure of voting i.e. on Friday, April 28, 2023. Accordingly, the above-mentioned 2 (two) Special Resolutions as set out in the said Postal Ballot Notice dated March 21, 2023 stand approved by the Members of the Company with the requisite majority.

Thanking you,

For P Mehta & Associates
Practicing Company Secretaries



Prashant Mehta
ACS 5814, COP 17341

UDIN: A005814E000227486
PR NO. : 2354/2022

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



Date: 29th April, 2023.
Place: Mumbai.



Witness 1: Jayati Mehta



Witness 2: Alka Mehta