

MASTEK LIMITED

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

Tel: +91-79-2656-4337; Fax: +91-22-6695 1331; E mail: investor_grievances@mastek.com; Website: www.mastek.com;
CIN: L74140GJ1982PLC005215

Notice**37TH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 37TH (THIRTY SEVENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF MASTEK LIMITED WILL BE HELD ON TUESDAY, 23 JULY, 2019 AT 11.00 A.M. AT H.T. PAREKH AUDITORIUM, AMA COMPLEX, ATIRA. DR. VIKRAM SARABHAI MARG, AHMEDABAD - 380015, GUJARAT, TO TRANSACT THE FOLLOWING BUSINESSES:

Ordinary Business:**1. To consider and adopt:**

- the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2019 and the Report of the Auditors thereon.

2. To confirm the payment of Interim Dividend of ₹ 3.50/- per Equity Share and to declare a Final Dividend of ₹ 5/- per Equity Share (Face Value of ₹ 5/- each) for the financial year 2018-19.

3. To appoint a Director in place of Mr. Sudhakar Ram (DIN: 00101473), an Executive / Non-Independent Director who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

4. **To re-appoint Mr. S. Sandilya (DIN: 00037542), as Non-Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024.**

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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. S. Sandilya (DIN: 00037542), who was appointed as Independent Director for a term of 4 years i.e. from 1 April, 2015 to 31 March, 2019, and who meets the criteria of independence as provided in Section

149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible to be re-appointed as Independent Director of the Company, be and is hereby re-appointed for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members of the Company be and is hereby also accorded for continuation of the Directorship of Mr. S. Sandilya (DIN: 00037542) even after him attaining the age of 75 years on 11 April, 2023 till the expiry of his on going second term i.e. up to 31 March, 2024.

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

5. **To re-appoint Ms. Priti Rao (DIN: 03352049), as Non-Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024.**

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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Priti Rao (DIN: 03352049), who was appointed as Independent Director for a term of 4 years i.e. from 1 April, 2015 to 31 March, 2019, and who meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

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2015, and who is eligible to be re-appointed as Independent Director of the Company, be and is hereby re-appointed for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

6. **To re-appoint Mr. Atul Kanagat (DIN: 06452489), as Non-Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024.**

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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, Mr. Atul Kanagat (DIN: 06452489) who was appointed as Independent Director for a term of 4 years i.e. from 1 April, 2015 to 31 March, 2019, and who meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible to be re-appointed as Independent Director of the Company, be and is hereby re-appointed for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

Notes:

- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out material facts concerning the business to be transacted at the ensuing Annual General Meeting (AGM) under item nos. 4 to 6 is annexed hereto.
- A brief resume of each of the Director proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of Companies in which they hold the Directorship and Membership / Chairmanships of Board Committees, Shareholding and relationship between directors inter-se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulation) and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are attached herewith.
- The Company's Statutory Auditors, M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), were appointed as Statutory Auditors of the Company for a period of 5 consecutive years commencing from the conclusion of 35th AGM until the conclusion of the 40th AGM, subject to ratification by members every year.

Pursuant to the provisions Section 139 of the Act, and the Companies (Amendment) Act, 2018 effective from 7 May, 2018, the requirement of seeking ratification from the members for the continuation of re-appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification of the members for continuing the re-appointment of the Statutory Auditors at this AGM is not being sought. They have given a confirmation and consent under Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The Board of Directors based on the recommendation of the Audit Committee shall determine the remuneration payable to the Statutory Auditors.

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE THIRTY SEVENTH AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED**

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OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING (ON OR BEFORE 21 JULY, 2019, BY 11.00 A.M. IST).

PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE ACT, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

5. Corporate members intending to send their Authorised Representatives to attend the AGM pursuant to Section 113 of the Act, are requested to send a duly certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorised to attend and vote on their behalf at the meeting.
6. In case of joint holders attending the AGM, the joint holder who is highest in the order of names will be entitled to vote at the AGM.
7. Members, Proxies and Authorised Representatives are requested to bring to the AGM, the Attendance Slips enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No., along with their copy of the Annual Report at the time of attending the Meeting. **Please note that Annual Report copies shall not be available / distributed at the AGM Venue.**
8. The Annual Report 2018–19, the Notice of the 37th AGM, along with the Attendance Slip, Proxy Form and E-Voting particulars, are being sent through the electronic mode to members whose E-mail addresses are registered with the Company / Depository Participants, unless a member has requested for a physical copy of the Annual Report. For members who have not registered their E-mail addresses, the physical copies to them are being sent by the permitted mode. Members may also note that the Annual Report for the financial year ended 31 March, 2019 including the Notice of the 37th AGM is also available on the website of the Company at web link <https://www.mastek.com/financial-information> for their download.
9. Members are requested to join the Company in supporting the Green Initiative taken by Ministry of Corporate Affairs (“MCA”) to effect electronic delivery of documents including the Annual Report and other

documents to the members at the E-mail addresses registered for the said purpose. Members are hereby requested to register their E-mail addresses with their Depository Participant or with Karvy Fintech Private Limited, Registrar and Share Transfer Agent (RTA) of the Company, for sending various Notices, Annual Report, Dividend intimation and other documents through Electronic Mode. Those members who have changed their E-mail Addresses are requested to register their E-mail ID / New Addresses with RTA, in case the shares are held in physical form, and with the Depository Participants where shares are held in Demat mode.

10. All the relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days (From Monday to Friday) during the business hours up to the date of AGM.
11. The Members, desiring any information relating to the Accounts, are requested to write to the Company Secretary at the Registered Office of the Company on or before 12 July, 2019, to enable us to keep the requisite information ready.
12. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act, will be available for inspection at the AGM.
13. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8 February, 2019. A person is considered as a Significant Beneficial Owner (SBO) if he / she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10% or more. The beneficial interest could be in the form of a Company’s shares or the right to exercise significant influence or control over the Company. If any members holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his / her interest and other essential particulars in the prescribed manner and within the permitted time frame.
14. **Book Closure and Dividend:**
The Register of Members and Share Transfer Books of the Company shall remain closed on **Monday, 15 July, 2019 and Tuesday 16 July, 2019**, for ascertaining the eligibility for payment of Final Dividend, if declared, at the ensuing AGM.

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The Board of Directors of the Company at its meeting held on 16 April, 2019 has recommended a dividend of ₹ 5/- per Equity Share (@ 100%) (Face Value of ₹ 5/- each) as Final Dividend for the financial year 2018–19. The Final Dividend, if declared, at the ensuing AGM, will be paid within 15 days to those members whose names appear on the Register of Members of the Company as of the end of the day on **Saturday, 13 July, 2019**. The dividend in respect of shares held in dematerialised form in the Depository System will be paid to the beneficial owner of the shares as on **Saturday, 13 July, 2019**, as per the list to be provided by the Depositories for this purpose and to all members in respect of shares held in physical form, whose names are on the Company’s Register of Members after giving effect to valid transmission and transposition request logged with the Company as of the end the day on **Saturday, 13 July, 2019**.

15. SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated 21 March, 2013, has mandated usage of electronic mode for making cash payments such as dividend, etc. to the investors of Companies whose securities are listed on the Stock Exchanges. Payment of dividend through electronic mode is beneficial to the members since the risks associated with receiving payment through dividend warrants such as loss in transit / misplacement can be easily mitigated.
16. Pursuant to the SEBI Listing Regulations, the Company is required to maintain Bank details of its members for the purpose of payment of Dividends, etc. Members are requested to register / update their Bank details with the Company in case shares are held in physical form and with their Depository Participants where shares are held in dematerialised mode to enable expeditious credit of the dividend into their respective Bank accounts electronically through the Automated Clearing House (ACH) mode.
17. **Share Transfer Permitted only in Demat:**
SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8 June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30 November, 2018, advised that effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1 April, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, members holding shares in physical form are requested to take action to dematerialise the Equity Shares, promptly to avoid inconvenience in future.

18. Transfer of Unclaimed Dividend Amount to the Investor Education and Protection fund (IEPF) Authority:

Pursuant to the applicable provisions of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (Including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force), during the year under review there were no Unclaimed Dividend Amount due to be transferred to the IEPF Authority established by the Central Government.

19. Members who have not yet en-cashed their Final Dividends from financial year 2012-13 and thereafter are requested to make their claims to the Company / RTA. Members are requested to quote folio numbers / DP ID – Client ID in all their correspondence.

20. Transfer of Concerned Shares to the Investor Education and Protection Fund (IEPF) Authority:

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (‘the Rules’) notified by the Ministry of Corporate Affairs effective 7 September, 2016 and as per the amendment made from time to time, all underlying shares in respect of which dividend has not been encashed or claimed by the members for 7 consecutive years or more were required to be transferred to the DEMAT Account of the IEPF Authority. The Company had last year identified and completed the share transfer process with Depositories and transferred 48,285 shares in November, 2017 and 7,033 shares in January, 2018, (which was required to be transferred to IEPF Authority based on Un-Paid Interim and Final Dividends of year 2009-10 in November 2017 and January, 2018 respectively) to IEPF Demat Account to comply with the said Rules. The List of shares transferred to IEPF Authority is available on the website of the Company at web link <https://www.mastek.com/investor-information>.

In case the members have any queries on the subject matter and the Rules, they may contact the Company’s RTA. The members / claimants whose shares and / or, unclaimed dividend, etc. have been transferred to IEPF Authority may claim the shares and unclaimed dividend by making an application to IEPF Authority in IEPF Form-5 (available on www.iepf.gov.in). The member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules. It is in the members interest to claim any un-encashed dividends from IEPF and for future dematerialisation of their shares and opt for Automated Clearing House (ACH) mode, so that dividends paid by the Company are credited to the investor’s account on time.

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21. Process and Manner of E-voting:

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the E-voting facility to members to exercise their right to vote on the resolutions proposed to be passed at the ensuing AGM by electronic means. The members, whose names appear in the Register of Members / List of Beneficial Owners as on **Tuesday, 16 July, 2019**, are entitled to vote on the Resolutions set forth in this Notice.

The members may cast their votes on electronic voting system from place other than the venue of the meeting (Remote E-voting). The Remote E-voting period will commence **on Friday, 19 July, 2019 (9.00 a.m. IST) and will end on Monday, 22 July, 2019 (5.00 p.m. IST)**. In addition, the facility for voting through electronic mode, a Ballot / Instapoll voting system shall also be made available at the AGM venue for the members attending the AGM who have not casted their votes by Remote E-voting shall be eligible to vote at the AGM venue.

The Company has appointed Mr. Prashant S. Mehta, Proprietor of P. Mehta and Associates, Practicing Company Secretaries, to act as a Scrutiniser, to scrutinise the entire E-voting process in a fair and transparent manner. The members desiring to vote through Remote E-voting are requested to refer to the detailed procedure given hereinafter.

Procedure for Remote E-voting

I. The Company has entered into an arrangement with M/s. Karvy Fintech Private Limited for facilitating Remote E-voting for AGM. The instructions for the same are as under:

(a) In case of Members receiving an E-mail from M/s. Karvy Fintech Private Limited:

- i. Launch an internet browser and open <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password). The Event No.+Folio No. or DPID Client ID will be your User ID. However, if you are already registered with Karvy for E-voting, you can use your existing User ID and password for casting your vote.

- iii. After entering the above details Click on - Login.
- iv. Password change menu will appear. Change the password with a new password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, Email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the E-voting Event.
- vi. Select 'EVENT' of Mastek Limited and click on - Submit
- vii. Now you are ready for E-voting as 'Cast Vote' page opens.
- viii. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- ix. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- x. Once you have confirmed your vote on the resolution, you cannot modify your vote.
- xi. Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by an E-mail at acs.pmehta@gmail.com. They may also upload the same in the E-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

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(b) In case of Members receiving physical copy of the Notice of AGM and Attendance Slip:

- i. Initial Password is provided, as follows, at the bottom of the Attendance Slip. (enclosed)

EVEN		
(E-voting Event Number)	USER ID	PASSWORD

- ii. Please follow all steps from Sr. No. (i) to Sr. No. (x) mentioned above in clause (a), to cast vote.

II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and E-voting user manual' available in the downloads section of M/s. Karvy Fintech Private Limited's E-voting website <https://evoting.karvy.com>

III. The voting rights of the members shall be in proportion to the shares held by the members as on **Tuesday 16 July, 2019 being the cut-off date**. Members are eligible to cast vote electronically only if they are holding shares as on that date.

IV. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may obtain the user ID and Password by sending a request at evoting@karvy.com or investor_grievances@mastek.com.

However, if you are already registered with M/s. Karvy Fintech Private Limited for Remote E-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details / Password" option available on <https://evoting.karvy.com> or contact at the toll free no. 1800-345-4001.

V. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutiniser through the Ballot / Instapoll facility, for all those members who are present at the AGM venue but have not cast their votes by availing the Remote E-voting facility.

VI. The Scrutiniser shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through Remote E-voting in the presence of at least 2 witnesses not in the employment of the Company and shall make, not later than 2 days from the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit to the Chairman / Company Secretary or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the E-voting forthwith.

VII. The Results declared alongwith the Report of the Scrutiniser shall be placed on the website of the Company www.mastek.com and on the website of M/s. Karvy Fintech Private Limited immediately after the declaration of result by the Chairman / Company Secretary or a person authorised by Chairman in writing. The results shall also be immediately forwarded to BSE Limited and the National Stock Exchange of India Limited where the Company's shares are listed.

22. Member(s) can opt for only one mode of voting i.e. either through Remote E-voting or Ballot / Instapoll voting at the AGM. In case a member has casted multiple votes, then voting done by E-voting will be treated as valid.

23. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of Remote E-Voting and Voting held at the AGM.

24. A **Route Map** showing directions to the venue of the 37th AGM is annexed to the Notice as per the requirement of the Secretarial Standard - 2 on General Meetings.

Additional information on Directors recommended for Re-appointment [Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings] Item No. 3, 4, 5 & 6

Name of the Directors	Mr. S. Sandilya	Mr. S. Sandilya	Ms. Priti Rao	Mr. Atul Kanagat
Director Identification Number	00037542	00037542	03352049	06452489
Date of Birth	11/04/1948	11/04/1948	17/06/1959	22/08/1955
Age (in years)	71	71	59	63
Date of Appointment	01/04/2015	01/04/2015	01/04/2015	01/04/2015
Nationality	Indian	Indian	Indian	US National
Qualifications	Gold Medalist in Commerce from Loyola College, Chennai and PGDM from the Indian Institute of Management (IIM), Calcutta, graduated with a silver medal in 1982	Commerce Graduate from Madras University and an MBA from the Indian Institute of Management (IIM), Alumni of Ahmedabad	Postgraduate in Computer Science from Indian Institute of Technology (IIT), Mumbai	B. Tech in Mechanical Engineering from Indian Institute of Technology (IIT), Mumbai and an MBA from Harvard Business School, Boston, Massachusetts
Nature of Expertise in specific functional areas	Technology, Global Business Perspective, Operations and General Management, Mergers and Acquisitions, Strategy and Planning, Risk Management etc.	Technology, Global Business Perspective, Financial Management, Strategy and Planning, Operations and General Management, Risk Management, Mergers and Acquisitions, Governance and Compliance etc.	Technology, Risk Management, Operations and General Management, etc.	Technology, Global Business Perspective, Mergers and Acquisitions, Strategy and Planning, etc.
Shareholding in the Company as on 31 March, 2019	1,588,680 (6.63%)	26,000 (0.11%)	29,600 (0.12%)	19,600 (0.08%)
Directorships held in other Companies *	<ol style="list-style-type: none"> Cashless Technologies India Private Limited – Promoter and Managing Director Trans American Information Systems Private Limited Ruralshores Business Services Private Limited Majesco Bhavitha Foundation 	<ol style="list-style-type: none"> Eicher Motors Limited - Chairman & Independent Director Rane Brake Lining Limited - Independent Director GMR Infrastructure Limited - Independent Director GMR Generation Assets Limited - Independent Director SOS Children's Villages of India - President Lean Management Institute of India 	<ol style="list-style-type: none"> Quick Heal Technologies Limited - Independent Director Pumpkin Patch Daycare - Founder Aatmaja Foundation - Founder and Chairperson 	<ol style="list-style-type: none"> Mastek Inc. Majesco Trans American Information Systems, Inc.

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Memberships/ Chairmanships of Committees in public Companies*	<p>Mastek Limited</p> <ul style="list-style-type: none"> Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Member Governance Committee - Member 	<p>Mastek Limited</p> <ul style="list-style-type: none"> Audit Committee – Chairman Stakeholders Relationship Committee – Chairman Nomination and Remuneration Committee - Member <p>Eicher Motors Limited</p> <ul style="list-style-type: none"> Audit Committee - Chairman Stakeholder's Relationship Committee - Member Corporate social Responsibility Committee - Chairman Nomination and Remuneration Committee - Member <p>Rane Brake Lining Limited</p> <ul style="list-style-type: none"> Audit Committee - Chairman Nomination and Remuneration Committee - Chairman 	<p>Mastek Limited</p> <ul style="list-style-type: none"> Audit Committee – Chairman Stakeholders Relationship Committee – Chairman Nomination and Remuneration Committee - Member <p>Eicher Motors Limited</p> <ul style="list-style-type: none"> Audit Committee - Chairman Stakeholder's Relationship Committee - Member Corporate social Responsibility Committee - Chairman Nomination and Remuneration Committee - Member <p>Rane Brake Lining Limited</p> <ul style="list-style-type: none"> Audit Committee - Chairman Nomination and Remuneration Committee - Chairman 	<p>Mastek Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee – Chairperson Audit Committee – Member Governance Committee - Member <p>Quick Heal Technologies Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee – Chairperson Audit Committee – Member 	<p>Mastek Limited</p> <ul style="list-style-type: none"> Nomination & Remuneration Committee – Chairman Audit Committee- Member Stakeholders Relationship Committee- Member
Number of Board Meetings attended during the year	4 out of 5	5 out of 5	5 out of 5	5 out of 5	4 out of 5
Relationships between Directors inter-se	No such relationship exist between the Directors inter-se				
Key terms and conditions of the Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Sudhakar Ram was re-appointed as a Vice-Chairman and Managing Director at the Annual General Meeting held on 22 June, 2017, and is liable to retire by rotation at the meeting	As per the resolution at Item no. 4 of this Notice read with the Explanatory Statement thereto	As per the resolution at Item no. 5 of this Notice read with the Explanatory Statement thereto	As per the resolution at Item no. 6 of this Notice read with the Explanatory Statement thereto	As per the resolution at Item no. 6 of this Notice read with the Explanatory Statement thereto
Remuneration last drawn	Refer Corporate Governance Report				
Remuneration sought to be paid	Refer Corporate Governance Report	Independent directors are entitled to sitting fees for attending meetings of the Board & Committees thereof and also Commission			

* Based on disclosures received from Directors

For Mastek Limited

Date: 16 April, 2019

Place: Mumbai

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

Dinesh Kalani
Company Secretary
Membership Number: FCS 3343

Annexure to the Notice

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Re-appointment of Mr. S. Sandilya (DIN: 00037542) as Non-Executive Independent Director of the Company for the second term of 5 consecutive years.

Mr. S. Sandilya, (DIN: 00037542) aged 71 years was appointed as Independent Director of the Company for a term of 4 years i.e. from 1 April, 2015 till 31 March, 2019 pursuant to approval of the members under the provisions of the Companies Act, 2013 at the Extra - Ordinary General Meeting held on 5 March, 2015.

As per Section 149(10) and (11) of the Companies Act, 2013, Independent Director shall hold office for a term of 5 consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of 5 consecutive years. The Board on the recommendation by Nomination and Remuneration Committee and based on skills, experience, knowledge and performance evaluation conducted by the Board of Directors of the Company at their meeting held on 27 March, 2019 and in terms of the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, proposed unanimously to re-appoint him for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024 and not liable to retire by rotation. The details of directorships he holds in other Companies is given as annexure to the Notice.

Brief Profile:

“Mr. S. Sandilya is a Commerce Graduate from Madras University and holds an MBA from the Indian Institute of Management (IIM), Ahmedabad and he has 5 decades of professional experience. Mr. Sandilya is presently the Non-Executive Chairman of Eicher Group. He joined Eicher Group in 1975 and has held various responsibilities in the areas of Group Finance including Information Technology, Strategy and Planning, Manufacturing and General Management. He was the Group Chairman and Chief Executive for 6 years before becoming the Non-Executive Chairman, the post he continues to hold. He is also Independent Director on the Boards of a couple of Companies.

Additionally, Mr. Sandilya is a Past Member of the Board of Lean Global Network USA, Past President of Society of Indian Automobile Manufacturers and was also the President of International Motorcycle Manufacturers Association, Geneva for the period from 2012 to 2014.

He has been a National Council Member of Confederation of Indian Industries (CII) for many years. He has been an Executive Member of the Society of Indian Automobile Manufacturers. He is also the Non-Executive President of SOS Children's Villages of India, a Non-Profit Organisation providing care for parentless, abandoned and vulnerable children.”

He has submitted his declarations in the prescribed forms viz. (i) consent in writing to act as a director in Form DIR- 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR- 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such re-appointment, (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013 and, (iv) his disclosure of interest in prescribed Form MBP-1 that he is not having any pecuniary relationship with the existing Directors/ Management/ Promoters of the Company.

The Board is of the opinion that Mr. Sandilya is independent of the management and is a person of integrity and possesses relevant expertise and vast experience and brings an independent judgement on the Board's discussions especially on issues related to Strategy & Planning, Finance, Risk Management, Operations Management, Mergers and Acquisitions, General Management, Technology, etc. in much diversified Indian Corporate as well as Multinational Culture.

Pursuant to the provision of Regulation 17(1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018, notified by the SEBI on 7 June, 2018 and which is effective from 1 April, 2019, which prescribes that no listed entity shall appoint a person or continue the directorship of any person as the Non-Executive Director who has attained the age of 75 years unless a special resolution is passed to that effect, in which case the Explanatory Statement annexed to the notice for such motion shall indicate the justification for appointing such person.

Annexure to the Notice

In view of the amendment, the Board of Directors is of the opinion that considering Mr. Sandilya's integrity, relevant expertise, vast experience, in depth industry knowledge, continuous valuable guidance to the management and his strong Board performance, his continuous association as Non-Executive Independent Director will be beneficial and to the best interest of the Company. Accordingly the Board recommends his re-appointment for the approval of the members even after him attaining age of 75 years on 11 April, 2023 during his on-going second term till the expiry of his term i.e. on 31, March, 2024.

A copy of the letters and statutory forms etc. for the re-appointment of Mr. Sandilya as Independent Director setting out the terms and conditions are available for inspection without any fees at the Registered Office of the Company on all the working days (from Monday to Friday), between 11:00 a.m. and 1:00 p.m.

Except Mr. Sandilya, being the appointee, none of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise in the resolution set out above.

Your Board recommends the said resolution, as special resolution for approval of the members.

ITEM NO. 5

Re-appointment of Ms. Priti Rao (DIN: 03352049) as Non-Executive Independent Director of the Company for the second term of 5 consecutive years.

Ms. Priti Rao, (DIN: 03352049) aged 59 years was appointed as Independent Director of the Company for a term of 4 years i.e. from 1 April, 2015 till 31 March, 2019 pursuant to approval of the members under the provisions of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on March 5, 2015.

As per Section 149(10) and (11) of the Companies Act, 2013 Independent Director shall hold office for a term of 5 consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of 5 consecutive years. The Board on the recommendation by Nomination and Remuneration Committee and based on skills, experience, knowledge and performance evaluation conducted by them at their meeting held on 27 March, 2019 and in

terms of the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Act and the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, proposed unanimously to re-appoint her for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024 and not liable to retire by rotation. The details of directorships she holds in other Companies is given as annexure to the Notice.

Brief Profile:

“Ms. Priti Rao is a postgraduate in Computer Science from Indian Institute of Technology (IIT), Mumbai.

In her 2.5 decades of diverse experience in building and delivering a range of IT services for customers located across five continents, Ms. Rao has held very senior positions with global teams for best of breed IT Companies. She has had long innings with Infosys as a Senior Executive heading the Pune development center and heading their infrastructure services business and with Dell as Vice President for global operations. She runs her own venture, Pumpkin Patch Daycare to cater needs of young parents, who needs a trusted place to keep their children and be able to focus on their careers. India lacks such world class infrastructure for a crèche facilities, where love, safety, care are most important aspects. Her personal mission is to help 1000 + young women go back to work.

She is also Founder and Chairperson of Aatmaja Foundation, a Non - Profit Organisation, focused on enabling young girls from disadvantaged background to become successful professionals.

Ms. Rao is widely recognised as an accomplished business leader and was conferred with the prestigious “IT Woman of the Year Award” in year 2002 by the Computer Society of India and was honored with the title of “Pune Super Achiever” in year 2007.”

She has submitted her declarations in the prescribed forms viz. (i) consent in writing to act as a director in Form DIR- 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR- 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming her eligibility for such re-appointment, (iii) a declaration to the effect that she meets

Annexure to the Notice

the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013 and, (iv) her disclosure of interest in prescribed Form MBP-1 that she is not having any pecuniary relationship with the existing Directors/ Management/ Promoters of the Company.

In view of long, rich experience, continued valuable guidance to the management and strong Board performance, the Board is of the opinion that Ms. Rao is independent of the management and is a person of integrity and possesses relevant expertise and brings an independent judgement on the Board's discussions especially on issues related to Strategy & Planning, Governance & Compliance, Risk Management, Technology, etc.

A copy of the letters and statutory forms, etc. for the re-appointment of Ms. Rao as Independent Director setting out the terms and conditions are available for inspection without any fees at the registered office of the Company on all the working days (From Monday to Friday), between 11:00 a.m. and 1:00 p.m.

Except Ms. Rao, being the appointee, none of the Directors and / or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the resolution set out above.

Your Board recommends the said resolution, as special resolution for approval of the members.

ITEM NO. 6

Re-appointment of Mr. Atul Kanagat (DIN: 06452489) as Non-Executive Independent Director of the Company for the second term of 5 consecutive years.

Mr. Atul Kanagat, (DIN: 06452489) aged 63 years was appointed as Independent Director of the Company for a term of 4 years i.e. from 1 April, 2015 till 31 March, 2019 pursuant to approval of the members under the provisions of the Companies Act, 2013 at the Extra - Ordinary General Meeting held on 5 March, 2015.

As per Section 149(10) and (11) of the Companies Act, 2013 Independent Director shall hold office for a term of 5 consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of 5 consecutive years. The Board on the recommendation

by Nomination and Remuneration Committee and based on skills, experience, knowledge and performance evaluation conducted by them at their meeting held on 27 March, 2019 and in terms of the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Act and the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, proposed unanimously to re-appoint him for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024 and not liable to retire by rotation. The details directorships he holds in other Companies is given as annexure to notice

Brief Profile:

"Mr. Atul Kanagat is a B. Tech in Mechanical Engineering from Indian Institute of Technology (IIT), Mumbai and an MBA from Harvard Business School, Boston, Massachusetts.

Mr. Kanagat has nearly 3.7 decades of experience in General Management, Global Business, Technology Mergers and Acquisitions, Strategy & Planning, Risk Management in MNCs, etc.

Mr. Kanagat initially joined Hindustan Lever Ltd., the Indian subsidiary of Unilever. He spent 2 years as Management Trainee doing assignments in multiple functions of the company. He then spent a year as Materials Manager for Hindustan Lever Ltd.'s Calcutta Manufacturing complex.

After completing his MBA at Harvard, in 1982, Mr. Kanagat joined McKinsey & Company in Chicago. He was elected as Partner in 1988, Director in 1994 and thereafter as Managing Director of the Seattle office during the period from 1995 to 2003.

During the period from 1996 to 2003, Mr. Kanagat was a Member of the Boards of the following Institutions:

- Seattle Symphony
- Fred Hutch Cancer Research Center
- Greater Seattle Chamber of Commerce
- During the period from 2003 to 2009, Mr. Kanagat was also on the Board of Liberty Science Center in Jersey City.

During the period from 2010 to 2011, Mr. Kanagat worked for Harman International as Vice-President - Strategy & Mergers & Acquisition."

Annexure to the Notice

He has submitted his declarations in the prescribed forms viz. (i) consent in writing to act as a director in Form DIR- 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR- 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such re-appointment, (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013 and, (iv) his disclosure of interest in prescribed Form MBP-1 that he is not having any pecuniary relationship with the existing Directors/ Management/ Promoters of the Company.

In view of long, rich experience, continued valuable guidance to the management and strong Board performance the Board is of the opinion that Mr. Kanagat is independent of the management and is a person of integrity and possesses relevant expertise and brings an independent judgement on the Board's discussions especially on issues related to Technology, Global Business, General Management, Mergers and Acquisitions, Strategy & Planning and Risk Management in MNCs, etc.

A copy of the letters and statutory forms, etc. for the re-appointment of Mr. Kanagat as Independent Director setting out the terms and conditions are available for inspection without any fees at the registered office of the Company on all the working days (from Monday to Friday), between 11:00 a.m. and 1:00 p.m.

Except Mr. Kanagat, being the appointee, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the resolution set out above.

Your Board recommends the said resolution, as special resolution for approval of the members.

For Mastek Limited

Dinesh Kalani
Company Secretary

Date: 16 April, 2019
Place: Mumbai

Membership Number: FCS 3343

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

Route Map

37TH ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 23 JULY, 2019 MAP SHOWING LOCATION OF THE VENUE OF ANNUAL GENERAL MEETING OF MASTEK LIMITED



Venue:
H.T. Parekh Auditorium, AMA Complex,
ATIRA, Dr. Vikram Sarabhai Marg,
Ahmedabad - 380015, Gujarat.

MASTEK LIMITED
Registered Office: 804/805, President House, Opp. C. N. Vidyalaya, Near Ambawadi Circle,
Ambawadi, Ahmedabad - 380 006, Gujarat.
Tel: +91-79-2656-4337; Fax: +91-22-6695 1331; E mail: investor_grievances@mastek.com; Website: www.mastek.com;
CIN: L74140GJ1982PLC005215

PROXY FORM
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s):	
Registered Address:	
E-mail ID:	
Folio/DP ID-Client ID	

I / We being the members(s) holding.....shares of Mastek Limited hereby appoint:

1. Name:.....	Address:.....	E-mail ID:.....	Signature:.....	Or failing him;
2. Name:.....	Address:.....	E-mail ID:.....	Signature:.....	Or failing him;
3. Name:.....	Address:.....	E-mail ID:.....	Signature:.....	

as my / our Proxy to attend and vote for me / us and on my / our behalf at the 37th Annual General Meeting of the Company to be held on Tuesday, 23 July, 2019 at 11.00 a.m. at H.T. Parekh Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad 380015, Gujarat and/or at any adjournment(s) thereof in respect of the resolutions as are indicated below:

Resolution No.	Resolutions	Vote/s given	
		For	Against
Ordinary Business:			
1.	To consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2019, together with the Reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2019 and the Report of the Auditors thereon.		
2.	To confirm the payment of Interim Dividend of ₹ 3.50/- per Equity Share and to declare a Final Dividend of ₹ 5/- per Equity Share (Face Value of ₹ 5/- each) for the financial year 2018-19.		
3.	To appoint a Director in place of Mr. Sudhakar Ram (DIN: 00101473), an Executive/Non-Independent Director who retires by rotation and, being eligible, offers himself for re-appointment.		
Special Business:			
4.	To re-appoint Mr. S. Sandilya, (DIN: 00037542) as Non-Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024.		
5.	To re-appoint Ms. Priti Rao (DIN: 03352049) as Non-Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024.		
6.	To re-appoint Mr. Atul Kanagat (DIN: 06452489) as Non-Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from 1 April, 2019 to 31 March, 2024.		

Signed this.....day of.....2019
Signature of Member..... Signature of Proxy Holder(s).....

Affix
Revenue
Stamp

- Notes:**
- This form in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the meeting.
 - For the Notes, resolutions and Explanatory Statement, please refer to the Notice of the 37th Annual General Meeting.
 - It is optional to put number of votes in the appropriate column against the Resolutions indicated in the Box, so that the Proxy should vote accordingly. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate. Please note that the total number of votes given cannot exceed the number of shares held for each and every resolution.
 - Please complete all details of member(s) in the above box before submission.

E-COMMUNICATION REGISTRATION FORM
(FOR PHYSICAL HOLDER OF SHARES / FOR MEMBERS NOT YET UPDATED THEIR E-MAIL ID OR BANK ACCOUNT DETAILS WITH THE COMPANY)

To,
KARVY FINTECH PRIVATE LIMITED
(Unit: MASTEK LIMITED)
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad – 500 032
Toll Free No.: 1800-3454-001
Email : einward.ris@karvy.com

Folio No. / DP ID & Client ID	
Name of the sole / first named Member	
Name of joint holder(s)	
Registered Address of Member	
E Mail ID to be registered	
Mobile No (optional)	

Bank Account Details : (for electronic credit of unpaid dividends and all future dividends)			
Name of the Bank			
Name of the Branch			
Account Number (as appearing in your cheque book)			
Account Type (Saving / Current / Cash Credit)	Saving	Current	Cash Credit
9 Digit MICR Number (as appearing on the MICR cheque issued by the bank) Please enclose a photocopy of a cheque for verification			
11 Digit IFSC Code			

Date: __ __ \ 20__

Signature of the Member: _____

Note:

- Members holding shares in demat form are requested to fill up prescribed registration form with their Depository Participant (DP).
- Members are requested to keep DP / RTA / Company informed as and when there is any change in the Email address. Unless the E-mail ID given above is changed by you by sending another communication in writing / E-mail, the Company will continue to send the documents to you on the above mentioned E-mail ID.
- Members hereby authorize Company to send all the correspondence on the above mentioned E-mail ID.
- Please enclose a self-attested copy of PAN card of the members, original cancelled cheque leaf, Bank pass book and address proof viz., Aadhaar card as required for updating of the details along with this form.