

Date: July 26, 2016

Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001. Tel No. 22723121 Fax No.022-22723121/22723719 STOCK CODE: 523704	Listing Department The National Stock Exchange of India Limited Bandra Kurla Complex Bandra East Mumbai – 400 051. Tel No.:-26598100 Fax No. 022-26598237/26598238 STOCK CODE: MASTEK
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Dear Sir(s)/Ma'am(s),

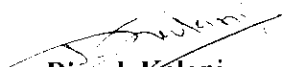
Subject: Proceedings/Outcome of 34th Annual General Meeting of the Company - Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

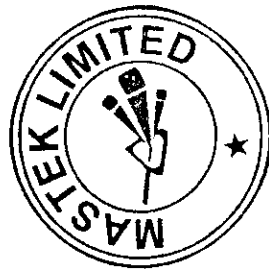
Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 34th Annual General Meeting of the Company was held on Monday, July 25, 2016 at Ahmedabad Management Association, H.T. Parekh Hall, AMA Complex, ATRA. Dr. Vikram Sarabhai Marg, Ahmedabad 380015 at 11.00 a.m. In this regard, please find enclosed the proceedings of the 34th Annual General Meeting.

Request you to take the above on your record.

Yours faithfully,

For MASTEK LIMITED


Dinesh Kalani
Company Secretary
Encl: - As above



Proceedings/Outcome of 34th Annual General Meeting of the Company held on July 25, 2016

The 34th Annual General Meeting (AGM) of the Company was held on Monday, July 25, 2016 at Ahmedabad Management Association, H.T. Parekh Hall, AMA Complex, ATRA, Dr. Vikram Sarabhai Marg, Ahmedabad 380015 at 11.00 a.m.

Mr. S. Sandilya, Chairman of the Company chaired the Meeting.

Total Number of shareholders as on record date : 24,581
Cut-off date for E-voting : July 18, 2016

No. of shareholders present at the meeting either in person or through proxy.

Category	In person	Through Proxy	Total
Promoter and Promoter group	2	0	2
Public	73	0	73
Total	75	0	75

No. of shareholders attended the meeting through video conferencing.

Promoter and Promoter group	Not applicable
Public	

As the requisite quorum was present, the Chairman called the Meeting to order. The Chairman welcomed the members and then introduced the Directors, CFO and Company Secretary of the Company.

The Members were informed that as required under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Remote E-Voting facility was provided by the Company through KARVY e-voting platform to enable the members to exercise their votes. The remote e-voting process was kept open for the members from 9.00 am on July 21, 2016 till 5 pm on July 24, 2016. Electronic voting (i.e. Instapoll) facility was also provided to the members present at the meeting who have not cast their votes through remote e-voting.

Mr. Abhishek Bhate, Practising Company Secretary was also present at the meeting who was appointed as the Scrutinizer by the Board of Directors for conducting the voting process in a fair and transparent manner.

The Chairman requested Mr. Sudhakar Ram, Managing Director & Group CEO, to brief the members on the performance of the Company. Mr. Sudhakar Ram, Managing Director & Group CFO gave an overview of the business of the Company. Chairman further explained the objective and implications of all the resolutions before they were put to vote at the meeting.

Thereafter the following Resolutions as set out in the Notice of AGM were read out to the Members:

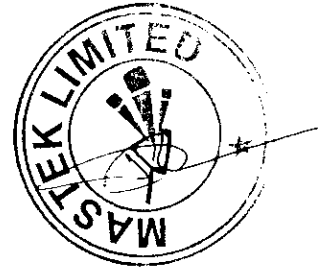
Sr. No	Resolution
Ordinary Resolutions:	
1	Adoption of Financial Statements for the year ended March 31, 2016.
2	Confirmation of the two Interim Dividends paid aggregating to Rs. 2.50 per share as final dividend for the year 2015-16.
3	Re-Appointment of Mr. Ashank Desai, who retires by rotation and being eligible, offers himself for re-appointment.
4	Ratification of appointment of M/s. Price Waterhouse Chartered Accountants LLP as Statutory Auditors and fixing their remuneration.
Special Resolution:	
5	Adoption of new set of Articles of Association in lieu of existing Articles of Association due to changes necessitated by Companies Act, 2013

The Chairman then invited the members to express their views, comments and queries on the Financial Statements and on the above resolutions. The Chairman responded to the queries of the members.

The meeting concluded with a vote of Thanks.

Based on the Scrutinizer's Report, we inform you that all the above said resolutions have been passed with the requisite majority

The Scrutinizer's Report is enclosed. The same will be informed to National Stock Exchange of India Limited, BSE Limited and Karvy Computershare Private Ltd (Agency), displayed at the registered office of the Company and also be posted on the Company's website.





Abhishek Bhate & Co.

Company Secretary in Practice

CS Abhishek H. Bhate - Membership No. 27747 , CP No. 10230

Off. : Block No.3, 'A' Wing, Rajdeep CHS., Opp. IT Office, Gokhale Rd., Naupada, Thane (W) 400 602.

Mobile. : 9892902956 | Email. : pcsabhishekbhate@gmail.com

FORM No. MGT-13

Consolidated Scrutinizer Report.

[Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

Date: 26th July, 2016

NAME OF THE COMPANY	MASTEK LIMITED
MEETING	34 TH ANNUAL GENERAL MEETING
DATE & TIME	25 TH JULY, 2016 AT 11:00 A.M
VENUE	Ahmedabad Management Association Hall - H.T. Parekh Hall, AMA Complex, ATRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015

To,
Mr. S.Sandilya,
Chairman,
Mastek Limited,
804/805, President House,
Opp. C.N. Vidyalaya,
Near Ambawadi Circle,
Ahmedabad - 380006.

Dear Sir,

I, Abhishek H. Bhate, Proprietor of Abhishek Bhate & Co., Practicing Company Secretary appointed as Scrutinizer by the Board of the Directors of Mastek Limited at its meeting held on April 19, 2016, to conduct the voting in electronic means (**Remote e-voting**) commenced on Thursday July 21, 2016 at 9.00 a.m. and ended on Sunday, July 24, 2016 at 5.00 p.m. and the electronic voting facility provided ("**InstaPoll**") at the Annual General Meeting held on July 25, 2016, in accordance with Section 108 of Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, submit my report as under:





Abhishek Bhate & Co.

Company Secretary in Practice

CS Abhishek H. Bhate - Membership No. 27747 , CP No. 10230

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1. Pursuant to the Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Electronic copy of the Notice convening the Annual General Meeting of the Company along with the process of e-voting was sent to the members whose e-mail addresses are registered with the Company/ Depository Participant(s) for the communication purposes unless any member has requested for hard copy of the same. For members who did not register their e-mail addresses, physical copies of the Notice of Annual General Meeting of the Company along with process of e-voting were sent to the members in the permitted mode.
2. The notice convening the Annual General Meeting was also placed on the website of the Company. The members of the Company were given option to vote electronically on e-voting system, provided by Karvy Computershare Pvt Ltd. ("KARVY").
3. The public advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in English newspaper having wide circulation and a vernacular newspaper on June 25, 2016.
4. The Remote e-voting period commenced on Thursday July 21, 2016 at 9.00 a.m. and ended on Sunday, July 24, 2016 at 5.00 p.m. Remote e-Voting Portal was blocked at 5:00 P. M.
5. The members who were present at the Annual General Meeting but had not cast their votes by Remote e-Voting were allowed to vote electronically through InstaPoll at AGM.
6. After the InstaPoll concluded at the venue of the AGM, the InstaPoll votes cast were blocked by me. Subsequently the votes cast were unblocked and reconciled with the records maintained by the Company / Registrar and Transfer Agents (RTA) of the company and the authorizations lodged with the Company/ RTA.
7. The register has been maintained electronically to record the Assent or Dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares, number of vote cast in Favour and Against. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights. The Company/ RTA has not received any Proxy Form for the meeting.
8. I have not found any Defective or Incomplete votes thus no votes were treated Invalid.





Abhishek Bhate & Co.

Company Secretary in Practice

CS Abhishek H. Bhate - Membership No. 27747, CP No. 10230

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The Consolidate result of the voting is as under:

Resolution No.1

To receive, consider and adopt the Profit and Loss Account for the year ended March 31, 2016, the Balance Sheet as on that date together with reports of the Directors and the Auditors thereon and the Consolidated Financial statements for the year ended March 31, 2016 along with the Auditors' Report thereon.

(i) Voted in **Favour** of the resolution:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
87	14,171,610	99.99%

(ii) Voted **Against** the resolution:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
3	17	0.01%

(iii) **Invalid** votes:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Resolution No.2

To confirm the first Interim Dividend of Rs. 1.50 and the second Interim Dividend of Rs. 1/-, in aggregate Rs. 2.50 per Equity Share of Rs. 5/- each, as dividend for the year 2015-16.

(i) Voted in **Favour** of the resolution:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
88	14,171,625	100

(ii) Voted **Against** the resolution:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
2	2	00.00

(iii) **Invalid** votes:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
0	0	0



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Scrutinizer's Report - 2016



Abhishek Bhate & Co.

Company Secretary in Practice

CS Abhishek H. Bhate - Membership No. 27747, CP No. 10230

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Resolution No.3

To appoint a Director in place of Mr. Ashank Desai (DIN 00017767), and being eligible, offers himself for re-appointment.

(i) Voted in Favour of the resolution:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
78	10,763,658	100

(ii) Voted Against the resolution:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
2	2	00.00

(iii) Invalid votes:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Resolution No.4

To ratify the appointment of M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N), as Auditors of the Company under Section 139 of the Companies Act, 2013.

(i) Voted in Favour of the resolution:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
88	14,171,625	100

(ii) Voted Against the resolution:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
2	2	00.00

(iii) Invalid votes:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
0	0	0





Abhishek Bhate & Co.

Company Secretary in Practice

CS Abhishek H. Bhate - Membership No. 27747, CP No. 10230

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Resolution No.5- Special Resolution

Adoption of new set of Articles of Association in lieu of existing Articles of Association due to changes necessitated by Companies Act, 2013

(i) Voted in **Favour** of the resolution:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
88	14,171,625	100

(ii) Voted **Against** the resolution:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
2	2	00.00

(iii) **Invalid** votes:

Number of members voted electronically or through InstaPoll	Number of votes cast by them	% of total number of valid votes cast
00	00	00

A softcopy containing a list of equity shareholders who voted "FOR"/ "AGAINST" (No- "INVALID" votes) for each resolution relating to E- Voting and InstaPoll were sealed and handed over to CS Dinesh Kalani - Company Secretary of Mastek Limited authorized by the Board for safe keeping.

I report that all the above 5 resolutions have been passed by the shareholders with the requisite majority.

Signed this on Tuesday of July 26th, 2016

Thanking You,

Yours Faithfully,

For Abhishek Bhate & Co.,
Practicing Company Secretary

CS Abhishek H. Bhate

Proprietor

CP No 10230

ACS 27747





Abhishek Bhate & Co.

Company Secretary in Practice

CS Abhishek H. Bhate - Membership No. 27747, CP No. 10230

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SUMMARY OF REMOTE E-VOTING AND INSTAPOLL VOTING AT THE 34TH AGM OF THE MASTEK LIMITED HELD ON JULY 25, 2016.

Combined Statement of voting received in respect of the Resolutions proposed at the Annual General Meeting of the Company held on July 25, 2016.

Resolution No. 1	To receive, consider and adopt the Profit and Loss Account for the year ended March 31, 2016, the Balance Sheet as on that date together with reports of the Directors and the Auditors thereon and the Consolidated Financial statements for the year ended March 31, 2016 along with the Auditors' Report thereon.								
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on E-Voting	14,104,335	100	1	0.00	14,104,336	100	00	00	14,104,336
Total No. of shares on InstaPoll Voting	67,275	99.9762	16	0.0238	67,291	100	00	00	67,291
Total	14,171,610	99.9999	17	0.0001	14,171,627	100	00	00	14,171,627

Resolution No. 2	To confirm the first Interim Dividend of Rs. 1.50 and the second Interim Dividend of Rs. 1/-, in aggregate Rs. 2.50 per Equity Share of Rs. 5/- each, as dividend for the year 2015-16.								
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on E-Voting	14,104,335	100	1	0.00	14,104,336	100	00	00	14,104,336
Total No. of shares on InstaPoll Voting	67,290	99.9985	1	0.0015	67,291	100	00	00	67,291
Total	14,171,625	100	2	00	14,171,627				14,171,627

Resolution No. 3	To appoint a Director in place of Mr. Ashank Desai (DIN 00017767), and being eligible, offers himself for re-appointment.								
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on E-Voting	10,696,383	100	1	0.00	10,696,384	00	00	00	10,696,384
Total No. of shares on InstaPoll Voting	67,275	99.9985	1	0.0015	67,276	00	00	00	67,276
Total	10,763,658	100	2	00	10,763,660	100	00	00	10,763,660





Abhishek Bhate & Co.

Company Secretary in Practice

CS Abhishek H. Bhate - Membership No. 27747 , CP No. 10230

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Resolution No. 4	To ratify the appointment of M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N), as Auditors of the Company under Section 139 of the Companies Act, 2013.								
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on E-Voting	14,104,335	100	1	0.00	14,104,336	100	00	00	14,104,336
Total No. of shares on InstaPoll Voting	67,290	99.9985	1	0.0015	67,291	100	00	00	67,291
Total	14,171,625	100	2	00	14,171,627	100	00	00	14,171,627

Resolution No. 5	Adoption of new set of Articles of Association in lieu of existing Articles of Association due to changes necessitated by Companies Act, 2013.								
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on E-Voting	14,104,335	100	1	0.00	14,104,336	100	00	00	14,104,336
Total No. of shares on InstaPoll Voting	67,290	99.9985	1	0.0015	67,291	100	00	00	67,291
Total	14,171,625	100	2	00	14,171,627	100	00	00	14,171,627

Signed this on Tuesday of July 26th, 2016

Thanking You,
Yours Faithfully,

For Abhishek Bhate & Co.,
Practicing Company Secretary

CS Abhishek H. Bhate
Proprietor
CP No 10230
ACS 27747

