

SEC/66/2020-21

October 31, 2020

Listing Department BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001 Tel No. 022- 22723121 Fax No. 022- 22721919 STOCK CODE: 523704	Listing Department The National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Tel No.: 022- 26598100 Fax No. 022-26598120 STOCK CODE: MASTEK
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Dear Sir(s)/Ma'am(s),

Subject: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") – 38th Annual General Meeting ('AGM')

Pursuant to applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and Regulation 44 of the SEBI Listing Regulations, the Company had provided to the Members, the facilities of "Remote E-Voting" and "E-voting at 38th AGM ('E-voting at the AGM')", to cast their vote(s) on the resolutions set out in the Notice of the AGM of the Members of the Company held on October 29, 2020, through Video conferencing/ Other Audio Visual Means.

The Company had appointed Mr. Prashant Mehta, Proprietor of P. Mehta & Associates., Practising Company Secretaries, as the scrutiniser to scrutinise the entire voting process. As per the Scrutiniser's report, all the resolutions set out in the Notice of AGM have been duly transacted and approved by the Members with requisite majority.

In this connection, we hereby enclose the consolidated voting results (i.e. result of Remote E-Voting and E-voting at the AGM) on the business transacted at the AGM, in the format prescribed under Regulation 44(3) of the SEBI Listing Regulations, together with Scrutiniser's Report thereon.

Appended below is the summary of attendance at the meeting:

Total number of Shareholders on Cut Off Date for E-voting i.e. October 22, 2020		29,128
No. of Shareholders present in the meeting either in person or through proxy		
Promoters and Promoter Group		Not Applicable
Public		
Total		
No. of Shareholders attended the meeting through Video Conferencing		
Promoters and Promoter Group		2
Public		42
Total		44

The meeting commenced at 5.30 p.m. and concluded at 6.37 p.m. and thereafter 15 minutes was given to shareholders who were present for e voting upto 6.52 p.m.

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

Request you to take the above on your record.

Yours faithfully,
For Mastek Limited


Dinesh Kalani
Company Secretary



Encl: AA

VOTING RESULTS OF THE 38TH AGM PURSUANT TO REGULATION 44 OF THE SEBI LISTING REGULATIONS.

Agenda-wise disclosure:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, 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 March 31, 2020, together with the Report of the Auditors thereon.

Resolution required: (Ordinary/ Special)			Ordinary 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	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	48,82,227	30,49,757	62.4665	30,49,757	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		30,49,757	62.4665	30,49,757	0	100.0000	0.0000
Public – Non Institutions	Remote E-Voting	86,28,239	2,80,261	3.2482	2,80,109	152	99.9458	0.0542
	E-Voting at AGM		1,47,301	1.7072	1,47,301	0	100.0000	0.0000
	Total		4,27,562	4.9554	4,27,410	152	99.9644	0.0356
Total		2,45,44,126	1,45,10,979	59.1220	1,45,10,827	152	99.9990	0.0010

2. To confirm the payment of First Interim Dividend of Rs. 3.00/- and Second Interim Dividend of Rs. 5.00/-, aggregating to Rs. 8.00/- per Equity Share (having Face Value of Rs. 5/- each) already paid during the year under review, as Final Dividend for the Financial Year 2019-20.

Resolution required: (Ordinary/ Special)			Ordinary 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	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	48,82,227	30,60,737	62.6914	30,60,737	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		30,60,737	62.6914	30,60,737	0	100.0000	0.0000
Public – Non Institutions	Remote E-Voting	86,28,239	2,80,261	3.2482	2,80,103	158	99.9436	0.0564
	E-Voting at AGM		1,47,301	1.7072	1,47,301	0	100.0000	0.0000
	Total		4,27,562	4.9554	4,27,404	158	99.9630	0.0370
Total		2,45,44,126	1,45,21,959	59.1667	1,45,21,801	158	99.9989	0.0011

3. To appoint a Director in place of Mr. Ashank Desai (DIN: 00017767), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes					
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	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	48,82,227	30,60,737	62.6914	26,71,373	3,89,364	87.2788	12.7212
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		30,60,737	62.6914	26,71,373	3,89,364	87.2788	12.7212
Public – Non Institutions	Remote E-Voting	86,28,239	2,80,261	3.2482	2,80,103	158	99.9436	0.0564
	E-Voting at AGM		1,47,301	1.7072	1,47,301	0	100.0000	0.0000
	Total		4,27,562	4.9554	4,27,404	158	99.9630	0.0370
Total		2,45,44,126	1,45,21,959	59.1667	1,41,32,437	3,89,522	97.3177	2.6823

4. To consider Appointment of Mr. Rajeev Kumar Grover (DIN: 00058165) as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary 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	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	48,82,227	30,60,737	62.6914	30,60,737	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		30,60,737	62.6914	30,60,737	0	100.0000	0.0000
Public – Non Institutions	Remote E-Voting	86,28,239	2,80,261	3.2482	2,80,109	152	99.9458	0.0542
	E-Voting at AGM		1,47,301	1.7072	1,47,301	0	100.0000	0.0000
	Total		4,27,562	4.9554	4,27,410	152	99.9644	0.0356
Total		2,45,44,126	1,45,21,959	59.1667	1,45,21,807	152	99.9990	0.0010



5. To consider Re-appointment of Mr. Sudhakar Ram (DIN: 00101473) as a Whole Time Director Designated as “Vice - Chairman & Managing Director” of the Company.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	48,82,227	30,60,737	62.6914	23,35,494	7,25,243	76.3050	23.6950
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		30,60,737	62.6914	23,35,494	7,25,243	76.3050	23.6950
Public – Non Institutions	Remote E-Voting	86,28,239	2,80,261	3.2482	2,79,559	702	99.7495	0.2505
	E-Voting at AGM		1,47,301	1.7072	1,47,301	0	100.0000	0.0000
	Total		4,27,562	4.9554	4,26,860	702	99.8358	0.1642
Total		2,45,44,126	1,45,21,959	59.1667	1,37,96,014	7,25,945	95.0011	4.9989

6. To consider payment of Remuneration to Mr. S. Sandilya (DIN: 00037542), Chairman (Non-Executive) & Independent Director of the Company in excess of the limits prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	48,82,227	30,60,737	62.6914	26,77,573	3,83,164	87.4813	12.5187
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		30,60,737	62.6914	26,77,573	3,83,164	87.4813	12.5187
Public – Non Institutions	Remote E-Voting	86,28,239	2,54,261	2.9468	2,53,994	267	99.8950	0.1050
	E-Voting at AGM		1,47,301	1.7072	1,47,301	270	99.8167	0.1833
	Total		4,01,562	4.6540	4,01,025	537	99.8663	0.1337
Total		2,45,44,126	1,44,95,959	59.0608	1,41,12,258	3,83,701	97.3530	2.6470



7. To approve the fees to be paid by the Members of the Company for service of documents through a particular mode of service.

Resolution required: (Ordinary/ Special)			Ordinary 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	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	48,82,227	30,60,737	62.6914	27,18,658	3,42,079	88.8236	11.1764
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		30,60,737	62.6914	27,18,658	3,42,079	88.8236	11.1764
Public – Non Institutions	Remote E-Voting	86,28,239	2,80,261	3.2482	2,79,453	808	99.7117	0.2883
	E-Voting at AGM		1,47,301	1.7072	1,47,301	0	100.0000	0.0000
	Total		4,27,562	4.9554	4,26,754	808	99.8110	0.1890
Total		2,45,44,126	1,45,21,959	59.1667	1,41,79,072	3,42,887	97.6388	2.3612

8. To give authority to the Board for giving loans and guarantees and making investments in securities.

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	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	48,82,227	30,60,737	62.6914	23,44,519	7,16,218	76.5998	23.4002
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		30,60,737	62.6914	23,44,519	7,16,218	76.5998	23.4002
Public – Non Institutions	Remote E-Voting	86,28,239	2,80,261	3.2482	2,79,348	913	99.6742	0.3258
	E-Voting at AGM		1,47,301	1.7072	1,47,301	270	99.8167	0.1833
	Total		4,27,562	4.9554	4,26,379	1,183	99.7233	0.2767
Total		2,45,44,126	1,45,21,959	59.1667	1,38,04,558	7,17,401	95.0599	4.9401



9. To give authority to the Board to create Mortgage and/or Charge over the movable and immovable properties of the Company.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	48,82,227	30,60,737	62.6914	30,60,737	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		30,60,737	62.6914	30,60,737	0	100.0000	0.0000
Public – Non Institutions	Remote E-Voting	86,28,239	2,80,261	3.2482	2,79,998	263	99.9062	0.0938
	E-Voting at AGM		1,47,301	1.7072	1,47,001	300	99.7963	0.2037
	Total		4,27,562	4.9554	4,26,999	563	99.8683	0.1317
Total		2,45,44,126	1,45,21,959	59.1667	1,45,21,396	563	99.9961	0.0039

10. To approve an increase in the borrowing limits of the Company.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
Public - Institutional Holders	Remote E-Voting	48,82,227	30,60,737	62.6914	30,60,737	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		30,60,737	62.6914	30,60,737	0	100.0000	0.0000
Public – Non Institutions	Remote E-Voting	86,28,239	2,80,261	3.2482	2,79,902	359	99.8719	0.1281
	E-Voting at AGM		1,47,301	1.7072	1,47,001	300	99.7963	0.2037
	Total		4,27,562	4.9554	4,26,903	659	99.8459	0.1541
Total		2,45,44,126	1,45,21,959	59.1667	1,45,21,300	659	99.9955	0.0045

Accordingly, all resolutions as stated herein above have been passed with requisite majority.

For Mastek Limited


Dinesh Kalani
Company Secretary





P. MEHTA & ASSOCIATES
Practising Company Secretaries

Consolidated Scrutiniser Report on E-voting Process

[Remote e-voting and e-voting at the 38th Annual General Meeting ("AGM")]

[Pursuant to the provisions of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Company	MASTEK LIMITED
Meeting	38 th Annual General Meeting
Day, Date & Time	Thursday, October 29, 2020 at 5:30 p.m. (IST)
Venue	Video Conference ("VC") / Other Audio Visual Means ("OAVM") and deemed to be Registered Office of the Company.

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



Dear Sir,

I, Prashant S. Mehta, Practising Company Secretary appointed as Scrutiniser by the Board of the Directors of Mastek Limited at its meeting held on July 29, 2020 for the purpose of scrutinising the e-voting process (remote e-voting and e-voting at the AGM), conducted for the 38th Annual General Meeting held on Thursday, October 29, 2020 in a fair and transparent manner, hereby submit my report as under:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and aforesaid MCA Circulars, the AGM of the Company was held through VC / OAVM.
2. As per the confirmation received from the Company and in compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report along with the Notice of the 38th Annual General Meeting for the financial year 2019-20 had been sent only through electronic mode to those Members whose email addresses were registered with the Company/ RTA/Depository Participants.

The Notice and Annual Report 2019-20 was available on the Company's website, websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of National Securities Depository Limited ("NSDL") and the dispatch for the same has been completed on October 5, 2020.

3. The voting right of the members was considered in proportion to the shares held by them as on cut-off date i.e. Thursday, October 22, 2020.
4. The Members of the Company were given an option to vote electronically on Remote E-Voting system, provided by NSDL. The Remote E-voting period commenced on Sunday, October 25, 2020 at 9.00 a.m. (IST) and ends on Wednesday, October 28, 2020 at 5:00 p.m. (IST).
5. The members who have not voted during the remote e-voting but were present in the AGM through VC / OAVM facility, were allowed to vote through e-voting system during the AGM.
6. After the conclusion of the AGM on October 29, 2020 I have downloaded, scrutinised and counted the votes cast through remote e-Voting and e-voting at the AGM, for the purpose of this report.
7. I have unblocked the electronic votes cast through remote e-voting and e-voting at the AGM in the presence of the witnesses not in employment of the Company from the e-voting website of NSDL.
8. The consolidated results of the e-voting process is as under:

ORDINARY BUSINESS:

Resolution No.1- Ordinary Resolution

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, 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 March 31, 2020, together with the Report of the Auditors thereon.



Sr. no	Promoter/ Public	Mode of voting	Total no. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
			1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
1	Promoter and promoter group	Remote E-voting	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
2	Public - institution	Remote E-voting	48,82,227	30,49,757	62.4665	30,49,757	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		30,49,757	62.4665	30,49,757	0	100.0000	0.0000
3	Public - Non-institution	Remote E-voting	86,28,239	2,80,261	3.2482	2,80,109	152	99.9458	0.0542
		E-Voting at AGM		1,47,301	1.7072	1,47,301	0	100.0000	0.0000
		Total		4,27,562	4.9554	4,27,410	152	99.9644	0.0356
Total			2,45,44,126	1,45,10,979	59.1220	1,45,10,827	152	99.9990	0.0010

Resolution No.2- Ordinary Resolution

To confirm the payment of First Interim Dividend of Rs. 3.00/- and Second Interim Dividend of Rs. 5.00/-, aggregating to Rs. 8.00/- per Equity Share (having Face Value of Rs. 5/- each) already paid during the year under review, as Final Dividend for the Financial Year 2019-20.

Sr. no	Promoter/ Public	Mode of voting	Total no. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
			1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
1	Promoter and promoter group	Remote E-voting	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
2	Public - institution	Remote E-voting	48,82,227	30,60,737	62.6914	30,60,737	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		30,60,737	62.6914	30,60,737	0	100.0000	0.0000
3	Public - Non-institution	Remote E-voting	86,28,239	2,80,261	3.2482	2,80,103	158	99.9436	0.0564
		E-Voting at AGM		1,47,301	1.7072	1,47,301	0	100.0000	0.0000
		Total		4,27,562	4.9554	4,27,404	158	99.9630	0.0370
Total			2,45,44,126	1,45,21,959	59.1667	1,45,21,801	158	99.9989	0.0011



Resolution No. 3- Ordinary Resolution

To appoint a Director in place of Mr. Ashank Desai (DIN: 00017767), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Sr. no	Promoter/ Public	Mode of voting	Total no. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
			1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
1	Promoter and promoter group	Remote E-voting	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
2	Public - institution	Remote E-voting	48,82,227	30,60,737	62.6914	26,71,373	3,89,364	87.2788	12.7212
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		30,60,737	62.6914	26,71,373	3,89,364	87.2788	12.7212
3	Public - Non-institution	Remote E-voting	86,28,239	2,80,261	3.2482	2,80,103	158	99.9436	0.0564
		E-Voting at AGM		1,47,301	1.7072	1,47,301	0	100.0000	0.0000
		Total		4,27,562	4.9554	4,27,404	158	99.9630	0.0370
	Total		2,45,44,126	1,45,21,959	59.1667	1,41,32,437	3,89,522	97.3177	2.6823



Special Business:

Resolution No. 4- Ordinary Resolution

To consider Appointment of Mr. Rajeev Kumar Grover (DIN: 00058165) as an Independent Director of the Company.

Sr. no	Promoter/ Public	Mode of voting	Total no. of Shares held	No. of votes polled	% of votes polled on outstandin g shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
			1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
1	Promoter and promoter group	Remot e E- voting	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
2	Public - institutio n	Remot e E- voting	48,82,227	30,60,737	62.6914	30,60,737	0	100.0000	0.0000
		E- Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		30,60,737	62.6914	30,60,737	0	100.0000	0.0000
3	Public - Non- institutio n	Remot e E- voting	86,28,239	2,80,261	3.2482	2,80,109	152	99.9458	0.0542
		E- Voting at AGM		1,47,301	1.7072	1,47,301	0	100.0000	0.0000
		Total		4,27,562	4.9554	4,27,410	152	99.9644	0.0356
Total			2,45,44,126	1,45,21,959	59.1667	1,45,21,807	152	99.9990	0.0010



Resolution No. 5- Special Resolution

To consider Re-appointment of Mr. Sudhakar Ram (DIN: 00101473) as a Whole Time Director Designated as "Vice - Chairman & Managing Director" of the Company.

Sr. no	Promoter/ Public	Mode of voting	Total no. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
			1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
1	Promoter and promoter group	Remote E-voting	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
2	Public - institution	Remote E-voting	48,82,227	30,60,737	62.6914	23,35,494	7,25,243	76.3050	23.6950
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		30,60,737	62.6914	23,35,494	7,25,243	76.3050	23.6950
3	Public - Non-institution	Remote E-voting	86,28,239	2,80,261	3.2482	2,79,559	702	99.7495	0.2505
		E-Voting at AGM		1,47,301	1.7072	1,47,301	0	100.0000	0.0000
		Total		4,27,562	4.9554	4,26,860	702	99.8358	0.1642
Total			2,45,44,126	1,45,21,959	59.1667	1,37,96,014	7,25,945	95.0011	4.9989



Resolution No. 6- Special Resolution

To consider payment of Remuneration to Mr. S. Sandilya (DIN: 00037542), Chairman (Non-Executive) & Independent Director of the Company in excess of the limits prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr. no	Promoter/ Public	Mode of voting	Total no. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
			1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
1	Promoter and promoter group	Remote E-voting	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
2	Public - institution	Remote E-voting	48,82,227	30,60,737	62.6914	26,77,573	3,83,164	87.4813	12.5187
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		30,60,737	62.6914	26,77,573	3,83,164	87.4813	12.5187
3	Public - Non-institution	Remote E-voting	86,28,239	2,54,261	2.9468	2,53,994	267	99.8950	0.1050
		E-Voting at AGM		1,47,301	1.7072	1,47,031	270	99.8167	0.1833
		Total		4,01,562	4.6540	4,01,025	537	99.8663	0.1337
Total			2,45,44,126	1,44,95,959	59.0608	1,41,12,258	3,83,701	97.3530	2.6470



Resolution No. 7- Ordinary Resolution

To approve the fees to be paid by the Members of the Company for service of documents through a particular mode of service.

Sr. no	Promoter/ Public	Mode of voting	Total no. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
			1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
1	Promoter and promoter group	Remote E-voting	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
2	Public - institution	Remote E-voting	48,82,227	30,60,737	62.6914	27,18,658	3,42,079	88.8236	11.1764
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		30,60,737	62.6914	27,18,658	3,42,079	88.8236	11.1764
3	Public - Non-institution	Remote E-voting	86,28,239	2,80,261	3.2482	2,79,453	808	99.7117	0.2883
		E-Voting at AGM		1,47,301	1.7072	1,47,301	0	100.0000	0.0000
		Total		4,27,562	4.9554	4,26,754	808	99.8110	0.1890
Total			2,45,44,126	1,45,21,959	59.1667	1,41,79,072	3,42,887	97.6388	2.3612



Resolution No. 8- Special Resolution

To give authority to the Board for giving loans and guarantees and making investments in securities.

Sr. no	Promoter/ Public	Mode of voting	Total no. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
			1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
1	Promoter and promoter group	Remote E-voting	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
2	Public - institution	Remote E-voting	48,82,227	30,60,737	62.6914	23,44,519	7,16,218	76.5998	23.4002
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		30,60,737	62.6914	23,44,519	7,16,218	76.5998	23.4002
3	Public - Non-institution	Remote E-voting	86,28,239	2,80,261	3.2482	2,79,348	913	99.6742	0.3258
		E-Voting at AGM		1,47,301	1.7072	1,47,031	270	99.8167	0.1833
		Total		4,27,562	4.9554	4,26,379	1,183	99.7233	0.2767
Total			2,45,44,126	1,45,21,959	59.1667	1,38,04,558	7,17,401	95.0599	4.9401



Resolution No. 9- Special Resolution

To give authority to the Board to create Mortgage and/or Charge over the movable and immovable properties of the Company

Sr. no	Promoter/ Public	Mode of voting	Total no. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
			1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
1	Promoter and promoter group	Remote E-voting	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
2	Public - institution	Remote E-voting	48,82,227	30,60,737	62.6914	30,60,737	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		30,60,737	62.6914	30,60,737	0	100.0000	0.0000
3	Public - Non-institution	Remote E-voting	86,28,239	2,80,261	3.2482	2,79,998	263	99.9062	0.0938
		E-Voting at AGM		1,47,301	1.7072	1,47,001	300	99.7963	0.2037
		Total		4,27,562	4.9554	4,26,999	563	99.8683	0.1317
Total			2,45,44,126	1,45,21,959	59.1667	1,45,21,396	563	99.9961	0.0039



Resolution No. 10- Special Resolution**To approve an increase in the borrowing limits of the Company.**

Sr. no	Promoter/ Public	Mode of voting	Total no. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
			1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
1	Promoter and promoter group	Remote E-voting	1,10,33,660	1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		1,10,33,660	100.0000	1,10,33,660	0	100.0000	0.0000
2	Public - institution	Remote E-voting	48,82,227	30,60,737	62.6914	30,60,737	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		30,60,737	62.6914	30,60,737	0	100.0000	0.0000
3	Public - Non-institution	Remote E-voting	86,28,239	2,80,261	3.2482	2,79,902	359	99.8719	0.1281
		E-Voting at AGM		1,47,301	1.7072	1,47,001	300	99.7963	0.2037
		Total		4,27,562	4.9554	4,26,903	659	99.8459	0.1541
	Total		2,45,44,126	1,45,21,959	59.1667	1,45,21,300	659	99.9955	0.0045

A softcopy containing a list of equity shareholders who voted "FOR"/ "AGAINST" and those who "ABSTAINED" for each resolution relating to Remote E-Voting and e-voting at the AGM and other relevant records were handed over to Mr. Dinesh Kalani - Company Secretary of Mastek Limited for safe keeping.

Based on the above results of both Remote E-voting and E-voting at the AGM, I report that all the above 10 (Ten) resolutions have been passed by the Shareholders with the requisite majority.

Thanking You,
Yours Faithfully,

For P Mehta & Associates.

P Mehta

Prashant Mehta
ACS 5814 CP 17341
UDIN: A005814B001106155
PR NO. : 763/2020

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



Date: October 31, 2020
Place: Mumbai

The Scrutiniser unblocked the votes from the e-voting system of NSDL in our presence:

J Mehta

Jayati Mehta
Witness

Alka P. Mehta

Alka Mehta
Witness