

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
---	---

Dear Sir(s)/Ma'am(s),

Subject: Voting Results of the 34th Annual General Meeting (“AGM”) of the Company as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that 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 accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Companies Act, 2013 and Rules made thereunder, the Company had provided the facility of Remote E-voting to the shareholders to cast their votes on the resolutions set out in the Notice for 34th AGM. The voting period started from 9.00 a.m. on July 21, 2016 and ended at 5.00 p.m. on July 24, 2016.

Also the Company had provided the facility of electronic Voting (Instapoll) to the shareholders who were present at the meeting venue and were unable to cast their vote through remote E-Voting.


Please find enclosed the following:

1. Voting result as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Scrutinizer's Report on Consolidated Voting i.e. for remote e-voting and electronic voting at the AGM venue (Instapoll).

Request you to take the above on your records.

Yours faithfully,

For MASTEK LIMITED


Dinesh Kalani
Company Secretary
Encl: - As above



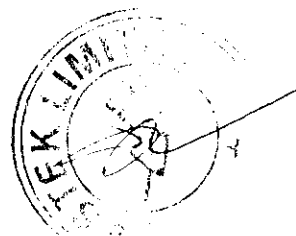
Format for Voting Results

Name of the company	MASTEK LTD
Date of the AGM/EGM	25-07-2016
Total number of shareholders on record date	24581
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	73
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)		ORDINARY - Adoption of Financial Statements for the year ended March 31, 2016.						
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 and Promoter Group	E-Voting	11506660	11506660	100.0000	11506660	0	100.0000	0.0000
	Poll	11506660	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	11506660	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	3290490	2596532	78.9102	2596532	0	100.0000	0.0000
	Poll	3290490	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3290490	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	8342532	1144	0.137	1143	1	99.9125	0.0874
	Poll	8342532	67291	8.066	67275	16	99.9762	0.0237
	Postal Ballot (if applicable)	8342532	0	0.0000	00	0	0.0000	0.0000
Total		23139682	14171627	61.2438	14171610	17	99.9999	0.0001

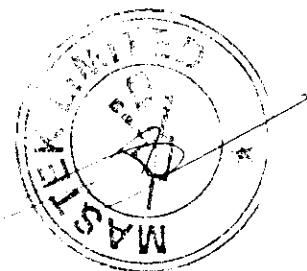
Resolution required: (Ordinary/ Special)		ORDINARY - Confirmation of the two Interim Dividends paid aggregating to Rs. 2.50 per share as dividend for the year 2015-16.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (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 and Promoter Group	E-Voting	11506660	11506660	100.0000	11506660	0	100.0000	0.0000
	Poll	11506660	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	11506660	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	3290490	2596532	78.9102	2596532	0	100.0000	0.0000
	Poll	3290490	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3290490	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	8342532	1144	0.137	1143	1	99.9125	0.0874
	Poll	8342532	67291	8.066	67290	1	99.9985	0.0014
	Postal Ballot (if applicable)	8342532	0	0.0000	00	0	0.0000	0.0000
Total		23139682	14171627	61.2438	14171625	2	100.0000	0.0000

Resolution required: (Ordinary/ Special)		ORDINARY - Re-Appointment of Mr. Ashank Desai, who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Except Mr. Ashank Desai, Promoter/Director and his relatives, no other promoters were interested in the said resolution.						
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 and Promoter Group	E-Voting	11506660	8098708	70.3828	8098708	0	100.0000	0.0000
	Poll	11506660	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	11506660	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	3290490	2596532	78.9102	2596532	0	100.0000	0.0000
	Poll	3290490	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3290490	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	8342532	1144	0.137	1143	1	99.9125	0.0874
	Poll	8342532	67276	8.064	67275	1	99.9985	0.0014
	Postal Ballot (if applicable)	8342532	0	0.0000	00	0	0.0000	0.0000
Total		23139682	10763660	46.5160	10763658	2	100.0000	0.0000



Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of M/s. Price Waterhouse Chartered Accountants LLP as Statutory Auditors and fixing their remuneration							
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 and Promoter Group	E-Voting	11506660	11506660	100.0000	11506660	0	100.0000	0.0000
	Poll	11506660	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	11506660	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	3290490	2596532	78.9102	2596532	0	100.0000	0.0000
	Poll	3290490	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3290490	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	8342532	1144	0.0137	1143	1	99.9125	0.0874
	Poll	8342532	67291	0.8066	67290	1	99.9985	0.0014
	Postal Ballot (if applicable)	8342532	0	0.0000	00	0	0.0000	0.0000
Total		23139682	14171627	61.2438	14171625	2	100.0000	0.0000

Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of new set of Articles of Association in lieu of existing Articles of Association due to changes necessitated by Companies Act, 2013							
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 and Promoter Group	E-Voting	11506660	11506660	100.0000	11506660	0	100.0000	0.0000
	Poll	11506660	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	11506660	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	3290490	2596532	78.9102	2596532	0	100.0000	0.0000
	Poll	3290490	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3290490	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	8342532	1144	0.0137	1143	1	99.9125	0.0874
	Poll	8342532	67291	0.8066	67290	1	99.9985	0.0014
	Postal Ballot (if applicable)	8342532	0	0.0000	00	0	0.0000	0.0000
Total		23139682	14171627	63.2438	14171625	2	100.0000	0.0000





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

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

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

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

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

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

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



31

Scrutinizer's Report - 2016



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

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

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

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

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

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

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

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

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

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

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

