

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

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

With reference to our letter dated SEC/82/2022-23, December 12, 2022, providing intimation about the Postal Ballot process initiated by the Company for seeking approval of the Members by way of Special Resolutions in terms of the Postal Ballot Notice dated December 11, 2022:

In this context and in terms of Regulation 30 read with Schedule III(A)(13) of the SEBI Listing Regulations, we wish to further inform you that the Shareholders have approved both the Special Resolutions, proposed by the Company vide Postal Ballot Notice dated December 11, 2022, by the requisite majority, the details of which are as under:

Sr. No.	Agenda Items of the Postal Ballot Notice dated December 11, 2022	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-voting)	Remarks
1.	Appointment of Mr. Suresh Choithram Vaswani (DIN: 02176528) as an Independent Director of the Company.	Special Resolution	Postal Ballot / E-voting	Passed with the requisite majority
2.	To offer, issue, and allot 320,752 Equity Shares on a private placement basis.	Special Resolution	Postal Ballot / E-voting	Passed with the requisite majority

Note: All the aforesaid resolutions, since assented by the requisite majority, are deemed to be passed on **January 11, 2023**, being the last date specified for Remote E-voting / receipt of duly completed Postal Ballot forms in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

The Remote E-voting period / receipt of duly completed Postal Ballot Forms for Postal Ballot commenced on **Tuesday, December 13, 2022, at 09:00 a.m. (IST) and ended on Wednesday, January 11, 2023, at 05:00 p.m. (IST) (both days inclusive).**

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

In this regard, please find enclosed the following:

- Voting results of the Postal Ballot, as required under Regulation 44(3) of the SEBI Listing Regulations; and
- Scrutiniser's Report dated January 12, 2023, pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.



**Mastek Limited**

We are pleased to inform you that the Members have **approved** both the aforesaid Special Resolutions with the requisite majority. The approval is deemed to have been received on the last date of closure of voting i.e. on **Wednesday, January 11, 2023**.

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

Request you to take the above on your record.

Thanking you,  
Yours faithfully,  
**For Mastek Limited**



**Dinesh Kalani**  
**Vice President - Group Company Secretary**  
Encl: AA

## VOTING RESULTS OF THE POSTAL BALLOT

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

<b>Name of the Company</b>	Mastek Limited
<b>Date of the Postal Ballot</b>	Postal Ballot Notice dated December 11, 2022 E-voting start date: Tuesday, December 13, 2022 (09:00 a.m.) E-voting end date: Wednesday, January 11, 2023 (05:00 p.m.) (Resolution passed through Postal Ballot on January 11, 2023)
<b>Total number of shareholders on Record Date (i.e. December 2, 2022, the cut-off date for voting)</b>	112,319
<b>No. of shareholders present in the meeting either person or through proxy:</b> a. Promoters and Promoter Group b. Public	Not Applicable Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing:</b> a. Promoters and Promoter Group b. Public	Not Applicable Not Applicable

### 1. Appointment of Mr. Suresh Choithram Vaswani (DIN: 02176528) as an Independent Director 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	1,12,12,275	1,12,12,275	100.0000	1,12,12,275	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,12,12,275</b>	<b>1,12,12,275</b>	<b>100.0000</b>	<b>1,12,12,275</b>	<b>0</b>	<b>100.0000</b>
Public – Institutional Holders	Remote E-Voting	51,60,880	49,59,184	96.0918	43,00,587	6,58,597	86.7196	13.2804
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51,60,880</b>	<b>49,59,184</b>	<b>96.0918</b>	<b>43,00,587</b>	<b>6,58,597</b>	<b>86.7196</b>
Public – Non Institutions	Remote E-Voting	1,37,05,196	25,73,938	18.7807	25,72,933	1,005	99.9610	0.0390
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,37,05,196</b>	<b>25,73,938</b>	<b>18.7807</b>	<b>25,72,933</b>	<b>1,005</b>	<b>99.9610</b>
<b>Total</b>		<b>3,00,78,351</b>	<b>1,87,45,397</b>	<b>62.3219</b>	<b>1,80,85,795</b>	<b>6,59,602</b>	<b>96.4813</b>	<b>3.5187</b>



### Mastek Limited

**2. To offer, issue, and allot 320,752 Equity Shares on a Private Placement Basis for other than cash.**

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
<b>Promoter &amp; Promoter Group</b>	Remote E-Voting	1,12,12,275	1,12,12,275	100.0000	1,12,12,275	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,12,12,275</b>	<b>1,12,12,275</b>	<b>100.0000</b>	<b>1,12,12,275</b>	<b>0</b>	<b>100.0000</b>
<b>Public – Institutional Holders</b>	Remote E-Voting	51,60,880	49,59,184	96.0918	43,86,475	5,72,709	88.4515	11.5485
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>51,60,880</b>	<b>49,59,184</b>	<b>96.0918</b>	<b>43,86,475</b>	<b>5,72,709</b>	<b>88.4515</b>
<b>Public – Non Institutions</b>	Remote E-Voting	1,37,05,196	25,73,933	18.7807	25,72,276	1,657	99.9356	0.0644
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,37,05,196</b>	<b>25,73,933</b>	<b>18.7807</b>	<b>25,72,276</b>	<b>1,657</b>	<b>99.9356</b>
<b>Total</b>		<b>300,78,351</b>	<b>1,87,45,392</b>	<b>62.3219</b>	<b>1,81,71,026</b>	<b>5,74,366</b>	<b>96.9360</b>	<b>3.0640</b>

Accordingly, both the Special Resolutions as stated herein above have been **passed with the requisite majority effective January 11, 2023.**

For Mastek Limited



**Dinesh Kalani**  
Vice President – Group Company Secretary





SCRUTINISER'S REPORT

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



Dear Sir,

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

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

Sr. No.	Type of Resolutions	Description of the Resolutions
1	Special Resolution	Appointment of Mr. Suresh Choithram Vaswani (DIN: 02176528) as an Independent Director of the Company.
2	Special Resolution	To offer, issue, and allot 320,752 Equity Shares on a Private Placement Basis.

Accordingly, after completing my detailed verification of the Remote E-voting, I confirm that I have not received any physical Postal Ballot Form from any Member. I hereby submit my report as under:



### 1. Scrutiniser's Responsibility.

My responsibility as Scrutiniser is restricted to only making a Scrutiniser's Report of the votes cast "in favour" or "against" by the Members in respect of the resolutions contained in the Notice. Since I have not received any Postal Ballot Form, my Report is based on the reports generated from the Remote E-voting system provided by National Securities Depository Limited ("NSDL"), the Agency authorised in accordance with the applicable Rules under the Act and engaged by the Company to provide the facility of Remote E-voting / documents furnished to me electronically by the Company and / or NSDL and /or KFin Technologies Limited for my verification.

### 2. Remote E-voting and / or voting through Postal Ballot Forms.

The Remote E-voting facility provided to the Members of the Company, commenced from 09:00 a.m. (IST) on Tuesday, December 13, 2022, till 05:00 p.m. (IST) on Wednesday, January 11, 2023. The Remote E-voting module was disabled for voting thereafter by the NSDL.

In case any Member opted to vote physically, such Member was instructed to take a printout of the Postal Ballot Form attached to the Postal Ballot Notice or download and print it from the Company's website, viz., [www.mastek.com](http://www.mastek.com) and return the same in original, duly completed and signed, so as to physically reach the Scrutiniser at M/s. P. Mehta & Associates, Practising Company Secretaries represented by Mr. Prashant S. Mehta, at F-418, Bussa Apartments, B. M. Bhargava Road, Santacruz (West), Mumbai- 400054, on or before 5.00 p.m. (IST) Wednesday, January 11, 2023, failing which, it would be strictly treated as if no reply has been received from the Member.

### 3. Dispatch of Notice.

The Company on December 12, 2022, completed the dispatch of the Postal Ballot Notice along with the Explanatory Statement and Postal Ballot Form ("Notice") mentioning the process of Remote E-voting / physical voting through Postal Ballot Form, through email to all the eligible Members of the Company whose names appeared in the Register of Members/List of Beneficiaries Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, December 2, 2022, and whose e-mail IDs are registered with the Company / Depositories.

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





Advertisement issued post-dispatch of Notice:

Pursuant to clause (v) of sub-rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published an advertisement in the Financial Express (Mumbai) in English, and in Gujarati (Ahmedabad), and Lakshadeep (Mumbai) in Marathi dated December 14, 2022, specifying the dispatch and other required information as provided under the said rule.

4. Preparation of Results.

- a. There were no Postal Ballot Forms received and hence the votes cast through Remote E-voting from/by the Members have been entered in a register separately maintained for the purpose as per Rule 22 of the Companies (Management and Administration) Rules, 2014.
- b. I downloaded the report and unblocked the votes from E-voting portal from <https://evoting.nsdl.com>, website by using the Scrutiniser's login ID and Password at 5.15 p.m. (IST);
- c. All votes cast through Remote E-voting on e-voting platform up to Wednesday, January 11, 2023, 5 .00 P.M. IST , being the last date and time fixed by the Company for receipt of the said forms and Remote E-voting were considered for my scrutiny.
- d. The votes cast during the Remote E-voting were unblocked on Wednesday, January 11, 2023, after the conclusion of the Remote E-voting period for Postal Ballot and was witnessed by two witnesses, Ms. Alka Mehta and Ms. Jayati Mehta, who are not in the employment of the Company and / or NSDL. They have-signed below in the confirmation of the same.





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

Resolution required: (Ordinary / Special)			Special (01): Appointment of Mr. Suresh Choithram Vaswani (DIN: 02176528) as an Independent Director of the Company.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	1,12,12,275	1,12,12,275	100.0000	1,12,12,275	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,12,12,275	1,12,12,275	100.0000	1,12,12,275	0	100.0000
Public - Institutional Holders	Remote E-Voting	51,60,880	49,59,184	96.0918	43,00,587	6,58,597	86.7196	13.2804
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		51,60,880	49,59,184	96.0918	43,00,587	6,58,597	86.7196
Public - Non Institutions	Remote E-Voting	1,37,05,196	25,73,938	18.7807	25,72,933	1,005	99.9610	0.0390
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,37,05,196	25,73,938	18.7807	25,72,933	1,005	99.9610
Total		3,00,78,351	1,87,45,397	62.3219	1,80,85,795	6,59,602	96.4813	3.5187





Resolution required: (Ordinary / Special)			Special (02): To offer, issue, and allot 320,752 Equity Shares on a Private Placement Basis.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes - against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote E-Voting	1,12,12,275	1,12,12,275	100.0000	1,12,12,275	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,12,12,275	1,12,12,275	100.0000	1,12,12,275	0	100.0000
Public - Institutional Holders	Remote E-Voting	51,60,880	49,59,184	96.0918	43,86,475	5,72,709	88.4515	11.5485
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		51,60,880	49,59,184	96.0918	43,86,475	5,72,709	88.4515
Public - Non Institutions	Remote E-Voting	1,37,05,196	25,73,933	18.7807	25,72,276	1,657	99.9356	0.0644
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,37,05,196	25,73,933	18.7807	25,72,276	1,657	99.9356
Total		300,78,351	1,87,45,392	62.3219	1,81,71,026	5,74,366	96.9360	3.0640

6. The summary of members/votes in Favour and Against received is given below.

Resolution No.	Mode	Total No. of Members	Total Votes Cast	In favour		Against	
				No. of Members	Votes	No. of Members	Votes
1	Remote E-Voting	500	1,87,45,397	426	1,80,85,795	74	6,59,602
	Physical	00	00	00	00	00	00
	Total	500	1,87,45,397	426	1,80,85,795	74	6,59,602
2	Remote E-Voting	502	1,87,45,392	420	1,81,71,026	82	5,74,366
	Physical	00	00	00	00	00	00
	Total	502	1,87,45,392	420	1,81,71,026	82	5,74,366






7. I have e-mailed all the e-registers and records relating to Remote e-voting to the Company Secretary of the Company.
8. Accordingly, the above-mentioned 2 (two) Special Resolutions as set out in the said Postal Ballot Notice dated December 11, 2022 stands approved by the Members of the Company with the requisite majority and the approval is deemed to have been received on the last date of closure of remote e voting i.e. Wednesday, January 11, 2023.

Thanking you,

For P Mehta & Associates

  
Prashant Mehta  
ACS 5814 CP 17341

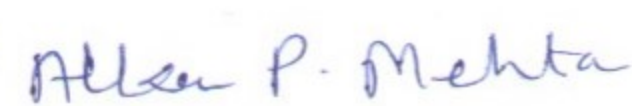
**PRASHANT S. MEHTA**  
COMPANY SECRETARY  
M. NO. 5814 CP. NO. 17341



UDIN: A005814D002958907  
PR NO. : 2354/2022  
Date: January 12, 2023.

Place: Mumbai.

Witness 1:   
Jayati Mehta

Witness 2:   
Alka Mehta