

Date: June 20, 2018

Listing Department BSE Limited 25th 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: Notice of 36th Annual General Meeting.

Pursuant to Regulation 30 and Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of 36th Annual General Meeting of the Company to be held on Thursday, July 19, 2018 at H.T. Parekh Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad 380015, Gujarat at 11.00 a.m.

The Notice for 36th Annual General Meeting has also been placed on the website of the Company. The Annual Report and the Notice for the 36th Annual General Meeting of the Company for the financial year ended March 31, 2018 shall be dispatched to the Shareholders and will be uploaded on the website of the Company.

Further, do note that in order to comply with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Report of the Company for the financial year ended March 31, 2018 will be filed with the Stock Exchanges after it is adopted by the Shareholders of the Company at the 36th Annual General Meeting to be held on July 19, 2018.

Request you to take the above on your record.

Yours faithfully,

For MASTEK LIMITED


DINESH KALANI
COMPANY SECRETARY
Encl: - As above



Notice to Members

NOTICE is hereby given that the 36th (Thirty Sixth) Annual General Meeting of **MASTEK LIMITED (CIN: L74140GJI982PLC005215)** will be held at **11.00 a.m on Thursday, July 19, 2018** at H.T. Parekh Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad 380015, Gujarat, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹2/- per Equity Share and declare a Final Dividend of ₹4/- per Equity Share (Face Value of ₹5/- each) for the financial year 2017-18.
3. To appoint a Director in place of Mr. Ashank Desai (DIN: 00017767), a Non- Executive Director who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), the approval of the members of the Company, be and is hereby accorded, for the reappointment of Mr. Ashank Desai (DIN: 00017767) as Director, liable to retire by rotation.”

4. Ratification of Appointment of Statutory Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), the Rules made thereunder as amended from time to time and pursuant to the resolution of the Members passed at the 35th Annual General Meeting (AGM), the appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants (ICAI Firm Registration No.

001076N/N500013), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting, to be held in year 2022, be and is hereby ratified on such remuneration in addition to taxes and out-of-pocket expenses, etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary be and are hereby authorized to do all acts, file necessary forms with Registrar of Companies and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

5. Payment of Profit related Commission to Non-Executive Directors including Independent Directors

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), payment of a profit related commission of a sum not exceeding in aggregate **one percent per annum**, of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst any or all of the Directors of the Company, other than the Managing Director/ Whole-time Director(s) of the Company, but including the Independent Directors of the Company, for a period of five financial years commencing from April 01, 2018 to March 31, 2023, in such amounts or proportions and in such manner and in all respects as may be decided and determined by the Board of Directors of the Company, and such payments shall be made in respect of the profits of the Company for each financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee) and/or Company Secretary be and are hereby authorized to do all acts, file necessary forms with Registrar of Companies and take all such steps as may be necessary, proper or expedient to give effect to his resolution including payment of such commission for the five year period.”

6. Payment of Certain Benefits/Perquisites to Mr. Ashank Desai- Non-Executive Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 197 and all other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to all such permissions, sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded for the payment of certain benefits/ perquisites as mentioned herein below to Mr. Ashank Desai (00017767), Non-Executive Director of the Company, who is neither in Whole-time employment nor a Executive Director of the Company over and above the sitting fees and eligible commission payable to him as a Non-Executive Director:

- residence telephone expenses (including Internet Connection) incurred by Mr. Desai for official purposes, mobile bills and credit card fees;
- payment of premium for Medclaim and Personal Accident (PA) policy covering Mr. Desai and his family and further renewal thereof;

RESOLVED FURTHER THAT the monetary value of the above perquisites/ facilities, shall not exceed ₹15 Lacs per annum for a period of three (3) years effective from July 01, 2018 to June 30, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, file necessary form with Registrar of Companies and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

NOTES:

1. **A MEMBER ENTITLED TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting (**on or before July 17, 2018, by 11.00 a.m. IST**). **A proxy form for the same is enclosed.**

2. The respective Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business under Item Nos. 5 and 6 of the accompanying Notice are annexed hereto.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
4. During the period beginning 24 hours before the time fixed for commencement of the Annual General Meeting (“AGM”) and until the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the AGM.
6. Members, Proxies and Authorized 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.**
7. 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.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company’s Registered Office on all working days of the Company during business hours upto the date of the AGM.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 (“the Act”), 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 by the members at the AGM.

10. BOOK CLOSURE AND DIVIDEND

The Register of Members and Share Transfer Books of the Company shall remain closed from **Friday, July 13, 2018 to Thursday, July 19, 2018, both days' inclusive**, for ascertaining the eligibility for payment of final dividend, if declared, at the AGM.

The Board of Directors of the Company at its meeting held on April 18, 2018 has recommended a dividend of ₹ 4/- per equity share (@80%) (Face Value of ₹ 5/- each) as final dividend for the financial year 2017-18. Final dividend, if declared, at the Annual General Meeting, will be paid within 30 days to those members whose names appear on the register of members of the Company as of the end of the day on **July 12, 2018**. The dividend in respect of shares held in dematerialized form in the Depository System will be paid to the beneficial owner of the shares as on **July 12, 2018**, as per the list to be provided by the Depositories for this purpose.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company / Registrar and Share Transfer Agents of the Company.
12. Member whose shareholding is an electronic mode are requested to direct change of address notifications and updates of bank account details to their respective Depository Participants. We urge the members to utilize the Electronic Clearing System (ECS)/Automated Clearing House (ACH) mode for receiving dividends.
13. Members are requested to immediately notify any change in their address and E-mail IDs to the Registrar and Share Transfer Agent of the Company at the following address:

Karvy Computershare Private Limited (Unit- Mastek Limited)

Address: Karvy Selenium Tower-B,
Plot No. 31 & 32, Financial District, Nanakramguda,
Serilingampally Mandal, Hyderabad - 500 032, Telangana.
Phone: Tel: 91-40-6716-1500 Fax: +91-40-2331-1968
E-Mail: einward.ris@karvy.com;
Toll free no.: 1800-345-4001.

14. UNCLAIMED DIVIDEND

Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has transferred on the due dates,

the Unclaimed Final Dividend for the financial year 2009-10 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

15. 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/Registrar and Share Transfer Agent.

16. TRANSFER OF CONCERNED SHARES TO 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 September 07, 2016 and as per the amendment made from time to time, all underlying shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more were required to be transferred to the DEMAT Account of the IEPF Authority. The Company had identified and initiated the share transfer process with Depositories and transferred 48,285 shares in November, 2017 and 7,033 shares in January, 2018 (due to be transferred to IEPF based on Un-Paid Interim Dividend of year 2009-10 and Un-Paid Final Dividend of year 2009-10 in November 2017 and January, 2018 respectively) to Investor Education and Protection Fund Authority Demat Account to comply with the said Rules. The List of shares transferred to IEPF Authority is available on the Company's website at <https://www.mastek.com/investor-information>.

In case the shareholders have any queries on the subject matter and the Rules, they may contact the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited. The Members / claimants whose shares, unclaimed dividend, etc. have been transferred to IEPF may claim the shares and unclaimed dividend or apply for refund 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, to consider dematerialization 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.

17. Members holding shares in their single name/Physical Form are advised to make a nomination in respect of their shareholding in the Company, whilst those Members holding shares in demat mode should file their nomination with their concerned Depository Participant.
18. 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

Annual Report and other documents to the members at the e-mail address registered for the said purpose. We request the members to register their e-mail address with their Depository Participant or with Karvy Computershare Private Limited, Registrar and Share Transfer Agent of the Company, for sending various notices, Annual Report and other documents through Electronic Mode (form attached). Those members who have changed their e-mail Address are requested to register their new e-mail Address with Karvy Computershare Private Limited, Registrar and Share Transfer Agent of the Company in case the shares are held in physical form, and with the Depository Participant where shares are held in Demat mode.

19. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, 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 dematerialized mode to enable expeditious credit of the dividend into their respective Bank accounts electronically through the Automated Clearing House (ACH) mode.
20. The Annual Report 2017-18, the Notice of the 36th Annual General Meeting, along with the Attendance slip, Proxy form and E-Voting particulars, are being send through the electronic mode to members whose Email 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 Email addresses, physical copies are being send by the permitted mode. Members may also note that Annual Report for the financial year ended March 31, 2018 including Notice of the 36th Annual General Meeting is also available on the Company's website at www.mastek.com/financial-information for their download.

21. PROCESS AND MANNER OF E-VOTING

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at the ensuing Annual General Meeting by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Thursday, July 12, 2018**, i.e. the date prior to the commencement of book closure, 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 Sunday, July 15, 2018 (9.00 a.m. IST) and will end on Wednesday, July 18, 2018 (5.00 p.m. IST)**. In addition, the facility for voting through electronic mode, an Ballot/Instapoll voting system shall also be made available at the AGM venue and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM venue. The Company has appointed Mr. Prashant S. Mehta, Practising Company Secretary, to act as the Scrutinizer, to scrutinize 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 Computershare Private Limited for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
 - (a) **In case of Members receiving an e-mail from M/s. Karvy Computershare 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 shareholders (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 Scrutinizer 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."

(b) In case of Shareholders 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.

EVEN		
(E-Voting Event Number)	USER ID	PASSWORD
3784		

- (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 Computershare 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 the **July 12, 2018** 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 despatch 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 Computershare 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 M/s. Karvy Computershare Private Limited at the following toll free no. 1800-345-4001.

- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- VI. 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 scrutinizer 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.
- VII. The Scrutinizer 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 two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and submit to the Chairman/ Company Secretary or a person authorized by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mastek.com and on the website of Karvy Computershare Private Limited immediately after the declaration of result by the Chairman / Company Secretary or a person authorized by Chairman in writing. The results shall also be immediately forwarded to Stock Exchanges where the shares of the Company 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 Annual General Meeting. 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. Additional information on Director recommended for re-appointment as required under Regulation 26 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting is as follows:

Item No.3

Name of the Director	Ashank Desai
Director Identification Number (DIN)	00017767
Date of Birth	16/05/1951
Nationality	Indian
Date of Appointment	06-06-1982
Qualification	B.E. from Mumbai University, M. Tech from the Indian Institute of Technology, Mumbai and Post Graduate Diploma in Business Management (PGDBM) from the IIM Ahmedabad
Expertise in specific functional areas	Mr. Desai is Founder and former Chairman of Mastek and has vast experience in IT arena. Mr. Desai, a founding member of NASSCOM, was also the President of Asian-Oceanic Computing Industry Organization (ASOCIO). He is also expert in Brand Building, Strategy Guidance, Merger and Acquisitions, Alliance and Partnerships etc. His outstanding contributions have earned him many accolades.
Shareholding in Mastek	30,99,552 (13.08%)
List of Directorships held in other Companies	1. NRB Bearings Limited 2. Trans American Information Systems Private Limited 3. Gurukul Knowledge Foundation 4. Indian Federation Against Software Theft 5. National Association Of Software And Service Companies 6. Mastek Foundation 7. Santacruz Electronics Export Manufacturers Association 8. PanIIT Alumni Reach for India (PARFI)
Memberships / Chairmanships of Committees across Public companies including Mastek Limited	Mastek Limited Member: - Audit Committee, - Stakeholders' Relationship Committee, - Nomination & Remuneration Committee, - Corporate Social Responsibility Committee Chairman: Governance Committee NRB Bearings Limited Member: - Stakeholders' Relationship Committee, - Corporate Social Responsibility Committee and
No of Board Meetings attended during the year	5 of 5
Relationships between the Directors inter-se	No such relationship exist between the Directors inter-se
Remuneration Details	Refer Corporate Governance Report

By Order of the Board of Directors
For **Mastek Limited**

Date: April 18, 2018
Place: Mumbai
Reg. Office: 804/805, President House, Opp. C. N. Vidyalaya,
Near Ambawadi Circle, Ambawadi, Ahmedabad - 380 006

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 IS GIVEN BELOW.

ITEM NO.5

Payment of Profit related Commission to Non-Executive Directors including Independent Directors

The Members at the 31st Annual General Meeting of the Company held on July 17, 2013 passed a Special Resolution under erstwhile Section 309 of the Companies Act, 1956, approving the payment of Commission to Non-Executive Directors of the Company, for a period of five financial years commencing from April 01, 2013 till March 31, 2018.

As members are aware, that the Companies Act, 2013, and dynamic business environment have placed more onerous responsibilities on the Non-Executive Directors (NED) and particularly the Independent Directors. This requires the Directors to play a more pro-active role along with greater involvement in Board's decision making process. Considering the above and with a view to align the remuneration payable to Non-Executive Directors / Independent Directors with the industry standards, it is proposed to renew the profit related commission, of a **sum not exceeding in aggregate one percent per annum, of the net profits of the Company** calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, payable to all Non-Executive / Independent Directors for a further period of five financial years commencing from April, 2018 to March 2023.

In line with the prevailing practice, the Board has adopted a compensation structure for Non-Executive Directors/ Independent Directors that is linked to the attendance at Board meetings, Membership/Chairmanship of Committee/s of the Board, overall responsibilities as a Director and other relevant factors including time spent on critical policy decisions and higher degree of engagement. Within the overall limit, Commission will be distributed amongst the Directors in accordance with the recommendation of Nomination and Remuneration Committee and directions given by the Board of Directors in respect of each financial year. The Commission will be in addition to the sitting fees payable to the Directors for attending the meetings of the Board or Committee thereof and reimbursement of expenses for participation in the Board and other meetings.

The Non-Executive Directors and the Independent Directors are deemed to be concerned or interested in passing of the resolution at Item No.5. Except the Non-Executive Directors and the Independent Directors, no other Director(s) or Key

Managerial Personnel of the Company or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommend the Special Resolution set out at Item No. 5 of the Notice, for approval of Members.

ITEM NO. 6

Payment of Certain Benefits / Perquisites to Mr. Ashank Desai - Non-Executive director:

Mr. Ashank Desai, one of the founder Director of the Company, being a Non-Executive Director, represents the Company at various industry and public forums, both domestic and international. In view of his long association and in-depth knowledge of the Company and the industry, the Company is immensely benefitted by his continuous interaction with Government/ Semi-Government organizations. He has been actively involved with industry forums such as NASSCOM, ASSOCHAM and CII. Mr. Desai is the Chairman of Corporate Governance Committee and Member of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company.

Also, the Shareholders at the 33rd Annual General Meeting of the Company held on August 17, 2015 passed a Special Resolution under Section 197 and all other applicable provisions of the Companies Act, 2013, approving the payment of certain Benefits / Perquisites which can be paid to Mr. Ashank Desai not exceeding ₹15 Lacs per annum, for a period of three years commencing from July 01, 2015 till June 30, 2018.

Taking into consideration his long associations with the Company and his on-going contribution for the Company, the Board of Directors in their meeting held on April 18, 2018 had proposed to continue, based on the recommendation of Nomination and Remuneration Committee, to pay Mr. Ashank Desai as a Non-Executive Director, Benefits/ Perquisites such as:

- re-imbursment of residence telephone expenses (including Internet Connection) incurred by Mr. Desai for official purposes, mobile bills and credit card fees;
- payment of premium for Mediclaim and Personal Accident (PA) policy covering Mr. Desai and his family and further renewal thereof;

For a further period of three (3) years from July 01, 2018 till June 30, 2021, over and above the payment of sitting fees and eligible commission, subject to the approval of the Shareholders at the 36th Annual General Meeting. The Monetary value for the said benefits/ perquisites shall not exceed ₹15 Lakhs per annum.

During the preceding three year period, the amount of Benefits/ Perquisites Paid to Mr. Ashank Desai are as follows :-

Sr. No.	Financial Year	Amount in ₹
1	2017-18	61,965/-
2	2016-17	1,12,264/-
3	2015-16	1,34,499/-

Save and except Mr. Ashank Desai and his relatives no other Director(s) and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 6 of the Notice.

The Board of Directors recommend the Special Resolution set out at Item No. 6 of the Notice, for approval of Members.

By Order of the Board of Directors
For **Mastek Limited**

Dinesh Kalani

Company Secretary

Membership Number: FCS 3343

Date: April 18, 2018

Place: Mumbai

Reg. Office: 804/805,

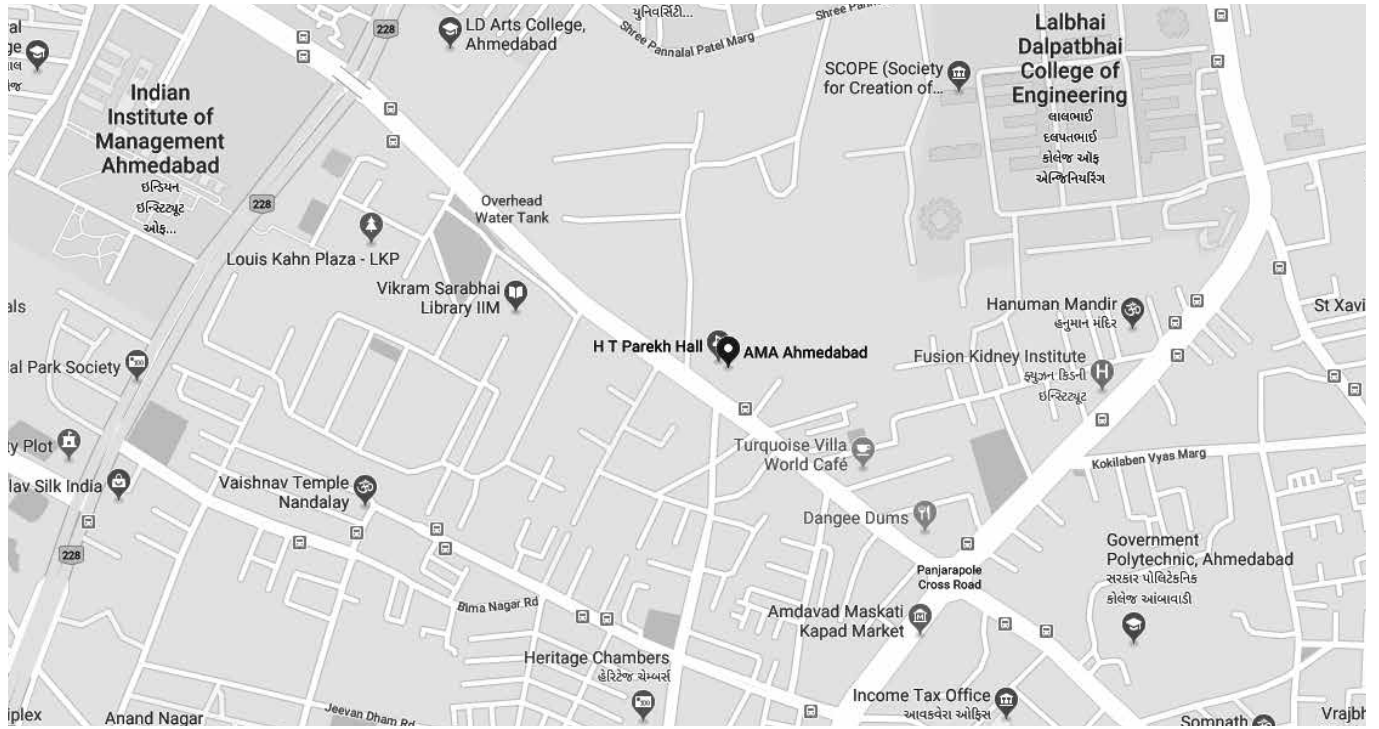
President House,

Opp. C. N. Vidyalaya,

Near Ambawadi Circle,

Ambawadi, Ahmedabad - 380 006

36TH ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, JULY 19, 2018
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**Regd. Office:** 804/805, President House, Opp. C. N. Vidyalaya, Near Ambawadi Circle, Ambawadi, Ahmedabad - 380 006;**CIN:** L74140GJ1982PLC005215; **Website:** www.mastek.com;**Phone:** +91-79-2656-4337; **Fax:** +91-22-6695 1331; **E mail:** investor_grievances@mastek.com**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 36th Annual General Meeting of the Company to be held on Thursday, July 19, 2018 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 receive, consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with reports of the Board of Directors and the Auditors' thereon.		
2.	To confirm the payment of Interim Dividend of ₹ 2/- per Equity Share and declare a Final Dividend of ₹ 4/- per Equity Share (Face Value of ₹ 5/- each) for the financial year 2017-18.		
3.	Re-appoint a Director in place of Mr. Ashank Desai (DIN: 00017767), a Non- Executive Director who retires by rotation and being eligible, offers himself for reappointment.		
4.	To consider the ratification for appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 40 th Annual General Meeting, to be held in year 2022 and to fix their remuneration.		
	Special Business: Special Resolution		
5.	To consider Payment of Profit related Commission to Non- Executive Directors including Independent Directors for a period of five financial years commencing from April 01, 2018 to March 31, 2023.		
6.	To consider Payment of Certain Benefits/Perquisites to Mr. Ashank Desai- Non-Executive Director for a period of three (3) years effective from July 01, 2018 to June 30, 2021.		

Signed this..... day of..... 2018

Signature of shareholder..... Signature of Proxy Holder(s).....

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 36th 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.

PAN UPDATE/E-COMMUNICATION REGISTRATION FORM

[FOR PHYSICAL HOLDER OF SHARES/FOR SHAREHOLDERS NOT YET UPDATED
THEIR E-MAIL ID OR BANK ACCOUNT DETAILS WITH THE COMPANY]

To,
KARVY COMPUTERSHARE PRIVATE LIMITED
(Unit: MASTEK LIMITED)
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad – 500 032
Toll Free No.: 1800-345-4001
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	
Permanent Account Number (PAN)	
E Mail ID to be registered	
Mobile No	

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:

Signature of the Member:_____

Note:

1. Members holding shares in demat form are requested to fill up prescribed registration form with their Depository Participant (DP).
2. Members are requested to keep DP/Registrar & Share Transfer Agent/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.
3. Members hereby authorize Company to send all the correspondence on the above mentioned e-mail id.
4. Please enclose a self-attested copy of PAN card of the shareholders, original cancelled cheque leaf, Bank pass book and address proof viz., Aadhaar card as required for updating of the details along with this form.

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ATTENDANCE SLIP

36th Annual General Meeting- July 19, 2018

Name & Address of the Member/Proxy in Block Letters:

Folio No./ DP ID-Client ID:

No. of shares held:

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the **36th Annual General Meeting** of the Company to be held on **Thursday, July 19, 2018 at 11.00 a.m.** at H.T. Parekh Auditorium, AMA Complex, ATIRA. Dr. Vikram Sarabhai Marg, Ahmedabad 380015, Gujarat

.....
Signature of the Member/Proxy

Note: Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the Annual General Meeting.

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E-VOTING

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

Note:

1. Please read instructions given at Note No. 21 of the Notice of the 36th Annual General Meeting carefully before voting electronically.
2. Each equity share of the Company carries one vote.

