

MASTEK LIMITED

MINUTES OF THE PROCEEDINGS OF THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF MASTEK LIMITED HELD ON MONDAY, AUGUST 17, 2015 AT 11.00 A.M. AT AHMEDABAD MANAGEMENT ASSOCIATION HALL, AMA COMPLEX, ATRA, DR. VIKRAM SARABHAI MARG, AHMEDABAD 380015.

Present:

Directors:

Mr. S. Sandilya	:	Non-Executive Chairman (Independent Director)
Mr. Sudhakar Ram	:	Managing Director & Group CEO
Mr. Ashank Desai	:	Non-Executive Director

In Attendance:

Mr. Jamshed Jussawalla	:	Chief Financial Officer
Mr. Bhagwant Bhargawe	:	Company Secretary
Mr. Abhishek Bhate	:	Scrutinizer

82 Members were present in person. 2 Proxies were also present.

Mr. S. Sandilya took the Chair.

Mr. Bhagwant Bhargawe, Company Secretary, informed the Chairman that the requisite quorum was present and thereafter the Chairman called the Meeting to order.

The Chairman welcomed the members and informed that:

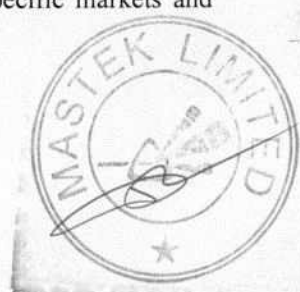
- a) Proxies were received for 415 equity shares of the Company;
- b) Register of Directors' shareholding was available for inspection of members;
- c) Proxy Register, and other statutory registers, documents and records as required by law were laid on the table and available for inspection of members.

Thereafter, the Chairman introduced the Directors (Mr. Sudhakar Ram, Managing Director and Group CEO and Mr. Ashank Desai, Non-Executive Director) and Key Managerial personnel (Mr. Jamshed Jussawalla, CFO and Mr. Bhagwant Bhargawe, Company Secretary) on the Dais.

The Chairman informed the members that Mr. Atul Kanagat and Ms. Priti Rao could not attend the meeting due to their pre-occupation. Further the Chairman informed the members that representatives of M/s.Price Waterhouse- Statutory Auditors and representatives of M/s.V. Sundaram & Co,- Secretarial Auditors have sought for exemption from attending the Annual General Meeting and since the reports are clear, Company has granted exemption to them

The Chairman requested Mr. Sudhakar Ram, Managing Director and Group CEO to provide an Overview of the Company's Operations and various developments during the year ended March 31, 2015.

Mr. Sudhakar Ram stated that Mastek as a company was built on foundations of a strong technology focus coupled with deep domain competencies in the insurance vertical as well as the government practice. While each of the businesses had its own strengths and focused on specific markets and



geographies, there were instances where the Board felt that the two businesses were dissimilar with its own business model, investment requirements, growth potential, and even the kind of people needed to service those businesses. As a result, the Board decided to carve out the insurance products business out of Mastek into a separate entity called Majesco which will focus on IT requirements of Insurance business while the parent Company will continue to be in the IT Solutions space.

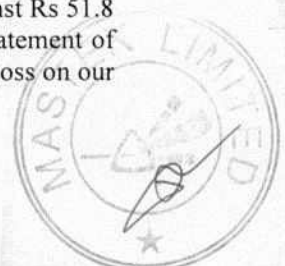
The demerger has been a win-win for all concerned as the individual businesses as they will get enhanced management focus and operational flexibility apart from independently pursuing their growth plans through organic/inorganic means. The arrangement also created a platform for both businesses to enhance their financial flexibility. Most importantly, it provided the shareholders to participate in business of their choice based on the risk-reward profile. On demerger, Mastek shareholders got one equity share of Majesco for every share held in Mastek, over and above their existing Mastek shares. Majesco is proposed to be listed on the BSE and NSE shortly, being exchanges where Mastek is currently listed.

This apart, Company also strengthened its insurance products business by announcing two acquisitions in the US in the second half of fiscal 2015. The first one was the acquisition of the insurance business of Agile Technologies which is in the insurance consulting side with a revenue base of approx. US\$ 10 million. This acquisition was completed by Majesco, the US subsidiary of your company effective January 1, 2015 and has been integrated into Majesco as the Insurance Consulting Division (ICD). The second acquisition pertains to Cover-All Technologies, a US based Property & Casualty (P&C) company with revenues in excess of US\$ 20 million and currently listed on the NYSE-MKT. Majesco plans to merge Cover-All Technologies with itself in a 100% stock for stock transaction and in turn plans to list Majesco on the NYSE-MKT, subject to regulatory and shareholder approvals. This transaction is closed by July 2015. Company believes that these acquisitions add a lot of muscle and power to our already strong insurance practice in the US and will enable Company to actively compete for larger and more complex assignments in the future.

On the solutions side, the Company entered into 'Shareholders Agreement' with The Law Society of England and Wales (TLS), United Kingdom to establish an entity in the United Kingdom, named Legal Practice Technologies Limited (LPTL). LPTL is in the process of building a platform which is called Veyo Portal which is a conveyancing portal to be used by solicitors on real estate transactions and we have already garnered sufficient interest from the legal community in the UK. I think the Veyo portal should do very well in terms of getting a good market share of all the real estate transactions happening in the UK as we go along.

Further Mastek sees traction building up in the UK through the G-Cloud framework that I shared with you last year. This is largely a UK government initiative to structure smaller deals and procure directly through the small medium players rather than go in for large huge programs which have had a high failure rate which plays to our advantage. We are making considerable progress on the retail front too where apart from a large marquee client, we have had entry into three Tier-I accounts which sets us up to build a strong pipeline of growth ahead. On the financial services side, given that Insurance is now part of Majesco, we have turned our attention to micro-lending where we have started winning multiple deals. India was a bit slow last year due to the elections but the new government has announced its intentions of bolstering the IT framework and we do believe that there will be a lot of large unbundled opportunities that Mastek can address.

Turning towards the operational highlights, Mr. Ram mentioned that we ended year FY 15 with operating revenue of Rs 1,012.6 crore as compared to Rs 923.0 crore in FY 14 reflecting an increase of 9.7% in rupee terms and 8.1% in constant currency dollar terms. We posted an EBITDA of Rs 61.0 crore (5.9% of total income) as compared to an EBITDA of Rs 101.3 crore (10.8% of total income) in the corresponding period of the previous year. The Net profit stood at Rs 17.7 crore as against Rs 51.8 crore in FY 14. The EBITDA and the Net Profit figures were down this year due to restatement of revenues at one insurance client, increased product development expenses during the year, loss on our



joint venture with LPT which has just started operations as well as the restructuring costs associated with demerger of the Company into insurance product and solutions business.

There was a good addition to the client portfolio in the year and we added quite a few names to our insurance portfolio and also some in the government space. The total number of clients added this year was 19 for the period ended March 31, 2015 taking the total number of clients to 153 on a trailing twelve month basis. Our order backlog, which is an indicator of the business momentum, your company ended the year at Rs. 526.8 crore as compared to Rs 541.8 crore in FY 14. The total cash & cash equivalent on the books stands at Rs 214.3 crore as compared to Rs. 171.1 crore in the corresponding period of the previous year. Net cash balance after setting off the debt stands at Rs. 185.0 crore as of 31st March 2015 as compared to Rs.169.7 crore at the end of 31st March, 2014.

The Chairman thanked Mr. Sudhakar Ram for giving an overview of the operations of the Company to the Shareholders.

The Chairman thereafter informed the members that, with the permission of the members, Notice convening the Annual General Meeting, the Audited Accounts and the Directors' Report are taken as read.

The Chairman informed the members that as per Section 145 of the Companies Act, 2013, if Audit Report did not contain any qualification from the Statutory Auditors of the Company, Audit report was not required to be read at the Annual General Meeting. The Chairman informed the members that Mastek Ltd.'s Audit report did not have any qualification. Therefore it was not required to be read at AGM by Company Secretary. Members agreed to the same.

The Chairman informed the members present that as per the provisions of Companies Act, 2013 and Clause 35 B of the Listing Agreement, the Company had offered e-voting facility to all its shareholders to vote on the resolutions placed at the Annual General Meeting. Those shareholders who were unable to do voting through E-voting facility and have come to the meeting personally / through proxies were given ballot papers to cast their votes in the Ballot Box kept at the venue on the resolutions mentioned in the today's AGM Notice.

Mr. Abhishek Bhate, Scrutinizer appointed for the E- voting and Ballot, was also present at the meeting.

Mr. Bhagwant Bhargawe, Company Secretary informed the members that in compliance with the Companies Act, 2013 and rules there under, the results of Ballot held today at AGM would be clubbed by Mr. Abhishek Bhate, Scrutinizer with the results under E -Voting and based on the Scrutinizer's Combined Report on both the voting, results would be declared by the Company and also the Scrutinizer's Combined Report on the voting would be placed on the web site of the Company and on the web site of NSDL within three days from the date of AGM.

The Chairman then referred to the various ordinary resolutions and also read out the Special Resolution as given below which have been put to vote through e-voting as well as ballots during the meeting.

ITEM NO. 1

ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015.

"RESOLVED THAT Profit & Loss Account of the Company for the year ended March 31, 2015, the Balance Sheet as on that date together with Reports of the Directors and the Auditors thereon on stand-alone basis and the consolidated financial statements along with the Auditors' Report thereon be and are hereby approved and adopted."



ITEM NO. 2

CONFIRM THE INTERIM DIVIDEND AND DECLARATION OF FINAL DIVIDEND.

1. **"RESOLVED THAT** final dividend of Rs.1.00/- per equity share of Rs.5/- each on 2,28,12,795 equity shares of the Company, out of the profits of the Company for the year ended March 31, 2015, being a sum of Rs.228.12 lakhs on account of the dividend and such sum as may be required to be paid on account of the applicable dividend distribution tax, be and is hereby approved and that the final dividend be paid to those shareholders whose names appear in the Register of Members as on August 10, 2015.
2. **"RESOLVED THAT** Interim Dividend paid of Rs.1.50/- per equity share of Rs.5/- each, paid during February 2015 to the eligible members be and is hereby confirmed."

ITEM NO. 3

APPOINTMENT OF MR. ASHANK DESAI AS A DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING.

"RESOLVED THAT Mr. Ashank Desai, Director of the Company, who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-elected as a Director of the Company, liable to retire by rotation."

ITEM NO. 4

RATIFICATION OF APPOINTMENT OF M/S. PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP, (FIRM REGISTRATION NO. 012754N/ N500016) AS STATUTORY AUDITORS OF THE COMPANY UNDER SECTION 139 OF THE COMPANIES ACT, 2013.'

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors."

ITEM NO. 5

PAYMENT OF CERTAIN BENEFITS/PERQUISITES TO MR. ASHANK DESAI.

The following Special Resolution, relating to Payment of certain benefits/ perquisites to Mr. Ashank Desai, was specifically read out by the Chairman

"RESOLVED THAT pursuant to Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder 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, Non-Executive Director of the Company, who is neither in Whole-time employment nor a Managing Director of the Company over and above the sitting fees and eligible commission payable to him as a Non-Executive Director:



- residence telephone bills (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 of the Mediclaim and Personal Accident policy covering Mr. Desai and his family;
- exclusive use of Chauffer driven Company car maintained by Company.

RESOLVED FURTHER THAT the monetary value of the above perquisites/facilities, shall not exceed Rs. 15 Lakhs per annum for a period of 3 years from July 1, 2015 till June 30, 2018. Taxes, if any on the above perquisites/facilities will be borne by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to take all the steps as may be necessary, proper and expedient to give effect to this resolution."

The Chairman thereafter informed the members that the results of e-voting and voting through ballot papers, after receipt of M/s. Abhishek Bhate & Co. Scrutinizer's Consolidated Report, will be placed on the web site of the Company and on the web site of NSDL within a period of three days.

There being no other business, the meeting concluded at 11.30 A.M. with a vote of thanks to the Chair.

Place: New Delhi
Date: September 03, 2015

Sd/-
CHAIRMAN

.....

ANNEXURE TO THE MINUTES OF THE 33RD AGM OF THE COMPANY HELD ON 17TH AUGUST, 2015

Mr. Abhishek Bhate, Scrutinizer's Combined Report dated August 19, 2015

On the basis of the Scrutinizer's Combined Result, the following businesses have been approved by **requisite majority** at the Annual General Meeting held on August 17, 2015:

ORDINARY RESOLUTIONS

1. Adoption of the Audited Statement of Profit & Loss Account of the Company for the year ended March 31, 2015, 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, 2015 along with the Auditors' Report thereon.
2. Ratification of payment of Interim Dividend of Rs.1.50 per equity share of Rs.5/- each paid to the members on February 15, 2015 and approval of the Final dividend of Re.1/- per equity



share of Rs.5/- each to be paid out of the profits of the Company for the year ended March 31, 2015 as recommended by the Board.

3. Appointment of Mr. Ashank Desai as Director, liable to retirement by rotation.
4. Ratification of Appointment of M/s. Price Waterhouse, Chartered Accountants, (Firm Registration No. 012754N) as Statutory Auditors of the Company under Section 139 of the Companies Act, 2013.

SPECIAL RESOLUTIONS

5. Special Resolution for Payment of Certain Benefits/Perquisites to Mr. Ashank Desai, Non-Executive Director, not exceeding Rs. 15 Lakhs per annum.

Sr.No	Resolution as given in the Notice of Extra-Ordinary General Meeting	Particulars of Voting			Result Declared
			Combined Voting		
			Nos.	%	
1.	Adoption of Financial Statements for the year ended March 31, 2015.	Votes Cast in favour	15626168	99.999974	Approved by Requisite Majority
		Votes Cast against	4	0.000026	
2.	Approval of Final Dividend for the year ended March 31, 2015 and confirm Interim Dividend declared and paid during the year.	Votes Cast in favour	15625969	99.998701	Approved by Requisite Majority
		Votes Cast against	203	0.001299	
3.	Re-appointment of Mr. Ashank Desai, who retires by rotation and being eligible, offers himself for re appointment.	Votes Cast in favour	13575950	86.879563	Approved by Requisite Majority
		Votes Cast against	2050222	13.120437	
4.	Ratification of Appointment of M/s. Price Waterhouse, Chartered Accountants, LLP as Statutory Auditors and fixing their remuneration.	Votes Cast in favour	15626025	99.999059	Approved by Requisite Majority
		Votes Cast against	147	0.000941	
5.	Payment of Certain Benefits / Perquisites to Mr. Ashank Desai.	Votes Cast in favour	15624855	99.991764	Approved by Requisite Majority
		Votes Cast against	1287	0.008236	

