Mastek Limited, # 106/ 107, SDF-IV, Seepz, Andheri (E), Mumbai - 400 096, India.
Tel +91 22 6695 2222 / 6722 4200 Fax +91 22 6695 1331 www.mastek.com

Mastek

Date: May 25, 2017

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**

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

Subject: Notice of 35th 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 35th Annual General Meeting of the Company to be held on Thursday, June 22, 2017 at Ahmedabad Management Association, H.T. Parekh Hall, AMA Complex, ATRA. Dr. Vikram Sarabhai Marg, Ahmedabad 380015 at 11.00 a.m.

The Notice for 35th Annual General Meeting has also been placed on the website of the Company. The Annual Report of the Company for the year ended March 31, 2017 will be forwarded to you after the same is approved and adopted in the AGM, in terms of regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Request you to take the above on your record.

Yours faithfully,

For MASTEK LIMITED

Dinesh Kalani
Company Secretary
Encl: - As above

MASTEK LIMITED

NOTICE TO MEMBERS

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of **MASTEK LIMITED (CIN: L74140GJI982PLC005215)** will be held on Thursday, June 22, 2017 at Ahmedabad Management Association, H.T. Parekh Hall, AMA Complex, ATRA. Dr. Vikram Sarabhai Marg, Ahmedabad 380015 at 11.00 a.m. 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 year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 1 per Equity Share and declare a Final Dividend of ₹ 2.5 per Equity Share (Face Value of ₹ 5/- each) for the year 2016-17.
3. To appoint a Director in place of **Mr. Sudhakar Ram (DIN 00101473), an Executive/Non-Independent Director** who retires by rotation and being eligible, offers himself for re-appointment.
4. **Appointment of Statutory Auditors**

   To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **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), as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Walker Chandiok & Co. LLP , Chartered Accountants (ICAI Firm Registration No. 001076N/N500013), be and are hereby appointed as the Statutory Auditors of the Company, (in place of M/s. Price Waterhouse Chartered Accountants LLP, the retiring Auditors) for a term of five years commencing from the financial year 2017-18, to hold office from the conclusion of the 35th Annual General Meeting until the conclusion of the 40th Annual General Meeting, to be held in 2022 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus service taxes, 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 is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

5. **Appointment of Mr. Keith Selwyn Bogg: (DIN:07658511) as Independent Director**

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Keith Selwyn Bogg having Director Identification Number 07658511 who was appointed as an Additional Director of the Company, by the Board of Directors effective January 17, 2017 and who holds office till the date of 35th Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Keith Selwyn Bogg as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from January 17, 2017, to hold office up to January 16, 2022, not liable to retire by rotation. "

6. **Re-appointment of Mr. Sudhakar Ram as Vice-Chairman & Managing Director of the Company**

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

   "RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provision of Section 196, 197, 198, 203 of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and the other applicable provision and rules made thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), the relevant provision of the Memorandum and Articles of Association and subject to such other consents, approvals and permissions from Central Government or any other authorities, if any, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Sudhakar Ram (DIN: 00101473) as Vice Chairman & Managing Director of the Company for a period of three years with effect from July 01, 2017 up to June 30, 2020, upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statements annexed to this Notice and in the draft Agreement placed before the Meeting, duly initialled by the Company Secretary for the purpose of identification, which Agreement is hereby specifically sanctioned with authority to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof for the time being exercising the power conferred on the Board by this Resolution) to alter and vary, increase, enhance or widen the terms and conditions of the said Appointment and/or Agreement in such manner as it may deem fit and as may be agreed to between the Board of Directors and Mr. Sudhakar Ram.

   RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and Schedule V of the Companies Act, 2013 the total overall managerial remuneration to be drawn by Mr. Sudhakar Ram from Mastek Limited and other Company where Mr. Sudhakar Ram is also a Managing Director, will not exceed the higher maximum limit admissible based on the financials of Mastek Limited, or such other limits as may be prescribed from time to time.

   RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds 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."

7. **Authority to the Board for giving loans and guarantees and making investment in securities**

   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 Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase

or otherwise, the securities of any other body corporate, subject to the maximum limit of ₹ **250 crores (Rupees Two Hundred Fifty Crores only)** (Excluding the loans/ guarantees/ securities given or provided to wholly owned subsidiaries or joint venture companies, as the case may be, whether situated in India or abroad and investments made in wholly owned subsidiaries, whether situated in India or abroad) on such terms and conditions as the Board may deem fit and proper, notwithstanding the fact that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate alongwith the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, as mentioned above, exceeds the limits specified under Section 186(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, instruments, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto and to settle any questions, difficulties or doubt that may arise in this regard."

8. Authority to the Board for Creation of Charge/Mortgage on the Assets of the Company, both present & future

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

"RESOLVED THAT in supersession of the resolution passed by the Shareholders of the Company under Section 293(1)(a) of the Companies Act, 1956 at the Annual General Meeting held on October 12, 1999 and subject to the provisions of Section 180(1)(a) of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions and rules, of the Companies Act, 2013, (including any statutory modification(s), amendments or re-enactment thereof, for the time being in force) and subject to the Memorandum and Articles of Association of the Company, the Members of the Company hereby approve, consent to and ratify the power of the Board of Directors of the Company (hereinafter referred to as the "Board" and which term shall be deemed to include any duly authorised committee(s) thereof, exercising for the time being, the powers conferred on the Board by this resolution), to create such charges, mortgages, hypothecations and pledges in addition to the existing charges, mortgages, hypothecations and pledges created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and substantial assets of the Company in certain events of default, in favour of the banks / financial institutions / NBFCs / lenders, other investing agencies and trustees for the holders of debentures / bonds and/or other securities / instruments to secure rupee / foreign currency loans and/or the issue of any securities / debentures whether partly / fully convertible or non-convertible and/or securities linked to ordinary shares and/or rupee / foreign currency convertible bonds / securities and/or bonds / securities with detachable share warrants and any other form of loan / borrowing of whatever nature or by whatever name called (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of ₹ **250 crores (Rupees Two Hundred Fifty Crores only),** or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto, as it may deem fit, and to sign and to execute deeds, applications, documents, instrument and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and for matters concerned therewith or incidental thereto and to settle any questions, difficulties or doubt that may arise in this regard."

9. Authority to the Board for Borrowings to be made by the Company

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

"RESOLVED THAT in supersession of the resolution passed by the Shareholders of the Company under Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting held on October 12, 1999 and subject to the provisions of Section 180(1)(c) of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions and rules, of the Companies Act, 2013, (including any statutory modification(s), amendments or re-enactment thereof, for the time being in force) and subject to the Memorandum and Articles of Association of the Company, the Members of the Company hereby approve, consent to and ratify the power of the Board of Directors of the Company (hereinafter referred to as the "Board" and which term shall be deemed to include any duly authorised committee(s) thereof, exercising for the time being, the powers conferred on the Board by this resolution), for borrowing from time to time and in any manner, any sum or sums of monies, upon such terms and conditions, with or without security, as the Board may in its absolute discretion think fit, which together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of its paid-up share capital and free reserves, provided however that the total sums so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed of ₹ **250 crores (Rupees Two Hundred Fifty Crores only)** or the aggregate of paid-up share capital and free reserves, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto, as it may deem fit, and to sign and to execute deeds, applications, documents, instruments, and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and for matters concerned therewith or incidental thereto and to settle any questions, difficulties or doubt that may arise in this regard."

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 i.e. **by 11 a.m. on June 20, 2017.**

2. The respective Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business under Item Nos. 5 to 9 of the accompanying Notice are annexed hereto.

3. A statement giving additional details of the Directors seeking appointment/re-appointment as set out in Resolution 5 and 6 is

annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings.

4. 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.
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 Meeting.
6. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, 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 Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
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 Meeting.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from **June 16, 2017 to June 22, 2017, both days inclusive,** for ascertain the eligibility for payment of final dividend, if declared at the Meeting.
10. The Board of Directors of the Company at its meeting held on April 20, 2017 has recommended a dividend of ₹ 2.5/- per equity share (Face Value of ₹ 5/- each) as final dividend for the financial year 2016-17. 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 **June 15, 2017.** 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 **June 15, 2017,** as per the list provided by the Depositories for this purpose.
11. The Secuities 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 Agent of the Company.
12. 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)
    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. 1-800-3454-001.
13. 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 ended June 30, 2009 and Interim Dividend for the financial year ended June 30, 2010 to the Investor Education and Protection Fund (IEPF) established by the Central Government.
14. Members who have not yet en-cashed their Final Dividends for the financial year ended June 30, 2010 and thereafter are requested to make their claims to the Company/Registrar and Share Transfer Agent.
15. 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 vide circular dated February 28, 2017, all underlying shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more would liable to be transferred to the DEMAT Account of the IEPF Authority. The Company has also uploaded, full details of concerned shareholders whose dividend remained unclaimed on its website at www.mastek.com/investor-information. Concerned Shareholders are requested to refer and verify the details. Concerned Shareholders may further note that both the unclaimed dividend and corresponding underlying shares will be transferred to the DEMAT Account of the Authority including all benefits accruing on such underlying shares, if any. This can be claimed back from the IEPF Authority after following the procedure prescribed in the said Rules. Also as per the circular dated February 28, 2017 the due date of transfer of such shares shall be **May 31, 2017.** In case the Company or Registrar & Share Transfer Agent of the Company does not receive any communication from the concerned shareholders by due date or such other date as may be extended under the said Rules, the Company shall, with a view to complying with the requirements as set out in the Rules, will transfer the underlying shares to the DEMAT Account of the IEPF Authority by the due date as per the procedure stipulated in the Rules. In case the shareholders have any queries on the subject matter, they may contact the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited.
16. Members holding shares in their single name/Physical Form are advised to make a nomination in respect of their shareholding in Company, the whilst those Members holding shares in demat mode should file their nomination with their Depository participant.
17. 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.

    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.
18. 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.**
19. Members may note that Annual Report for the financial year ended March 31, 2017 including Notice of the Thirty Fifth Annual General Meeting is also available on the Company's website at www.mastek.com/financial information for their download.

20. 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 Annual General Meeting by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Thursday, June 15, 2017,** 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 at **9.00 a.m. on Sunday, June 18, 2017 and will end at 5.00 p.m. on Wednesday, June 21, 2017.** In addition, the facility for voting through electronic mode, an 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. Abhishek Bhate, 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 DP ID- 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 pcsabhishekbhate@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

(ii) Please follow all steps from Sr. No. (i) to Sr. No. (x) mentioned above, 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 **June 15, 2017 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. 1-800-3454-001.

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 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 general meeting, 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 of 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 or a person authorized by him 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 or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchanges where the shares of the Company are listed.

21. Member(s) can opt for only one mode of voting i.e. either through remote e-voting or 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.

22. 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.
23. Additional information on director recommended for appointment/re-appointment as required under 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 ,5 and 6:

Name of the Director	**Sudhakar Venkatraman Ram**	**Keith Selwyn Bogg**
Director Identification Number (DIN)	00101473	07658511
Date of Birth	08/09/1960	18/10/1948
Nationality	Indian	British
Date of Appointment	01/07/2014	17/01/2017
Qualification	-Gold medallist in Commerce from Loyola College, Chennai. -PGDM from the Indian Institute of Management, Calcutta, graduating with a silver medal in 1982	University of Hertfordshire, A level Economics
Expertise in specific functional areas	Mr. Ram has an experience in information technology and is an expert in the field of software and technology solutions for insurance, financial services and government, as well as outsourcing/off shoring.	Mr. Bogg is an experienced business change leader with a focus on strategy, restructuring, growth, direct marketing functions and shareholder value across industries.
Shareholding in Mastek	27,91,680 (11.94%)	NIL
List of Directorships held in other Companies(excluding foreign, private and Section 8 Companies)	-Trans American Inforamtion Systems Private Limited -Cashless Technologies India Private Limited-Managing Director	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Mastek Limited	Mastek Limited -Stakeholders Relationship Committee – Member	Mastek Limited -Audit Committee – Member
No of Board Meetings attended during the year	8 of 8	2 of 2
Relationships between the Directors inter-se	Mr. Sudhakar Ram and Mr. Ashank Desai as Promoter Directors.	Nil
Remuneration Details	Refer Corporate Governance Report	Refer Corporate Governance Report

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

Dinesh Kalani
Company Secretary

Date: 20 April, 2017
Place: Mumbai
Regd. Office: 804/805, President House, Opp. C. N. Vidyalaya,
Near Ambawadi Circle, Ambawadi, Ahmedabad - 380 006

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. 4

This Explanatory statement is provided though strictly not required as per 102 of the Companies Act, 2013

M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N), Chartered Accountants were appointed as auditors at 32nd AGM held on July 23, 2014 for a period of three years. Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder M/s. Price Waterhouse Chartered Accountants LLP, the present Auditors of the Company complete their term as Auditors and in terms of their appointment made at the 32nd AGM, they are holding office of the auditors up to the conclusion of the 35th AGM and hence, would retire at the conclusion of the forthcoming 35th AGM. As per second proviso to Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor has completed two terms of five consecutive years. Also as per the provisions of the Companies Act, 2013 ("the Act"), no listed company shall appoint an audit firm (including its affiliate firms) as auditors for more than two terms of five consecutive years. The Act also provided for additional transition period of three years from the commencement of the Act i.e. 1st April, 2014. M/s. Price Waterhouse Chartered Accountants LLP (along with its network Firms) have completed period of ten years and will also be completing the additional transition period of three years at the conclusion of the forthcoming Annual General Meeting. The Audit Committee and the Board of Directors have placed on record their appreciation for the professional services rendered by M/s. Price Waterhouse Chartered Accountants LLP, and its network Firms during their association with the Company as its auditors. For the purpose of appointment of new Auditors, the Audit Committee along with the Management, invited proposals from the reputed firms of Chartered Accountants and had detailed discussion with representatives of those firms. The Committee considered various parameters such as reputation of the firm, knowledge and experience of the partners, understanding of business, technical assessment of the Audit skills and the Audit fees and based on these detailed analysis, the Audit Committee recommended M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), Mumbai as the Company's new Statutory Auditor.

M/s. Walker Chandiok & Co LLP (FRN 001076N/N500013), Chartered Accountants (the Firm) is an independent Indian Limited Liability Partnership firm established in 1935 with its head office at L-41, Connaught Circus, New Delhi- 110001. The firm provides audit, tax and advisory services through its 42 partners with 850+ staff from its offices in 11 cities, namely New Delhi, Mumbai, Bengaluru, Chandigarh, Chennai, Gurgaon, Hyderabad, Kolkata, Kochi, Noida and Pune. The firm is registered with the Institute of Chartered Accountants of India (ICAI) as well as the PCAOB (US Public Company Accountancy Oversight Board).

M/s. Walker Chandiok & Co. LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Accordingly, as per the said requirements of the Act, M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) are proposed to be appointed as auditors for a period of 5 years, commencing from the conclusion of this 35th Annual General Meeting (AGM) until the conclusion of the 40th AGM, to the Members for their approval and subject to ratification by members every year, as may be applicable.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution for approval of the Members.

ITEM NO.5

The Board of Directors vide its resolution dated January 17, 2017, appointed Mr. Keith Selwyn Bogg as Additional Director of the Company with effect from January 17, 2017 pursuant to Section 161 of the Companies Act, 2013 read with Article 120 of the Articles of Association of the Company.

Mr. Keith Bogg is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member along with a deposit of ₹1 Lakh proposing his candidature to be appointed as Independent Director as per the provisions of Sections 149 and 152 of the Companies Act, 2013.

Mr. Keith Bogg has given a declaration to the Board of Directors of the Company that he meets the criteria of Independence as required under Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, Mr. Keith Bogg fulfils the conditions specified in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company and he is independent of the management of the Company.

Except Mr. Keith Bogg, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution at Item No. 5 for approval of the Members.

ITEM NO. 6

Mr. Sudhakar Ram was appointed as the Managing Director & Group CEO of the Company for a period of 3 years i.e. from July 1, 2014 to June 30, 2017 vide shareholders' resolution dated July 23, 2014 and he was re-designated as Vice- Chairman & Managing Director of Mastek Limited effective November 01, 2016. On his relinquishing the position of Group CEO, he voluntarily offered to restructure his remuneration which was made effective from November 01, 2016. Now as his term expires on June 30, 2017, it is proposed to the Shareholders to consider and approve his re-appointment and terms and conditions including his remuneration as the "Vice- Chairman & Managing Director" of the Company for a further period of three years i.e. from July 1, 2017 to June 30, 2020.

Mr. Sudhakar Ram aged 56 years is a gold medallist in Commerce from Loyola College, Chennai. He did his PGDM from the Indian Institute of Management, Calcutta, graduating with a silver medal in 1982. Mr. Sudhakar Ram was conferred with the CNBC Asia "India Business Leader of the Year" Award in December 2007. Mr. Sudhakar Ram is one of the co-founders of Mastek Ltd.

Mr. Sudhakar Ram is appointed as the Managing Director of Cashless Technologies India Private Limited, a start-up incubated by himself initially effective from November 1, 2016. Your Company has given its consent to Mr Sudhakar Ram for being appointed as Managing Director of Cashless Technologies India Private Limited and draw remuneration therefrom. Since Mr. Sudhakar Ram will draw the remuneration from Mastek Limited and Cashless Technologies India Private Limited as its Managing Director, his overall maximum limit of remuneration to be drawn from both the Companies will be as per the provisions of Section 197 and Schedule V of the Companies Act, 2013 i.e. the total managerial remuneration drawn by Mr. Sudhakar Ram from Mastek Limited and

Cashless Technologies India Private Limited will not exceed the higher maximum limit admissible based on the financials of Mastek Limited.

The Nomination & Remuneration Committee of the Board and the Board of Directors of the Company, at their meetings held on April 19, 2017 and April 20, 2017 respectively, and subject to the approval of the members in the Annual General Meeting, have approved the re-appointment and broad terms and conditions (including remuneration) of Mr. Sudhakar Ram as Vice- Chairman & Managing Director of Mastek Limited for a period of 3 (three) years i.e. from July 1, 2017 to June 30, 2020 as under:

1. **Period of Appointment**

   Three years from July 1, 2017, the date of re-appointment

2. **Remuneration**

   Basic Salary:

   ₹ 5,86,400/- (Rupees Five lakhs Eighty Six Thousand Four Hundred only) per month, with an option of annual increment as may be decided by the Nomination & Remuneration Committee / Board of Directors of the Company, from time to time.

   Lunch Allowances/Coupons:
   ₹ 2,200/- per month.

   Bonus:

   Based on the performance as may be evaluated by the Board of the Directors/ Nomination & Remuneration Committee, from time to time up to a maximum of ₹ 15 lakhs per annum.

   Car Facility:

   Car facility with driver to be used for the business of the Company.

   Club Fees:

   Reimbursement of Club Fees up to maximum of two clubs.

   Telephone:

   Free telephone facility at his residence and mobile phone to be used for the business of the Company.

   Provident Fund Contribution:

   Company's contribution towards provident fund as per rules of the Company, but not exceeding 12% of basic salary.

   Gratuity:

   As per rules of the Company.

   Perquisites:

   As may be permitted as per the policy of the Company or by the Board of Directors and/or the Nomination & Remuneration Committee. For the purposes of calculating the above ceilings, perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated on actual basis.

   Provision of car with driver and mobile phone for use of the Company's business and telephone at the Managing Director's residence will not be considered as perquisites.

   In the event of inadequacy of profits or no profits, the computation of the Managing Director's minimum remuneration or perquisites shall be as per the limits prescribed in Schedule V of the Companies Act, 2013.

   Mr. Sudhakar Ram, so long as he functions as the Vice-Chairman & Managing Director of the Company, shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee/s thereof from the date of his appointment and he is liable to retire by rotation.

   Your Directors recommends and seek your approval for the reappointment and terms and conditions including remuneration payable to Mr. Sudhakar Ram, as the Vice Chairman & Managing Director of the Company on remuneration as stated above. The draft agreement to be entered into with the Vice Chairman & Managing Director is open for inspection at the Registered office of the Company between 11.00 a.m. to 2.00 p.m. on all working days from Monday to Friday.

   This explanatory statement together with the accompanying Notice is to be regarded as an abstract of the terms of the agreement and Memorandum of Concern or interest under Section 190 of the Companies Act, 2013 and a disclosure as per of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

   Save and except Mr. Sudhakar Ram and his relatives, no other Director and Key Management Personnel is in any way interested financially or otherwise in the aforesaid Resolution.

ITEM NO. 7

Under the provisions of Section 186 of the Companies Act, 2013 which was made effective from 1st April, 2014, the powers to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in shares, debentures and/or any other securities of other body corporates or person whether Indian or overseas and/or in various schemes of Mutual Funds or such other funds, in excess of the limits of:

i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or,

ii) Hundred per cent of its free reserves and securities premium account, whichever is more,

can be exercised by the Board with the consent of the shareholders obtained by a Special Resolution.

In view of increased turnover and profitability during past years, sometime Company may have spare funds. For better utilization of these liquid funds in the hands of Company, this may be invested into mutual funds/securities. It may also require for giving loan, guarantee or provide security during course of business in the interest of Company. Accordingly, in order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in various schemes of Mutual Funds and also in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. This permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans

to any persons or bodies corporate (excluding wholly owned subsidiaries) for an amount not exceeding ₹ **250 crores** or limits laid down in Section 186 of the Companies Act, 2013, whichever is higher.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board commends the Special Resolution at Item No. 7 for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except to the extent of their directorship and / or shareholding in the bodies corporate in which investment in securities / units may be made or loans / guarantees may be given or securities may be provided.

ITEM NO. 8

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of the Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). The shareholders of the Company, at the Annual General Meeting dated October 12, 1999 had accorded their consent to the Board of Directors for creation of charges/mortgages/hypothecations for an amount not exceeding ₹ 100 crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

In terms of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in general meeting by way of a special resolution, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. The creation of mortgage and/or charge by the Company of its movable and/or immovable properties, in favour of the lenders/ agent(s)/trustees, with a power to take over the management and substantial assets of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations for an amount not exceeding ₹ **250 crores** or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Board commends the Special Resolution at Item No. 8 for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise in the passing of the proposed Special Resolution.

ITEM NO. 9

Under the erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow monies, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

In terms of Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors cannot, except with the consent of the Company in general meeting by way of a special resolution, borrow monies, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company.

The shareholders of the Company at the Annual General Meeting dated October 12, 1999, had accorded their consent to the Board of Directors for borrowing up to ₹ 100 crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher. As on 31st March, 2017, the net-worth of the Company is ₹ 23,164.20 lakhs. It is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed ₹**250 crores** or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. The Company needs to obtain approval of the shareholders by means of a Special Resolution.

The Board commends the Special Resolution at Item No. 9 for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise in the passing of the proposed special resolution.

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

Dinesh Kalani
Company Secretary

Date: April 20, 2017
Place: Mumbai
Reg. Office: 804/805, President House, Opp. C. N. Vidyalaya,
Near Ambawadi Circle, Ambawadi, Ahmedabad - 380 006

35th Annual General Meeting to be held on Thursday, June 22, 2017

Map showing location of the venue of Annual General Meeting of Mastek Limited

Venue:
Ahmedabad Management Association,
H.T. Parekh Hall, AMA Complex, ATRA,
Dr. Vikram Sarabhai Marg, Ahmedabad 380015.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

MASTEK LIMITED

Regd. Office: 804/805, President House, Opp. C. N. Vidyalaya, Near Ambawadi Circle, Ambawadi, Ahmedabad - 380 006;
CIN: L74140GJI982PLC005215; **Website:** www.mastek.com;
Phone: +91-79-2656-4337; **Fax:** +91-22-6695 1331; **E mail:** investor_grievances@mastek.com

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 35th Annual General Meeting of the Company to be held on **Thursday, June 22, 2017 at 11.00 a.m** at Ahmedabad Management Association Hall, H.T. Parekh Hall, AMA Complex, ATRA. Dr. Vikram Sarabhai Marg, Ahmedabad 380015 and/or at any adjournment(s) thereof in respect of the resolutions as are indicated below:

Resolution No.	Resolutions	Vote/s given	
	Ordinary Business:	For	Against
1.	Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2017 together with reports of the Board of Directors and the Auditors' thereon.		
2.	To confirm the payment of Interim Dividend of ₹ 1 per Equity Share and declare a Final Dividend of ₹ 2.5 per Equity Share (Face Value of ₹ 5/- each) for the financial year 2016-17.		
3.	Re-Appointment of Mr. Sudhakar Ram (DIN 00101473), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To consider the appointment of M/s. Walker Chandiok & Co. LLP , Chartered Accountants (Firm Registration No. 001076N/N500013), as Statutory Auditors of the Company for a term of five years in place of M/s. Price Waterhouse Chartered Accountants LLP, Statutory Auditors and to fix their remuneration.		
	Special Business: Ordinary Resolution		
5.	Appointment of Mr. Keith Selwyn Bogg (DIN: 07658511) as Independent Director of the Company.		
	Special Business: Special Resolution		
6.	To consider re-appointment of Mr. Sudhakar Ram as Vice- Chairman & Managing Director of the Company for a period of 3 years from July 01, 2017 up to June 30, 2020 and remuneration to be paid to him.		
7.	To authorize the Board for giving loans and guarantees and make investment in securities.		
8.	To authorize the Board for Creation of Charge/Mortgage on the Assets of the Company, both present and future.		
9.	To authorize the Board for borrowings to be made by the Company.		

Signed this..... day of..... 2017

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

Notes:

1. **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.**
2. For the Notes, resolutions and Explanatory Statement, please refer to the Notice of the 35th Annual General Meeting.
3. 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.
4. Please complete all details of member(s) in the above box before submission.

MASTEK LIMITED

Regd. Office: 804/805, President House, Opp. C. N. Vidyalaya, Near Ambawadi Circle, Ambawadi, Ahmedabad - 380 006; **CIN:** L74140GJI982PLC005215;
Website: www.mastek.com; **Phone:** +91-79-2656-4337; **Fax:** +91-22-6695 1331; **E mail:** investor_grievances@mastek.com

ATTENDANCE SLIP

35th Annual General Meeting- June 22, 2017

Folio No.	Name & Address of the Member/Proxy in Block Letters
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 35th Annual General Meeting of the Company to be held on Thursday, June 22, 2017 at 11.00 a.m at Ahmedabad Management Association Hall, H.T. Parekh Hall, AMA Complex, ATRA. Dr. Vikram Sarabhai Marg, Ahmedabad 380015

.....

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 AGM.

MASTEK LIMITED

Regd. Office: 804/805, President House, Opp. C. N. Vidyalaya, Near Ambawadi Circle, Ambawadi, Ahmedabad - 380 006; **CIN:** L74140GJI982PLC005215;
Website: www.mastek.com; **Phone:** +91-79-2656-4337; **Fax:** +91-22-6695 1331; **E mail:** investor_grievances@mastek.com

E-VOTING

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

Note : 1. Please read instructions given at Note No. 20 of the Notice of the 35th Annual General Meeting carefully before voting electronically.

2. Each equity share of the Company carries one vote.