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: June 23, 2016

Listing Department **BSE Limited** Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001. Tel No. 22723121 Fax No.022-22723121/22723719 STOCK CODE: 523704	**Listing Department** **The National Stock Exchange of India Limited** Bandra Kurla Complex Bandra East Mumbai – 400 051. Tel No.:-26598100 Fax No. 022-26598237/26598238 STOCK CODE: MASTEK

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

Subject: Notice of 34th 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 34th Annual General Meeting of the Company to be held on Monday, July 25, 2016 at Ahmedabad Management Association, H.T. Parekh Hall, AMA Complex, ATRA. Dr. Vikram Sarabhai Marg, Ahmedabad 380015 at 11.00 a.m.

The Notice for 34th 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, 2016 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

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

NOTICE TO MEMBERS

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of **MASTEK LIMITED** will be held on Monday, July 25, 2016 at Ahmedabad Management Association, H.T. Parekh Hall, AMA Complex, ATRA. Dr. Vikram Sarabhai Marg, Ahmedabad 380015 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended March 31, 2016, the Balance Sheet as on that date together with reports of the Directors and the Auditors thereon and the Consolidated Financial statements for the year ended March 31, 2016 along with the Auditors' Report thereon.
2. To confirm the first Interim Dividend of ₹ 1.50 and the second Interim Dividend of ₹ 1/-, in aggregate ₹ 2.50 per Equity Share of ₹ 5/- each, as dividend for the year 2015-16.
3. To appoint a Director in place of Mr. Ashank Desai (DIN 00017767), and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N), as Auditors of the Company under Section 139 of the Companies Act, 2013.

SPECIAL BUSINESS:

5. 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 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of regulations contained in the Articles of Association and submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

   RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

   RESOLVED FURTHER THAT the Board of Directors or the Key Managerial Personnel of the company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

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.
2. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **July 18, 2016 to July 25, 2016** (both days inclusive).
4. The Board of Directors of the Company has declared and paid First Interim Dividend @30% i.e. ₹ 1.50 per Equity Share of ₹ 5/- each and Second Interim Dividend @20% i.e. ₹ 1/- per Equity Share of ₹ 5/- each for the year 2015-16. The Board of Directors of the Company did not recommend any further dividend for the year 2015-16.
5. a. With effect from April 04, 2016 all the share tranfers and related operations, so far handled by Sharepro Services India Pvt. Ltd., have been transferred to Karvy Computershare Pvt. Ltd.

   b. 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
   Karvy Selenium Tower-B,
   Plot No. 31 & 32, Financial District, Nanakramguda,
   Serilingampally Mandal, Hyderabad - 500 032.
   Phone: Tel: +91 40 6716 1500 Fax: +91 40 2331 1968
   E-Mail: einward.ris@karvy.com
6. The Unclaimed Final Dividend for the financial year ended June 30, 2008 & Interim dividend for the financial year 2008-09 has been transferred to the Investor Education and Protection Fund (IEPF) as per provisions under section 205C of the Companies Act, 1956.
7. Members who have not yet en-cashed their Final Dividend warrants for the financial year ended June 30, 2009 and thereafter are requested to make their claims to the Company/Registrar and Share Transfer Agent.
8. Members are requested to bring the duly filled admission slips 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 Hall.
9. 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.
10. Members may note that Annual Report for 2015-16 including Notice of the Thirty fourth Annual General Meeting will also be available on the Company's website www.mastek.com for their download.
11. 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 AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, July 18, 2016, 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 Thursday, July 21, 2016 and will end at 5.00 p.m. on Sunday, July 24, 2016. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. 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. (xi) 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 shall be as per the number of equity shares held by the Member(s) as on Monday, July 18, 2016, 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. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 18, 2016.

VI. 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.

VII. 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, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

VIII. 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, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

IX. 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 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.

12. Please keep your most updated email id registered with the company / your DP, to receive timely communications.

13. Member(s) can opt for only one mode of voting i.e. either physically 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.

14. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of e-Voting and voting held at the AGM.

15. Additional information on director recommended for reappointment required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Name of Director	**Mr. Ashank Desai** (DIN 00017767)	
Resume of the Director	Mr. Ashank Desai, is B.E. from Mumbai University and in graduating year, held the second rank in the University. He holds a M. Tech Degree from the Indian Institute of Technology, Mumbai. He also holds Post Graduate Diploma in Business Management (PGDBM) granted by the IIM Ahmedabad, from where he graduated in 1979. He worked with Godrej and Boyce before founding the Company. He is a founder member and ex-chairman of NASSCOM and is also actively associated with several government bodies and trade associations.	
Year of Joining the Board	1982	
Expertise in specific functional Areas	Mr. Desai has significant experience due to his status as a prominent figure in both India and global IT arena. Mr. Desai, a founding member of NASSCOM, was also the President of Asian-Oceanic Computing Industry Organization (ASOCIO). He has expertise in all key functions relevant to the Company's operations.	
Other Directorships in Limited Companies	Mastek (UK) Limited & NRB Bearings Limited	
Chairman/member of Committees of the Company	Mastek Limited • Audit Committee – Member • Governance Committee – Chairman • Corporate Social Responsibility Committee – Member • Stakeholder Relationship Committee – Member • Nomination & Remuneration Committee – Member	NRB Bearings Limited • Nomination & Remuneration Committee – Member • Stakeholder Relationship Committee – Member
No of Board Meetings attended during the year	9	
No of shares held in the Company	3,099,552 (13.48%)	

None of the Directors is related to any Director except Mr. Ashank Desai and Mr. Sudhakar Ram as Promoter Director.

Save and except Mr. Ashank Desai, no other Director and Key Managerial Personnel or their relatives is in any way interested or concerned financially or otherwise in the Resolution.

The Board recommends the resolution for the approval of the members.

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

Date: April 19, 2016
Place: Mumbai

Dinesh Kalani
Company Secretary

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

The Articles of Association ("AoA") of the Company is presently in force since the incorporation of the Company on May 14, 1982. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stands notified. With the coming into force of the New Act, several Articles of the existing Articles of Association of the Company require alteration / deletion. Given this position, it is considered expedient to wholly replace the existing regulations of Articles of Association by a new set of regulations.

It is thus expedient to adopt a new set of regulations (primarily based on Table F of Schedule I as set out under the Companies Act, 2013), in place of existing regulations contained in the Articles of Association of the Company. Hence the Board of Directors at its meeting held on April 19, 2016 decided to adopt a new set of regulations in place of existing set of regulations contained in the Articles of Association of the Company and seek shareholders' approval for the same. In terms of Section 5 and 14 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for adoption of the new set of regulations contained in the Articles of Association of the Company.

Accordingly, the consent of the member is sought for passing a Special Resolution as set out in Item No. 5 of the Notice.

A copy of the proposed set of amended Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on all working days (except Saturdays, Sundays and Public Holidays) between 10.00 a.m. to 1.00 p.m.

The Directors, therefore, recommend the said Special Resolution for your consideration and approval.

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

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

Date: April 19, 2016
Place: Mumbai
Regd. Office: 804/805, President House, Opp. C. N. Vidyalaya,
Near Ambawadi Circle, Ambawadi, Ahmedabad - 380 006

Dinesh Kalani
Company Secretary

MASTEK LIMITED

CIN: L74140GJ1982PLC005215

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

ATTENDANCE SLIP

34th Annual General Meeting- July 25, 2016

Name and Address of the member/Proxy in :
Block Letters

Folio/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 34th Annual General Meeting of the company on Monday, July 25, 2016 at 11.00 a.m at Ahmedabad Management Association, H.T. Parekh Hall, AMA Complex, ATRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.

_____

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

CIN: L74140GJ1982PLC005215

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

E-VOTING

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note: 1. Please read instructions given in Note No. 11 of the Notice of the 34th Annual General Meeting carefully before voting electronically.

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

MASTEK LIMITED **PROXY FORM**

CIN: L74140GJ1982PLC005215

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

Name of the member (s) :

Registered Address :

E-mail id :

Folio/DP ID-Client ID :

I / We being the members(s) holding ..... shares of the above named Company hereby appoint:

(1) Name: ..... Address: ..... Email Id: .....

Signature: ..... or failing him;

(2) Name: ..... Address: ..... Email Id: .....

Signature: ..... or failing him;

(3) Name: ..... Address: ..... Email Id: .....

Signature: .....

as my / our Proxy to attend and vote for me / us and on my / our behalf at the 34th Annual General Meeting of the Company to be held on **Monday, July 25, 2016 at 11.00 a.m** at Ahmedabad Management Association, 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 Financial Statements for the year ended March 31, 2016.		
2.	Confirmation of the two Interim Dividends paid aggregating to ₹ 2.50 per share as dividend for the year 2015-16.		
3.	Re-Appointment of Mr. Ashank Desai, who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Ratification of appointment of M/s. Price Waterhouse Chartered Accountants LLP as Statutory Auditors and fixing their remuneration.		
Special Business: Special Resolution			
5.	Adoption of new set of Articles of Association in lieu of existing Articles of Association due to changes necessitated by Companies Act, 2013		

Signed this ..... day of 2016

Signature of shareholder.....

Affix ₹ 1/- Revenue Stamp

.....

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 34th 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.

Map showing location of the venue of 34th Annual General Meeting of Mastek Limited to be held on Monday, 25th July, 2016

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