



# Abhishek Bhate & Co.

*Company Secretary in Practice*

**CS Abhishek H. Bhate** - Membership No. 27747, CP No. 10230

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## Consolidated Scrutinizer Report.

**Date: 5<sup>th</sup> March 2015**

To,  
The Chairman/ Company Secretary,  
Mastek Limited,  
804/805, President House,  
Opp. C.N. Vidyalyaya,  
Near Ambawadi Circle,  
Ahmedabad – 380006

Dear Sir,

**Subject: Consolidated Report of Scrutinizer on E-voting and Voting through Postal Ballot in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014.**

I, Abhishek H. Bhate, Proprietor of Abhishek Bhate & Co., Practicing Company Secretary appointed as Scrutinizer by the Board of the Directors of Mastek Limited at its meeting held on 22<sup>nd</sup> January, 2015 to conduct the voting electronic means commenced on 26<sup>th</sup> February, 2015 at 00:00 a.m. and ended on 27<sup>th</sup> February, 2015 at 23:59 p.m. and through Ballot at the Extra- Ordinary General Meeting held on 5<sup>th</sup> March, 2015, in accordance with Section 108 of Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, submit my report as under:

1. Pursuant to the Section 101, 108 of the Act and 3(1) of Rule 20 of Companies (Management and Administration) Rules, 2014, the Electronic copy of the Notice convening the Extra-Ordinary General Meeting of the Company along with the process of e-voting was sent to the members whose e-mail addresses are registered with the Company/ Depository Participant(s) for the communication purposes unless any member has requested for hard copy of the same. For members who did not register their e-mail addresses, physical copies of the Notice of Extra-Ordinary General Meeting of the Company along with process of e-voting were sent to the members in the permitted mode.
2. The notice convening the Extra-Ordinary General Meeting was also placed on the website of the Company and with the agency, i.e. Sharepro Services (India) Private Limited (Registrar and Share Transfer Agent). The members of the Company were



given option to vote electronically on e-voting system, provided by National Securities Depository Limited (NSDL).

3. The public advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in English newspaper of wide circulation and a vernacular newspaper on 12<sup>th</sup> February, 2015.
4. The e-voting period commenced on 26<sup>th</sup> February, 2015 at 00:00 a.m. and ended on 27<sup>th</sup> February, 2015 at 23:59 p.m. At the Extra-Ordinary General Meeting the members who could not participate in e-voting were allowed to record their votes through voting by Ballot.
5. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 27<sup>th</sup> February, 2015, the NSDL portal was blocked for the voting.
6. The votes cast on Ballot were unlocked from the Ballot Box on March 05, 2015 immediately after Extra-Ordinary General Meeting.
7. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares, number of vote cast in favour and against. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
8. Result of E-voting is as under :

| Sr. No | Resolution as given in the Notice of Extra-Ordinary General Meeting      | Particulars of Voting |                   |           | Result Declared                |
|--------|--------------------------------------------------------------------------|-----------------------|-------------------|-----------|--------------------------------|
|        |                                                                          |                       | Electronic Voting |           |                                |
|        |                                                                          |                       | Nos.              | %         |                                |
| 1.     | Appointment of Mr. S. Sandilya as an Independent Director of the Company | Votes Cast in favour  | 13161418          | 97.056346 | Approved by Requisite Majority |
|        |                                                                          | Votes Cast against    | 399177            | 2.943654  |                                |
|        |                                                                          |                       |                   |           |                                |



|    |                                                                                                                  |                      |          |            |                                |
|----|------------------------------------------------------------------------------------------------------------------|----------------------|----------|------------|--------------------------------|
| 2. | Appointment of Ms. Priti Rao as an Independent Director of the Company                                           | Votes Cast in favour | 13560425 | 99.998746  | Approved by Requisite Majority |
|    |                                                                                                                  | Votes Cast against   | 170      | 0.001254   |                                |
| 3. | Appointment of Mr. Atul Kanagat as an Independent Director of the Company                                        | Votes Cast in favour | 13560225 | 99.999115  | Approved by Requisite Majority |
|    |                                                                                                                  | Votes Cast against   | 120      | 0.000885   |                                |
| 4. | Approval to Modification of the terms of Remuneration payable to Mr. Sudhakar Ram, Managing Director & Group CEO | Votes Cast in favour | 13558759 | 99.9986645 | Approved by Requisite Majority |
|    |                                                                                                                  | Votes Cast against   | 1811     | 0.013355   |                                |

The register and all other papers and relevant records to electronic voting are handed over to the Company Secretary

Thanking You,  
Yours Faithfully,

For Abhishek Bhate & Co.,  
Practicing Company Secretary

*Abhishek H. Bhate*

CS Abhishek H. Bhate  
Proprietor  
CP No 10230  
ACS 27747

