



Abhishek Bhate & Co.

Company Secretary in Practice

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

Off. : Block No.3, 'A' Wing, Rajdeep CHS., Opp. IT Office, Gokhale Rd., Naupada, Thane (W) 400 602.

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SCRUTINIZER'S COMBINED REPORT

Date: - 19th August, 2015

NAME OF COMPANY	MASTEK LIMITED
MEETING	33 RD Annual General Meeting
DATE & TIME	17 th August, 2015 at 11:00 A.M.
VENUE	Ahmedabad Management Association Hall's - H.T. Parekh Hall, AMA Complex, ATRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015

1. Appointment as Scrutinizer:

I, Abhishek H. Bhate, Proprietor of Abhishek Bhate & Co., Practicing Company Secretary appointed by the Board of the Directors of the Company at its meeting held on April 22, 2015 as **Scrutinizer** for the Remote e-voting as well as the Voting to be conducted at the 33rd Annual General Meeting (AGM) of **Mastek Limited** hereinafter referred to as **the Company** held on Monday, August 17, 2015 at 11:00 A.M. at Ahmedabad Management Association Hall's - H.T. Parekh Hall, AMA Complex, ATRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380015.

2. Dispatch of Notice convening the Meeting

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owner made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company completed dispatch of the Notice of the AGM;

- By email to 12991 members who had registered their email-ids with Depositories/ the Company, on July 25, 2015; and
- To members, by speed post to 10383 members on July 24, 2015.

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 July 24, 2015.



Report of Scrutinizer on Remote e-voting & ballot by Shareholders of Mastek Limited at the 33rd AGM



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3. Cut-off Date

The Voting Rights were reckoned as on Monday, 10th August, 2015. , Cut-off date for the purpose of deciding the entitlements of members at the Remote e-Voting at the Meeting.

4. Remote e-Voting.

1. The Company had appointed NSDL as the agency for providing the remote e-voting platform.
2. Remote e-Voting platform was open from 9:00 A.M. on Thursday, 13th August, 2015 to 5:00 P.M. Sunday, 16th August, 2015 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and/ or Special Resolutions, on the e-Voting platform provided by NSDL.

5. Voting at the AGM.

1. As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the General Meeting, I have access after closure of period of remote e-voting and before the start of Annual General Meeting, to only such details relating to members who have cast their votes through remote e-voting, such as names, folios, number of shares held but not the manner in which they have voted.
2. Accordingly, NSDL, the e-voting Agency provided us with the names, DP Id/ Folio numbers and shareholding of the members who have cast their votes through remote e-voting.
3. The Company had authorized NSDL to provide/ conduct Voting at the Meeting through electronic means and NSDL provided the same.

6. Counting Process.

1. On completion of voting at the Meeting, NSDL provided us with the List of Members who had cast their votes, with their holding details and details of vote on each of the Resolutions.
2. The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations / proxies lodged with the Company.
3. I unblocked the remote e-voting results on the NSDL e-Voting platform before Mr. Rajesh Chari and downloaded the e-voting results.



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7. Results.

1. I observed that
 - a) Forty Six (46) members had cast their votes through the Ballot facility provided at the meeting and
 - b) One Hundred Nineteen (119) members had cast their votes through remote e-voting.
2. The detail analysis of Consolidated voting with respect to each items on the agenda as set out in the Notice of the 33rd AGM held on 17th August, 2015 is enclosed.
3. **Based on the aforesaid Consolidated Results, Four (4) Ordinary Resolutions and One (1) Special Resolution as contained in Item No. 1 to Item No. 5 of the Notice dated 1st June, 2015 have been passed with Requisite Majority.**
4. Separate Soft Copy giving the list of member who voted at AGM and Separate Soft Copy who voted under Remote e-voting containing the details of members who voted "FOR", "AGAINST" along with number of votes cast and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of this combined Results by the Company to the concerned authority.

Signed this on 19th Day of August, 2015

Thanking You,
Yours Faithfully,

For Abhishek Bhate & Co.,
Practicing Company Secretary

(Scrutinizer appointed by Board of Directors)

CS Abhishek H. Bhate

Proprietor

CP No 10230

ACS 27747



Report of Scrutinizer on Remote e-voting & ballot by Shareholders of Mastek Limited at the 33rd AGM

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	

** Please note that

1. 8 members who cast their vote were declared invalid for the reason that ballot papers were not signed, voted for both i.e. (in favour as well as against) and signature mismatch.
2. There were two cases who were Abstain.