

Management Discussion & Analysis



1. Economy review

1.1 Global economy

The global economy resumed its path of recovery even with the resurgence of new variants of the COVID-19 pandemic. After initial nationwide lockdowns deployed during the first wave, fewer nations resorted to zero-tolerance policies to control the virus. On the contrary, governments encouraged COVID-19 appropriate behaviour, improvements in healthcare infrastructure, increased coverage of testing and wide vaccination drives while resorting to localised containment measures to control subsequent waves. According to International Monetary Fund (IMF) World Economic Outlook April 2022, following a contraction of 3.1% in 2020, global economy grew at 6.1% in 2021.

More recently, difficult economic conditions posed by inflationary trends across nations, pandemic led supply-side disruptions heightened by the geopolitical situation in Europe due to Russia - Ukraine war and possibilities of new strains of a mutating virus threaten to hinder global manufacturing and

trade thereby impacting the general economic sentiment. In this context, the global economy is projected to grow at 3.6% in 2022 and 2023.

Outlook

Despite the impact of the pandemic, the unprecedented collective policy efforts by governments and central banks, paired with the resilience and innovations of private enterprises, have helped minimise lasting economic and physical damage across the world. While the direction of the Russia-Ukraine crisis remains uncertain, its impact on the global economy will remain. In the near term, many governments will need to cushion the blow of higher energy prices, diversify energy sources and increase efficiency wherever possible. Full economic revival seems to be further away, but when businesses and governments work in tandem, across borders and disciplines, we will be able to weather this storm and come out stronger and more resilient by the end of it.

Global growth forecast

Particulars	(%)		
	Actual	Projections	
	2021	2022	2023
World Output	6.1	3.6	3.6
Advanced Economies	5.2	3.3	2.4
United States	5.7	3.7	2.3
Eurozone	5.3	2.8	2.3
Japan	1.6	2.4	2.3
United Kingdom	7.4	3.7	1.2
Other Advanced Economies	5.0	3.1	3.0
Emerging Market and Developing Economies	6.8	3.8	4.4
China	8.1	4.4	5.1
India	8.9	8.2	6.9

Source: International Monetary Fund (IMF) World Economic Outlook April 2022

1.2 Indian economy

India continues to be the world's fastest-growing economy. According to the Economic Survey 2021-22, India's GDP will grow at 9.2% in FY22, up from a negative growth rate the previous year. India's increased capital expenditure is expected to boost the economy. The Union Budget 2022-23 increased the Capex budget by 35.4% to USD 7.5 trillion, or nearly 2.9% of GDP.

According to the provisional estimates released by the National Statistical Office (NSO) on May 31, 2022, India's real gross domestic product (GDP) growth in 2021-22 was 8.7% which is 1.5% above the pre-pandemic level (2019-20). The recovery has been uneven with the informal sector still reeling under pressure, with a large extent of the labour migration that ensued the early phases of the pandemic yet to reverse fully. Tense geopolitical situation and the consequent elevated commodity and global food

prices are imparting considerable uncertainty to domestic inflation outlook.

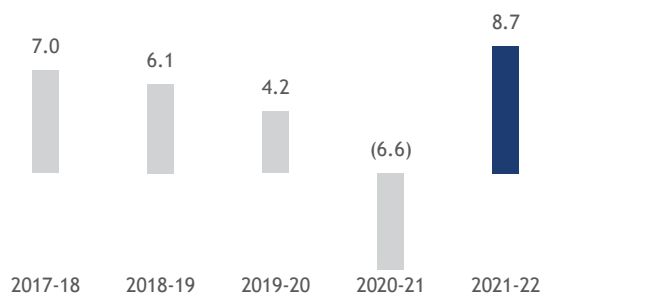
The IMF expects India's prospects for 2023 to improve as credit growth improves and, eventually, investment and consumption. India's response to the pandemic has been agile and decisive, with the government providing safety nets for vulnerable sections, while responding iteratively with policy support.

Outlook

India's broad range of fiscal, monetary, and health responses to the crisis aided its recovery, and several economic reforms are assisting in mitigating the crisis's long-term negative impact. With a strong financial system and a conducive economic budget in place to support the economic revival, the country appears well-positioned for a pick-up in private sector investment.



GDP trends in India



Source: Ministry of Statistics and Programme Implementation (MOSPI)

2. Industry Review

2.1 Global IT industry

The Global IT industry growth improved significantly due to the disruption caused by COVID-19. One of the most important outcomes of the pandemic has been a rapid acceleration in technology adoption at work and home. According to

Gartner’s release of April 2022, worldwide IT spending is projected to total USD 4.4 trillion in 2022, showing an increase of 4% from 2021. Software spending is expected to grow by 9.8% to USD 674.9 billion in 2022 and IT services is forecasted to grow by 6.8% to reach USD 1.3 trillion in 2022. Amid a digital revolution that continues to change almost every aspect of life and business, these are times of opportunity for companies that provide technology services.

The world is moving fast towards a digital economy in today’s post-pandemic world. Shifting from traditional to modern digitalised business models allows more technologically advanced products and services to be introduced. Digital transformation and cloud migration helps enterprises in enhancing their brand’s reputation, customer experience and customer retention ratios. The IT industry was one of those industries which did not slow down due to the pandemic. In fact, it moved into higher gear to contain the rapid demand for remote working and collaboration solutions as most of the enterprises wanted to move on digital channels at the earliest to reduce shocks.

Worldwide IT Spending Forecast

Particulars	(USD million)					
	2021		2022		2023	
	Spending	Growth (%)	Spending	Growth (%)	Spending	Growth (%)
Data Center Systems	207,306	6.7	218,634	5.5	230,385	5.4
Software	614,494	15.9	674,889	9.8	754,808	11.8
Devices	809,452	16.1	824,600	1.9	837,844	1.6
IT Services	1,185,103	10.6	1,265,127	6.8	1,372,892	8.5
Communications Services	1,443,419	3.4	1,448,396	0.3	1,477,798	2.0
Overall IT	4,259,773	9.5	4,431,646	4.0	4,673,728	5.5

Source: Gartner (April 2022)



Other regions

IT spending in EMEA is projected to touch USD 1.3 trillion in 2022, an increase of 4.7% from 2021. In EMEA, enterprise software spending is estimated to have the highest growth in 2022, driven by the rise in cloud spending. Since the start of the pandemic, cloud delivery has shown elasticity and flexibility. It is expected that there will be increased use of cloud alternatives to secure the quickest time to demonstrate value of IT investments.

Gartner estimate enterprise cloud spending will represent 12.5% of total enterprise IT spending in 2022. Infrastructure as a service (IaaS) and desktop as a service (DaaS) are expected to be the two segments where EMEA organisations will increase their spending in 2022, achieving 32.3% and 31.1% growth, respectively.

Key trends impacting the industry

- Continued growth in artificial intelligence, big data analytics and cloud computing**  
Artificial intelligence has become a necessary part of our daily lives. As we look toward 2022, we see the application of artificial intelligence everywhere, from upgrades to personalisation, ranking search results, recommending products, understanding and controlling devices, building better models of the environment, and automating industry. Predictive analytics is being used by businesses to forecast future trends. According to a report published by Facts and Factors, the global predictive analytics market is growing at a CAGR 24.5% and is expected to reach USD 22.1 billion by the end of 2026. By 2022, the cloud will be more rooted and more computing workloads will run on the cloud. According to predictions from Gartner, global spending on cloud services is expected to reach over USD 482 billion in 2022, up from USD 314 billion in 2020.

USD 482 bn

Global spending on  
cloud services in 2022

- Internet security and privacy to rule**

As the world becomes more digital, we are seeing an increased number of personal and organisational cyberattacks around the world. Several corporations have been the target of major cyberattacks in recent days, and businesses have become more susceptible to destructive attacks, in part because of increased remote work given the pandemic. Protecting against cyberattacks will include educating individuals so they can recognise and prevent network assaults, thereby safeguarding their company’s image.

- Increased urgency in the renewable energy technology sector**

Climate change and dramatic news headlines are driving rapid growth in sustainable energy adoption. According to the International Energy Agency (IEA), 40% more green energy was generated and used in 2020; the agency expects continued growth in 2022. The falling cost of generating sustainable energy also helps ensure that mass adoption is likely. While newer energy technologies like nuclear fusion, biofuel, and liquid hydrogen might take longer to come full circle, there will be more serious innovations in 2022.

- Metaverse will sparkle**

The term “metaverse” refers to a collection of shared online worlds where physical, augmented, and virtual reality intersect. People can socialise with their friends, work, travel, buy goods and services, and attend events. While there are many virtual worlds available online, users cannot currently move between them while maintaining their identities and assets. It will be digitally focused and will include large-scale entertainment, social connection, work productivity, and behaviour modification. Convenience, consumption, and frictionless access to services will be facilitated by the metaverse. According to IDC analysis, the global Metaverse revenue opportunity could approach USD 800 billion in 2024, up from around USD 500 billion in 2020.

- Blockchain will exist**

Blockchain and other distributed ledger technologies (DLT) are transforming the way business is being conducted and helping companies reimagine how they handle physical and digital assets. As companies adopt blockchain and DLT, creative use cases are cropping up, changing the nature of doing business across organisational boundaries. The use cases include self-sovereign data, trusted data-sharing, supply chain transparency among others. Statista reports that global blockchain technology is predicted to grow to more than USD 23.3 billion by 2023.

USD 23.3 bn

Global Blockchain  
technology in 2023

Outlook

Looking ahead to the future, growth in the global industry is expected to continue through 2024 at a 5% CAGR. The COVID-19 crisis has created a drastic shift in how people interact, and economies operate. In today’s virtual era, the IT industry is playing a crucial role in reshaping workplace productivity. The increased demand for digital transformation



and cloud migration services to be responsive in the face of disruption and to create the new digitally enabled business models for a new normal has created huge prospects for IT service providers.

2.2 Indian Information Technology Sector

The COVID-19 pandemic has further accelerated technology adoption across industries. The government has undertaken several important initiatives during 2021 such as digital infrastructure, digital empowerment through digital inclusion,

IT Spending in India

Particulars	2021		2022		2023	
	Spending	Growth (%)	Spending	Growth (%)	Spending	Growth (%)
Communication Services	24,110	4.8	24,668	2.3	25,381	2.9
Data Center Systems	3,672	17.1	3,880	5.7	4,067	4.8
Devices	44,354	23.2	46,028	3.8	47,550	3.3
IT Services	18,199	11.3	19,853	9.1	21,820	9.9
Software	9,396	19.7	10,817	15.1	12,477	15.3
Total	99,731	15.5	105,246	5.5	111,295	5.7

Source: Gartner (January 2022)

According to Nasscom, India’s information technology sector is set to become a USD 227 billion industry in 2022, registering a 15.5% growth on YoY basis. In its yearly strategic review for 2022, Nasscom said the industry added 4.5 lakhs new jobs to take the overall direct employees to 50 lakhs people. Export revenues grew 17.2% to USD 178 billion, while the domestic revenues grew 10% to USD 49 billion.

India’s IT firms will gain from surge of opportunities in 2022 as the trends of increasing cloud adoption and digital transformation that controlled 2021 gather impetus and drive 20%-30% growth for the industry. The key drivers of business demand for Indian IT in 2022 would be automation, artificial intelligence, cloud migration/modernisation, security, consulting and systems integration.

digital entrepreneurship and industry, innovation and start-ups, cybersecurity and research and development.

According to Gartner, Indian companies will spend an estimated USD 105.2 billion on IT in 2022, 5.5% more than in 2021. IT services segment - which includes consulting and managed services - will have the second highest spending growth in 2022, reaching USD 1.3 trillion, up 7.9% from 2021. Business and technology consulting spending is expected to grow 10% in 2022. The export revenue of the IT industry is estimated at USD 150 billion in 2021.

Cloud-based software consumption will be one of the biggest contributors towards the 15% growth in software segment in India. Within the enterprise application software market, the cloud segment was larger than the non-cloud market for the first time in 2020. By 2025, it is expected the cloud market will be twice the size of the non-cloud market.

Outlook

Digital technologies have spurred, and they will continue to have a great influence on businesses as well as societal well-being in the coming year too. With that in mind, 2022 will be the year when the main focus of the technology industry will be on making technological developments that will simplify and secure each and everything we do.



3. Company overview

Mastek is a trusted digital engineering and cloud transformation partner that delivers innovative solutions and business outcomes for clients across industry verticals including Healthcare and Life Sciences, Retail, Manufacturing, Financial Services and Government/ Public sector. We enable customer success and business change programmes by partnering with enterprises to unlock the power of data, modernise applications to the cloud, and accelerate digital advantage for all stakeholders. Our mission is to De-complex Digital and make your business future-ready with an industry-first approach.

UK and Europe

Despite a difficult backdrop with the end of the Brexit transition period, social distancing, and multiple lockdowns brought on by the pandemic, the tech sector has proven resilient by managing to grow despite the unprecedented circumstances.

The UK tech sector raised the third highest amount of venture capital (VC) investment in the world (behind only the United States and China), investment in deep technologies, such as AI, Blockchain and Quantum computing have risen and the UK’s relative attractiveness for investment improved. According to Gartner, IT spending in UK will reach USD 223.3 billion in 2022, an increase of 6% from 2021. This is higher than the projected 4.7% growth for total EMEA IT spending in 2022. Organisations in the UK are on pace to increase their IT spending by USD 14.4 billion in 2022, which is more than France, Germany, Italy and Turkey combined. Remote work, remote education and telehealth are bolstering IT spending in government, education and healthcare which are among the top growth industries in the UK.

Business performance

Mastek has been operating in the UK for the past 30 years, implementing major programmes across the UK from school’s solutions to Local Government to major critical national infrastructure in Health and Immigration & Border protection. The UK and Europe business contributes to ~68% of Mastek’s revenue.

Digital demand in the market is growing at 13% YoY. Mastek is servicing four of the five major spenders in the market and is the strongest in terms of SAAS offerings. The UK market presents an annuity business (run and maintain) opportunity for Mastek, which is evident from large deals (>USD10 million) acceleration. We won multiple major deals (USD 10 million+) with multi-year engagements. We have a wallet share of ~10-15% with key customers, providing significant space for growth. Going forward, we are looking to scale up UK private business as well and looking to expand into Nordic countries, Netherlands and France in European region. Some of the key highlights for the year includes:

- Built our consulting capability, using digital enablers such as Architecture as a Service (AaaS), Design Thinking Organisation and Process Consulting capability
- Large deal wins in the Public Sector aligned with our aspirations
- Opened a new office in Bucuresti, Romania which will help strengthen our footprints in the European market and serve as a foundational step towards opening more nearshore delivery centres, closer to the UK market. The centre will

primarily focus on building capacity for Oracle Cloud and Digital Services to support the UK, Europe and global demand

- Augmented the sales team both for new logo and account mining
- Significant acceleration in our Healthcare business driven by the NHS
- Moved to multi-year deals over projects spanning 12-18 months, providing revenue stability
- Forayed into the private sector with newer partnerships of platform implementation. Private sector opportunity includes fraud analytics in BFSI sector, identity management, vehicle leasing platform especially on the Electrical Vehicles side and managed services engagements (annuity revenue)

On the back of strong delivery track record and customer trust and confidence, we witnessed significant growth across our verticals and service lines including Oracle Cloud, Public Sector and Healthcare; while Private sector continue to strengthen its base and expand.

Europe especially continental Europe covering nordics is a major market focus for Mastek. During the year our Europe business doubled as we signed multi-million and multi year engagements with large Enterprise customers. We continue to make investments in this region to drive further growth and scale.

Mastek is a trusted Digital Engineering and Cloud Transformation Partner for the UK Public and Private Sector customers. The Company is committed to support UK’s economic recovery and is looking forward to create 1,600 new jobs with an investment of GBP 79 million over the next 3 years. As part of its growth plan, Mastek is recruiting fresh graduates and lateral hires and investing heavily on training and upskilling talent. Mastek’s ambition is to help society address the impact of the digital revolution and harness the opportunity it brings. Mastek leads on a range of initiatives that take a progressive approach to digital inclusion, from entry level skills to employment opportunities as well as bringing innovation into the not-for-profit sector. Our commitment to tackling economic inequality focuses on upskilling local staff, bringing in new talent and supporting local SMEs to harness innovation.

The UK operations contributed ₹ 148,485 lakhs in total operating revenue for the FY22, reflecting growth of 27.9% on YoY basis.

United States

According to Forrester, tech budgets in the United States are expected to expand by 7.4% in 2021, and 6.7% in 2022. This is due to businesses reopening after the pandemic in the United States leading to an overall positive impact on the growth of the economy. Notably, software spending will be stronger compared to other tech categories. Tech consulting services and tech outsourcing services will also experience increased spending, while computer and communications equipment will fluctuate.

Business performance

Our Oracle and cloud service line continues to grow in the region while Digital Commerce further strengthened with capabilities in the area of Salesforce, Magento and other Commerce cloud tools and solutions in addition to Oracle cloud commerce.



With the rise of Composable Applications and MACH - Microservices, API First, Cloud Native, and Headless, we are seeing the emergence of a slew of new platforms for commerce, experience, personalisation, search, AI, recommendations, and AR / VR. Mastek sees itself as well positioned to assist clients worldwide with commerce modernisation work as a result of our strategy to invest in these newer technologies. Our Oracle service line continues to grow across industries with specific focus on Manufacturing, Healthcare and Life sciences. During the year, we launched Cloud Enhancement Service (CES) offerings providing significant ROI to our customers.

We continue to execute our strategy and acquire customers in upper mid-market segment (USD 2 Billion to USD 10 Billion in revenue). Consequently, our customer base in Fortune 1000/ Forbes 200 category expanded to 19 in FY22 vs 6 in FY21.

Resourcing and supply chain management across delivery and business functions aided in the expansion of business. As the war for talent continues which is an industry-wide challenge, we are investing in improving the employee experience through a combination of development and growth opportunities, wellness programmes, open communication, and a stimulating work environment.

We secured the first deal for our Canadian entity with a leading Healthcare service provider. This is a huge win for our Healthcare and Lifesciences vertical and expands our nearshore delivery capabilities despite the ongoing talent crisis across the industry. Traditionally, our US business has been heavy on retail. We have made conscious efforts to expand our industry footprint and capture other growth verticals, resulting in 70% of net new accounts from Healthcare, Manufacturing, Professional Services and BFSI verticals.

- Mastek implemented a B2C website by loosely coupling architecture by enabling OSF to handle e-Commerce Order Journey and decouple external system dependencies for a Canadian-owned company that has been serving the healthcare needs of Canadians for more than 50 years.
- Mastek launched a new global B2B website for one of its US clients which designs & manufactures bicycles. This eCommerce platform will help the client to improve business relationship with dealers and reduce time to market for launching sites for new markets from months to less than 4 weeks.

Our strong engineering mindset and solution approach will allow us to scale exponentially and deliver new-age commerce capabilities to our clients, allowing them to succeed. Our emphasis on expanding partnerships with Oracle, Microsoft, and Salesforce will drive growth through front-to-back office digital transformation capabilities. With our largest co sell deal in the Americas region, we saw the high impact of this synergy. We

continue to collaborate with specialised technology partners in the areas of data analytics, cloud, AI, CX, and automation to strengthen our digital services offerings and drive value creation for clients.

During the year, Mastek was recognised by Gartner for our outstanding digital commerce services. We are listed among the top 68 companies who provide digital commerce services globally, by Gartner. We have also been recognised by Everest for our Digital Interactive services.

In FY22, US operations contributed ₹ 38,556 lakhs in total operating revenue, which is 17.7% of the total operating revenues of Mastek, reflecting growth of 34.1% YoY.

MENA

According to Gartner, IT spending in the Middle East and North Africa (MENA) region is forecasted to be total USD 1.7 billion in 2022, an increase of 2.6% from 2021.

The rise of renewable energy and the subsequent dip in oil prices due to COVID-19 accelerated the transition towards a knowledge-based economy, to reduce the regions’ dependency on oil exports. Additionally, the advent of 5G, increase in digitally skilled local workforce, and rapid digitalisation of sectors such as banking and retail, will present a growth-conducive environment for IT spending in the region through 2022. In 2021, the pandemic response was a primary reason for the uptick in spending on devices. This trend will stabilise in 2022 as MENA CIOs will work on advancing their remote/hybrid working models, virtual learning, digital commerce and tele-medicine projects.

Business performance

Post pandemic since travel opened up, we saw considerable increase in cost factors across resourcing and deployment, which forced us to rethink the way we are structuring our deals and making us more go towards competitive pricing mode considering all the factors. Saudi localisation resulted in us revisiting our rate cards and put us under tremendous cost pressure for two quarters.

With strong collaboration with Oracle and industry focus along with leveraging digital services we are now in a very strong position to go to the marketplace and win some significant deals across various practice line & industry verticals. We strongly believe in addition to Oracle service line; we are expecting to expand into digital services and application engineering.

Our operations from the Middle East, APAC including Australia and India contributed ₹ 31,343 lakhs, representing 14.4% of the total operating revenue in FY22. The Covid-19 pandemic has disrupted the IT industry significantly thus increasing growth opportunities for the company’s like Mastek.



4. Financial review

Company Business Geographies and Performance

Geographies	Year ended March 31, 2022		Year ended March 31, 2021	
	₹ in lakhs	% of Revenue	₹ in lakhs	% of Revenue
UK and Europe	148,485	68.0%	116,089	67.4%
USA	38,556	17.7%	28,755	16.7%
Middle East	19,006	8.7%	18,948	11.0%
Rest of the World	12,337	5.6%	8,394	4.9%
Total	218,384	100%	172,186	100.0%

The UK and Europe operations contributed ₹ 148,485 lakhs in total operating revenue for FY22 as compared to ₹ 116,089 lakhs for FY21, resulting in an increase of 27.9%.

USA operations contributed ₹ 38,556 lakhs in total operating revenue for FY22 as compared to ₹ 28,755 lakhs for FY21, resulting in an increase of 34.1%.

Middle East operations contributed ₹ 19,006 lakhs in total operating revenue for FY22 as compared to ₹ 18,948 lakhs for FY21, flat YoY.

Revenue from Rest of the World (ANZ, APAC etc.) is ₹ 12,337 lakhs for FY22 as compared to ₹ 8,394 lakhs for FY21, an increase of 47.0% YoY.

Financial and operational performance overview

Financial performance review

For the year ended March 31, 2022, the financial and operational performance in terms of revenue and profits saw good growth.

Financials

On a consolidated basis, the Group registered total operating revenue of ₹ 218,384 lakhs for the year ended March 31, 2022 as compared to ₹ 172,186 lakhs in the year ended March 31, 2021, an increase of 26.8%.

The Group registered a net profit of ₹ 33,342 lakhs in the year ended March 31, 2022 as compared to ₹ 25,175 lakhs in the year ended March 31, 2021, thereby registering an increase of 32.4%.

Profitability

During the year ended March 31, 2022, the Group earned a net profit of ₹ 33,342 lakhs as compared to ₹ 25,175 lakhs for the year ended March 31, 2021. The profits for the financial year ended 2021-22 witnessed growth on account of the following:

- (a) Productivity and other operational improvements
- (b) Profitable growth across geographies and accounts
- (c) Better management of variable cost structure and profitability levers

Balance Sheet

Assets

1. Property Plant and Machinery:

Tangible assets including investment property as on March 31, 2022 were ₹ 7,198 lakhs as compared to

₹ 6,355 lakhs in the previous year. Variance is explained as below:

- Gross additions ₹ 3,361 lakhs and deletions of ₹ 23 lakhs towards Computer, furniture and fixtures and office equipment
- Depreciation charge of ₹ 2,493 lakhs
- Foreign Exchange translation adjustment (net) of ₹ (2) lakhs

2. Other intangible assets and Goodwill

Intangible assets and Goodwill as at March 31, 2022 were ₹ 76,905 lakhs as compared to ₹ 74,325 lakhs in the previous year. Variance is explained as below:

- Gross additions of ₹ 448 lakhs and deletions of Nil lakhs towards computer software
- Depreciation charge of ₹ 1,794 lakhs
- Foreign exchange translation including other adjustments (net) of ₹ 3,926 lakhs

3. Non-Current Financial assets

A) Investments

Non-Current investment comprises of Investment in Investment in Mutual Funds and Investment in Bonds. Investment in Mutual funds as of March 31, 2022 were ₹ 1,025 lakhs. Investment in Fixed deposits as of March 31, 2022 were ₹ 52 lakhs.

Under Ind AS 109, financial assets designated at fair value through other comprehensive income (FVTOCI) are fair valued at each reporting date with changes in fair value reported through Other Comprehensive Income (OCI).

B) Other financial assets

The loan and other current financial assets as of March 31, 2022 were ₹ 4,156 lakhs as compared to ₹ 2,634 lakhs in the previous year. Increase is on the account of margin money deposits with banks against performance bank guarantee for certain contracts and Foreign exchange forward contract.

4. Other Non-current assets

The other non-current assets as of March 31, 2022 stood at ₹ 153 lakhs as compared to ₹ 131 lakhs as at March 31, 2021. The increase is primarily on account of capital advances and prepaid expenses.

**5. Income Tax assets/liabilities**

The current Income tax assets balance as of March 31, 2022 was ₹ 322 lakhs as compared to Nil in the previous year. The income tax assets represent domestic corporate tax. The current Income Tax liabilities balance as of March 31, 2022 was ₹ 6,225 lakhs as compared to ₹ 4,278 lakhs in the previous year. Current income tax liabilities majorly represents estimated income tax liabilities relating to overseas geography.

**6. Deferred Tax assets/liabilities**

Deferred tax assets as of March 31, 2022 were ₹ 7,050 lakhs as compared to ₹ 5,320 lakhs in the previous year. Deferred taxes assets primarily comprise of deferred tax on MAT credit entitlement, liabilities relating to employee benefits and bonus, exercise of share based options (OCI) and provision against doubtful debts. Deferred tax liabilities were ₹ 2,124 lakhs as compared to ₹ 1,831 lakhs in the previous year. Deferred tax liability primarily comprises undistributed profit of subsidiaries, amortisation of goodwill, fair value of investments and cash flow hedge.

**7. Current Financial assets****A) Investments**

Investments comprised of unquoted mutual fund units and fixed deposits. The Investments balance was ₹ 5,483 lakhs as of March 31, 2022 as compared to ₹ 19,291 in previous year. Under Ind AS, financial assets and financial liabilities designated at fair value through profit and loss (FVTPL) are fair valued at each reporting date with changes in fair value recognised in the statement of profit and loss.

**B) Trade Receivable**

Trade receivables as of March 31, 2022 stood at ₹ 43,557 lakhs as compared to ₹ 37,488 lakhs in the previous year. Day's sales outstanding was 82 days compared to 75 days in the previous year.

**C) Cash and cash equivalents**

The cash and Bank balance as on March 31, 2022 was ₹ 72,706 lakhs as compared to ₹ 60,812 lakhs in the previous year.

**D) Other current financial assets**

The other current financial assets were ₹ 1,381 lakhs as compared to ₹ 914 lakhs in the previous year. The increase was majorly driven by Foreign exchange forward contracts.

**8. Other Current assets**

Other current assets were at ₹ 28,394 lakhs as on March 31, 2022 as compared to ₹ 18,032 lakhs in the previous year. The increase was driven by contract assets, R&D credit receivable, and input tax credit.

**Equity and Liabilities****9. Total Equity**

We have one class of share- equity share capital of par value ₹ 5 each. The issued, subscribed and paid-up

capital stood at ₹ 1,501 lakhs as of March 31, 2022, which was ₹ 1,262 lakhs in the previous year. The National Company Law Tribunal, Ahmedabad bench vide its order dated September 14, 2021, approved and sanctioned the Scheme of Arrangement amongst Evolutionary Systems Private Limited, Trans American Information Systems Private Limited (Now known as Mastek Enterprise Solutions Private Limited), and the Company and their respective shareholders and Creditors and accordingly Company had issued and allotted 4,235,294 equity shares at ₹ 650 each (including premium) to the shareholders of Evolutionary Systems Private Limited in terms of the approved Scheme of Arrangement. Additionally, the Board of Directors of the Company, by virtue of a special resolution passed by the shareholders of the Company through postal ballot on January 17, 2022, approved for allotment and the Company has allotted through the Preferential Allotment Committee 254,755 equity shares of the face value of ₹ 5 (Rupees Five) each at an issue price of ₹ 3,194 per share (including a premium of ₹ 3,189 per share), aggregating to ₹ 81.37 crores on a private placement basis and the preferential allotment was made on February 10, 2022 and got it listed.

**10. Non-Current Financial Liabilities****A) Borrowing**

The Non-Current borrowing as of March 31, 2022 was ₹ 12,080 lakhs as compared to ₹ 19,024 lakhs in the previous year. The decrease is on account of term loans repayment as per agreed terms.

**B) Lease Liabilities**

The Lease liabilities as on March 31, 2022 was ₹ 804 lakhs as compared to ₹ 686 lakhs in the previous year.

**C) Other financial Liabilities**

The other financial liabilities as of March 31, 2022 was ₹ 23,717 lakhs as compared to ₹ 28,432 lakhs in the previous year. The decrease is on account of lower fair value of put option written on minority shareholding.

**11. Provisions**

The long-term provision balance as of March 31, 2022 was ₹ 2,720 lakhs as compared to ₹ 2,367 lakhs in the previous year. The increase is mainly due to attributable to employee benefits liability.

**12. Current Financial Liabilities****A) Borrowing**

The current borrowings as of March 31, 2022 were ₹ 6,946 lakhs as compared to ₹ 6,998 lakhs in previous year. The decrease is attributable to forex impact on the current portion of the long term borrowings.

**B) Lease Liabilities**

The Lease liabilities as on March 31, 2022 was ₹ 453 lakhs as compared to ₹ 597 lakhs in the previous year.

**C) Trade Payables**

The trade payables as of March 31, 2022 were ₹ 3,327 lakhs as compared to ₹ 3,069 lakhs in the previous year. The increase is mainly attributable to increase in Subcon expenses and software purchases.

**D) Other current financial liabilities**

The other current financial liabilities as of March 31, 2022 were ₹ 51,871 lakhs as compared to ₹ 42,694 lakhs in the previous year. The increase is attributable to current portion of Put option liabilities- Derivative, accrued expense and employee benefits payable.

**13. Other current liabilities**

The current liabilities as of March 31, 2022 were ₹ 13,600 lakhs as compared to ₹ 13,219 lakhs in the previous year. The increase is attributable to higher statutory dues payable.

**14. Provisions**

The short-term provision balance as of March 31, 2022 is ₹ 2,780 lakhs as compared to ₹ 2,323 lakhs in the previous year. The increase is mainly due to employee benefits provisions.

**Key financial ratios**

In accordance with the SEBI (Listing Obligations and Disclosure Requirements 2018) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more) as compared to the immediately previous financial year) in key sector-specific financial ratios.

The Company has identified the following ratios as key financial ratios:

Particulars	Consolidated	
	FY22	FY21
Revenue Growth (%)	26.8	60.7
Net Profit Margin (%)	15.0	14.4
Operating Profit Margin (%)	21.2	21.2
Debtors Turnover (No. of days)	82	75
EPS Basic (₹)	106.5	84.9
Return on Equity (%)	29.5	25.6

**Details of ratios where there has been a significant change from FY21 to FY22**

On a consolidated basis, operating revenue increased by 26.8% to ₹ 2,18,384 lakhs for the year ended March 31, 2022 from ₹ 1,72,186 lakhs in the previous year. This increase is driven by steady performance across verticals and geographies during the year.

Group net profit increased by 32.4% to ₹ 33,342 lakhs for the year ended March 31, 2022 from ₹ 25,175 lakhs in the previous year. This represents 15.0% and 14.4% of total income for the years ended March 31, 2022 and March 31, 2021, respectively. This also resulted in increase in basic EPS to ₹ 106.5 for the year ended March 31, 2022 from ₹ 84.9 in the previous year.

During the year, on a consolidated basis group earned operating EBITDA of ₹ 46,251 lakhs representing 21.2% of operating revenue, compared to ₹ 36,447 lakhs representing 21.2% of operating revenue, during the previous year. Despite supply-side challenges, the group was able to deliver stable margins during the year driven by operating improvements.

**5. Operational Review**

Mastek has been consistently driving high quality operational support on the back of strong delivery methodology and processes. The Company aligned the backend delivery organisations of both Mastek and Evosys to focus on improving the overall productivity and efficiency levels within projects. Despite an uncertain macro-economic environment due to the pandemic crisis and Russia-Ukraine war, the Company witnessed significant growth across geographies it operates, demonstrating a resilient business model. The Company continued to invest in people to strengthen its bandwidth with net addition (gross hiring reduced by attrition) of 1,185 people during the year.

**Update on Board of directors**

The Mastek Board currently has 6 (six) Members, out of which 4 (four) are Independent Directors including 1 (one) Woman Director and there is 1 (one) Non-executive Director and 1 (one) Executive Director who are also the Promoters of the Company.



### Update on Subsidiary Board

- On February 7, 2022, Vivek Chopra joined Mastek's US Board as a Board Member and Strategic Advisor to organisations globally. He was Chief Executive of L&T Infotech in the past and held senior positions in IBM, HP, and Wipro with various capacities leading Applications, BPO, Infrastructure, and global businesses through the years.
- On February 7, 2022, David O'Brien joined Mastek's UK Board. He is recognised for exceptional success in innovative business deal-making as Chief Revenue Officer, CEO, and Chief Commercial Officer. He has held senior positions in GFT Group, Accenture, Siemens and driven successful transformation of revenue, technology, and profit performance in various roles.
- On March 9, 2022, David Rutchik joined Mastek's US Board. David is the Managing Partner of The Dorzac Group, a private investment, executive advisory, and private equity operating support provider. Previously, David was the Executive Managing Director of Pace Harmon, a leading consulting and advisory firm servicing global Fortune 500 and Private Equity clients, which he sold to a strategic buyer in a highly successful exit. He brings over 25 years of experience leading numerous IT and business process outsourcing (ITO and BPO) multi-tower transactions, strategic sourcing across multiple complex categories, M&A integration/divestitures, carve-out support, process optimisation, and organisational design and effectiveness engagements. He has served as the president of an international outsourcing and cloud provider backed by Goldman Sachs, and earlier in his career was a technology and outsourcing attorney for a global law firm. Throughout his career, he has worked with and for many of the world's leading companies.

### Update on Management

As part of the Vision 2025 roadmap for accelerated growth, Mastek continues to onboard executive leadership talent.

- On July 6, 2021, appointed Hiral Chandrana as Global Chief Executive Officer who comes with a proven track record of leading and growing Digital Transformation business. Hiral will be based out of the US. Hiral has over two and half decades of global experience in IT Services and Solutions across a diverse set of industries. He has worked with Wipro Limited, Electronic Data Systems (now part of DXC Technology) in progressive business leadership roles. In his last role during a 14-year stint at Wipro, he served as the Senior Vice President and Global Head, Business Application Services where he has transformed the USD 3 billion Applications business to Digital; in addition to driving strategic cloud partnerships and M&A's. Hiral has done his MS and MBA from US after Mechanical Engineering in India.
- On May 31, 2021, appointed Arun Agarwal as Global Chief Financial Officer of the Company. He has joined the Company in the year 2016 and is a Chartered Accountant by qualification and 19 years of varied finance experience having expertise in Business Finance function, controllership, Mergers and Acquisitions, Treasury and Global Taxation.

- On January 11, 2022, appointed Prajakta Talvelkar as Global Head of Marketing and Partnerships and part of the executive leadership team. Prajakta joins Mastek from Capgemini and will be responsible for Global Marketing and brand transformation, digital and content marketing, and corporate communications. She will also drive relationships with the partner ecosystem, analyst firms, and advisory boards as Mastek continues its growth journey. Prajakta brings along more than 20 years of global experience in the IT industry across Sales, Consulting, Marketing, and the Alliances realm. During her previous stint with Capgemini for over a decade, Prajakta led marketing, presales and account growth platform for North America business and was responsible for setting up and running the Marketing unit for Capgemini's Business in India and the Middle East.
- On January 28, 2022, appointed Ritwik Batabyal as Chief Technology and Innovation Officer. In this role, Ritwik will drive the platforms and non-linear revenue charter which will include innovation led initiatives that will deliver business value for Mastek's clients. He will also be responsible to evaluate disruptive technologies, build a cohesive ecosystem of start-up partners and create monetisation models around AI intersections with industries. This will enable Mastek to provide differentiated business solutions to meet the strategic needs of customers.

### People Strength

As on March 31, 2022, the Group had a total headcount of 4,977 as compared to 3,792 employees at the end of March 31, 2021. Of this, 3,682 employees were based offshore in India while the rest were at various onsite locations.

### Dividend

The Board of Directors has recommended a final dividend of ₹ 12/- per share during the quarter ended March 2022. This dividend together with interim dividend of ₹ 7/- per share results in total dividend payout for the year of 380% (₹ 19/- per share).

## 6. Business Outlook

Mastek reported another robust year of financial performance driven by our continuous focus on digital engineering and cloud transformation services. We crossed USD 293 million in FY22. Despite an uncertain environment due to ongoing pandemic crises, supply chain disruption and geopolitical issues, the Company maintained its overall Group growth momentum. The management continues to remain focused on the Company's core areas of business, viz. Government, Retail, Health and Financial Services.

The Company's ability to execute business process transformation services and our differentiation in Oracle Cloud has helped us win some large deals and grow accounts during the year. We are witnessing strong demand acceleration as reflected in our record 12 months order backlog of USD 193.8 million as of March 2022.

With an aim to touch our aspiration of USD 1 billion, we will continue to make investments in our people, in next-gen capabilities, in partnership and alliances. Industry-leading



high-quality earnings continue to remain the key focus area for the management.

2022 will be pivotal year for IT industry. The Covid-19 pandemic has brought several years of change across sectors. The accelerated demand for digital transformation and cloud migration services to be agile in the face of disruption and to create the new digitally enabled business models for a new normal has created huge opportunities for the service providers like Mastek.

Mastek is geared up to 'Decomplex Digital' for all of our stakeholders with Trust, Value, and Velocity.

## 7. Information Technology

### Mastek's Internal Transformation Journey

#### Mission

Mastek is focused on its internal transformation to support its Journey to Vision 2025. This will contribute to Mastek's success by bringing transformational but sustainable change. It is also important to achieve it at Velocity by pole vaulting rather than leapfrogging.

For Mastek, Digital transformation is the integration of digital technology into all areas of a business, changing how we operate and deliver value to our customers.

The journey began with the vision to make Mastek digital inside and shine outside and the mission to be frugal and innovative at the core to create a differentiated value for the company, employees, shareholders and customers

At Mastek the transformation started with identifying major problem statements, clear opportunities, and key aspirational goals. It also revolved around Mastek's major KPIs like customer experience, Revenue, profitability and building a strong shield of cyber security.

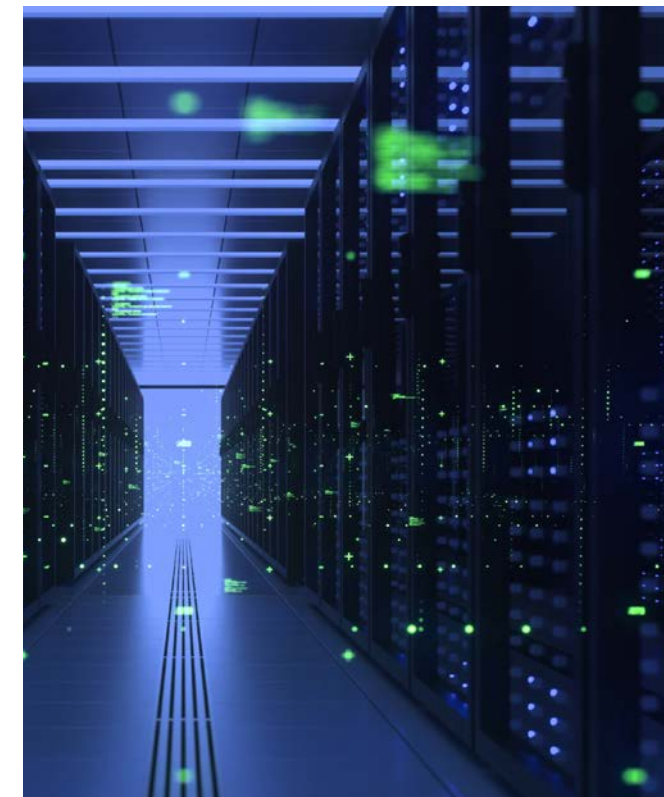
With the deep analysis of the problem statement, the study of external/internal experience of transformations, and reasons for success and failures, Mastek defined a three-block transformation building strategy.

#### Foundational (Platform and Digitisation)

As the name suggests, this block focuses on implementing best-of-the-breed platforms with end-to-end functionalities at Mastek, replacing its legacy, in-house and silo applications developed over 20+ years. This phase started with the implementation of Hire-to-Retire, Procure-to-Pay, and Travel and Expense management platforms. It also covered the digitisation of some of the other manual processes.

#### Scalable and Repeatable (Integration and Automation)

Transformation is not just a technology upgrade, it needs to start with the people and processes. This block ensures that the platforms and processes being configured are scalable and repeatable. The platforms need to integrate and communicate with each other via a common integrator for seamless transfer of information across platforms. Robotic automation would help to bridge the gap by systemising certain semi-automatic processes to improve efficiency.



### Aspirational (Real-time actionable insights and Intelligence)

Our market research suggests that the Businesses that transform successfully leverage fast and simplified decision-making. Organisations use the right KPIs to monitor progress toward outcomes. And they remove obstacles quickly and effectively. At Mastek our objective is to develop a weekly, monthly, and quarterly cadence for vital decisions and save a huge amount of manual effort. Our Aspirational block covers actionable insights, smart alerts on KPIs, and AI / ML-infused dashboards with forecasts and trends.

### Themes

Multiple programmes were defined covering 360-degree transformation and they were classified into five themes for dedicated attention.

- Digitised Mastek** - Company's FY23 focus would be predominantly on the cloudification and transformation of the business enabling processes like Hire-to-Retire, Procure-to-Pay, Order-to-Cash, Travel and Expense to maximise value delivery.
- Integrated Mastek** - Focused on multiple platform integration. Also Integration of acquired companies on Mastek systems
- Automated Mastek** - Continue to identify and replace manual activities with automated processes using robotic automation (RPA) and use freed up resources for value-adding activities.
- Intelligent Mastek** - Systemising and replacing all review dashboards to enable on demand reviews saving a considerable amount of time and improving the user experience.



5. **Simplify and Secure** - Internal systems and processes built over 20+ years needed an overhaul for simplicity to boost scalability. This theme includes initiatives like designing a futuristic enterprise system architecture, application rationalisation, Cloudification and mobility of systems and apps, rationalisation of IT infrastructure, and simplifying the internal IT processes. Following initiatives are covered under this theme

Project Thimble flower (70% of IT Service requests), Cloud, Vendor Consolidation, Optimise and Standardise Mastek Global Network through SD-WAN

**AEGIS** - (MASTEK CYBER SECURITY 2.0) Central SOC, Global Threat Intelligence, Enhance Security through advanced features like Sandboxing, CASB, NaaS,

Secure E-mail Infrastructure with advanced threat protection, cyber security insurance, and information security certification

**Integrated helpdesk**- to build a next-generation service management process and technology to enable service maturity

#### Transformation Index

Mastek has developed an internal index considering multiple factors basis our experience and external inputs for measuring transformation every quarter. On this scale (0 -> 10) Mastek started at 3.13 and has moved to 5.09

Mastek's Business Transformation index has moved from 25% to 49%

- App Cloudification index has moved from 26% to 30%

- Infra Cloudification index has moved from 0% to 35%

- Cyber Security Index moved from 50% to 60%

- M&A post-merger integration Index has moved from 87% to 96%

#### Additional Aspiration

Mastek has also planned to showcase its internal transformations and innovations to customers and prospects, which they can easily relate to their real-life problem statements. This way internal teams will also have the pleasure to contribute directly to Mastek's revenue growth.

#### Highly Motivated DCT

Mastek's internal IT transformation group is recognised by the name "DCT" (Digital Catalyst Team). This team is armed with the new technologies and well versed with Mastek's processes, and aware of their role and responsibilities. The team's dedication is also fuelled by the new inspiring and experienced leadership to keep their morale high for focused performance, to achieve the transformation target within FY23 as per the original plan.

#### 8. R & D

For Mastek, research and development are vital to proactively address market trends and customers' needs, which gives us an edge over their competitors.

Our structured investment plan and success in R & D have encouraged highly skilled, creative, and innovative professionals to join our company.

We have focused on expanding the non-linear business model, primarily driven by innovation, venture capital, launchpad, patenting and architecture as a service model under "Chief Technology and Innovation Officer".

**Mastek Ventures** is bridging the gap between emerging start-ups and enterprise customers. Established in FY22 as the strategic investment arm of Mastek Limited, we invest in early to mid-stage companies building innovative enterprise solutions while aligning with our corporate growth strategies, boosting account enablement and exploring new revenue streams. As a leading technology services provider and trusted advisor to G2000 enterprises, we provide our portfolio companies access to a broad customer base worldwide.

#### Launchpad

Project Launchpad offers start-ups the opportunity to work with Mastek's technological and domain expertise in assets and saleable use cases, giving them access to a focused ecosystem to help them tailor their solutions to the market scale and rapidly innovate. These solutions become bolt-on seed candidates for broader digital business ventures and are refined to create maximum impact.

*For many start-ups, the most challenging part of bringing a solution to market isn't having a powerful idea or securing funding - it's the exact fitment to an enterprise business problem and validated by the field force.*

#### Innovation Lab as a Service

With the rapid pace of change, transformation is impossible without innovation. With the brightest minds, newest technologies and deep industry expertise co-located in an immersive innovation space, we help companies tap into the creative energy of advanced technologies to drive ongoing digital transformation, new growth and heightened customer experiences. We develop and create prototypes using short, agile sprints with start-ups to make great ideas a reality—at speed and scale.

*Our Innovation Lab brings products and services, identified as the lowest common denominator to multiple domain use-cases, to market faster and accelerates digitisation of production and operations.*

#### Architecture as a service

While drawing into our deep technology expertise, design thinking, ecosystem relationships, and ability to innovate, we provide vendor-neutral viewpoints to solutions, positioning us uniquely to clients. We have an operational framework for these outcomes, with entire blocks for driving account-level intelligence, architecture strategy and assessment, and drafting detailed solution views.

*At Mastek, architects are at the heart of innovation to deliver our clients the most technically complex and cutting-edge solutions. To nurture our best talents, we created a specialised MMTS Certification Programme to identify and*



*recognise technology specialists within Mastek for their level of expertise and experience.*

#### Project Deep Blue

Mastek has always been home to change-makers and forward-thinkers who challenge the status quo. To transform lives using technology, Mastek instituted "Project Deep Blue", and since then, we have continuously encouraged engineering students to solve social problems using coding skills and come up with meaningful technical solutions.

The project signifies the willingness to challenge the norms, the determination to solve challenging issues to create a social change and the drive to become forward thinkers. As the new generation of emerging engineers lacks practical knowledge concerning the industry, "Project Deep Blue" serves as a platform that bridges the gap between industry and academia. The initiative allows engineering students to test their technical acumen under the mentorship of industry veterans from Mastek.

What differentiates "Project Deep Blue" from other hackathons is the depth of interaction between participating students and Mastek, which lasts for three months, thus, preparing students before they step into corporate life or pursue an entrepreneurial path. We believe in nurturing and creating a workforce for tomorrow while being responsible for society. Through the Deep Blue Project, we are supporting the next generation in their journey of finding solutions to unanswered questions and contributing toward making the world a better place.

#### 9. Risks and Concerns

For details refer page 52

#### 10. Internal Control System

The Company believes that internal controls are a necessary prerequisite of governance and that freedom should be exercised within a framework of checks and balances. The Company has a well-established internal control framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of corporate, financial and operational controls. The management is committed to ensuring an effective internal control environment, commensurate with the size and complexity of the business, which provides assurance on compliance with internal policies, applicable laws, regulations and protection of resources and assets.

In response to the COVID-19 pandemic, we initiated our remote working model as a part of our business continuity plans. This has facilitated our employees to work remotely / work from home wherever customer-location deliveries are not contractually required or waived by customers during these tough times. The design of our processes allows for such remote execution with accessibility to secure data and ensure there are no events that have materially affected or are reasonably likely to materially affect internal controls over financial reporting during the period.

As a group, we have presence across multiple geographies and a large number of employees, suppliers and other

partners collaborate to provide solutions to our customer needs. Robust internal controls and scalable processes are imperative to managing the global scale of operations. The Management has laid down Internal Financial Controls to be followed by the Company. We have adopted policies and procedures for ensuring the orderly and efficient conduct of the business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

#### Internal audit

An independent and empowered third-party firm carries out process and risk-focused internal audits across all businesses (in India and overseas) to ensure that business processes and controls around these processes are adequate and are functioning effectively. These audits cover all aspects of the Company and its business, including but not limited to finance, technology, procurement, operations, asset management and compliance. Areas like cyber security that require specialised knowledge are reviewed in partnership with external subject matter experts.

The Internal Audit's functioning is governed in line with auditing standards and practices that are periodically reviewed by the Audit Committee of the Board, which stipulates matters contributing to the proper and effective conduct of the audits. As the Company's business expanded with new acquisitions, the audit scope has been widened to include the internal control framework of the new entities. The corporate level process controls including the ERP framework and operating processes, are constantly monitored for effectiveness during the audits.

The Company's senior management closely monitors the internal control environment and ensures that the recommendations of the Internal Auditors are effectively implemented. The Audit Committee periodically reviews key findings and provides strategic guidance. Internal Auditors report directly to the Audit Committee.

#### 11. Cautionary Statement

Statements made in the Management Discussion and Analysis Report describing the Company's objective, projections, estimates, expectations may be forward-looking statements within the meaning of applicable laws and regulations, based on beliefs of the management of the Company. Such statements reflect the Company's current views with respect to future events and are subject to risks and uncertainties. Many factors could cause the actual result to be materially different from those projected in this report, including among others, changes in the general economic and business conditions affecting the segment in which the Company operates, changes in business strategy, changes in interest rates, inflation, deflation, foreign exchange rates, competition in the industry, changes in Governmental regulations, tax laws and other Statutes and other incidental factors. The Company does not undertake any obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

# Directors' Report

Dear Members,

The Board of Directors (“**Board**”) of your Company is pleased to present the 40<sup>th</sup> Annual Report of Mastek Limited (“**Mastek**” or “**the Company**” or “**Your Company**”) on the business and operations together with the Audited Financial Statements (Consolidated and Standalone) for the Financial Year ended March 31, 2022.

In compliance with the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Act**”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), this report covers the financial results and other developments during the Financial Year ended March 31, 2022.

## 1. Financial Results

Key highlights of the Financial Results (Consolidated and Standalone) of your Company for the Financial Year ended March 31, 2022, as compared to the previous Financial Year are summarised below:

Summarised Profit and Loss	Consolidated		Standalone	
	Financial Year 2021-22	Financial Year 2020-21	Financial Year 2021-22	Financial Year 2020-21
Revenue from operations	218,384	172,186	25,670	18,714
Other income	3,608	2,791	7,354	3,487
<b>Total Income</b>	<b>221,992</b>	<b>174,977</b>	<b>33,024</b>	<b>22,201</b>
Expenses	172,133	135,739	22,286	16,968
Depreciation and amortisation expenses	4,287	4,495	1,242	1,079
Finance costs	768	810	54	58
Exceptional items - (loss) / gain	-	-	145	(459)
<b>Profit Before Tax</b>	<b>44,804</b>	<b>33,933</b>	<b>9,587</b>	<b>3,637</b>
Tax expense	11,462	8,758	1,876	1,750
<b>Profit After Tax</b>	<b>33,342</b>	<b>25,175</b>	<b>7,711</b>	<b>1,887</b>
Other Comprehensive Income	2,573	13,709	554	(313)
<b>Total Comprehensive Income</b>	<b>35,915</b>	<b>38,884</b>	<b>8,265</b>	<b>1,574</b>
Attributable to Equity Holders	35,915	38,884	8,265	1,574
Dividend	(4,753)	(1,362)	(4,753)	(1,362)
EPS (in ₹)				
- Basic	106.52	84.92	27.83	7.65
- Diluted	103.81	81.88	27.13	7.38

**Note:** The above figures are extracted from the Consolidated and Standalone Financial Statements, which have been prepared in compliance with the Indian Accounting Standards (Ind AS), and it complies with all aspects of Ind AS notified under Section 133 of the Act read with [Companies (Indian Accounting Standards) Rules, 2015 (amended)] and other relevant provisions thereof. There are no material departures from the prescribed norms stipulated by the Accounting Standards in preparation for the Annual Accounts. Accounting policies have been consistently applied, except where a newly issued Accounting Standard, if initially adopted or a revision to an existing Accounting Standard, required a change in the Accounting Policy hitherto in use. Management evaluates all recently issued or revised Accounting Standards on an ongoing basis.

## 2. An Overview of the Company's overall Financial Performance

### • Mastek Operations

On a Consolidated basis, the Company and its Subsidiaries (“**Mastek Group**”) registered revenue from operations of ₹218,384 lakhs for the year ended March 31, 2022 (as compared to ₹172,186 lakhs in the previous year ended March 31, 2021), which is an increase of 26.8%. The Mastek Group registered a Net Profit of ₹33,342 lakhs for the year ended March 31, 2022 (as compared to ₹25,175 lakhs in the previous year ended March 31, 2021), thereby registering an increase of 32.4%. Further details are included in notes to the Accounts of Consolidated Financial Statement, which forms part of this Annual Report.

On a Standalone basis, the Company registered revenue from operations of ₹25,670 lakhs for the year ended March 31, 2022 (as compared to ₹18,714 lakhs in the previous year ended March 31, 2021). The Company also made a Net profit of ₹7,711 lakhs for the year ended March 31, 2022 (as compared to a Net Profit of ₹1,887 lakhs in the previous year ended March 31, 2021). Further details are included in notes to the Accounts of Standalone Financial Statement, which forms part of this Annual Report.

The Financial Statements of the Company have been prepared based on the Audited Financial Statements of the Company and Audited Financial Statements of its Subsidiaries, which have been reviewed by the Statutory Auditors of the Company.

The Company discloses Consolidated and Standalone Financial Results on a quarterly basis, which are subject to limited review, and publishes Consolidated and Standalone Audited Financial Results on an annual basis.

Further, a detailed analysis of the Company's performance is included in the Management Discussion and Analysis Section, which forms part of this Annual Report.

### • Break-up of the Operating Revenue by Geographies

Geographies	Year ended March 31, 2022		Year ended March 31, 2021	
	₹ in lakhs	% of Revenue	₹ in lakhs	% of Revenue
UK & Europe	148,485	68.0	116,089	67.4
North America	38,556	17.7	28,755	16.7
Middle East	19,006	8.7	18,948	11.0
Rest of the World	12,337	5.6	8,394	4.9
<b>Total</b>	<b>218,384</b>	<b>100.0</b>	<b>172,186</b>	<b>100.0</b>

The UK & Europe Geography operations contributed ₹148,485 lakhs to total Operating Revenue for the year ended March 31, 2022 (as compared to ₹116,089 lakhs in the previous year ended March 31, 2021), resulting in a growth of 27.9%.

The North America Geography operations contributed ₹38,556 lakhs to total Operating Revenue for the year ended March 31, 2022 (as compared to ₹28,755 lakhs in the previous year ended March 31, 2021), resulting in an increase of 34.1%.

The Middle East operations contributed ₹19,006 lakhs to total Operating Revenue for the year ended March 31, 2022 (as compared to ₹18,948 lakhs in the previous year ended March 31, 2021), resulting in an increase of 0.3%.

Revenue from the Rest of the World's Geographies i.e. India and Asia Pacific operations contributed ₹12,337 lakhs to total Operating Revenue for the year ended March 31, 2022 (as compared to ₹8,394 lakhs in the previous year ended March 31, 2021), resulting in a growth of 47.0%.

### • Break-up of the Revenue by Service Lines

Service Lines	Year ended March 31, 2022		Year ended March 31, 2021	
	₹ in lakhs	% of Revenue	₹ in lakhs	% of Revenue
Digital & Application Engineering	99,428	45.5	82,269	47.8
Oracle Cloud & Enterprise Apps	72,000	33.0	52,272	30.4
Digital Commerce & Experience	25,789	11.8	23,612	13.7
Data, Automation, and AI	21,167	9.7	14,033	8.1
<b>Total</b>	<b>218,384</b>	<b>100</b>	<b>172,186</b>	<b>100</b>

### • Break-up of the Revenue by Customer Segments

Customer Segments	Year ended March 31, 2022		Year ended March 31, 2021	
	₹ in lakhs	% of Revenue	₹ in lakhs	% of Revenue
Government & Education	82,023	37.6	62,199	36.1
Health & Life science	51,247	23.5	39,407	22.9
Retail & Consumers	32,548	14.9	28,666	16.6
Manufacturing & Technology	28,254	12.9	17,513	10.2
Financial Services	24,312	11.1	24,401	14.2
<b>Total</b>	<b>218,384</b>	<b>100</b>	<b>172,186</b>	<b>100</b>

### Profitability

During the year ended March 31, 2022, Mastek Group earned a profit of ₹33,342 lakhs (as compared to ₹25,175 lakhs for the year ended March 31, 2021). The profits for the Financial Year ended March 31, 2022 witnessed growth on account of the following:

- Productivity and other operational improvements;
- Profitable growth across geographies and accounts, and;
- Better management of variable cost structure and profitability levers.



### 3. Material Changes & Commitments and Changes in Nature of Business

There have been no material changes and commitments affecting the financial position of the Company, which have occurred from the end of the Financial Year of the Company to which the Financial Statements relate till the date of this Report.

There has been no change in the nature of business of your Company.

### 4. Transfer to General Reserves

No part of the profit for the year was transferred to General Reserves during the year under review.

### 5. Dividend

Pursuant to Regulation 43A of the SEBI Listing Regulations, your Company has a well-defined Dividend Distribution Policy that balances the dual objectives of rewarding Members through dividends whilst also ensuring availability of sufficient funds for growth of the Company. The Policy is available on the website of the Company and can be accessed through the web link <https://www.mastek.com/wp-content/uploads/2022/07/Dividend-Distribution-Policy.pdf>.

#### Interim Dividend

The Board of Directors at its meeting held on January 19, 2022, declared an Interim Dividend at the rate of 140% i.e., ₹7.00 per equity share (on the face value of ₹5.00 per equity share). The above dividend was paid to the Members on February 15, 2022. The Company had deducted tax at source at the time of payment of dividend in accordance with the provisions of the Income Tax Act, 1961.

#### Final Dividend

Your Directors are pleased to recommend a Final Dividend at the rate of 240%, i.e., ₹12.00 per equity share (on the face value of ₹5.00 per equity share) for the Financial Year ended March 31, 2022, which will be paid upon obtaining the Members' approval at the ensuing Annual General Meeting. The Final Dividend, if approved, will be paid (subject to deduction of tax at source) within 30 (thirty) days from the date of the Annual General Meeting to those Members whose names appear in the Register of Members as on the cut-off date mentioned in the Notice convening the 40<sup>th</sup> Annual General Meeting.

The total dividend for the Financial Year ended March 31, 2022, including the proposed Final Dividend, amounts to ₹19.00 per equity share (on the face value of ₹5.00 per equity share) or 380% (previous year ₹14.50 per share or 290%).

### 6. Transfer of Unclaimed Dividend Amount and Underlying Shares to Investor Education and Protection Fund Authority

As required under the provisions of Section 125 and other applicable provisions of the Act, dividends that

remain unpaid / unclaimed for a period of 7 (seven) consecutive years, are required to be transferred to the account administered by the Central Government viz. Investor Education and Protection Fund ("IEPF"). Further, according to the said Rules, the shares on which dividend has not been encashed or claimed by the Members for 7 (seven) consecutive years or more shall also be transferred to the Demat account of the IEPF Authority.

During the year under review, pursuant to the provisions of Section 124 (5) of the Act, the Final Dividend for the Financial Year 2013-14 amounting to ₹431,830 and Interim Dividend for the Financial Year 2014-15 amounting to ₹255,341 which remained unclaimed for 7 (seven) consecutive years and was lying in the unpaid dividend account, has been transferred by the Company to the IEPF Authority and the underlying shares on the above-unclaimed amount of dividend aggregating to 2,719 equity shares and 947 equity shares respectively, have also been transferred to the Demat account of the IEPF Authority.

The relevant dates of the unpaid / unclaimed dividend amount which will be transferred to the IEPF Authority in the current year and subsequent years are given in the Corporate Governance Report, which forms part of this Annual Report.

### 7. Management Discussion and Analysis

In terms of provisions of Regulation 34(2) of the SEBI Listing Regulations, a detailed Management Discussion and Analysis Section forms an integral part of this Report and, *inter alia*, gives an update on the following matters

- Economy review
- Industry review
- Company overview
- Financial review
- Operational review
- Business outlook
- Information Technology
- Research and Development
- Risks and Concerns
- Internal Control Systems

### 8. Credit Rating

The Company's financial discipline is reflected in the strong credit rating ascribed to it by ICRA Limited, a reputed credit rating agency. During the year under review, the following ratings ascribed by ICRA Limited reflect that the Company has serviced its financial obligations on time.

Instrument	Rating Received
Long-term Fund-based	[ICRA]AA-(Stable) reaffirmed / assigned
Short-term Non-fund based	[ICRA]A1+ reaffirmed / assigned
Long-term / Short-term Fund based / Non-fund based	[ICRA]AA-(Stable) / [ICRA]A1+ reaffirmed



The reaffirmation reflects your Company's continued strong parentage, credit profile, liquidity position, strong corporate governance practices, financial flexibility, and prudent financial policies.

The Company has not issued any debt instruments and did not have any fixed deposit programme or any scheme or proposal involving the mobilisation of funds in India or abroad during the Financial Year ended March 31, 2022.

### 9. EMPLOYEE STOCK OPTION PLANS

The Company has 3 (three) ongoing Employee Stock Option Plans (ESOPs) at present. The Members approved the ESOP V by way of Postal Ballot on March 20, 2009, approved the ESOP VI in the Annual General Meeting held on October 1, 2010, and approved the ESOP VII in the Annual General Meeting held on July 17, 2013 for issuance of the Employee Stock Options ("Options") to the identified employees of the Company. The First 4 (four) plans I to IV, have been closed by the Company.

The Nomination and Remuneration Committee of the Company, *inter alia*, administers and monitors ESOPs, implemented by the Company in accordance with the relevant provisions of the Act and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force) ("SEBI SBEB Regulations"). During the year under review, the Company had granted 14,530 Options to its identified employees. The Company has not introduced any new plan during the year under review.

The Certificate from the Secretarial Auditor, confirming the compliance of ESOPs with the provisions of the Act and SEBI SBEB Regulations, will be obtained and shall be available for inspection by the Members. The Members desiring inspection may write at investor\_grievances@mastek.com

During the year under review, there were no material changes in the ESOPs of the Company. The details of the Options granted under the aforesaid ESOPs and the disclosure in compliance with SEBI SBEB Regulations for the year ended March 31, 2022 is annexed as "Annexure 1" to this report and has also been uploaded on the website of the Company.

### 10. Increase in Issued, Subscribed, and Paid-Up Equity Share Capital

During the year, the Company had issued and allotted 295,083 equity shares of the face value of ₹5 each for a total nominal value of ₹1,475,415 under various Employee Stock Option Plans to the employees who exercised their vested Employee Stock Options. These equity shares ranked *pari passu* in all respects with the existing equity shares of the Company.

The Company on receipt of order in the Company Application No. CA (CAA) No. 18/AHM/2021 dated April 12, 2021 from the National Company Law Tribunal, Ahmedabad Bench at Ahmedabad ("NCLT / Tribunal") held the Meetings of the Equity Shareholders and Unsecured Creditors of the Company on May 28, 2021 and the Scheme of Arrangement was approved. Afterwards, the NCLT Ahmedabad Bench vide its order dated September 14, 2021, approved and sanctioned the Scheme of Arrangement amongst Evolutionary Systems Private Limited, Trans American Information Systems Private Limited and Mastek Limited and their respective Shareholders and Creditors pursuant to Sections 230 to 232 of the Act, read with Companies (Compromise, Arrangements, and Amalgamations) Rules, 2016. The Company accordingly had issued and allotted 4,235,294 equity shares having the face value of ₹ 5 each at an issue price of ₹650 per share (including premium of ₹645 per share) to the Shareholders of Evolutionary Systems Private Limited in terms of the approved Scheme of Arrangement.

Further, the Board of Directors of the Company, by virtue of a Special Resolution passed by the Members of the Company through Postal Ballot on January 17, 2022, approved and allotted 254,755 equity shares having the face value of ₹5 each at an issue price of ₹3,194 per share (including premium of ₹3,189 per share), aggregating to ₹81.37 crores on a private placement basis through the preferential allotment on February 10, 2022 towards buyout of 1<sup>st</sup> tranche of Compulsorily Convertible Preference Shares (CCPS) from CCPS holders of Trans American Information Systems Private Limited, Subsidiary of the Company. The issue price was determined in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

#### The movement of Share Capital during the year was as under:

Particulars	No. of shares issued and allotted	Cumulative outstanding No. of shares	Cumulative outstanding Total share capital (in ₹)
<b>Share Capital at the beginning of the year, i.e. as on April 1, 2021</b>	<b>-</b>	<b>25,232,889</b>	<b>126,164,445</b>
Allotment of Shares:			
1. April 1, 2021 - Under ESOP	2,288	25,235,177	126,175,885
2. April 26, 2021 - Under ESOP	26,920	25,262,097	126,310,485
3. May 30, 2021 - Under ESOP	10,578	25,272,675	126,363,375
4. July 15, 2021 - Under ESOP	117,190	25,389,865	126,949,325
5. July 23, 2021 - Under ESOP	7,150	25,397,015	126,985,075
6. September 13, 2021 - Under ESOP	13,290	25,410,305	127,051,525
7. September 17, 2021 - Under Scheme of Arrangement	4,235,294	29,645,599	148,227,995
8. October 18, 2021 - Under ESOP	6,138	29,651,737	148,258,685





Particulars	No. of shares issued and allotted	Cumulative outstanding No. of shares	Cumulative outstanding Total share capital (in ₹)
9. November 3, 2021 - Under ESOP	38,500	29,690,237	148,451,185
10. December 9, 2021 Under ESOP	33,617	29,723,854	148,619,270
11. February 8, 2022- Under ESOP	20,118	29,743,972	148,719,860
12. February 10, 2022 - Under Preferential Issue	254,755	29,998,727	149,993,635
13. February 27, 2022 - Under ESOP	4,225	30,002,952	150,014,760
14. March 18, 2022 - Under ESOP	15,069	30,018,021	150,090,105
<b>Share Capital at the end of the year, i.e. as on March 31, 2022</b>	<b>-</b>	<b>30,018,021</b>	<b>150,090,105</b>

Your Company is listed on the Stock Exchanges with the BSE Limited and National Stock Exchange of India Limited and the Company has not issued any equity shares with differential rights as to dividend, voting, or otherwise, and shares are actively traded on the aforementioned Exchanges and have not been suspended from trading. Also, the Share Capital Audit Report as per the SEBI Listing Regulations is conducted on a quarterly basis by P. Mehta & Associates, Practising Company Secretaries, and is duly forwarded to the aforementioned Exchanges where the equity shares of the Company are listed.

## 11. Subsidiaries

A list of bodies corporate which are Subsidiaries of your Company is provided as part of the notes to the Consolidated Financial Statements. During the year under review, a new entity was incorporated in Canada, USA.

In accordance with Section 129(3) of the Act, read with Rule 5 of the Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the financial statements of all Subsidiaries of the Company, if any, in prescribed **Form AOC - 1** is annexed as “**Annexure 2**” to this Report. The statement also provides details of the performance and financial position of each of the Subsidiaries.

During the Financial Year 2021-22, the Company had no Associate or Joint Venture Company.

Further, pursuant to the provisions of Section 136(1) of the Act, the Financial Statements including, Consolidated Financial Statements along with relevant documents and separate Financial Statements in respect of Subsidiaries, are available on the website of the Company and the same are also available for inspection by the Members.

There have been no material changes in the nature of the business of any of the Company's Subsidiaries.

## 12. Material Subsidiaries

Mastek (UK) Limited, Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited), and Evolutionary Systems Company Limited are ‘**Material Subsidiaries**’ as per the criteria given under Regulation 16 of the SEBI Listing Regulations. As a good corporate governance practice and as stipulated under the SEBI Listing Regulations, the Company has already appointed at least one Independent Director on the Board of each of these Subsidiaries.

The Company monitors the performance of its Subsidiaries, *inter alia*, by the following means:

- The Financial Statements and in particular, investments made by the Unlisted Subsidiary Companies are reviewed by the Audit Committee of the Company.
- The Minutes of the Board Meetings of the Subsidiary Companies are placed before the Board of the Company.
- The details of any significant transactions and arrangements entered into by the Unlisted Subsidiary Companies are placed before the Board of the Company.
- The identified Senior Managerial Personnel are appointed as the Directors of Subsidiary Companies, and they also apprise on a quarterly basis to the Company's Board / Committees.

As required under Regulation 16 of the SEBI Listing Regulations, the Company has formulated a “Policy for determining Material Subsidiaries” and posted the same on the website of the Company and can be accessed through the weblink at <https://www.mastek.com/wp-content/uploads/2022/07/Policy-for-determining-Material-Subsidiaries.pdf>.

## 13. Related Party Transactions

During the year under review, the Company has not entered into any material transactions with Related Parties (except with its Subsidiaries, which are exempt for the purpose of Section 188(1) of the Act). As defined under Section 2(76) of the Act, read with Companies (Specification and Definitions Details) Rules, 2014, all of the Related Party Transactions entered into were in ordinary course of business and on an arm's length basis and in compliance with the applicable provisions of the Act and the SEBI Listing Regulations. There are no materially significant Related Party Transactions made by the Company with its Promoters, Directors or Key Managerial Personnel, etc., which may have potential conflict with the interest of the Company at large.

All transactions with Related Parties are placed before the Audit Committee for its approval. Omnibus approvals are given by the Audit Committee on yearly basis for the transactions, which are anticipated and are repetitive in nature. A statement of all Related Party Transactions is presented before the Audit Committee and the Board on a quarterly basis, specifying the nature, value, and terms

and conditions of the transactions. A significant quantum of Related Party Transactions undertaken by the Company is with its Subsidiaries. The said transactions were unanimously approved by the Audit Committee as well as by the Board. There are no materially significant Related Party Transactions that may have potential conflict with the interest of the Company at large.

The SEBI vide amendments to the SEBI Listing Regulations has introduced changes in the Related Party Transactions framework, *inter alia*, by enhancing the purview of the definition of the Related Party, and overall scope of transactions with Related Parties effective April 1, 2022. Consequently, the Board of Directors on recommendations of the Audit Committee has approved the revised Policy on “Related Party Transactions” of the Company to align it with the amendments notified by the SEBI Listing Regulations.

The details of the Related Party Transactions as per Indian Accounting Standards (Ind AS) - 24 are set out in notes to the Standalone Financial Statements of the Company. The Company in terms of Regulation 23 of the SEBI Listing Regulations submits within the stipulated time from the date of publication of its Standalone and Consolidated Financial Results for the half-year, disclosures of Related Party Transactions on a consolidated basis, in the format specified in the relevant Accounting Standards to the Stock Exchanges.

**Form AOC-2** pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is annexed as “**Annexure 3**” to this Report.

## 14. Particulars of Loans, Guarantees and Investments

The particulars of Loans, Guarantees given, and Investments made by the Company during the year under review and as covered under the provisions of Section 186 of the Act have been disclosed in the notes to the Standalone Financial Statements forming part of the Annual Report. In compliance with the provisions of the Act, there were no Loans given by the Company during the year. However, the Company has provided a Guarantee and also security / charge / mortgage over its properties as a security for loan facilities availed by its Subsidiaries.

The Company is in the process of initiating strategic steps to fuel its digital transformation growth in cloud migration services and is expediting its plan to scale up its capacity, and coverage to diversify its geographic concentration and seek leverage on customer velocity. Further, the Company is consolidating and synergising the internal assets to build futuristic solutions in its products to embrace future trends all of which need sizeable investment and capital requirements. The Board has considered to raise funds by way of exercise of borrowing powers for which increase in the overall borrowing limits is being proposed for ease and financial support in business operations and expansions and to facilitate funding to its Subsidiaries and Joint Ventures.

Further, the Company will be required to offer financial facilities by way of Corporate Guarantees / Stand by Letter of Credit and will also be availing loan facility for its increased business operations and will be required to provide security by way of charge, mortgage or encumbrance on its own assets.

Considering the overall ongoing business requirements and potential Mergers & Acquisition activity, the Company proposes to increase charge / mortgage limit under Section 180 (1)(a), and also borrowing limit under Section 180 (1)(c) as mentioned in the Notice of the ensuing Annual General Meeting for seeking approval of the Members.

## 15. Board of Directors and Key Managerial Personnel

There have been no changes in the composition of the Board of Directors during the year under review. The details of the Board of Directors and the number of meetings held and attended by the Directors have been given in detail in the Corporate Governance Report, which forms part of this Annual Report.

### a. Board's Composition

The Company has a diverse Board of Directors who believe in good Corporate Governance Practices. The composition of the Board of Directors is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations, with an optimum combination of Executive, Non-Executive, and Independent Directors.

As of the date of this Annual Report, the Board of Directors of the Company consists of 6 (six) Members, out of which there are 4 (four) Independent Directors, including 1 (one) Woman Director. There is 1 (one) Non-Executive Director and 1 (one) Executive Director who are also Promoters of the Company. The Company has a Non-Executive Independent Director as its Chairman.

### b. Key Managerial Personnel

Pursuant to the provisions of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended from time to time), the following persons are acting as the Key Managerial Personnel (KMP) of the Company:

1. Mr. Ashank Desai - Vice-Chairman & Managing Director
2. Mr. Arun Agarwal - Global Chief Financial Officer
3. Mr. Dinesh Kalani - Vice President - Company Secretary

Pursuant to Rule 8(5)(iii) of the Companies (Accounts) Rules, 2014, the following change



occurred in the composition of KMP during the year under review:

Mr. Arun Agarwal was appointed as Global Chief Financial Officer of the Company w.e.f. May 31, 2021. Except for this, there was no other change in the composition of KMP.

#### c. Independent Directors and their Declarations

During the year under review, the Members at the 39<sup>th</sup> Annual General Meeting held on September 28, 2021, approved the payment of Remuneration to Mr. S. Sandilya (DIN: 00037542), Chairman (Non-Executive) & Independent Director of the Company for the Financial Year 2020-21, which exceeded 50% of the total annual remuneration payable to all the Non-Executive Directors of the Company.

Definition of 'Independence' of Directors is derived from Regulation 16 of the SEBI Listing Regulations and Section 149(6) of the Act. The Company has received necessary declarations under Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, from the Independent Directors stating that they meet the prescribed criteria for independence. All Independent Directors have affirmed compliance to the Code of Conduct for Independent Directors as prescribed in Schedule IV to the Act. A list of key skills, expertise and core competencies of the Board of Directors is placed under the Corporate Governance Report, which forms part of this Annual Report.

Based on the confirmations / declarations received from the Independent Directors, your Board of Directors confirms that they are independent of management, are persons of integrity, possess relevant expertise and vast experience, and bring an independent judgement on the Board's discussions (including the proficiency) of the Independent Directors of the Company. Accordingly, the following Non-Executive Directors are Independent of the Management:

1. Mr. S. Sandilya,
2. Ms. Priti Rao,
3. Mr. Atul Kanagat, and
4. Mr. Rajeev Kumar Grover

None of the Director of the Company is disqualified from being appointed as Director as specified in Section 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have completed the registration with the Independent Directors Databank and also completed the online proficiency test conducted by the Indian Institute of Corporate Affairs, wherever required.

There has been no change in the circumstances affecting their status as Independent Directors of the Company.

#### d. Director liable to retire by Rotation

In accordance with the provisions of Section 152 and other applicable provisions, if any, of the Act and pursuant to the Articles of Association of the Company, Mr. Ketan Mehta (DIN: 00129188) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. In the opinion of your Directors, Mr. Mehta possesses requisite qualifications and experience, and therefore, your Directors, based on the annual performance evaluation, recommend the re-appointment of Mr. Ketan Mehta. Necessary resolution for the re-appointment of Mr. Ketan Mehta is being placed for the approval of the Members at the ensuing Annual General Meeting. A brief profile of Mr. Ketan Mehta, along with other related information, forms part of the Notice convening the ensuing Annual General Meeting.

#### e. Performance Evaluation of the Board

The Company believes that the process of Performance Evaluation at the Board level is pivotal to its Board engagement and effectiveness. In compliance with the relevant provisions of the Act, read with the Rules made thereunder, and the SEBI Listing Regulations, the Performance Evaluation of the Board as a whole, its specified Statutory Committees, the Chairman of the Board, and the individual Directors were carried out for the year under review.

This exercise was carried out through a structured questionnaire prepared separately for the Board, Committees, Chairman and individual Directors. The Chairman's Performance Evaluation was carried out by Independent Directors at a separate meeting. The parameters assessed included various aspects of the Board's functioning such as effectiveness, meetings, quantum and timeliness of the information flow between Board Members and Management, Board Member participation, quality and transparency of Board discussions, time devoted by the Board to strategy, performance and risk issues, Board composition and understanding of roles and responsibilities, succession and evaluation, and possession of required experience and expertise by Board Members.

The performance of the Committees was evaluated on the basis of their effectiveness in carrying out their respective mandates.

Peer assessment of Directors, based on parameters such as participation and contribution to Board deliberations, ability to guide the Company in key matters, knowledge and understanding of relevant areas, team attitude and initiative was reviewed by the Board for individual feedback.

During the year, Company actioned the feedback from the Board evaluation process conducted in Financial Year 2021-22. The agenda was re-organised to allow for more time for discussion on strategy and business matters, streamlining of content and briefing on compliance submissions, sharper business presentations with executive summaries and focus on strategy reviews. Dedicated time was reserved for Board feedback on the agenda and important matters. Board interaction between meetings was stepped up through Board calls on various topics. Specific items were added in the Board planning for reviews, such as succession plans and review of long-term investments / initiatives, which were covered during the year. Scheduling of meetings was improved to allow sufficient discussion time for quarterly performance reviews during regular quarterly cycles.

#### f. Familiarisation Programme

All Independent Directors are familiarised with the operations and functioning of the Company at the time of their appointment and on an ongoing basis. The Company has conducted a Familiarisation Programme for the Directors / Independent Directors of the Company covering the matters as specified in Regulation 25(7) of the SEBI Listing Regulations. The details of the training and Familiarisation Programme conducted by the Company are hosted on the Company's website and can be accessed through the web link <https://www.mastek.com/wp-content/uploads/2022/08/Induction-and-Familiarisation-Programme-for-Independent-Directors-2022.pdf>. The details of the induction and Familiarisation Programme for the Directors are given in the Corporate Governance Report, which forms part of this Annual Report.

#### g. Code of Conduct and Directors' Appointment and Remuneration

The Nomination and Remuneration Committee of the Company formulates the criteria for determining the qualifications, positive attributes, and independence of Directors in terms of its charter. In evaluating the suitability of individual Board members, the Committee takes into account factors such as educational and professional background, general understanding of the Company's business dynamics, standing in the profession, personal and professional ethics, integrity and values, willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively. The Committee also assesses the independence of Directors at the time of their appointment / re-appointment as per the criteria prescribed under the provisions of the Act and the Rules made thereunder and the SEBI Listing Regulations.

The Company has formulated the "Code of Conduct for Directors". The confirmation of compliance with

the same is obtained from all the Board Members on an annual basis. All Board Members have given their confirmation of compliance for the year under review. A declaration duly signed by Vice-Chairman & Managing Director is given under the Corporate Governance Report, which forms part of this Annual Report. The "Code of Conduct for Directors" is also posted on the website of the Company and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/08/Code-of-Conduct-for-Directors.pdf>.

#### h. Meetings of the Board of Directors

The Board / Committee Meetings are pre-scheduled, and a tentative calendar of the meetings is circulated to the Directors well in advance to help them plan their schedules and ensure meaningful participation. Should the need arise in the case of special and urgent business, the Board's approval is obtained by passing resolutions through circulation, as permitted by law, which is confirmed in the subsequent Board Meeting. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India during the Board Meetings.

The Board of Directors met 10 (ten) times during the Financial Year ended March 31, 2022. The details of the Board Meetings and the attendance of the Directors thereat have been provided in the Corporate Governance Report, which forms part of this Annual Report. The maximum interval between any 2 (two) meetings did not exceed 120 (one hundred and twenty) days as prescribed under the Act.

During the year under review, the Board accepted all recommendations by its various Committees.

As per Schedule IV of the Act, Secretarial Standards-1 on Board Meetings and SEBI Listing Regulations, during the year under review, 1 (one) Meeting of the Independent Directors was held on January 19, 2022.

#### i. Committees of the Board

In terms of the requirements of the Act and the SEBI Listing Regulations, the Board of Directors has constituted the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee, and
5. Risk Management & Governance Committee

The detailed information of the Committees, along with their composition, charter, the number of meetings held, and the attendance at the Meetings held during the year under review, have been provided in the Corporate Governance Report, which forms part of this Annual Report.



**j. Company's Policy on Nomination and Remuneration**

The Nomination and Remuneration Committee ('NRC') has formulated a Nomination and Remuneration Policy laying out the role of NRC, Policy on Director's Appointment and Remuneration, including the recommendation of remuneration of the Key Managerial Personnel and Senior Managerial Personnel and the criteria for determining qualifications, positive attributes and independence of a Director. The latest policy is hosted on the website of the Company and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/07/Nomination-Remuneration-Policy-For-Board-of-Directors-Key-Managerial-Personnel.pdf>.

Some of the salient features of the policy are as follows:

1. To regulate the appointment and remuneration of Directors, Key Managerial Personnel and the Senior Managerial Personnel and succession planning;
2. To formulate the criteria for Board Membership, including the appropriate mix of Executive and Non-Executive Directors;
3. To identify persons who are qualified to become Directors as per the criteria / skill matrix as formulated by the Board;
4. To ensure proper composition of Board of Directors and Board diversity;
5. To ensure that level and composition of remuneration are reasonable and sufficient to attract, retain and motivate Key Managerial Personnel and Senior Managerial Personnel and their remuneration involves a balance between fixed and variable (incentive) pay reflecting short- and long-term performance objectives appropriate to Company's working and its goals.

Additionally, the Board has, on the recommendation of the NRC, reviewed the list of core skills / expertise / competencies required from the Directors in the context of the Company's business and sector for it to function effectively.

Please refer to the Notes to Accounts and Corporate Governance Section for the details on the Remuneration of Directors and Key Managerial Personnel.

**k. Particulars of Employees and Related Disclosures**

The ratio of remuneration of each Director to the median remuneration of Employees as per Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 is annexed as "Annexure 4" to this report.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, perquisites, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committees of the Company. The Managing Director of the Company has not received any remuneration or commission from any of the Company's Subsidiaries.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a Statement showing the names and other particulars of the Employees drawing remuneration in excess of the limits set out in the said rules is part of this report. Having regard to the provisions of the proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company and others entitled thereto. Details of Employees remuneration as required under aforesaid provisions are available with the Company and shall be sent to Members electronically who request the same by sending an e-mail to Company at investor\_grievances@mastek.com from their registered e-mail address.

**16. Statutory Auditors and their Report**

The Company's Auditors, M/s. Walker Chandio & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 001076N/N500013), who have been appointed as the Statutory Auditors of the Company for the period up to the conclusion of the 40<sup>th</sup> Annual General Meeting, have given their consent for re-appointment as the Statutory Auditors for the second term of 5 (five) consecutive years from the Financial Year 2022-23 onwards until the conclusion of the 45<sup>th</sup> Annual General Meeting, to be held in the Year 2027.

The Company has received a confirmation from the Auditors to the effect that if they are reappointed, it will be in accordance with the limits specified under the Act, and that they satisfies the criteria specified in Section 141 of the Act, read with Rule 4 of Companies (Audit and Auditors) Rules 2014. In terms of the SEBI Listing Regulations, the Auditors have also confirmed that they subject themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

The Board is of the opinion that continuation of M/s. Walker Chandio & Co. LLP, as Statutory Auditors will be in the best interests of the Company and therefore, the Members are requested to consider their re-appointment as Statutory Auditors of the Company, for a second term of 5 (five) consecutive years, from the conclusion of the ensuing 40<sup>th</sup> Annual General Meeting, till the conclusion of 45<sup>th</sup> Annual General Meeting to be held in the Year 2027.

**Report of Statutory Auditors**

M/s. Walker Chandio & Co. LLP, Chartered Accountants, have submitted their Report on the Financial Statements of the Company for the Financial Year 2021-22, which forms part of this Annual Report. There were no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in the Audit Reports issued by them that call for any explanation from the Board of Directors, and they also did not report any incident of fraud to the Audit Committee of the Company during the year under review.

**17. Secretarial Auditors and their Report**

Pursuant to Section 204 of the Act and Rules made thereunder, P. Mehta & Associates, Practising Company Secretaries represented by Mr. Prashant Mehta were appointed as Secretarial Auditors of the Company for the Financial Year 2021-22 to conduct the Secretarial Audit and issue the Secretarial Audit Report in **Form MR-3**. The Secretarial Audit Report issued by Secretarial Auditors for the Financial Year ended March 31, 2022 is annexed as "Annexure 5" to this report.

There were no qualifications or observations, adverse remarks or disclaimer of the Secretarial Auditors in the report issued by them for the Financial Year ended March 31, 2022, and hence, no explanation was required from the Board of Directors. The said report is self-explanatory and does not call for further comments.

P. Mehta & Associates, Practising Company Secretaries, have been re-appointed to conduct the Secretarial Audit of the Company for the Financial Year 2022-23. They have confirmed that they are eligible for the said re-appointment.

**18. Risk Management**

Risk Management is an integral and important component of Corporate Governance. The Company has developed and implemented a comprehensive Risk Management Framework, including Cyber security and ESG for the identification, assessment and monitoring of key risks that could negatively impact the Company's goals and objectives. This framework is periodically reviewed and enhanced under the oversight of the Risk Management & Governance Committee of the Board as well as by the Board of Directors of the Company. The Audit Committee of the Board has additional oversight in the area of financial risks and controls.

Mastek is committed to continually strengthen its Risk Management capabilities in order to protect the interests of stakeholders and enhance shareholder value. The detailed information pertaining to Risk Management is given elsewhere in the Report, which forms part of this Annual Report.

**19. Internal Control Systems****Internal Financial Controls**

The Company believes that internal control is a necessary prerequisite of governance and that freedom should be exercised within a framework of checks and balances. The Company has a well-established internal control framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of financial and operational controls. The management ensures an effective internal control environment commensurate with the size and complexity of the business, which assures compliance with internal policies, applicable laws, regulations and protection of resources and assets.

Mastek Group has a presence across multiple geographies, and a large number of employees, suppliers and other partners collaborate to provide solutions to customer needs. Robust internal controls and scalable processes are imperative to managing the global scale of operations. The Management has laid down internal financial controls to be followed by the Company. The Company has adopted policies and procedures for ensuring the orderly and efficient conduct of the business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

In response to the COVID-19 pandemic, the Company continues to benefit from the remote working model it evolved and adopted as a part of business continuity plans. This has facilitated employees to work remotely / work from home wherever customer-location deliveries are not contractually required or waived by customers during these tough times. The design of processes allows for such remote execution with accessibility to secure data and ensures there are no events that have materially affected or are reasonably likely to materially affect the internal controls over financial reporting during the period.

**Internal Audit**

An independent and empowered Internal Audit Firm at the corporate level carries out risk focused audits across all businesses (both in India and overseas) to ensure that business process controls are adequate and are functioning effectively. These audits include reviewing finance, operations, safeguarding of assets, and compliance-related controls. Areas requiring specialised knowledge are reviewed in partnership with external subject matter experts.

The Internal Audit functioning is governed by the scope of audit duly approved by the Audit Committee of the Board, which stipulates matters contributing to the proper and effective conduct of the audit. As the business expanded with new acquisitions, the scope has been widened to include the internal control framework of the new entities. The corporate-level process



controls, including the ERP framework and operating processes, are constantly monitored for effectiveness during such Audits.

The Company's senior management closely monitors the internal control environment and ensures that the recommendations of the Internal Auditors are effectively implemented. The Audit Committee periodically reviews key findings and provides strategic guidance. Internal Auditors report directly to the Audit Committee.

## 20. Human Resources

A key area of focus for our Company is to create a performance-driven workforce while ensuring the health and well-being of employees and their families. Many policies and benefits were implemented to maximise employee engagement and welfare. Mastek also continues to endeavour to create a work environment that is collaborative, encourages learning and is growth-oriented to enable employees to perform at their full potential. We believe in an open and transparent work culture that places adequate emphasis on Mastekers work experience, feedback and suggestions. We have regular engagement activities including interactions with all leaders including Executive leaders in the organisation through various forums. In addition, forums such as weekly and monthly meetings, monthly All Hands Meeting and Quarterly Meets, and departmental meetings provide opportunities for Mastekers interaction with the management.

As of March 31, 2022, Mastek Group had a total headcount of 4,977. Mastek Group continues to focus on attracting new talent and helping them to acquire new skills, explore new roles and realise their potential by providing training and retaining high-quality talent.

## 21. Management of Equality, Risks of Fraud, Corruption, and Unethical Business Practices

### • Equal opportunity employer

The Company has always provided a congenial atmosphere for work, free from discrimination and harassment (including but not limited to sexual harassment). It has also provided equal opportunities for employment to all irrespective of their personal background, ethnicity, religion, marital status, sexual orientation, or gender.

### • Prevention of Insider Trading

The Company has adopted the "Code of Internal Procedures and Conduct for regulating, monitoring and reporting of trading by Insiders" in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 to regulate, monitor and report trading by its Designated Person(s) / and other connected person(s). Further, for effective implementation of the Code, the Company has put in place the penalty framework and the internal guidelines on violation of the said Code.

The Company's "Code of practices and procedures for fair disclosure of unpublished price-sensitive information" is available on the Company's website

and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2021/10/code-of-practices-and-procedures-for-fairdisclosure-of-upsi.pdf>.

### • Vigil Mechanism (Whistle-Blower Policy)

The Vigil Mechanism as envisaged under the Act, the Rules prescribed thereunder, and the SEBI Listing Regulations are implemented through the Company's Whistle-Blower Policy which establishes a formal vigil mechanism for the Directors, Mastekers and Stakeholders and provides a mechanism for reporting concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct and Ethics. It also provides adequate safeguards against the victimisation of the complainant who avails the mechanism and provides direct access to the Chairperson of the Audit Committee in exceptional cases. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy / Vigil Mechanism is placed on the website of the Company and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/07/Group-Whistle-Blower-Policy.pdf>.

### • Anti-Bribery and Corruption Policy

In furtherance of the Company's Philosophy of conducting business in an honest, transparent and ethical manner, the Board has laid down 'Anti-Bribery and Corruption Policy' as part of the Company's Code of Business Conduct and Ethics. Our Company has zero tolerance for bribery and corruption and is committed to acting professionally and fairly in all its business dealings. Awareness to the policy is ensured through mandatory online training and understanding is confirmed through a test that has a minimum threshold for passing and generating a certificate of successful completion.

## 22. Disclosures as per the Sexual Harassment of Women at the Workplace (Prevention, Prohibition, and Redressal) Act, 2013

The Company has zero-tolerance for sexual harassment in the workplace and has adopted a policy on prevention, prohibition, and redressal of sexual harassment at the workplace in line with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The Company has complied with provisions relating to the constitution of the Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

All women employees, whether permanent, temporary, or contractual, are covered under the above policy. The said policy has been uploaded on the internal portal of the Company for information of all employees. Periodic sessions were also conducted to apprise employees and build awareness of the subject matter. Our key focus is



to create a safe, respectful, and inclusive workplace that fosters professional growth for each employee.

Your Company has constituted an Internal Committee (IC) to consider and resolve all sexual harassment complaints reported by women. The IC has been constituted as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the committee includes external members from NGOs or with relevant experience. Investigations are conducted, and decisions made by the IC at the respective locations, and a senior woman employee is the presiding officer over every case. More than half of the total members of the IC are women. The role of the IC is not restricted to mere redressal of complaints but also encompasses the prevention and prohibition of sexual harassment. In the last few years, the IC has worked extensively on creating awareness of the relevance of sexual harassment issues in the new normal by using new and innovative measures to help employees understand the forms of sexual harassment while working remotely.

During the year under review, no complaint with allegations of sexual harassment was filed, and there was no complaint or pending investigations at the end of the year.

## 23. Corporate Social Responsibility (CSR)

Mastek has been an early adopter of CSR initiatives. Mastek Foundation is the CSR wing of the Company. Founded in 2002, the mission of Mastek Foundation is **Informed Giving, Responsible Receiving**. The institution seeks to inspire Company employees by creating awareness among them to give back to the community with mediums such as volunteering and giving opportunities. The Foundation also supports Non - Governmental Organisations (NGOs) to scale and build their capabilities through core skill of Information Technology. Hence, the Mastek Foundation has 3 (three) clearly defined pillars: **GIVE, ENGAGE and BUILD**.

The disclosures required to be given under Section 135 of the Act, read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, is annexed as "**Annexure 6**" to this report.

The CSR Policy of the Company is posted on the website of the Company and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/07/Corporate-Social-Responsibility-Policy-2022.pdf>.

## 24. Business Responsibility and Sustainability Report (BRSR)

The SEBI Listing Regulations mandate the inclusion of the BRSR as part of the Annual Report for the top 1,000 listed entities based on market capitalisation from Financial Year 2022-23 onwards. However, your Company has voluntarily decided to include it from this year. Pursuant to Regulation 34 of the SEBI Listing Regulations, 'Business Responsibility and Sustainability Report' forms part of this Annual Report, which describes the

initiatives taken by the Company from an environmental, social and governance perspective.

## 25. Corporate Governance Practices

The Company has a rich legacy of ethical governance practices and follows sound Corporate Governance practices with a view to bringing transparency to its operations and maximising shareholder value. The Company continues to maintain high standards of Corporate Governance, which has been fundamental to and is an integral principle of the business of your Company since its inception. Your Directors reaffirm their continued commitment to good corporate governance practices. A Report on Corporate Governance along with a Certificate from the Secretarial Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Schedule V of the SEBI Listing Regulations forms part of this Annual Report.

## 26. Annual Return

As required under the provisions of Sections 134(3) (a) and 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the draft Annual Return in Form No. MGT-7 (of Financial Year 2021-22) has been made available on the website of the Company: <https://www.mastek.com>.

## 27. Compliance with Secretarial Standards

During the year under review, the Company has complied with the applicable Secretarial Standards on Meetings of the Board of Directors and on General Meetings issued by the Institute of Company Secretaries of India in terms of Section 118(10) of the Act.

## 28. Insurance

The Company has sufficiently insured itself under various Insurance policies to mitigate risks arising from third-party or customer claims, property, casualty, etc. The Company also has in place an insurance policy for its "Directors & Officers" with a quantum and coverage as approved by the Board. The policy complies with the requirements of Regulation 25(10) of the SEBI Listing Regulations.

## 29. Details of Conservation of Energy and Technology Absorption and Foreign Exchange Earnings and Outgo

### Conservation of Energy and Technology Absorption:

Mastek understands the importance of being an environmentally sustainable business entity and that businesses can thrive in the long run by ensuring environmentally friendly practices.

As a responsible organisation, Company makes a constant effort to reduce carbon emissions from own operations. Its sustainability strategy focuses on environmental responsibility, climate protection, and an optimal use of energy resources. The environment has a direct impact on the health and well-being of every Stakeholder in value chain. It is therefore important that Company



strives to mitigate the impact, and where possible, influence positive environmental practices.

#### Focus is continued during the year to minimise the Electrical consumption.

- Optimisation of Electrical energy units by system upgradation and effective controls.
- During the year we have completed upgradation of electrical substation for our Mahape, Navi Mumbai facility.
- As per strategy we are selecting our new offices in LEED/ Energy certified buildings. Our new offices in Chicago, Romania and Amsterdam are operating in LEED/Energy certified buildings.

#### Assessments and Certifications

- Our office at Mahape (Navi Mumbai) is accredited by DNV for ISO 14001:2015 and OHSAS ISO 45001:2018. In addition to Mahape, this year we have successfully completed ISO 14001: 2015 and OHSAS certification for our SEEPZ SDF 4 and Acropolis, Ahmedabad office and;
- Completed carbon footprint assessment and reduction plan for Mastek UK with FY 2019-20 as benchmark year.

Company is committed towards fulfilment of sustainability initiatives and ensuring actions for the

benefit of People, Planet and Profit. These initiatives are mainly -

- Reduction of energy consumption through implementation of energy efficient systems.
- Optimum utilisation of natural resources like Water and Diesel.
- Consumption reduction for Paper, Food waste and Plastic.
- Adopting ecofriendly refrigerants for air-conditioning systems.
- Ensuring people centric approach in providing functional services especially in the COVID-19 pandemic situations.
- Adopting automation for operations like Procurement, Billing and Travel wherever possible to improve overall functional efficiency.

#### Foreign exchange earnings and outgo:

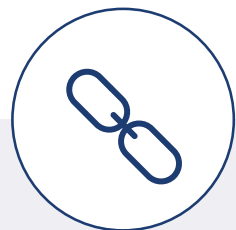
Total Foreign Exchange used and earned by the Company are as follows:

Particulars	₹ in lakhs	
	Year ended March 31, 2022	Year ended March 31, 2021
Foreign Exchange Used	357	515
Foreign Exchange Earned	28,317	15,877

### 30. ESG (Environment, Social, Governance)

The Company's ESG priorities and goals are aligned to the United Nation's Sustainable Development Goals under Goal 4 (Quality Education), Goal 5 (Gender Equality), Goal 6 (Clean Water and Sanitation), Goal 8 (Decent Work and Economic Growth) and Goal 13 (Climate Action).

Mastek has laid out a strategic approach to achieve the ESG goals in all areas and levels in the Company.



#### Tiered Approach

- ESG at Mastek Group
- ESG at Business / Geo Level



#### 2022 Goals Going into Multi-year Commitments

- Measurable Objectives
- Disclosures



#### Thematic Priorities

- Climate Change
- Gender Parity and Diversity
- Health and Safety
- Governance and Ethical Business Practices
- Build Digital Skills

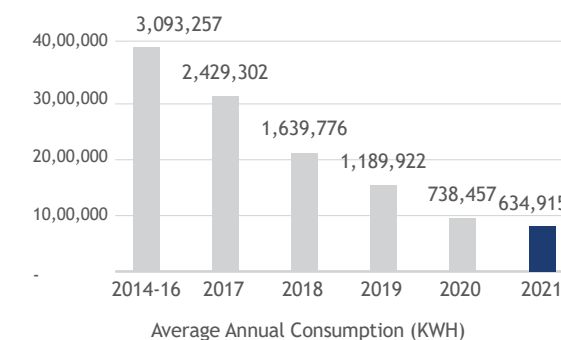


#### a. Environment

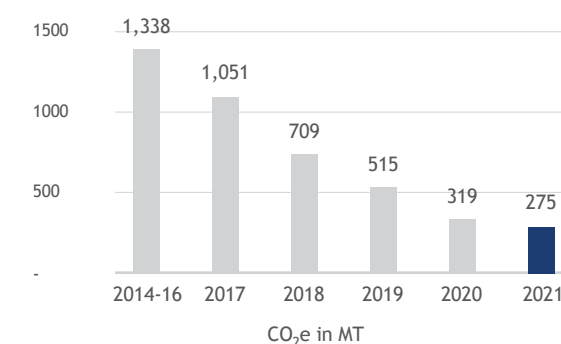
Mastek (UK) Limited ("Mastek UK"), a Subsidiary of the Company is committed to achieving carbon neutrality by FY25 followed by Net-Zero Emissions by FY40. Mastek UK has completed a carbon assessment and benchmarked its emissions for the period prior to Covid, i.e. as of FY 2019-20, to understand actual emissions as the period under the Covid pandemic may not be a true reflection of emissions owing to reduced industry activity.

In India, Company offices in Mahape (Navi Mumbai), SEEPZ (Mumbai) and Acropolis (Ahmedabad) are accredited with ISO 14001 - Environment Management System and ISO 45001 - Occupational Health and Safety Management System. As part of E-waste management activity, Mastek has disposed up to 15 years old scrap lying in Mahape and SEEPZ offices. The Company's e-waste disposal of 4.75 Metric Ton is carried out through a Government approved vendor on a regular basis. In the last 5 (five) years Company has reduced CO<sub>2</sub> emissions from Mahape facility from 1,338 MT to 275 MT, a reduction of 79%. The graphs below show the YoY KWH consumption and equivalent CO<sub>2</sub>e emission in MT for Mahape office.

#### YoY KWH Consumption



#### Equivalent CO<sub>2</sub>e Emission in (MT)



(Conversion - 1 KWH (Kilowatt - hour) - 0.954 pounds or 0.0004 MT)

The electricity consumption savings stood at 74,712 KWH units across globe for FY 2021-22. Water consumption for Company's India offices is reduced by 8.45% YoY. General and Food waste is disposed through Municipal agencies. The total Green House Gas (GHG) emission stood at 536 MT due to air travel in the year 2021-22 for Mastek globally. Mastek has also partnered with 'One Tree Planted', a not-for-profit NGO and the official partners of the United Nations Decade on Ecosystem Restoration (2021-2030); to boost the Environmental agenda as part of your Company's ESG goals. Your Company had planted a tree in the name of each investor who participated in the Investor Day held by the Company on April 21, 2022. Your Company will continue to contribute to the restoration of trees across the globe through this partnership and various other manners in FY 2023 and beyond.

#### b. Social

Your Company has strong and established CSR framework. It drives the CSR through Mastek Foundation ([www.mastekfoundation.in](http://www.mastekfoundation.in)), the CSR arm of Mastek found in 2002.

Its mission is - 'Informed Giving, Responsible Receiving'.

Mastek has been an early adopter of CSR initiatives. The institution seeks to inspire Company employees by creating awareness among them to give back to the community in ways which would meet the needs and challenges faced by the community members. One such medium could be through volunteering and giving opportunities. Mastek Foundation, together with Mastek has a payroll giving programme which encourages employees to come forward and contribute to society as informed givers. Every quarter-end, since 2017, your Company holds a 'Gratitude is Attitude' event, bringing together all its employees and the charities to present themselves for donations from the employees. Mastek is committed to touch a million lives through its CSR programme by FY 2028. The Foundation also supports Non-Governmental Organisations (NGOs) to scale and build their capabilities through Information Technology skills. Hence, the Foundation has 3 clearly defined pillars: **GIVE, ENGAGE and BUILD.**

The disclosures required to be given under Section 135 of the Act, read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, is annexed as "Annexure 6" to this report.

The CSR Projects and the CSR Policy of the Company is available on the Company's website and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/07/Corporate-Social-Responsibility-Policy-2022.pdf>.



**c. Governance**

The Company has a rich legacy of ethical governance practices and follows sound corporate governance practices with a view to bringing transparency to its operations and maximising shareholder value. The Company continues to maintain high standards of corporate governance, which has been fundamental to and is an integral principle of the business of your Company since its inception. Your Directors reaffirm their continued commitment to good corporate governance practices. A report on corporate governance along with a certificate from the Secretarial Auditors of the Company regarding compliance with the conditions of corporate governance as stipulated under Schedule V of the SEBI Listing Regulations forms part of the Annual Report.

**31. Other Disclosures**

No disclosure or reporting was made with respect to the following items, as there were no transactions during the year under review:

- The Company does not have any scheme or provision of money for the purchase of its own shares by trustees for employee benefit.
- The Company is not required to maintain cost records as per Section 148 of the Act.
- There was no buyback of shares during the year under review.
- The Company has not accepted any deposits from the public under the provisions of the Act and the rules framed thereunder.
- The Company has not failed to implement any corporate action during the year under review.
- The Company's securities were not suspended during the year under review.
- The Company has not issued equity shares with differential rights as to dividend, voting, or otherwise.
- There was no revision of financial statements and the Board's Report of the Company during the year under review.
- No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of the application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the Financial Year is not applicable.
- No significant and material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations and legal compliances.

**32. Significant Developments**

**Scheme of Arrangement between Mastek Limited, Trans American Information Systems Private Limited, Evolutionary Systems Private Limited, and their respective Shareholders and Creditors.**

National Company Law Tribunal, Ahmedabad Bench, vide its order dated September 14, 2021, approved and sanctioned the Scheme of Arrangement amongst Evolutionary Systems Private Limited, Trans American Information Systems Private Limited, and Mastek Limited and their respective Shareholders and Creditors pursuant to Sections 230 to 232 of the Act read with Companies (Compromise, Arrangements, and Amalgamations) Rules, 2016. The Company accordingly has issued and allotted 4,235,294 equity shares at ₹650 (including premium of ₹645 per share) each to the shareholders of Evolutionary Systems Private Limited in terms of the approved Scheme.

Further, the Board of Directors of the Company, by virtue of a special resolution passed by the Members of the Company through postal ballot on January 17, 2022, approved and allotted 254,755 equity shares of the face value of ₹5 each at an issue price of ₹3,194 per share (including premium of ₹3,189 per share), aggregating to ₹81.37 crores on a private placement basis through the preferential allotment on February 10, 2022. The offer / issue price was determined in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

**33. Adoption of Amended and Restated Articles of Association**

The Board of Directors of the Company, at their meeting held on September 28, 2021, approved the amended and restated set of Articles of Association incorporating the relevant provisions of the Shareholders Agreement, executed between the Company, its Promoters, and New Shareholders. The amended and restated Articles of Association substitute the existing Articles of Association of the Company, as amended in terms of the special resolution passed by the Members of the Company through postal ballot on January 17, 2022.

**34. Directors' Responsibility Statement**

Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company, audits, and reviews are performed by the Internal, Statutory, and Secretarial Auditors, and the reviews are undertaken by the Management and the Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls have been adequate and effective during the year under review.

In terms of Section 134(3)(c) of the Act, your Directors would like to make the following statements to the Members, to the best of their knowledge and belief and according to the information and representations obtained by the Management:

- that in the preparation of the Annual Financial Statements for the year ended March 31, 2022, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- that such Accounting Policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently, and judgements and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022, and of the profits of the Company for the year ended on that date;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Annual Financial Statements have been prepared on a going concern basis;
- that proper Internal Financial Controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively; and
- that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**35. Appreciation and Acknowledgement**

Your Directors express their heartfelt gratitude to all the Stakeholders of the business, who have wholeheartedly supported the Company in its prolific journey of 4 (four) decades.

Your Directors are grateful to the Investors for their continued patronage and confidence in the Company over the past several years. Your Directors also thank the Central and State Governments, Statutory and Regulatory Authorities, and Stock Exchanges for their continued guidance, assistance, cooperation, and support received from them and look forward to their continued support in the future.

Your Directors thank all its esteemed clients, associates, vendors, banks, financial institutions, and contractors within the country and overseas for their continued support, faith and trust reposed in the professional integrity of the Company. With continuous learning, skill up-gradation, and technology development, the Company will continue to provide world-class professionalism and services.

Your Directors also wish to place on record their deep sense of acknowledgment for the devoted and efficient services rendered by each and every employee of the Mastek Family, without whose whole-hearted efforts, the overall satisfactory performance would not have been possible.

Your Directors look forward to the long-term future with confidence.

For and on behalf of the Board of Directors

**Ashank Desai**  
Vice-Chairman & Managing  
Director  
(DIN: 00017767)

**S. Sandilya**  
Chairman (Non-Executive)  
& Independent Director  
(DIN: 00037542)

Date: July 20, 2022  
Place: Mumbai



## “Annexure 1” to Directors’ Report

### THE DISCLOSURE PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2021 READ WITH SEBI CIRCULAR DATED AUGUST 13, 2021 FOR THE YEAR ENDED MARCH 31, 2022.

#### A. Relevant disclosures in terms of the Accounting Standards prescribed by the Central Government and Section 133 of the Companies Act, 2013 including the ‘Guidance note on accounting for employee share-based payments’ issued in that regard from time to time.

Refer to Note No. 34 forming part of the Standalone Financial Statements and Note No. 30 of the Consolidated Financial Statements for the Financial Year 2021-22. Please note that the said disclosure is provided in accordance with Indian Accounting Standards (Ind AS) 102 - Share Based Payment.

#### B. Diluted EPS on the issue of shares pursuant to all the schemes covered under the Regulations shall be disclosed in accordance with ‘Indian Accounting Standard 33 - Earnings Per Share’ issued by the Central Government or any other relevant Accounting Standards as issued from time to time.

Refer to Note No. 25 forming part of the Standalone Financial Statements and Note No. 21 of the Consolidated Financial Statements for the Financial Year 2021-22. Please note that the said disclosure is provided in accordance with Indian Accounting Standards (Ind AS) 33 - Earnings per share.

#### C. Details related to Employee Stock Option Plans (ESOP).

##### (i) General terms and conditions of ESOP

Sr. No.	Particulars	Plan V	Plan VI	Plan VII
(a)	Date of Shareholders’ Approval	March 20, 2009	October 1, 2010	July 17, 2013
(b)	Total number of Options / RSU’s approved under the Schemes	1,500,000	2,000,000	2,500,000
(c)	Vesting Requirements	<b>Options:</b> The first vesting of the Stock Options / RSU’s shall happen only on completion of 1 (one) year from the date of grant. The maximum vesting period is 4 (four) years from the date of Grant.  <b>RSU’s:</b> Applicable to all employees. The vesting period will be 3 (three) years and the vesting schedule would be 20% at the end of first year, 30% at the end of second year, and 50% at the end of third year. The price of Options / RSU’s would be ₹5 per share (Face value).		
(d)	Exercise Price or Pricing Formula	The exercise price is determined by the Nomination and Remuneration Committee and such price may be the face value of the share from time to time or maybe the Market Price or any price as may be decided by the Committee		
(e)	Maximum Term of Options / RSU’s Granted	11 years from the date of Grant		
(f)	Source of Shares	Primary		
(g)	Variation in terms of Options / RSU’s	The Company implemented the Scheme of Arrangement in the Financial Year 2015-16, effective April 1, 2014. Mastek Limited got split into Mastek Limited and Majesco Limited. Subsequent to this arrangement, the exercise price has been proportionately revised for the Options outstanding on the date of arrangement. Ratio of split up was 37:63.		

##### (ii) Method used to account for ESOS = Fair Value

(iii) Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company. = Not Applicable

(iv) Options / RSU’s Movement During the year and weighted average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.

Particulars	Year ended March 31, 2022		Year ended March 31, 2021		Year ended March 31, 2022		Year ended March 31, 2021		Year ended March 31, 2022		Year ended March 31, 2021	
	No. of shares options / RSU’s	Weighted average Exercise price (in ₹)	No. of shares options / RSU’s	Weighted average Exercise price (in ₹)	No. of shares options / RSU’s	Weighted average Exercise price (in ₹)	No. of shares options / RSU’s	Weighted average Exercise price (in ₹)	No. of shares options / RSU’s	Weighted average Exercise price (in ₹)	No. of shares options / RSU’s	Weighted average Exercise price
<b>Plan</b>	<b>Plan V</b>				<b>Plan VI</b>				<b>Plan VII</b>			
Outstanding Options / RSU’s at the beginning of the year	10,475	63	32,225	68	118,091	114	427,508	82	1,018,646	96	1,515,959	92
No. of Options / RSU’s Granted during the year	-	-	-	-	-	-	-	-	14,530	5	267,160	5
No. of Options / RSU’s Exercised during the year and No. of shares arising as a result of exercise of Options / RSU’s	-	-	(18,000)	66	(20,769)	142	(258,606)	71	(274,314)	53	(666,811)	97
No. of Options / RSU’s Lapsed / Forfeited during the year	(3,750)	91	(3,750)	91	(24,013)	73	(50,811)	98	(125,092)	28	(97,662)	63
No. of Options / RSU’s Forfeited / revoked during the year	-	-	-	-	-	-	-	-	-	-	-	-
No. of Options / RSU’s Vested during the year	-	-	-	-	-	-	-	-	-	-	-	-
No. of Options / RSU’s Outstanding at the end of the year	6,725	47	10,475	63	73,309	120	118,091	114	633,770	83	1,018,646	69
No. of Options / RSU’s Exercisable at the end of the year	6,725	47	10,475	63	73,309	120	118,091	114	448,225	116	559,943	96
Money realised by exercise of Options / RSU’s during the year	-	-	1,191,400	-	2,942,020	-	18,468,024	-	14,425,374	-	64,420,941	-

##### (v) Employee-wise details of Options / RSU’s granted during the year to

	Plan V	Plan VI	Plan VII
(a) Senior Managerial Personnel			
Mr. Hiral Chandrana (Global Chief Executive Officer)	-	-	3,200
Mr. Abhishek Singh (President UKI & Europe)	-	-	2,100
Mr. Arun Agarwal (Global Chief Financial Officer)	-	-	1,210
Ms. Maninder Kapoor Puri (Group Chief Human Resources and Diversity Officer)	-	-	1,530
Mr. Vimal Dangri (Global Chief Legal and Compliance Officer)	-	-	290
Mr. Raman Sapra (President & Chief Growth Officer)	-	-	2,490
(b) Employees who were granted, during any 1 (one) year, Options / RSU’s amounting to 5% or more of the Options / RSU’s granted during the year			
Mr. Hiral Chandrana (Global Chief Executive Officer)	-	-	3,200
Mr. Abhishek Singh (President UKI & Europe)	-	-	2,100
Mr. Arun Agarwal (Global Chief Financial Officer)	-	-	1,210
Ms. Maninder Kapoor Puri (Group Chief Human Resources and Diversity Officer)	-	-	1,530
Mr. Raman Sapra (President & Chief Growth Officer)	-	-	2,490
(c) Identified employees who were granted Options / RSU’s, during any 1 (one) year, equal or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	-	-	-





“Annexure 2” to Directors’ Report

(vi) Description of the method and significant assumptions used during the year to estimate the fair value of options including the following information

(a) The weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate, and any other inputs to the model and the method used, and the assumptions made to incorporate the effects of expected early exercise;

The weighted average fair value of each unit under the plan, granted during the year ended was ₹ 2,356 using the Black-Scholes model with the following assumptions:

Particulars	As at March 31, 2022
Weighted average grant date share price (₹)	2,443
Weighted average exercise price (₹)	5
Dividend yield (%)	0.58
Expected life (years)	3-7
Risk free interest rate (%)	5.90
Volatility (%)	51.35

**Volatility:** Volatility is a measure of the amount by which a price hedge fluctuated or is expected to fluctuate during the period. The measure of volatility used in the Black Scholes option-pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. Company considered the daily historical volatility of the Company’s stock price on NSE over the expected life of each vest.

**Risk free rate:** The risk-free rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the Options / RSU’s based on the zero-coupon yield curve for government securities.

**Expected life of the Options / RSU’s:** Expected life of the Options / RSU’s is the period for which the Company expects the Options / RSU’s to be live. The minimum life of Options / RSU’s is the minimum period before which the Options / RSU’s cannot be exercised and the maximum life of the Option is the maximum period after which the Options / RSU’s cannot be exercised. The Company has calculated expected life as the average of the minimum and the maximum life of the Options / RSU’s.

**Dividend yield:** Expected dividend yield has been calculated as a total of interim and final dividends declared in the last year preceding the date of grant.

(b) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and

The Black-Scholes model is used for the valuation of stock options and the expected volatility is considered based on the historical trend.

(c) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.

Not Applicable to current Options / RSU’s.

For and on behalf of the Board of Directors

<b>Ashank Desai</b> Vice-Chairman & Managing Director (DIN: 00017767)	<b>S. Sandilya</b> Chairman (Non-Executive) & Independent Director (DIN: 00037542)
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<b>Arun Agarwal</b> Global Chief Financial Officer	<b>Dinesh Kalani</b> Vice President - Company Secretary
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Date: July 20, 2022  
Place: Mumbai

FORM AOC-1

(Pursuant to the first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

A Statement containing salient features of the Financial Statements and the brief business of Subsidiaries Pursuant to sub-section (3) of Section 129 of the Companies Act, 2013.

Sr. No.	Name of Subsidiaries	Brief business of Subsidiaries
1.	Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited)	is a Company with deep-rooted capability in providing highly skilled resources and end-to-end services including strategy, creative design, implementation, and managed services for Digital commerce and Enterprise applications. Having a presence in India and supporting the US, ME, and India-based Customers.
2.	Mastek (UK) Limited	is a niche digital transformation services provider, which uses agile methodologies to service customers across sectors through the App Development, Managed Services, Data Warehouse, Business Intelligence, and Testing Services. The Company is a provider of Software Solutions, which enable customers to solve their complex, mission-critical business problems with innovative solutions that sustain and grow their business in the UK market.
3.	Mastek Inc.	is a niche digital transformation services provider, which uses agile methodologies to service customers across sectors through the App Development, Managed services, Data Warehouse, Business Intelligence, and Testing Services. The Company is a provider of Software Solutions, which enable customers to solve their complex, mission critical business problems with innovative solutions that sustain and grow their business in the US market.
4.	Trans American Information Systems Inc.	is a global digital services firm focused on implementing the Digital Commerce applications including manages services, as well as integrating them with the full suite of Oracle Customer Experience Products.
5.	IndigoBlue Consulting Limited	is specialising in Agile Programme and project management. It entered into Business Transfer Agreement in June 2018, with its parent company to merge itself (transfer of its business, assets, and liabilities) to enable greater synergies between them and also achieve higher operational efficiencies.
6.	Mastek Arabia FZ - LLC	is a niche digital transformation services provider, which uses agile methodologies to service customers across sectors through the App Development, Managed services, Data Warehouse, Business Intelligence and Testing Services.
7.	Mastek Digital Inc.	is a niche digital transformation services provider, which uses agile methodologies to service customers across sectors through the App Development, Managed services, Data Warehouse, Business Intelligence and Testing Services in the Canada market.
8.	Evolutionary Systems Egypt LLC	are in the business of IT consulting, Implementation and Managed services for Enterprise applications using best in class automation and methodologies to drive business outcome.
9.	Evolutionary Systems Consultancy LLC	
10.	Evolutionary Systems Bahrain WILL	
11.	Evosys Kuwait Company for designing and equipping Computer Centers LLC	
12.	Evolutionary Systems Saudi LLC	
13.	Evolutionary Systems Pty. Ltd.	
14.	Evosys Consultancy Services (Malaysia) SDN. BHD.	
15.	Newbury Cloud INC	
16.	Evolutionary Systems B.V.	
17.	Evolutionary Systems Qatar WLL	
18.	Evolutionary Systems (Singapore) Pte. Ltd.	
19.	Evolutionary Systems Company Limited	
20.	Evolutionary Systems Corp.	
21.	Evolutionary Systems Canada Limited	



Part “A”: Subsidiaries

Sr. No.	Name of Subsidiaries	The Date since when subsidiary was acquired	Reporting Currency	Exchange Rate on the last date of the Financial Year in the case of foreign subsidiaries	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments	Turnover	PBT	Taxation	PAT	Proposed Dividend	(₹ in Lakhs) % of Share-holding
1.	Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Systems Private Limited)	23-12-2016	INR	1.00	5	47,859	54,354	6,490	699	32,198	4,316	1,195	3,120		100%
2.	Mastek (UK) Limited	01-10-2001	GBP	99.46	199	98,960	143,876	44,717	70,578	113,444	24,551	4,654	19,898		100%
3.	IndigoBlue Consulting Limited	01-05-2015	GBP	99.46	-	-	-	-	-	-	-	-	-		100%
4.	Mastek Inc.	17-11-2015	USD	75.79	16,182	(8,848)	14,828	7,494	12,520	520	(2,554)	321	(2,875)		100%
5.	Trans American Information Systems Inc	23-12-2016	USD	75.79	4	11,080	13,067	1,983	-	18,780	925	243	683		100%
6.	Mastek Digital Inc.	30-04-2020	CAD	60.49	242	645	1,072	184	-	1,196	640	170	471		100%
7.	Mastek Arabia FZ - LLC	01-03-2020	AED	20.64	49,159	(1,171)	50,720	2,732	8,232	4,341	(838)	-	(838)		100%
8.	Evolutionary Systems Consultancy LLC	01-03-2020	AED	20.64	31	(1,012)	3,115	4,097	-	5,470	(1,309)	-	(1,309)		49%
9.	Evolutionary Systems Pty. Ltd.	01-02-2020	AUD	56.74	28	3,234	4,638	1,375	-	6,085	1,898	489	1,409		100%
10.	Evolutionary Systems Bahrain WLL	01-03-2020	BHD	201.04	101	618	1,119	401	-	1,423	(11)	-	(11)		100%
11.	Evolutionary Systems Egypt LLC	01-03-2020	EGP	4.15	0	127	183	55	-	667	97	24	72		100%
12.	Evosys Kuwait Company for designing and equipping Computer Centres LLC	01-03-2020	KWD	250.13	50	57	493	385	-	362	237	20	216		49%
13.	Evosys Consultancy Services (Malaysia) SDN. BHD.	01-02-2020	MYR	18.03	1	567	1,386	818	-	1,393	710	170	540		100%
14.	Newbury Cloud Inc.	01-02-2020	USD	75.79	0	201	283	82	-	619	180	54	125		100%
15.	Evolutionary Systems BV	01-02-2020	EUR	84.22	0	2,992	6,060	3,068	-	7,134	1,931	462	1,469		100%
16.	Evolutionary Systems Qatar WLL	01-02-2020	QAR	20.69	41	875	1,912	996	-	1,578	299	41	258		49%
17.	Evolutionary Systems Saudi LLC	01-02-2020 & 01-03-2020	SAR	20.20	101	2,158	8,309	6,050	-	11,212	240	56	184		50%
18.	Evolutionary Systems (Singapore) Pte. Ltd.	01-02-2020	SGD	55.97	56	(62)	2,787	2,794	1	3,880	(861)	(140)	(721)		100%
19.	Evolutionary Systems Company Limited	01-02-2020	GBP	99.46	0	19,730	27,294	7,564	0	25,914	9,071	1,723	7,347		100%
20.	Evolutionary Systems Corp.	01-02-2020	USD	75.79	2	3,077	9,249	6,170	-	18,533	1,304	427	877		100%
21.	Evolutionary Systems Canada Limited	17-05-2021	CAD	60.49	30	12	52	9	-	342	14	2	12		100%

Notes:

- 1. Names of Subsidiaries which are yet to commence operations: NA
- 2. Names of Subsidiaries which have been liquidated or sold during the year: NA
- 3. IndigoBlue Consulting Limited's Business was merged into Mastek (UK) Limited with effect from June 30, 2018.
- 4. Acquired with effect from March 17, 2020 under (Business Transfer Agreement acquisition) through board control. Also, refer note 32 to the consolidated financial statements.
- 5. Acquired 50% with effect from February 8, 2020 and 50% with effect from March 17, 2020.
- 6. Acquired with effect from February 8, 2020, (Demerger Co-operation Agreement acquisition) through board control. Also, refer note 32 to the consolidated financial statements.
- 7. Exchange rate applied is at March 31, 2022.
- 8. Reporting period of all the Subsidiaries are the same as of the Holding Company which is March 31, except Evolutionary Systems Egypt LLC for which the reporting period is December 31.
- 9. The figures reported above are based on unaudited financial statements of the subsidiaries.



Part “B”: Associates and Joint Venture

The Company does not have any Associates and/or Joint Venture Company during the year.

Notes:

- 1. Names of associates or joint ventures, which are yet to commence operations - NA
- 2. Names of associates or joint ventures which have been liquidated or sold during the year - NA

For and on behalf of the Board

Ashank Desai  
Vice-Chairman & Managing Director  
(DIN: 00017767)

Arun Agarwal  
Global Chief Financial Officer

Date: July 20, 2022  
Place: Mumbai

S. Sandilya  
Chairman (Non-Executive) & Independent Director  
(DIN: 00037542)

Dinesh Kalani  
Vice President - Company Secretary

## “Annexure 3” to Directors’ Report

### FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm’s length transactions.**

1. Details of contracts / arrangement / transactions not at arm’s length basis: NIL

2. Details of material contracts / arrangements / transactions at arm’s length basis:

Name of Related Party	Nature of Relationship	Duration of Contract	Date of approval by the board	Salient Terms of Contract / Arrangement / Transaction including the value	Nature of transactions	Amount ₹ in lakhs	Amount paid as an advance, if any
Mastek (UK) Limited	Wholly-owned Subsidiary	2021-22	28.04.2021	As per Transfer Pricing guidelines	Information Technology Services^	22,365	-
					Others	73	-
					Dividend received from Subsidiary	4,721	-
					Reimbursable / Other expenses recoverable	418	-
					Guarantee commission^	227	-
					Information Technology Services (excluding GST)	557	-
Mastek Enterprise Solutions Private Limited (formerly known as Trans American Information Systems Private Limited)	Wholly-owned Subsidiary	2021-22	28.04.2021	As per Transfer Pricing guidelines	Consideration paid on behalf of subsidiary ^^	45,162	-
					Other Income	-	-
					Reimbursable / other expenses recoverable (excluding GST)	13	-
					Guarantee given for facility availed by subsidiary ^	111	-
					Guarantee commission ^	25	-
					Information Technology Services^	563	-
Mastek, Inc.	Step-down Subsidiary				Reimbursable / other expenses recoverable	96	-
					Information Technology Services^	458	-
					Others	11	-
Trans American Information Systems, Inc.	Step-down Subsidiary				Reimbursable / other Expenses recoverable	1	-

Name of Related Party	Nature of Relationship	Duration of Contract	Date of approval by the board	Salient Terms of Contract / Arrangement / Transaction including the value	Nature of transactions	Amount ₹ in lakhs	Amount paid as an advance, if any
Mastek Arabia FZ LLC	Step-down Subsidiary	2021-22	28.04.2021	As per Transfer Pricing guidelines	Information Technology Services^	-	-
Evolutionary Systems Consultancy LLC	Step-down Subsidiary				Information Technology Services^	61	-
					Other Expenses recoverable (payable)	(6)	-
Evosys Consultancy Services (Malaysia) Sdn Bhd.	Step-down Subsidiary				Information Technology Services^	18	-
Evolutionary Systems (Singapore) Pte. Ltd.	Step-down Subsidiary				Information Technology Services^	42	-
Mastek Foundation	-				Contribution towards CSR expenses	182	-
Compensation of Key Managerial Personnel of the Company	-				-	696	-

^ This includes foreign exchange adjustment.

^^ Consideration paid on behalf of Subsidiary is pursuant to acquisition. (Refer note 40 of Standalone Financial Statement).

For and on behalf of the Board of Directors

**Ashank Desai**  
Vice-Chairman & Managing Director  
(DIN: 00017767)

**S. Sandilya**  
Chairman (Non-Executive) & Independent Director  
(DIN: 00037542)

Date: July 20, 2022  
Place: Mumbai



## “Annexure 4” to Directors’ Report

## (Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. The ratio of the remuneration (including perquisite value of stocks exercised during the year) of each Director and Key Managerial Personnel to the median remuneration of the employees of the Company for the Financial Year 2021-22 and percentage increase / (decrease) in remuneration of each Director and KMP.

Name of Directors and KMP	Designation	The ratio of Remuneration of each Director / KMP to the median Remuneration	% Increase in Remuneration for Financial Year 2021-22 over Financial Year 2020-21
Mr. S. Sandilya	Non-Executive Chairman and Independent Director	6.52	27
Mr. Ashank Desai	Vice-Chairman & Managing Director (w.e.f. November 8, 2020)	38.07	NA*
Mr. Ketan Mehta	Non-Executive Director (Non-Independent) (w.e.f. December 29, 2020)	5.86	NA*
Ms. Priti Rao	Non-Executive Director (Independent)	5.27	44
Mr. Atul Kanagat	Non-Executive Director (Independent)	5.93	93
Mr. Rajeev Kumar Grover	Non-Executive Director (Independent)	6.74	100
Mr. Arun Agarwal	Global Chief Financial Officer (w.e.f. May 31, 2021)	23.64	NA*
Mr. Dinesh Kalani	Vice President - Company Secretary	8.15	36

\* The % change in Remuneration is not comparable as the said Directors / Key Managerial Personnel held their respective positions for a part of the year in either Financial Year 2020-21 or in Financial Year 2021-22.

## Notes:

- The increase in the remuneration of Non-Executive Directors is on account of an increase in the number of Board and committee meetings and commissions during the year under review, vis-a-vis the preceding Financial Year.
- The median remuneration of the Company for all its employees is ₹ 682,786 for the Financial Year 2021-22.

2. The Percentage increase / decrease in the median remuneration of employees in the Financial Year 2021-22

The percentage decrease in the median remuneration of all employees in the Financial Year was 11% which is on account of increased lateral and Graduate trainee hires during Financial Year 2021-22.

3. The number of permanent employees on the rolls of the Company as on March 31, 2022

The number of permanent employees on the rolls of the Company as on March 31, 2022, was 1,350.

4. Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration

The average percentage increase in the salaries of the employees other than the Managerial Personnel in the Financial Year was 8.7% vis-a-vis an increase of 25.4% in the Managerial remuneration. Increase in % due to new inclusion of KMP / Directors joined during Financial Year 2020-21 compared to Financial Year 2021-22.

5. Affirmation that the remuneration is as per the Nomination and Remuneration Policy of the Company:

It is affirmed that the remuneration is as per the Nomination and Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Ashank Desai  
Vice-Chairman & Managing Director  
(DIN: 00017767)

S. Sandilya  
Chairman (Non-Executive) & Independent Director  
(DIN: 00037542)

Date: July 20, 2022

Place: Mumbai



## “Annexure 5” to Directors’ Report

## FORM NO. MR-3

## Secretarial Audit Report

## For the Financial Year ended March 31, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
Mastek Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mastek Limited (hereinafter called “the Company”), incorporated on May 14, 1982, having CIN: L74140GJ1982PLC005215 and Registered Office at 804/805, President House, Opp. C. N. Vidyalaya, Near Ambawadi Circle, Ahmedabad - 380 006. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended March 31, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended March 31, 2022, according to the provisions of:
  - The Companies Act, 2013 (“the Act”) and the rules made thereunder;
  - The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder;
  - The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - Provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings;
  - The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 as amended (“SEBI Act”):-
    - The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”);

- The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- SEBI (Prohibition of Insider Trading) Regulations, 2015;
- The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- The SEBI (Share Based Employee Benefits) Regulations, 2014 and The SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 as amended (“SEBI Act”) were not applicable to the Company during the audit period:-

- The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding Companies Act and dealing with the Client;
- The SEBI (Delisting of Equity Shares) Regulations, 2009;
- The SEBI (Buyback of Securities) Regulations, 1998.

3. I have relied on the representation made by the Company and its officers for systems and the mechanism formed by the Company and having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on the test-check basis, the Company has complied with the following laws apply specifically to the Company:

- The Information Technology Act, 2000;
- The Special Economic Zone Act, 2005;
- Policy relating to Software Technology Parks of India and its regulations;
- All applicable Labour Laws and other incidental laws related to Labour and employees appointed by the Company either on its payroll or on a contractual basis as related to wages, gratuity, provident fund, ESIC, compensation, etc.;
- Income Tax Act, 1961 and other Indirect Tax laws;

- (f) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- (g) Bombay Shops and Establishments Act, 1948.

I have also examined compliance with the applicable clauses of the Secretarial Standards in respect of Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and to the best of my knowledge and belief, during the period under review, the Company has complied with the provisions of the Act, Rules, applicable Regulations, Guidelines, Standards, etc. mentioned above.

I further report that based on the information provided and the representation made by the Company and also on the review of the compliance reports of the Managing Director and Global Chief Financial Officer taken on record by the Board of Directors of the Company in our opinion adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws like labour laws, etc.

#### I further report that:

The Board of Directors of the Company is duly constituted with a proper balance of Executive Director, Non-Executive Director, and Independent Directors including a Woman Director. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notices were given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors and the Committees of the Company were carried unanimously. There were no dissenting views by any member of the Board of Directors during the period under review.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

I further report that during the year following special events occurred:

1. The Company has informed the stock exchange and complied with Regulation 30 of LODR that:
  - (a) Mr. Arun Agarwal, Global Chief Financial Officer of the Company, has been appointed as a Key Managerial Personnel w.e.f. May 31, 2021.
  - (b) NCLT vide its order dated September 14, 2021, approved and sanctioned the Scheme of Arrangement amongst Evolutionary Systems Private Limited, Trans American Information Systems

Private Limited, and Mastek Limited and their respective shareholders and Creditors pursuant to Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromise, Arrangements, and Amalgamations) Rules, 2016. The Company accordingly has issued and allotted 4,235,294 equity shares at ₹650/- each, to the shareholders of Evolutionary Systems Private Limited in terms of the approved Scheme.

- (c) Conducted Postal Ballot for the following items which have been completed by the Company:
  - Adoption of amended and restated Articles of Association of the Company;
  - Offer, Issue and Allot 254,755 equity shares of the Company on a private placement basis for buy out of 1<sup>st</sup> tranche of outstanding Compulsorily Convertible Preference Shares (CCPS) of its Subsidiary in terms of the Shareholders Agreement.
- (d) Company has also convened NCLT meeting of its Equity Shareholders and Unsecured Creditors on May 28, 2021, to approve the Scheme of Arrangement and issue of Equity shares.
- (e) The Company has declared the Final dividend for FY 2020-21 and paid the Interim Dividend for the year under review.
- (f) Approved the Buy-out of CCPS from shareholders of its subsidiary i.e. Trans American Information Systems Private Limited by way of cash and partly by way of issuing 254,755 equity shares to sellers of CCPS of Trans American Information Systems Private Limited in terms of the Shareholders Agreement.

I further report that during the audit period the Company and its officers have co-operated with me and have produced before me all the required forms, information, clarifications, returns, and other documents as required for the purpose of my audit.

**For P. Mehta & Associates**  
Practising Company Secretaries

**Prashant S. Mehta**  
(Proprietor)  
ACS No. 5814  
C.P. No. 17341

Date: April 19, 2022  
Place: Mumbai

UDIN: A005814D000163147  
PR No. 763/2020



To,  
**The Members**  
**Mastek Limited**  
**Mumbai.**  
**CIN: L74140GJ1982PLC005215**

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records, I believe that the processes and practices, I followed to provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the Company. I have relied on the statutory report provided by the Statutory Auditors as well as Internal Auditors of the Company for the Financial Year ended March 31, 2022.
4. I have obtained Management representation wherever required regarding the compliance of laws, rules, regulations, and happening of events, etc.
5. Compliance with the provision and other applicable laws, rules, regulations, and standards is the responsibility of Management. My examination was limited to the verification of procedures on a test basis.
6. The secretarial audit reports are neither an assurance as to the future liability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For P. Mehta & Associates**  
Practising Company Secretaries

**Prashant S. Mehta**  
(Proprietor)  
ACS No. 5814  
C.P. No. 17341

Date: April 19, 2022  
Place: Mumbai

UDIN: A005814D000163147  
PR No. 763/2020



## “Annexure 6” to Directors’ Report

Annual Report on Corporate Social Responsibility (CSR)  
Activities / Initiatives

[Pursuant to Rules 8 &amp; 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014]

**1. Brief outline of CSR Policy of the Company, including an overview of projects or programmes proposed to be undertaken and a reference to the web link to the CSR policy and projects or programmes.**

The CSR policy has been developed for the Company to comply with the provisions of Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules 2014. Mastek is committed to spending up to 2% of the average net profit for the preceding 3 (three) Financial Years on CSR projects or programmes related to activities specified in Schedule VII to the Act or such activities as may be notified from time to time. A CSR committee was constituted since 2014, to meet the requirements of the Act.

**2. Composition of CSR Committee**

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ms. Priti Rao	Chairperson, Independent Director	2	2
2.	Mr. Ashank Desai	Member, Vice-Chairman & Managing Director	2	2
3.	Mr. Rajeev Kumar Grover	Member, Independent Director	2	2

**3. Provide the web link where the Composition of the CSR committee, CSR Policy, and CSR projects approved by the board are disclosed on the website of the Company.**

<https://www.mastek.com/wp-content/uploads/2022/07/Corporate-Social-Responsibility-Policy-2022.pdf>

**4. Provide the details of the Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). Not Applicable.****5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and the amount required for set off for the Financial Year, if any. NIL****6. Average net profit of the Company as per Section 135(5): ₹3,765 lakhs****7. (a) Two percent of the average net profit of the Company as per Section 135(5): ₹75.3 lakhs**

**(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL**

**(c) Amount required to be set off for the financial year, if any: NIL**

**(d) Total CSR obligation for the financial year (7a+7b- 7c): ₹75.3 lakhs**

**8. (a) CSR amount spent or unspent for the Financial Year: ₹182 lakhs**

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (₹ in lakhs)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per the second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
182 lakhs	N/A	N/A	N/A	N/A	N/A

**(b) Details of CSR amount spent against ongoing projects for the Financial Year:**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)		
Sr. No.	Name of the Project	The item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project		Project duration	The amount allocated for the project (in ₹)	Amount spent in the current Financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct Yes / No	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
TOTAL												

**(c) Details of CSR amount spent against other than ongoing projects for the Financial Year:**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)		
Sr No.	Name of the Project	Item from the list of Activities in schedule VII to the Act.	Local area (Yes / No)	Location of the project		Amount spent for the project (₹ in lakhs)	Mode of implementation Direct (Yes / No)	Mode of implementation - Through implementing agency.	
				State	District / City			Name	CSR registration number
1	Goa Systemic School Improvement Programme	(ii) Promoting education	No	Goa	North and South Goa Districts	5.65	No	Adhyayan Quality Education Foundation	CSR00002080
2	Sponsorship for medicines and education for specially-abled individuals at Sangopita' s Special Home	(i) Promoting health care including preventive health care	Yes	Maharashtra	Thane	8.25	No	Sangopita - A shelter for Care	CSR00003968
3	Parivaar - Seva Kutir Project	(i) eradicating hunger, poverty, and malnutrition,	No	Madhya Pradesh	Mandla	10.00	No	Parivaar Education Society	CSR00000052
4	Pari - Adolescent Health Project	(i) promoting preventive health care	Yes	Maharashtra	Thane / Palghar	11.00	No	PRASAD Chikitsa	CSR00006132
5	Developing life skills and creativity in village children	(ii) promoting education	No	Karnataka	Tumakuru	12.58	No	NavSahyog Foundation	CSR00001961
6	Free Learning Center Programme	(ii) promoting education	Yes	Maharashtra	Mumbai	13.00	No	Angel Xpress Foundation	CSR00000120
7	Strengthening Community Resilience to COVID-19	(xii) disaster relief	No	New Delhi	Kirti Nagar and Jahangirpuri	14.00	No	Prayas Juvenile Aid Centre	CSR00001803
8	Provide support for dual flow oxygen concentrators and relief operations	(xii) disaster relief	No	Maharashtra	Amravati	15.00	No	MAHAN Trust	CSR00000414
9	Make and Market	(ii) livelihood enhancement projects	No	West Bengal	Darjeeling	4.71	No	Srujna Charitable Trust	CSR00002690
10	Make and Market	(ii) livelihood enhancement projects	Yes	Maharashtra	Mumbai	4.96	No	Srujna Charitable Trust	CSR00002690
11	Make and Market	(ii) livelihood enhancement projects	No	Jammu and Kashmir	Srinagar	5.33	No	Srujna Charitable Trust	CSR00002690
12	Construction of a Vocational Training Institute	(ii) promoting education	No	Gujarat	Banaskantha	23.50	No	Sarjan Foundation	CSR00007841
13	Education, Employment and Empowerment	(ii) promoting education	Yes	Maharashtra	Mumbai	35.57	No	Dharma Bharathi Mission (DBM India)	CSR00004550
14	*Administrative Overheads	-	-	Maharashtra	Mumbai	18.45	-	Mastek Foundation	CSR00001859
TOTAL						182.00			

\* Administrative overheads incurred through Mastek Foundation for implementation of the Project by the above agencies includes expenditure incurred on voluntary CSR spent.

# Corporate Governance Report

In terms of Regulation 34(3) read with Section C of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), a Report on Corporate Governance for the Financial Year ended March 31, 2022, is presented below:

Corporate Governance refers to the systems of rules, practices, and processes by which Companies are governed. Corporate Governance essentially involves balancing the interests of various Stakeholders of the Company, such as Members, Customers, Financiers, the Government, the Employees, and the Community. Since Corporate Governance also provides the framework for attaining a Company’s objectives, it encompasses practically every sphere of management, from action plans and internal controls to performance measurement and corporate disclosure. Corporate Governance encourages a trustworthy, moral, as well as ethical environment. For ensuring sound Corporate Governance practices, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, 2013 (“the Act”), SEBI Listing Regulations, Accounting Standards, Secretarial Standards, etc. Today’s market-oriented economy and globalisation drive the demand for a high quality Governance practices.

Mastek Limited (“Mastek” or “Company”) has worked diligently to integrate ethics and social responsibility in defining its corporate culture. Besides complying with the legal framework of Corporate Governance practices, Company has voluntarily adopted and evolved various practices of Governance conforming to the highest ethical and responsible standards of business.

## Company’s Philosophy on Corporate Governance

The Company’s strong beliefs on good Corporate Governance are based on strong foundations of ethical values and professionalism which are being practiced since inception of the Company. At Mastek, employees feel gratified to belong to a Company whose visionary founders laid the foundation stone for good governance long back and made it an integral principle of the business. The Company’s philosophy on Corporate Governance is aimed at optimising the balance between Stakeholders’ interests and corporate goals through the efficient conduct of its business and meeting obligations in a manner that is guided by maintaining transparency in its dealings, creating robust policies and practices for key processes and systems with clear accountability, integrity, transparent governance practices and highest standards of regulatory compliances. The Company considers the Stakeholders as partners in its success and is committed to maximising Stakeholders’ value, be it Members, Employees, Customers, Vendors, Governments, or the Community at large. It is the Company’s belief that following global

practices, transparent disclosures, and empowerment of Stakeholders are as necessary as delivering excellent financial results, creating and sustaining value for Members, and meeting the expectations of the Customers and Society.

The Company’s actions are governed by its values and principles, which are reinforced at all levels within the Company. Your Company believes that if something is important enough to be done, it is important that it is done ethically and in compliance with applicable legislation. The Company’s Code of Business Conduct and Ethics is an extension of its values and reflects its continued commitment to ethical business practices across its operations. Your Company acknowledges its individual and collective responsibilities to manage its business activities with integrity. The Company’s Code inspires it to set standards that not only meet the applicable legislation but go beyond in many areas of its functioning.

Mastek is committed to help individuals and institutions to become the best that they can be. To strengthen the foundation of its engagement with all its Stakeholders, we have defined a set of ethical values called *PACTS (Passionate, Accountable, Collaborative, Transparent, and Sustainable)* and encourage every Mastekeer to follow its set of defined ethical values. More importantly, they serve as a framework for the behaviour of current and future generations of Mastekers.

Mastek’s Corporate Governance system provides a fundamental framework to execute its business in line with business ethics. Mastek not only adheres to the prescribed Corporate Governance Practices as per the SEBI Listing Regulations but is also committed to sound Corporate Governance Principles and Practices.

## The Corporate Governance Structure

Sustaining a culture of integrity along with high-performance orientation and an adaptive management style in today’s dynamic business environment needs a robust Governance Structure. The Corporate Governance Structure of the Company is multi-tiered, comprising governing / management boards at various levels, each of which are interlinked in the following manner:

**Mastek has three-tier of Corporate Governance Structure, viz.:**

- Strategic Supervision** - by the Board of Directors comprising the Executive, Non-Executive and Independent Directors. The primary role of the Board is to protect the interest and enhance value for all the Stakeholders. It conducts overall strategic supervision and control by setting the goals and targets, policies, governance standards, reporting mechanism and accountability and decision-making process to be

- (d) **Amount spent on Administrative Overheads:** ₹18.45 lakhs
- (e) **Amount spent on Impact Assessment, if applicable:** Not Applicable
- (f) **Total amount spent for the Financial Year (8b+8c+8d+8e):** ₹182 lakhs
- (g) **Excess amount for set-off, if any**

Sr. No.	Particulars	Amount (in ₹ lakhs)
(i)	Two percent of the average net profit of the Company as per Section 135(5)	75.3
(ii)	Total amount spent for the Financial Year	182
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	106.7
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	The amount available for set off in succeeding financial years [(iii)-(iv)]	106.7

## 9. (a) Details of Unspent CSR amount for the preceding three Financial Years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			The amount remaining to be spent in succeeding Financial Years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
				Nil			

## (b) Details of CSR amount spent in the Financial Year for ongoing projects of the preceding Financial Year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	The total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project -Completed / Ongoing
								Nil

## 10. In case of creation or acquisition of a capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year.

(Asset-wise details)

- (a) **Date of creation or acquisition of the capital asset(s):** Not Applicable
- (b) **Amount of CSR spent for the creation or acquisition of the capital asset:** Not Applicable
- (c) **Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc.:** Not Applicable
- (d) **Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset):** Not Applicable

## 11. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5):

Not Applicable - In fact Company has spent much more than the mandatory 2% amount under its CSR initiatives.

Priti Rao	Ashank Desai	Rajeev Kumar Grover
Chairperson	Member	Member
(DIN: 03352049)	(DIN: 00017767)	(DIN: 00058165)



- followed. The Committees of the Board such as Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders’ Relationship Committee and Risk Management & Governance Committee are focused on financial reporting, audit and internal controls, appointment and remuneration of Directors, Key Managerial Personnel and Senior Managerial Personnel, identifying, implementing and monitoring of ESG and CSR activities, the Risk management, operational, legal and compliances including sustainability framework.
2. **Executive Management** - by the Corporate Management team comprising of the Managing Director and Executive Leadership Team consisting of the functional heads of the Company. They meet at regular intervals, wherein all important business issues are discussed and decisions are taken. Management reviews and monitors monthly performances addresses challenges faced by the business draw strategies and policies and keeps the Board informed about important developments having bearing on the operational and financial performance of the Company.
3. **Operational Management** - The three-tier Corporate Governance Structure, besides ensuring greater Management Accountability and Credibility, facilitates increased autonomy to the businesses, performance discipline, and development of business leaders, lead to an increased operational efficiency and client satisfaction.

The Compliance Framework

The Company has a robust and an effective framework for monitoring compliances with the applicable laws within the organisation and also to provide regular updates through Senior Management to the Board and the Risk Management & Governance Committee on a quarterly basis. The Audit Committee, the Risk Management & Governance Committee and the Board collectively review the status of compliances with the applicable laws and provide valuable guidance to the Management team, wherever necessary.

Board of Directors (“Board”)

Corporate Governance is also about what the Board does and how they set the values of the Company. The Company recognises and embraces the importance of a diverse Board in its success and it believes that a truly diverse Board would leverage differences in thought, perspective, knowledge, skill and industry experience, which will enrich Board discussions and enable effective decision-making. The responsibilities of

the Board thus includes setting the Company’s strategic aims, providing the leadership to put them into effect, supervising the Management of the Company and reporting to the Members on the governance.

Mastek’s Board is an ideal mix of knowledge, perspective, professionalism, divergent thinking and experience. Mastek Board’s uniqueness lies in the fact that the Board balances several deliverables, achieves sound Corporate Governance objectives in a promoter owned organisation and acts as a catalyst in creation of Stakeholder value. This is reflected in the Company’s Governance Practices, through which it strives to maintain an active, informed and independent Board. The Board ensures that the Company complies with all relevant laws, regulations, governance practices, accounting and auditing standards etc. It identifies key risk areas and key performance indicators of the Company’s business and constantly monitors these factors.

Composition of the Board

The Composition of the Board of Directors is made up of eminent and qualified persons who ensure that the long-standing culture of maintaining high standards of Corporate Governance is further nurtured. The Board effectively separates the functions of governance and management and balances deliverables. The Composition and size of the Board is reviewed periodically to ensure that the Board is a wholesome blend of Directors with complementary skill- sets.

The Board has an optimal mix of Executive and Non-Executive Directors who have considerable expertise in their respective fields including competencies required in context of Company’s businesses. The Non-Executive Directors including Independent Directors on the Board are well qualified, experienced, competent and highly renowned persons with varied professional background in the field of Information Technology, Finance, General Management, Marketing Strategy and Planning, Mergers and Acquisitions, Brand Development, Risk Management etc. They take active part at the Board and Committee Meetings by providing valuable guidance and expert advice to the Management on various aspects of business overview, and play a critical role on strategic issues, which enhances the transparency and adds value in the decision-making process of the Board of Directors.

The Board has an unfettered and complete access to any information within the Company. Members of the Board have complete freedom to express their views on agenda items and draft minutes and can discuss any matter at the Meeting with the permission of the Chairperson.

As on March 31, 2022 the Board composition and category of the Board of Directors was as follows:

Sr. No.	Name of the Director	Promoter / Non - Promoter	Category
1.	Mr. S. Sandilya	Non - Promoter	Chairman (Non-Executive) & Independent Director
2.	Mr. Ashank Desai	Promoter	Vice-Chairman & Managing Director
3.	Mr. Ketan Mehta		Non-Executive & Non-Independent Director
4.	Ms. Priti Rao	Non - Promoter	Non-Executive & Independent Director
5.	Mr. Atul Kanagat		
6.	Mr. Rajeev Kumar Grover		

Board Diversity

Your Company over the years has been fortunate to have eminent persons from diverse fields as Directors on its Board. Pursuant to the SEBI Listing Regulations, the Nomination and Remuneration Committee of the Board has formalised a policy on Board Diversity to ensure diversity of experience, knowledge, perspective, background, gender, age and culture. The policy is made available on the website of the Company and can be accessed through the web link <https://www.mastek.com/wp-content/uploads/2022/07/Board-Diversity-Policy.pdf>.

The brief profiles of the Directors are mentioned elsewhere in this Report and forming part of this Annual Report gives an insight into the education, expertise, skills and experience of Directors, thus bringing in diversity to the Board’s perspectives.

Board Membership Criteria

The Board has adopted the Nomination and Remuneration Policy to ensure that the Board Composition is balanced with the requisite skillsets, so that the Company benefits from new insights, guidance and challenges to business proposals. The revised Policy outlines the appointment criteria and qualifications of the Directors on the Board of Mastek and the matters related to remuneration of the Directors. The said Policy is available on the Company’s website and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/07/Nomination-Remuneration-Policy-For-Board-of-Directors-Key-Managerial-Personnel.pdf>. The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board and whether the person is a proven leader in running a business that is relevant to the Company’s business or is a proven academician in the field relevant to the Company’s business. The Directors so

appointed are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

The skill profile of Independent Board Members is driven by the key performance indicators defined by the Board, broadly based on:

- Independent Corporate Governance;
- Guiding strategy and enhancing shareholders’ value;
- Monitoring performance, Management development & compensation; and
- Control and compliance.

Matrix highlighting Core Skills / Expertise / Competencies of the Board of Directors

The Board of the Company is structured by having the requisite level of qualifications, professional background, sector expertise, special skills, nationality, and geography. The approach for selection and appointment of Directors on the Board ensures that their specific skills, knowledge, and experience fulfil a particular skill-set requirement of the Board. The Board after taking into consideration the Company’s nature of business, core competencies, and key characteristics has identified the following Core Skills / Expertise / Competencies as required in the context of its business(es) and sector(s) for it to function effectively and in the opinion of the Board is currently available. It is acknowledged that not all Directors will have each necessary skill, but the Board as a whole must have them, as also that the expertise, knowledge, and experience required for the Board will change as the organisation evolves and grows.

The Board annually reviews the below Skills and Competencies Matrix. The below table summarises the key qualifications, skills, and attributes which are taken into consideration while nominating to serve on the Board. The specific areas of focus or expertise of individual Board Members have been highlighted. However, the absence of a mark against a Member’s name does not necessarily mean the Member does not possess the corresponding qualification or skills:

Skills and their Description	Mr. S. Sandilya	Mr. Ashank Desai	Mr. Ketan Mehta	Ms. Priti Rao	Mr. Atul Kanagat	Mr. Rajeev Kumar Grover
<b>Financial Management</b> Wide-ranging knowledge and financial skills, oversight for risk management and internal controls, and proficiency in financial management and financial reporting processes.	✓	✓	✓			✓
<b>Technology</b> Reasonable knowledge and experience in technology with an ability to foresee technological trends and changes, apply new technology, and bring about innovations in business strategies.	✓	✓	✓	✓	✓	✓
<b>Mergers and Acquisitions</b> Significant experience in mergers and acquisitions and other business combinations, with strong insight of risks and opportunities, valuations and diligence processes, structural impact on the organisation, and ability to leverage integration planning.	✓	✓	✓	✓	✓	✓
<b>Global Business Perspective</b> Understanding of diversified business environments, economic, political, cultural, and regulatory frameworks across the globe and a broad perspective on global market opportunities and experience of overseeing and managing businesses across multiple countries and environments.	✓	✓	✓	✓	✓	✓
<b>Strategy and Planning</b> Ability to critically identify and assess strategic opportunities and threats and develop effective strategies in the context of long-term objectives and the organisation’s relevant policies and priorities.	✓	✓	✓	✓	✓	✓
<b>Governance and Compliance</b> Understanding of the various governance and compliance requirements under various applicable laws, supporting a strong Board base and management accountability, transparency, and protection of Members’ interests. A strong understanding of the regulatory environment across securities laws, data protection and privacy, and cyber security for India and countries where business is transacted.	✓	✓	✓	✓		✓
<b>Risk Management</b> Identification and Management of risk at micro & macro, functional & geographic, and strategic & operational levels and implementing risk management process with the proper understanding of the risk and monitoring mechanism.	✓	✓	✓	✓	✓	✓
<b>Operations and General Management</b> Capacity to perform executive duties in an organisation while avoiding crisis situations and promptly solving problems when they occur.	✓	✓	✓	✓	✓	✓

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and competence required for it to function effectively.



Declarations

In the opinion of the Board, all the Independent Directors of the Company have the relevant integrity, qualifications, expertise, experience and they also fulfil the criteria of independence as defined under Section 149(6) of the Act read with Rule 5 of Companies (Appointment and Qualification of Directors) Rules 2014, Regulation 16(1) of the SEBI Listing Regulations and are independent of the management of the Company. The Company has also received declarations from the Independent Directors that they meet the criteria of Independence.

Further, in terms of Section 150 of the Act, read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have

The name and category of the Director, DIN, number of Directorships and Committee positions held in the Companies and the list of other Listed Entities where he /she is a Director along with the category of their Directorships as on March 31, 2022 are given below:

Name of the Director and DIN	Category of Directorship	Date of Appointment / Re-appointment in the current term	Directorship held in other listed entities along with Category	No. of Committee Memberships (including Mastek)	No. of Committee Chairmanships (including Mastek)
Mr. S. Sandilya (DIN: 00037542)	Chairman (Non-Executive & Independent Director)	01.04.2019	1. Eicher Motors Limited - Independent Director 2. Rane (Madras) Limited - Independent Director 3. Rane Brake Lining Limited - Independent Director	5	4
Mr. Ashank Desai (DIN: 00017767)	Vice-Chairman & Managing Director (Promoter)	08.11.2020	NRB Bearings Limited - Independent Director	3	1
Mr. Ketan Mehta (DIN: 00129188)	Non-Executive Director (Promoter) (Non-Independent)	29.12.2020	-	1	0
Ms. Priti Rao (DIN:03352049)	Non-Executive Director (Independent)	01.04.2019	Union Bank of India - Independent Director	2	0
Mr. Atul Kanagat (DIN: 06452489)	Non-Executive Director (Independent)	01.04.2019	-	2	0
Mr. Rajeev Kumar Grover (DIN:00058165)	Non-Executive Director (Independent)	28.01.2020	-	1	0

Notes:

1. The data presented above is after taking into account, the disclosures furnished by the continuing Directors in the first Board Meeting of the Financial Year 2022-23.
2. None of the Directors is a Member of more than 10 (ten) Board-level Committees, or a Chairman of more than 5 (five) such Committees, which is, in compliance with the SEBI Listing Regulations and Act. Further, none of the Directors acts as an Independent Director in more than 7 (seven) Listed Companies.
3. The Committees considered for the purpose of calculation of Membership and / or Chairmanship as discussed above are those as specified in Regulation 26 of the SEBI Listing Regulations i.e. Audit Committee and Stakeholders’ Relationship Committee only.
4. None of the Directors have any *inter se* relationship among themselves or with any employees of the Company.

Induction Programme for New Directors and On-going Familiarisation Programme for Existing Independent and Non-Independent Directors

At the time of appointing a Director, a formal letter of appointment is given to the concerned Director, which *inter alia* explains the role, function, duties, and responsibilities as expected from a Director of the Company. The Director is also explained in detail, the Compliance required from him under the Act, the SEBI Listing Regulations, and various statutes and thereafter an affirmation is obtained on the same.

All new Independent Directors are taken through a Formal Induction and Familiarisation Programme when they join

confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA) and also completed the online proficiency test conducted by the IICA wherever required.

The Company had also issued formal appointment letters to all the Independent Directors at the time of their appointment in the manner provided under the Act read with the Rules issued thereunder. A sample letter of appointment containing the terms and conditions, issued to the Independent Directors, is made available on the website of the Company and can be accessed through the web link: <https://www.mastek.com/wp-content/uploads/2021/12/Appointment-Letter-to-Independent-Director.pdf>.

the Board of the Company. The Induction Programme is an exhaustive one that covers the history and culture of Mastek, the background of the Company and its growth over the last 4 (four) decades, various milestones in the Company’s existence since its incorporation, the present structure and an overview of the businesses, functions and IT Industry scenario.

Every new Director of the Board needs to attend a Review / Orientation Program organised by the Company. Managing Director, Global Chief Executive Officer, Global Chief Financial Officer, and Senior Managerial Team, provide an overview of the Strategy, Operations and Functions of the Company



by making presentations. An opportunity is provided to the Directors to interact with Senior Managerial Team of the Company which helps them to get ground level information on the Company's services offering, Markets, Software Delivery, Organisation Structure, Finance, HR, Technology, Quality Facilities, Risk Management, Client and Employee Satisfaction Surveys, BCP and DR Measures, and Regulatory Compliances.

The above initiatives help the Directors to understand the Company, its business and the Regulatory framework in which the Company operates and equips them to effectively fulfil their role as a Director of the Company.

Further, as an on-going process, the Board is updated on a quarterly basis through presentations and discussions on the overall economic trends, the performance of the IT Industry and that of the Company, analysis of the circumstances which helped or adversely impacted the Company's performance and the initiatives taken / proposed to be taken to bring about an overall improvement in the performance of the Company, comparison of the Company's performance with its peers in the Industry as available in public domain, Marketing Strategy, Business Risks and Mitigation Plan, etc. The Directors are also periodically updated on the regulatory changes and their impact on the Company.

Details of the Programme for Familiarisation of Independent Directors with the working of the Company are available on the website of the Company and can be accessed through the web link <https://www.mastek.com/wp-content/uploads/2022/08/Induction-and-Familiarisation-Programme-for-Independent-Directors-2022.pdf>.

Key Functions of the Board

The Board performs various statutory and other functions for managing the affairs of the Company. The key functions includes the following:-

- reviewing and guiding corporate strategy, annual budgets and business plans, setting performance objectives;
- monitoring effectiveness of the Company's Governance Practices and making changes as needed;
- monitoring corporate performance and overseeing major capital expenditures, acquisitions and divestments;
- ensuring integrity of the Company's accounting and financial reporting system, financial and operating controls, compliance with applicable laws;
- ensuring a transparent Board nomination process with the diversity of thought, experience, knowledge and gender in the Board;
- selecting, compensating, monitoring and when necessary, replacing key Managerial Personnel and Succession Planning; and
- evaluating the performance of Board, its Committees and individual Directors.

Manner of Performance Evaluation of the Board, Committees and Directors

In compliance with the provisions of the Act and the SEBI Listing Regulations, the Board of Directors has carried out

an Annual Evaluation of its performance, Board Committees, Individual Directors, Chairpersons, and the Managing Director for the year under review.

In respect of individual Directors including the Non-Executive Chairman and the Managing Director, their personal Performance Evaluation was carried out using a peer review process, facilitated by an outside subject matter expert with confidential processing of inputs, interpretation of findings followed by a one-on-one meeting with the individual Directors, and concluding with an aggregate presentation to the entire Board. The process was meticulously conducted within the set time frame, adopting a hybrid model with 4 (four) Directors present physically and 2 (two) Directors and the Evaluator on the virtual platform using audio-visual technological aids.

The Board and Committees' functioning were reviewed and evaluated based on responses received from Directors, Committee Members, and the Managing Director through structured questionnaires, covering various aspects of the composition and functioning of the Board and its Committees.

In a separate meeting of the Independent Directors, the performance of Non-Independent Directors, the performance of the Board as a whole, and the performance of the Chairman were also evaluated, taking into account the views of the Executive Director and Non-Executive Directors. The Directors were asked to provide their valuable feedback and suggestions about the overall functioning of the Board and its Committees and its areas of improvement for a higher degree of engagement with the Management.

The Board expressed its satisfaction with the results of Performance Evaluation, which reflects the high degree of engagement of the Board and its Committees with the Company and its Management. Based on the outcome of the evaluation and assessment-cum-feedback of the Directors, the Board and the Management have also agreed on some action points, which will be implemented over an agreed time frame.

The Nomination and Remuneration Committee of the Company identifies and ascertains the Integrity, Qualification, Expertise, Positive attributes, and Experience of a person for Appointment as Director and thereafter recommends the candidature for election as a Director on the Board of the Company. The Committee follows defined criteria in the process of obtaining optimal Board diversity, which, *inter alia*, includes an optimum combination of Executive and Non-Executive Directors, Appointment based on specific needs and business of the Company, qualification, knowledge, experience, and skill of the proposed appointee, etc.

The criteria for Performance Evaluation of Independent Directors, *inter alia*, is as follows:

- a) Helps in bringing an independent judgement to bear on the Board's deliberations.
- b) Brings an objective view in the evaluation of the performance of the Board and management.
- c) Undertakes to regularly update and refresh his / her skills, knowledge, and familiarity with the Company.



- d) Seeks appropriate clarification / information and, where necessary, takes appropriate professional advice and the opinion of outside experts at the expense of the Company.
- e) Strives to attend all meetings of the Board of Directors / Board Committees of which he / she is a Member, and General Meetings.
- f) Communicates governance and ethical problems to the Chairman of the Board.
- g) Pays sufficient attention and ensures that adequate deliberations are held before approving Related Party Transactions.
- h) Ensures that the Company has an adequate and functional Vigil Mechanism.
- i) Satisfies herself / himself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible.
- j) Assists in determining the appropriate policy of remuneration of Executive Directors, Key Managerial Personnel and other employees.
- k) Refrains from any action that may lead to loss of her / his independence and immediately informs the Board where circumstances arise which makes her / him lose her / his independence.
- l) Adheres to all other standards of the Code for Independent Directors as per Schedule IV to the Act.
- m) Assists the Company in implementing the best Corporate Governance Practices.
- n) Prepares for the Board Meeting by reading the materials distributed before the Board Meeting.

Board Meeting Procedure

The Board / Committee Meetings are pre-scheduled and a tentative quarterly calendar of the Board and Committee Meetings is circulated to the Members well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the Meetings. However, in case of a special and urgent business, which needs special meetings of the Board / Committees, are held or their approval is taken by passing resolutions by Circulation, as permitted by law, which are noted and confirmed in the subsequent Board / Committee Meetings. All Board Meetings are governed by a structured agenda which is backed by comprehensive background information and presentations, thereto, are drafted and circulated to each Members well in advance before the date of the Board Meetings and of the Committee Meetings. The Company always ensures that Board / Committee Members are presented with all the relevant information on vital matters affecting the working of the Company including the information as *inter alia* specified under Part A of the SEBI Listing Regulations. The Members of the Board have access to all the information and are free to recommend inclusion of any matter in the Agenda for discussion. Any additional Agenda items in the form of "Other matters" are included with the permission of the Chairperson and majority of the Directors present at the Meeting.

There is a clear demarcation of responsibility and authority amongst the Board Members.

- **The Chairman** - his primary role is to provide leadership to the Board in achieving goals of the Company. As Chairman of the Board, he is responsible for all the Board matters including the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the Meetings of the Board. He is also responsible for review of the corporate strategy along with other Members of the Board of Directors. His role, *inter alia*, includes:
  - Provide leadership to the Board and preside over all Board and General Meetings.
  - Achieve goals in accordance with Company's overall vision.
  - Ensure that Board decisions are aligned with Company's strategic initiatives.
  - Oversee and evaluate the overall performance of the Board and its Members.
  - Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
  - Monitor the performance of the Executive Leadership Team.
- **Global Chief Executive Officer and Managing Director** are responsible for the implementation of corporate strategy, brand equity planning, external contacts and other management matters which are approved by the Board. They are also responsible for achieving the annual long-term business plans. Their role, *inter alia*, includes:
  - Crafting of vision and business strategies of the Company.
  - Clear understanding and accomplishment of goals set by the Board.
  - Responsible for overall performance of the Company in terms of revenues and profits and goodwill.
  - Acts as a link between Board and Management.
  - Ensure compliance with statutory provisions under multiple regulatory enactments.
- **Non-Executive Directors (including Independent Directors)** plays a critical role in balancing the functioning of the Board by providing independent judgements on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, *inter alia*, includes:
  - Impart balance to the Board by providing independent judgement.
  - Provide feedback on Company's strategy and performance.
  - Provide effective feedback and recommendations for further improvements.

The maximum interval between any 2 (two) consecutive Board Meetings was well within the maximum allowed gap of 120 (one hundred and twenty) days. The necessary quorum was present for all the Board / Committee Meetings.

With the unanimous consent of the Board, all information which is in the nature of Unpublished Price Sensitive Information, is circulated to the Board and its Committees at a short notice before the commencement of the respective Meetings in a secured manner.

The Company adheres to the provisions of the Act read with the Rules issued thereunder, Secretarial Standards and the SEBI Listing Regulations with respect to convening and holding the Meetings of the Board of Directors, its Committees and the General Meetings of the Members of the Company.

#### Invitees and Proceedings

Apart from Board Members and the Company Secretary, the Board and Committee Meetings are generally also attended by the Global Chief Executive Officer (GCEO), Global Chief Financial Officer (GCFO), Global Chief Legal and Compliance Officer and wherever required by the Executive Leadership Team of the Group.

The Managing Director, GCEO and GCFO apprises the Board, at each of its Meeting about the overall performance of the Company with presentations on business operations and financial affairs on a regular basis. The Members of Executive Leadership Team are invited at the Board / Committee Meetings to provide necessary insights into the business performance of the Company and for discussing corporate strategies with the Board / Committee Members.

#### Number of Board Meetings and Attendance of each Director at the Meeting of the Board of Directors and the last Annual General Meeting

During the year under review, 10 (ten) Board Meetings were held. The dates and attendance of each Director in these Meetings and last AGM are appended as follows.

Sr. No.	Name of the Director	Attendance in Board Meetings and AGM held during the year under review										AGM - September 28, 2021
		April 28, 2021	May 31, 2021	June 30, 2021	July 19, 2021	September 15, 2021	September 17, 2021	September 28, 2021	October 19, 2021	December 17, 2021	January 19, 2022	
1	Mr. S. Sandilya	✓	✓	✓	✓	✓	✓	✓	✓	✓	x	✓
2	Mr. Ashank Desai	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
3	Mr. Ketan Mehta	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
4	Ms. Priti Rao	✓	✓	✓	✓	✓	✓	x	✓	✓	✓	x
5	Mr. Atul Kanagat	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
6	Mr. Rajeev Kumar Grover	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

✓ - Present, x - Absent

#### Separate Meetings of the Independent Directors

Pursuant to Schedule IV of the Act and as per Regulation 25(3) of the SEBI Listing Regulations, a Separate Meeting of Independent Directors of the Company was held on January 19, 2022 amongst themselves without the presence of the Company Executives and the following items were discussed / assessed:

- the financials of the Company;
- the quality, quantity and timelines of flow of information between the Company Management and the Board that

The annual strategic and operating plans of the business are presented to the Board. The Quarterly Financial Statements and Annual Financial Statements are first presented to the Audit Committee and subsequently to the Board for their approval. Also, the Risk Management & Governance Committee, Audit Committee and Board periodically reviews compliance reports with respect to laws and regulations applicable to the Company. Important managerial decisions, material developments and statutory matters are presented to the Committees of the Board and the Committees' recommendations are placed before the Board. As a system, information is submitted along with the agenda papers well in advance of the Meetings.

The Chairperson of various Board Committees brief the Board on all the important matters discussed and decided at their respective Committee Meetings, which are generally held prior to the Board Meeting.

#### Post Meeting Action and Follow-up system

Post Meetings, all important decisions taken at the Meeting are communicated to the concerned officials and departments. The Company has an effective post Board Meeting follow up procedure. Action taken report on the decisions taken in a Meeting is placed at the immediately succeeding Meeting for information of the Board.

The Board has established procedures to periodically review compliance report pertaining to all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliance, if any.

is necessary for the Board Members to effectively and reasonably perform their duties;

- Evaluation of Performance of Non-Independent Directors and the Board as a whole;
- Evaluation of Performance of Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors; and
- Other related matters.



All the Independent Directors were present throughout the Meeting. They expressed satisfaction on the Board Members' freedom to express views on the business transacted at the various Board and Committee Meetings and the openness with which the Management discussed various subject matters on the agenda of the Meetings.

#### Role of the Company Secretary in overall Governance Process

The Company Secretary plays a pivotal role in ensuring that the Board and Committee procedures are followed and regularly reviewed. The Company Secretary interfaces between the Management and the Board and ensures that all relevant information is made available to the Board for effective decision-making at the meetings and important decisions of the Board / Committee meetings are communicated to the Management teams promptly for action. The Company Secretary facilitates convening of meetings and attends Board, Committee and general meetings of the Company and maintains the minutes of these meetings. Mr. Dinesh Kalani is the Vice President - Company Secretary of the Company.

#### Committees of the Board

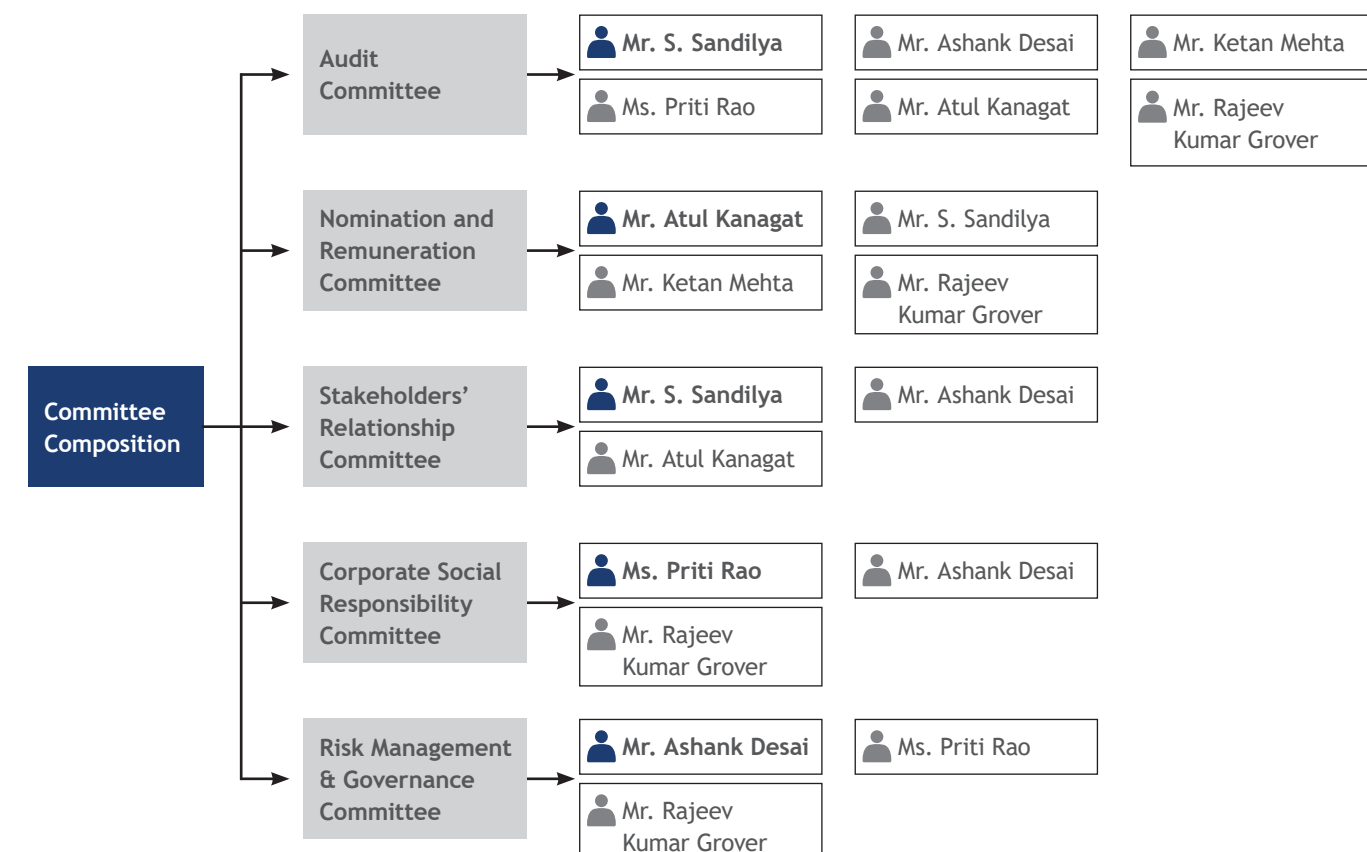
The Board Committees play a crucial role in the Governance Structure of the Company and are being set out to deal with

specific areas / activities which concern the Company and need a closer review. The objective is to focus effectively on specific areas and ensure expedient resolution and decision-making. The Committees operate as the Board's empowered agents according to their Charter / Terms of Reference. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action.

Each Committee, guided by its Terms of Reference, which provides for the Composition, Scope, Powers, Duties and Responsibilities is explained hereunder. The Recommendation and / or Observations and Decisions are placed before the Board for information or approval. The Minutes of the Committee Meetings are sent to all Directors individually for their approval / comments as per prescribed Secretarial Standards and after the Minutes are duly approved, these are circulated to the Board of Directors and tabled at the Board Meetings. The Board has constituted the following Mandatory Committees.

During the year, all recommendations of the Committees were approved by the Board. Generally, Committee meetings are held prior to the Board meeting and the Chairperson of the respective Committees updates the Board about the deliberations, recommendations, and decisions taken by the Committee.

Details on the composition of these Committees as of March 31, 2022, are given hereunder:



Chairperson

Member



The Board is responsible for constituting, assigning, co-opting, and fixing the Terms of Reference of various Committees. Details on the role and composition of these Committees, including the number of meetings held during the Financial Year and the related attendance are provided below.

• **Audit Committee**

The Audit Committee acts as an interface between the Statutory and Internal Auditors, the Management, and the Board of Directors. The primary objective of the Audit Committee is to act as a catalyst in helping the Company to achieve its objectives by overseeing the Integrity of the Company's Financial Statements; Adequacy and Reliability of the Internal Control Systems of the Company; Compliance with Legal and Regulatory Requirements and the Company's Code of Conduct; Review of Performance of the Company's Statutory, Secretarial and Internal Auditors. The Audit Committee monitors and provides effective supervision of the financial reporting process of the Company with a view to ensure accurate and timely disclosures with the highest level of transparency, integrity and quality. The Audit Committee currently comprises 4 (four) Independent Directors, 1 (one) Non-Executive Director, and 1 (one) Executive Director. The Independent Directors are accomplished professionals from the corporate fields and are financially literate and have experience in financial management. The Role, Powers, and Functions of the Committee are in accordance with Regulation 18 (Part C of Schedule II) of SEBI Listing Regulations and Section 177 of the Act as applicable, besides other terms as referred by the Board of Directors.

The Chairman of the Committee was present at the 39<sup>th</sup> Annual General Meeting of the Company held on September 28, 2021. Executive Leadership Team and representatives of the Internal Auditors and Statutory Auditors also attend the Audit Committee Meetings depending on the agenda. The Committee's observations are followed up with the respective departments and the follow-up actions are reported to the Committee at the subsequent Committee Meetings. The Committee, along with the Statutory Auditors, reviews the quarterly, half-yearly, and Annual Financial Results at the Audit Committee Meetings before recommending them to the Board of Directors. All the recommendations of the Committee have been accepted by the Board, during the year under review.

**The particulars of Meetings held and attended by Members during the year under review are given herein. The quorum as required under Regulation 18(2) of the SEBI Listing Regulations was maintained at all the Meetings.**

Name of Members	No. of Meetings		Date of Meeting
	Held	Attended	
Mr. S. Sandilya	7	6	April 28, 2021
Mr. Ashank Desai	7	7	May 31, 2021
Mr. Ketan Mehta	7	6	July 19, 2021
Ms. Priti Rao	7	7	October 19, 2021
Mr. Atul Kanagat	7	7	December 17, 2021
Mr. Rajeev Kumar Grover	7	7	January 19, 2022
			March 24, 2022

In addition to the Members of the Audit Committee, these meetings were attended by the Global Chief Executive Officer / Global Chief Financial Officer / Global Chief Legal and Compliance Officer as permanent invitees, and the Statutory Auditor, Internal Auditor and / or their representatives, wherever necessary and those Executives of the Company who were considered necessary for providing inputs to the Committee.

Mr. Dinesh Kalani - Vice President - Company Secretary, acts as the Secretary to the Committee.

**The Terms of Reference of the Audit Committee, as approved by the Board and amended from time to time, are as follows:**

**a) Composition**

- The Committee shall have a minimum of 3 (three) directors as Members.
- At least 2/3 (two-thirds) of the Members of the Committee shall be Independent Directors.
- The Chairperson of the Committee shall be an Independent Director.

**b) Quorum and Conduct of the Meetings**

- The quorum for Committee Meetings shall either be 2 (two) Members or 1/3 (one-third) of the Members of the Committee, whichever is greater, with at least 2 (two) Independent Directors.
- The Committee shall meet at least 4 (four) times in a year and not more than 120 (one hundred and twenty) days shall elapse between 2 (two) Meetings.

**c) Reviewing the utilisation of loans and / or advances from investment by the holding Company in the subsidiary exceeding ₹100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.**

**d) Approval of any material modification of transaction of the Company and / or Subsidiaries with Related Parties.**

**e) Review at least once in a Financial Year compliance with the code of conduct for regulating, monitoring and reporting of trading by insiders and code of**

fair disclosure of the Company and shall verify that the systems for internal control to comply with the codes are adequate and are operating effectively.

- f) Oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.**
- g) Recommendation for appointment, remuneration and terms of appointment of Auditors (Internal / Statutory / Secretarial).**
- h) Reviewing with the management the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:-**
- matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgement by management;
  - significant adjustments made in the Financial Statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to Financial Statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report.
- i) Reviewing with the Auditor and Management the quarterly / half yearly / Annual Financial Statements before submission to the board for approval.**
- j) Reviewing with the management the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter, if any.**
- k) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.**
- l) Approval of any subsequent modification of transactions of the Company with related parties.**
- m) Valuation of undertakings or assets of the Company, wherever necessary.**

- n) Reviewing, with the management, performance of Statutory Auditors and Internal Auditors of the Company and adequacy of the internal financial controls and Risk management impacting financial numbers.**
- o) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors; if any.**
- p) To review the functioning of the whistle blower mechanism and complaints; if any.**
- q) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.**
- r) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors or its group firms.**
- s) Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any areas of concern; if any.**
- t) Discussion with Internal Auditors of any significant findings and follow up there on.**
- u) Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing, and seniority of the official heading the department, reporting structure coverage, and frequency of internal audit.**
- v) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of material nature and reporting the matter to the board.**
- w) Scrutiny of inter-corporate loans and investments.**
- x) Consider and comment on rationale, cost-benefits, and impact of schemes involving merger, demerger, amalgamation, etc., on the listed entity and its shareholders.**
- y) All other matters incidental or related to the above issues.**
- z) Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications and / or amendments, as may be applicable.**

In line with its Terms of Reference, during the year under review the Audit Committee, at each meeting reviewed operations, and audit reports for businesses pursuant to audits undertaken by internal auditors under the audit plan approved at the commencement of the year. The quarterly financial results were reviewed and recommended by the Committee before



submission to the Board. Independent sessions were held with statutory and internal auditors to assess the effectiveness of the audit process. The Committee reviewed the adequacy of internal financial controls on a Company-wide basis and provided its recommendations on internal control processes to the Board. The Committee also reviewed the system and processes in place for risk management, insider trading compliance, and information technology. On a quarterly basis, the Committee continues to review whistle-blower complaints with corrective actions and controls put in place, material litigations / notices, and related-party transactions.

#### • **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is responsible for drawing up selection criteria and evaluating the balance of skills, experience, independence, diversity and knowledge, ongoing succession planning and appointment procedures for both internal and external appointments. The Committee is also responsible for administering the Stock Option Plans of the Company and determining eligibility of employees for allocating stock options. All the recommendations of the Committee have been accepted by the Board during the year under review.

The Nomination and Remuneration Committee currently comprises of 3 (three) Independent Directors. The Chairman of the Committee is Non-Executive and Independent Director. The Role, Powers and Functions of the Committee are in accordance with the Regulation 19 (clause A of part D of schedule 11) of the SEBI Listing Regulations and Section 178 of the Act as applicable, besides other terms as referred by the Board of Directors.

The Chairman of the Committee was present at the 39<sup>th</sup> Annual General Meeting of the Company held on September 28, 2021 to respond to the queries of the Members with respect to functioning of the Nomination and Remuneration Committee.

**The particulars of Meetings held and attended by Members during the year under review are given herein. The quorum as required under Regulation 19 of the SEBI Listing Regulations was maintained at all the Meetings.**

Name of Members	No. of Meetings		Date of Meeting
	Held	Attended	
Mr. Atul Kanagat	9	7	April 27, 2021
Mr. S. Sandilya	9	8	May 28, 2021
Mr. Ketan Mehta	9	9	June 30, 2021
Mr. Rajeev Kumar Grover	9	9	July 15, 2021
			August 18, 2021
			September 15, 2021
			September 28, 2021
			October 18, 2021
			January 17, 2022

In addition to the Members of the Nomination and Remuneration Committee, these meetings were

attended by the Vice-Chairman & Managing Director, Global Chief Executive Officer / Global Chief Financial Officer / Global Chief Legal and Compliance Officer / Global Chief Human Resources and Diversity Officer as permanent invitees.

Mr. Dinesh Kalani - Vice President - Company Secretary, acts as Secretary to the Committee.

**The Terms of Reference of the Nomination and Remuneration Committee, as approved by the Board and amended from time to time, are as follows:**

#### a) **Composition:**

- The committee shall comprise of at least 3 (three) directors;
- all directors of the committee shall be Non-Executive directors; and
- at least 2/3 (two-thirds) of the directors shall be Independent Directors.

#### b) **Quorum and Conduct of the Meetings:**

The quorum for a meeting of the committee shall be either 2 (two) Members or 1/3 (one-third) of the Members of the committee, whichever is greater, including at least 1 (one) Independent Director in attendance. The committee shall meet at least once in a year.

#### c) **To recommend to the Board, all remuneration / compensation and the terms of it in whatever form, payable to Directors / KMP / Senior Managerial personnel of the organisation to ensure that:**

- the level and composition of remuneration are reasonable and sufficient to attract, retain and motivate directors, of the quality required to run the Company successfully.
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel, and senior managerial personnel involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

#### d) **To identify the persons who are qualified to become Director, or who may be appointed in senior managerial position of the Company and shall specify the manner for effective evaluation of the performance of Board, its Committees and individual Directors and CEO, to be carried out either by the Board, by the Committee or by an independent external professional / agency and review its implementation and compliance.**

#### e) **For every appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge, and experience on the Board and based on such evaluation, prepare a description of the**

role and capabilities required of an independent director. The person recommended for such a role shall meet the description.

For the purpose of identifying suitable candidates, the Committee may

- use the services of external agencies, if required
- consider candidates from a wide range of backgrounds, having due regard to diversity, and consider the time commitments of the candidates.

#### f) **To review**

- all documents pertaining to candidates and conduct evaluation of candidates in accordance with a process and if deemed fit and appropriate, make recommendation for the nomination to the Board or for the senior managerial personnel of the Company and their removal, if any, and oversee the implementation thereof.
- and formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and senior employees.

- the yearly performance of senior managerial personnel.
- g) To decide and formulate or clarify detailed terms and conditions of the Employee Stock Option Plans, governed by the guidelines issued by SEBI and as amended from time to time (including extension of time to exercise, extension due to sabbatical leave / acceleration of the options granted and issuance of RSUs etc.) subject to compliance with the applicable laws.

- h) **To approve:**

- the new ESOP / RSUs plans for implementation including its framework.
- the new stock options to be granted to the eligible employees of the Company / Group under the scheme.

#### i) **To frame policy and recommend the amount of Bonus / Variable Pay / Performance award / incentive plan to be paid to Whole Time Director and eligible employees.**

- the new ESOP / RSUs plans for implementation including its framework.
- the new stock options to be granted to the eligible employees of the Company / Group under the scheme.

#### j) **To recommend:**

- the perquisites / sitting fees for Non-Executive Directors for attending Board as well as Committee Meetings.
- yearly commission to be paid to Non-Executive Directors out of the distributable profits of the Company.

#### k) **To consider Succession planning of the Board of Directors, Key / Senior Managerial Personnel.**

- l) All other matters incidental or related to the above issues.
- m) Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications / amendments as may be applicable.

#### **Nomination and Remuneration Policy for the Directors, Key Managerial Personnel (KMPs) and Senior Managerial Personnel (SMPs)**

The Nomination and Remuneration Committee has reviewed and revised the policy which deals with the manner of selection of Board of Directors and KMPs and their remuneration.

#### a) **Pecuniary Relationship or Transactions with Non-Executive Directors.**

During the year, there were no pecuniary relationships or transactions entered into between the Company and any of its Non-Executive / Independent Directors apart from payment of sitting fees and / or commission / perquisites as approved by the Members.

#### b) **Criteria of selection of Non-Executive Directors**

- Non-Executive Independent Directors are expected to bring in objectivity and independence during Board deliberations around the Company's Strategic approach, Performance and Risk Management. They must also ensure very high standards of Financial Probity and Corporate Governance.

- The Independent Directors are also expected to commit and allocate sufficient time to meet the expectations of their Role as Non- Executive Independent Directors, to the satisfaction of the Board.

- Conflict of Interest: The Independent Directors are not to involve themselves in situations, which may, directly or indirectly conflict with the interests of the Company. It is accepted and acknowledged that they may have business interests, other than those of the Company. As a pre-condition to their appointment / re-appointment as Independent Directors, they shall be required to declare any such conflicts to the Board, in writing and / or as and when there is any change in the directorship and also on yearly basis.

- The key elements in which every Independent Director will be expected to contribute are: Strategy, Performance, Risk, People, Reporting and Compliance.

#### c) **In determining the remuneration of Directors, KMPs and SMPs, the Nomination and Remuneration Committee considers the following:**

- While fixing the Remuneration of Directors, KMPs and SMPs, the Company considers industry benchmarks and the competence of the persons and ensure that the level and composition of the remuneration is reasonable and sufficient to attract, retain and motivate them.





- The compensation structure of Directors, KMPs and SMPs is benchmarked with industry trends and has components of fixed / basic salary as well as variable pay, wherever applicable. The variable pay will be linked to business performance parameters, as separately outlined in Variable Pay Plan guidelines of the Company. The Non-Executive directors are paid sitting fees for attending the Board and the Committee Meetings and commission, wherever applicable.

The amended Policy of the Company on Remuneration for Board of Directors, KMPs and SMPs as required under Section 178 of the Act, is available on the website of the Company and can be accessed at web link <https://www.mastek.com/wp-content/uploads/2022/07/Nomination-Remuneration-Policy-For-Board-of-Directors-Key-Managerial-Personnel.pdf> It is affirmed that the remuneration paid to the Directors, KMPs and SMPs are as per the policy.

**d) Criteria for making payment of remuneration to Non-Executive Directors**

**Commission:** The Board of Directors decides and Members approve the Remuneration of Non-Executive Directors based on the recommendation from Nomination and Remuneration Committee.

Subject to availability of profits, calculated under Section 197 read with Section 198 of the Act, the Non-Executive Directors of the Company are also entitled to Commission and the same is being paid taking into consideration, the amount of time spent on the critical policy decisions and higher degree of engagement by the Board Members.

Further, the Members have approved the payment of remuneration by way of Commission to Non-Executive Directors for 5 (five) years from April 1, 2018 till March 31, 2023, a sum not exceeding 1% (one percent) per annum of the Net Profits of the Company (Sitting fees excluded) calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Non - Executive Directors of the Company (other than Managing Director) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year.

**Details of Remuneration paid to the Non-Executive Directors for the Financial Year ended March 31, 2022, are stated below:**

Name of the Directors	Commission Payable (₹ in lakhs)
Mr. S. Sandilya	20.00
Mr. Ketan Mehta	15.00
Ms. Priti Rao	15.00
Mr. Atul Kanagat	15.00
Mr. Rajeev Kumar Grover	15.00
<b>Total</b>	<b>80.00</b>

**Note:** Commission for Financial Year 2021-22 has been provided for in the books of account for the year under review and will be paid after ensuing Annual General Meeting.

**Details of Sitting Fees paid to the Non-Executive Directors for the Financial Year ended March 31, 2022, are stated below:**

Name of the Directors	Sitting Fees (₹ in lakhs)
Mr. S. Sandilya	24.50
Mr. Ketan Mehta	25.00
Ms. Priti Rao	21.00
Mr. Atul Kanagat	25.50
Mr. Rajeev Kumar Grover	31.00
<b>Total</b>	<b>127.00</b>

The Non-Executive Directors are entitled to Sitting Fees for attending the meetings of the Board of Directors and Committees thereof. Sitting fees paid to Non-Executive Directors are within the prescribed limits under the Act and as determined by the Board of Directors from time to time.

**Shareholding of the Directors:**

Details of Number of Equity Shares held by the Directors as on March 31, 2022 are stated below:

Name of the Directors	No. of Equity Shares Held
Mr. S. Sandilya	26,000
Mr. Ashank Desai	3,363,228
Mr. Ketan Mehta	2,274,100
Ms. Priti Rao	29,600
Mr. Atul Kanagat	16,600
Mr. Rajeev Kumar Grover	NIL
<b>Total</b>	<b>5,709,528</b>

**e) Details of Remuneration Paid to Vice-Chairman & Managing Director:**

The Remuneration paid to Mr. Ashank Desai, Vice-Chairman & Managing Director, is given in Notes to Accounts on the financial statements as attached herewith elsewhere. The relevant details are as follows:

Sr. No.	Particulars of Remuneration	Amount (₹ in lakhs)
1.	Gross salary	200.37
2.	Stock Option	0
3.	Sweat Equity	0
4.	Commission	0
5.	Others, please specify (Perquisites)	0.40
6.	Contribution to Provident Fund and Other Fund	0
7.	Variable Pay	100.00
	<b>Total</b>	<b>300.77</b>

**f) Details of Remuneration paid to Global Chief Executive Officer:**

Mr. Hiral Chandrana has been paid Remuneration aggregating to USD 4,99,568\* (equivalent ₹ 372.03 lakhs) including all the allowances, perquisites and incentives by Group Company.

\*Mr. Hiral Chandrana joined as Global Chief Executive Officer with effect from July 6, 2021.

**Stakeholders' Relationship Committee**

Stakeholders' Relationship Committee currently comprises 2 (two) Non-Executive Directors and 1 (one) Executive Director. The Chairman of the Committee is Non-Executive and Independent Director. The Role, Powers and Functions of the Committee are in accordance with the Regulation 20 (Clause B of Part D of Schedule II) of the SEBI Listing Regulations and Section 178 of the Act, besides other terms as referred by the Board of Directors.

The Chairman of the Committee was present at the 39<sup>th</sup> Annual General Meeting of the Company held on September 28, 2021 to respond to the queries of the Members with respect to functioning of the Stakeholders Relationship Committee.

This Committee deals with stakeholder relations and grievances raised by the investors in a timely and effective manner and to the satisfaction of investors. The Committee oversees performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement. All the recommendations of the Committee have been accepted by the Board during the year under review.

**The particulars of Meetings held and attended by Members during the year under review are given herein. The requisite quorum was present in all Meetings.**

Name of Members	No. of Meetings		Date of Meeting
	Held	Attended	
Mr. S. Sandilya	4	3	April 26, 2021
Mr. Ashank Desai	4	4	July 15, 2021
Mr. Atul Kanagat	4	3	October 18, 2021 January 18, 2022

Global Chief Executive Officer, Global Chief Financial Officer and Global Chief Legal and Compliance Officer also attend the Committee meetings as permanent invitees and Mr. Dinesh Kalani - Vice President - Company Secretary acts as Secretary to the Committee.

**The broad terms of reference of the Stakeholders' Relationship Committee, as approved by the Board and amended from time to time, includes the following:**

**a) Composition**

- The Committee shall comprise at least 3 (three) Directors as members, with at least 1 (one) being an Independent Director.
- The members of the Committee shall elect a Chairperson from amongst themselves, who should be a Non-Executive Director.

**b) Quorum and Conduct of the Meetings**

- The quorum necessary for transacting business at a meeting of the Committee shall be 2/3 (two-thirds) of the members of the Committee.
- The Committee shall meet at least once a year

- To resolve the grievances of the security holders including complaints related to transfer / transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of split / duplicate share certificates for shares reported lost / defaced / destroyed, as per the laid down procedure and to authorise the Company Secretary and Registrar and Share Transfer Agent to attend to such matters.
- To review the measures taken by the Company for effective exercise of voting rights by members.
- To review adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent (RTA).
- To review measures / initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the members of the Company.
- To issue and allot shares on exercise of vested Stock options by Employees under various ESOP Schemes, subject to completion of necessary formalities.
- To issue and allot right shares / bonus shares pursuant to a Rights / Bonus Issue subject to such approvals as may be required.
- To approve and monitor dematerialisation / rematerialisation of shares and all matters incidental thereto and authorise the Company Secretary and Registrar and Share Transfer Agent to attend to such matters.
- All other matters incidental or related to issued / outstanding securities of the Company; and
- Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications / amendments as may be applicable.

**The status of Members' complaints received and resolved by the Registrar & Transfer Agent during the Financial Year is given below:**

Status	No. of complaints
As on April 1, 2021	Nil
Received during the year	7
Resolved during the year	7
As on March 31, 2022	Nil

During the year under review, the Company has received requests / queries / complaints from Shareholders / Investors relating to no receipt of declared dividend / shares certificates / annual report, change of bank account details / address, transfer / transmission of shares / rematerialisation / dematerialisation, buyback of equity shares etc. The same were addressed and resolved by the Company. The detail is provided in Shareholders' Information section of this Report. As on March 31, 2022, no complaint was pending for redressal.

### • Corporate Social Responsibility (CSR) Committee

Corporate Social Responsibility Committee comprises 2 (two) Non-Executive Directors and 1 (one) Executive Director. The Chairperson of the Committee is Non - Executive and Independent Director. The Role, Powers and Functions of the Committee are in accordance with the Section 135 of the Act and rules framed under Schedule VII as applicable, besides other terms as referred by the Board of Directors.

The Chairperson of the Committee was not present at the 39<sup>th</sup> Annual General Meeting of the Company held on September 28, 2021.

The role of CSR Committee includes formulating and recommending to the Board, the CSR Policy and activities to be undertaken by the Company, recommending the amount of expenditure to be incurred on CSR activities of the Company and reviewing the performance of Company in the areas of CSR. All the recommendations of the Committee have been accepted by the Board during the year under review.

**The particulars of Meetings held and attended by Members during the year under review are given herein. The requisite quorum was present at the Meetings.**

Name of Members	No. of Meetings		Date of Meeting
	Held	Attended	
Ms. Priti Rao	2	2	April 26, 2021
Mr. Ashank Desai	2	2	October 19, 2021
Mr. Rajeev Kumar Grover	2	2	

Global Chief Executive Officer, Global Chief Financial Officer, Global Chief Legal and Compliance Officer and Global Chief Human Resources and Diversity Officer also attend the Committee meeting as permanent invitees and Mr. Dinesh Kalani - Vice President - Company Secretary acts as Secretary to the Committee.

The terms of reference of the Corporate Social Responsibility Committee, as approved by the Board and amended from time to time, are as follows:

#### a) Composition

- The committee shall consist of three or more Directors; and
- At least one director shall be Independent Director.

#### b) Quorum and Conduct of the Meetings

- The quorum for a meeting of the committee shall be 1/3 (one-third) of its total strength or two whichever is higher.
- The committee shall meet at least once a year.

- c) Review the existing Corporate Social Responsibility Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act.

- d) Decide CSR projects or programmes or activities to be taken up by the company.
- e) Place before the board the CSR activities proposed to be taken up by the company for approval each year.
- f) Oversee the progress of the initiatives rolled out under this policy on half yearly basis.
- g) Define and monitor the budgets for carrying out the initiatives.
- h) Submit a report to the Board of Directors on all CSR activities during the Financial Year.
- i) Monitor and review the implementation of the CSR policy.
- j) To recommend an annual action plan to the Board of Directors of the Company in pursuance of the CSR policy and any modification as may be required.
- k) To undertake impact assessment, if required through an independent agency as per the requirements of the Companies Act, 2013 and CSR rules made thereunder; and
- l) To ensure the compliance of Section 135 read with Schedule VII of Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 and subsequent amendments thereto.

The details of the CSR initiatives as per the CSR Policy of the Company forms part of the CSR Section in the Annual Report. The CSR Policy of the Company has been uploaded on the website of the Company and can be accessed at: <https://www.mastek.com/wp-content/uploads/2022/07/Corporate-Social-Responsibility-Policy-2022.pdf>

### • Risk Management & Governance Committee

Risk Management & Governance Committee comprises 1 (one) Executive / Non-Independent Director and 2 (two) Non-Executive / Independent Directors.

The name of the Governance Committee has been renamed to Risk Management & Governance Committee effective April 1, 2021 as the committee is also looking after the Risk Management functions as required under the SEBI Regulations in addition to Governance functions.

Board of the Company has not formed any separate Risk Management Committee but renamed the Governance Committee as Risk Management & Governance Committee as it has been reviewing the Risk Management aspects already as a part of its terms of reference.

The Risk Management & Governance Committee administers compliance of various applicable Policies, Procedures, Statutes, Corporate Policies and Business Governance Practices including Subsidiaries and Offshore Legal Compliances and framework of the Enterprise Risk assessment including cyber security, business continuity plan, etc.



**The particulars of Meetings held and attended by Members during the year under review are given herein. The requisite quorum was present in all Meetings.**

Name of Members	No. of Meetings		Date of Meeting
	Held	Attended	
Mr. Ashank Desai	4	4	April 26, 2021
Ms. Priti Rao	4	4	July 13, 2021
Mr. Rajeev Kumar Grover	4	4	October 19, 2021 January 17, 2022

Executive Leadership Team Members also attend this Committee meeting as permanent invitees and Mr. Dinesh Kalani - Vice President - Company Secretary acts as Secretary to the Committee.

**The terms of reference of the Risk Management & Governance Committee, as approved by the Board and amended from time to time, are as follows:**

#### a) Composition

- The majority of the Committee shall comprise members of the Board including at least one independent director.
- The Chairperson of the Committee shall be a member of the Board.

#### b) Quorum and Conduct of the Meetings:

- The quorum necessary for transacting business at a meeting of the Committee shall be any 2 (two) members or 1/3 (one-third) of the members of the Committee, whichever is greater, including at least one member of the board of directors in attendance.
- A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions vested in or exercisable by the Committee.
- The meetings of the Committee shall be conducted in such a manner that on a continuous basis not more than 180 (one hundred and eighty days) shall elapse between any two consecutive meetings.
- The committee shall meet at least twice in a year.

- c) The Committee shall coordinate its activities with other committees, in instances where there is any overlap with the activities of such committees, as per the framework laid down by the board of directors.
- d) The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
- e) To develop and review a set of Corporate Governance principles, policies and processes for Group Entities in order to improve monitoring and ongoing business related concerns;
- f) To review physical Infrastructure and Crisis Management Planning;

- g) To develop norms for evaluation of the Board / Directors / Chairperson / Committees and to recommend the areas of training needed for Board members;
- h) To review ongoing legal compliances, ongoing court cases and any business / legal dispute related matters with stakeholders;
- i) To review plans / status /concerns and access on steps taken to mitigate the exposures in timely manner with respect to department of Communication Technology including cyber security issues;
- j) The Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
- k) To review Risk Management Plan, its framework and related matters including the Business Continuity Plan, Disaster Recovery Plan, Client Satisfaction and Employee Satisfaction Survey activities, etc.;
- l) The Committee shall review the Strategic and Operating plan of Enterprise Risk Management Function of the Company.
- m) To formulate a detailed Risk Management policy and monitor the implementation which shall include:
  - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - Measures for risk mitigation including systems and processes for internal control of identified risks.
- n) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- o) The appointment, removal, and terms of remuneration of the Chief Risk Officer, if any, shall be subject to review by the Committee.
- p) The Risk Management Policy shall be subjected to review at least once every two years.
- q) All other matters incidental or related to the above issues; and
- r) Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications / amendments as may be applicable.

The Committee reviewed the Risk Management framework and its operation and risk heat maps and deliberated over the mitigation plans for key risks. More details on the key risks and mitigation actions in respect thereto are provided on page no. 52, forming part of this Report.



## Policies, Affirmations and Disclosures

### Code of Conduct for Directors and Senior Management

The Company has prescribed a “Code of Conduct for Directors and Senior Management” of the Company. The Code lays down the Code of Conduct which is expected to be followed by the Directors and the Senior Managerial Personnel in their business dealings and in particular on matters relating to integrity at workplace, in business practices and in dealing with Stakeholders. The declarations with regards to its compliance have been received for the year under review from all the Board Members and Senior Managerial Personnel. There were no material financial and commercial transactions, in which Board Members or Senior Managerial Personnel had personal interest, which could lead to a potential conflict of interest with the Company during the year.

Managing Director declares that the members of the Board of Directors and Senior Managerial Personnel have affirmed Compliance with the Code during the Financial Year under review and is annexed to this report as “Annexure A”.

### Vice-Chairman & Managing Director and Global Chief Financial Officer Certification

In terms of Regulation 17(8) of the SEBI Listing Regulations, the Vice-Chairman & Managing Director and Global Chief Financial Officer has made a certification to the Board of Directors in the prescribed format for the year under review, which has been reviewed by the Audit Committee and taken on record by the Board and is annexed to this report as “Annexure B”.

### Disclosures by Board Members & Senior Management

The Board Members and Senior Managerial Personnel make disclosures to the Board on yearly basis regarding

- their dealings in the Company’s shares; and
- all material, financial and commercial and other transaction with the Company;

Where they have personal interest, stating that the said dealings and transactions, if any, have no potential conflict with the interests of the Company at large.

In accordance with the provisions of Regulation 26(6) of the SEBI Listing Regulations, the Key Managerial Personnel, Director(s), Promoter(s) and Employees including Senior Managerial Personnel of the Company have affirmed that they have not entered into any agreement for themselves or on behalf of any other person, with any member or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

### Compliance Certificate on Corporate Governance

P. Mehta & Associates, Practising Company Secretaries, has provided Certificate on Corporate Governance as stipulated under Schedule V of the SEBI Listing Regulations and is annexed to this report as “Annexure C”.

### Certificate from Practising Company Secretary

The Company has received certificate as required under Part C of Schedule V of the SEBI Listing Regulations from P. Mehta

& Associates, Practising Company Secretaries, confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the SEBI / Ministry of Corporate of Affairs or any such statutory authority was placed before the Board of Directors and is set out as “Annexure D” to this Report.

### Related Party Transactions

The Company has not entered into any Material Related Party Transaction (RPT) during the year under review. In line with requirements of the Act and SEBI Listing Regulations, your Company has amended a Policy on ‘Related Party Transactions’, which is available on the website of the Company and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2021/10/Policy-on-Related-Party-Transactions.pdf>.

During the year under review, the Board reviewed the Policy on ‘Related Party Transactions’ as per the SEBI Listing Regulations and made relevant changes to bring it in line with the recent regulatory changes.

The Policy intends to ensure that proper reporting, disclosure and approval processes are in place for all transactions between the Company and Related Parties.

This Policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the ordinary course of business and are at arm’s length. All Related Party Transactions entered during the year were in ordinary course of business and on an arm’s length basis. No Material Related Party Transactions as defined in the SEBI Listing Regulations were entered during the Financial Year by your Company.

### Material Subsidiary Companies

The Company has adopted a policy on Material Subsidiary in line with the requirements of the SEBI Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with Material Subsidiaries and to formulate a governance framework for Subsidiaries of the Company. The Policy on Material Subsidiary is available on the website of the Company and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/07/Policy-for-determining-Material-Subsidiaries.pdf>.

The details of each of the Subsidiaries are provided in the Directors’ Report, which forms part of this Annual Report.

### Disclosure of Accounting Treatment in preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed u/s 133 of the Act which became applicable to the Company w.e.f. April 1, 2017.



## Disclosure on compliance with Corporate Governance Requirements specified in SEBI Listing Regulations

The Company has complied with the requirements of Part C (Corporate Governance Report) of Sub-Paras (2) to (10) of Schedule V of the SEBI Listing Regulations. The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of Sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations and necessary disclosures thereof have been made in this Corporate Governance Report.

### Legal Compliance Reporting

The statutory compliance has become a catalyst for Corporate Governance. A good statutory compliance system has become vital for effective conduct of business operations. As a major portion of the Company’s business is conducted abroad, apart from ensuring compliance with Indian statutes, the Company also complies with the statutes of the countries where the Company has presence.

With a view to strengthen this system, the Company has taken steps to automate the said system and has framed a web-based portal which will provide the users a web-based access, controls based on a defined authorisation matrix. Besides connecting all the compliance owners across time zones to a common corporate platform, the portal is expected to serve as a repository of the compliance exercise yielding substantial saving in resources and efforts for tracking compliance. During the year under review, the Company has enhanced the existing Statutory Compliance Monitoring system to extend the scope of the system by including all overseas entities / locations of the Company as well to monitor the compliance more effectively and make it more user-friendly.

### Vigil Mechanism / Whistle-Blower Policy

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected Companies in India, the Company is committed to high standards of Corporate Governance and Stakeholder responsibility. The Company has a Whistle-Blower Policy to deal with instances of fraud and mismanagement, leakage of Unpublished Price Sensitive Information (UPSI), if any, etc. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns raised by any stakeholder and also that, no discrimination will be meted out to any person for a genuinely raised concern. Pursuant thereto, a dedicated hotline is provided which can be directly reached and any Whistle Blower’s complaint can be registered. Calls to the Hotline during work hours will be directed by the Operator to any of the Ombudspersons or Compliance Committee members, as desired by the caller. Complainants can also raise their concern through E-mails to the Ombudspersons or Compliance Committee members or Chairperson of Audit Committee (if the complaint is against a Director or by a Director). If, for any reason, the complainant does not wish to write to any of these entities, he / she can write an E-mail at [whistleblower@mastek.com](mailto:whistleblower@mastek.com). The Company Secretary, will appropriately direct it to any of the Ombudspersons or Compliance Committee member/s or Chairperson of the

Audit Committee, after ascertaining the nature, identity and sensitivity of the concern raised.

No personnel were denied access to the Audit Committee of the Company with regards to the above.

### Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has in place an effective mechanism (Formed Internal Complaints Committee with external member) for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the Financial Year 2021-22 are as under:

- Number of complaints filed during the Financial Year: **NIL**
- Number of complaints disposed of during the Financial Year: **NIL**
- Number of Complaints Pending at the end of the Financial Year: **NIL**

### Code for Prevention of Insider Trading Practices

The Company has adopted a Code of Regulating, Monitoring and Reporting of trading by Designated Persons (Insider Trading Code) under SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI Insider Trading Regulations) which *inter alia* includes Policy for determination of “Legitimate Purpose” and “Code of Fair Disclosure”. The same has been uploaded on website of the Company and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2021/10/code-of-practices-and-procedures-for-fairdisclosure-of-upsi.pdf> In accordance with the SEBI Insider Trading Regulations, the Company has established systems and procedures to prohibit insider trading activities.

The Insider Trading Code has been formulated to regulate, monitor and ensure reporting of trading by the Designated Persons and their immediate dependent relatives towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable. The Code lays down Guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the consequences of violations.

The Company has set forth procedures and implementation of the Code for trading in the Company’s securities. PAN based online tracking mechanism for monitoring the trade in the Company’s securities by the “Designated Persons” and their immediate dependent relatives has also been put in place to ensure real-time detection and taking appropriate action, in case of any violation / non-compliance of the Company’s Insider Trading Code.

Directors and Designated Persons of the Company provide disclosure on an annual basis about the number of shares held by them along with their immediate dependent relatives in the Company. Further, they also declare that they have not traded in the shares of the Company based on the UPSI and on buying / selling any number of shares, they have not

entered into an opposite transaction i.e. sell / buy during the six months from the date of the erstwhile transaction as per the provisions of the Code and guidelines issued by SEBI.

The Company ensures compliance with the provisions of the Company's Insider Trading Code so as to manage, monitor, track and report the dealings in equity shares of the Company by the designated insiders, if any, during the trading window closure period or without prior approvals. The Compliance Officer and the management conducted trainings and workshops with the Designated Person(s) to create awareness on various aspects of the Prevention of Insider Trading Regulations, so that the internal controls are adequate and effective to ensure compliance.

The Audit Committee reviews cases of non-compliances, if any, and makes necessary recommendations to the Board w.r.t. action taken against such defaulters. The said non-compliances, if any, will be promptly intimated to exchanges in the prescribed format.

#### Dividend Distribution Policy

To bring transparency in the matter of declaration of dividends and to protect the interests of investors, the Company has already adopted the Dividend Distribution Policy. The Policy is in line with Regulation 43A of the SBEI Listing Regulations and the Act which has been displayed on the Company's website, and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/07/Dividend-Distribution-Policy.pdf> and is also available in the Director's Report which forms part of the Annual Report.

#### Details of preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the SEBI Listing Regulations

The Company has not raised funds through qualified institutional placement during the year under review, except from its employees under the ongoing ESOP plans. However, the Company has carried out a Preferential allotment of 254,755 equity shares at ₹ 3,194 per share to selected group of CCPS holders of Company's Subsidiary i.e. Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited) to buy out the 50,000 number of CCPS from them in cash and against issue of Company shares to some of them.

#### Total fees for all services paid to the Statutory Auditors by the Company and its Subsidiaries for the Financial Year 2021-22

Total fees paid by the Company and its Subsidiaries on a consolidated basis, to the Statutory Auditor viz. M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Firm Registration No. 001076N / N500013 and all entities in the network firm / network entity of which the Statutory Auditors is a part, are as follows:

Particulars	Amount (₹ in lakhs)
Audit Fees	206.16
Certifications	2.85
Reimbursement of out of pocket expenses	1.57
<b>Total</b>	<b>210.58</b>

#### Disclosure in relation to recommendation made by any Committee which was not accepted by the Board.

During the year under review, there were no such recommendations made by any Committee of the Board, that were mandatorily required and not accepted by the Board.

#### Changes amongst Directors and KMP

There is no change in the Board of Directors. However, Mr. Arun Agarwal was appointed as the Global Chief Financial Officer of the Company with effect from May 31, 2021 and is appointed as the Key Managerial personnel of the Company.

#### Management Discussion & Analysis

Management Discussion & Analysis Section forms part of the Annual Report and is annexed elsewhere in this Report.

#### Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last 3 (three) years.

The Company has complied with all requirements specified under the SEBI Listing Regulations as well as other Regulations and guidelines of SEBI. No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the SEBI or by any statutory authority on any matters related to capital markets during the last 3 (three) years.

#### Compliance Report on Discretionary Requirements under Regulation 27(1) Of SEBI Listing Regulations

Among the adoption of Non-Mandatory / Discretionary requirements as per Part E of Schedule II to SEBI Listing Regulations, the Company has complied with the following:

- **The Board** - As per para A of Part E of Schedule II of the SEBI Listing Regulations, the Chairman being a Non-Executive and Independent Director has his own office. However, an office is made available for his use, if required by him, during his visit to the Company for attending meetings. The Non-Executive Chairman is not related to the Managing Director / Promoter of the Company.

- **Shareholders Rights** - Quarterly results are subjected to limited review by Statutory Auditors and are generally published in the Financial Express Mumbai English edition, Mumbai Lakshadeep (Mumbai Marathi edition) and Financial Express (Gujarati edition) Ahmedabad having wide circulation. The Quarterly Unaudited Results along with the press releases are made available on the website of the Company (<https://www.mastek.com/financial-information>). The Company also holds the Analyst meet every quarter after declaration of financial results and answers the questions raised by the participants. Other information relating to Shareholding Pattern, compliance with the requirements of Corporate Governance, Investor Grievances, Reconciliation of Capital, etc. are uploaded on BSE / NSE website. Separate Half-yearly financial performance report, however, not been sent to each Member.

- **Modified opinion(s) in Audit Report** - The Auditors have issued an un-modified opinion on the financial statements for the Financial Year 2021-22 of the Company.



- **Separate posts of Chairman and Chief Executive Officer (CEO)** - The position of Chairman and Managing Director / CEO is bifurcated in the Company. An Independent Non-Executive Chairman heads the Board. Managing Director is another position.

- **Reporting of Internal Auditor** - The Internal Auditor reports directly to the Audit Committee, attends the Audit Committee meetings, and interacts directly with the Audit Committee members.

#### Website

The Company has its own functional website [www.mastek.com](http://www.mastek.com) as required by the SEBI Listing Regulations, where information about the Company, quarterly and Annual Audited Financial Results, Annual Reports, distribution of shareholding at the end of each quarter, official press releases, and information required to be disclosed under Regulations 30 and 46 of the SEBI Listing Regulations, etc. are regularly updated. All material events / information relating to the Company that could influence the market price of its securities or investment decisions are disclosed timely to the Stock Exchanges as per the Company's Policy

#### General Body Meetings

##### a) Details of location, time, date and special resolutions passed during the last 3 (three) years:

Financial Year	Date	Time	Location	Special Resolutions Passed
2020-21	September 28, 2021	5.00 p.m.	Through Video Conferencing Deemed Location: Registered office of the Company	<ul style="list-style-type: none"> <li>• Appointment of Mr. Ashank Desai (DIN: 00017767) as Managing Director designated as Vice-Chairman &amp; Managing Director of the Company.</li> <li>• Consider payment of Remuneration to Mr. Ashank Desai (DIN: 00017767) as Managing Director designated as Vice-Chairman &amp; Managing Director of the Company.</li> <li>• Enabling resolution for payment of Remuneration to Mr. S. Sandilya (DIN: 00037542), Chairman (Non-Executive) &amp; Independent Director of the Company for the Financial Year 2020-21, which may exceed 50% of the total Annual Remuneration payable to all the Non-Executive Directors of the Company.</li> </ul>
2019-20	October 29, 2020	5.30 p.m.	Through Video Conferencing Deemed Location: Registered office of the Company	<ul style="list-style-type: none"> <li>• Re-appointment of Mr. Sudhakar Ram as a Whole Time Director designated as Vice-Chairman &amp; Managing Director for a period of 5 years from July 1, 2020 up to June 30, 2025 and remuneration to be paid to him.</li> <li>• Enabling Resolution for payment of Remuneration to Mr. S. Sandilya (DIN: 00037542), Chairman (Non-Executive) &amp; Independent Director in excess of the limits prescribed under SEBI Regulations.</li> <li>• Enabling Resolution for giving loans and guarantees and make investment in securities (up to ₹1,000 crores).</li> <li>• Enabling Resolution for Creation of Charge / Mortgage on the Assets of the Company, both present and future (up to ₹750 crores)</li> <li>• Enabling Resolution for borrowings to be made by the Company (up to ₹750 crores).</li> </ul>
2018-19	July 23, 2019	11.00 a.m.	Ahmedabad Management Association, H.T. Parekh Hall, Ahmedabad - 380 015	<ul style="list-style-type: none"> <li>• Re-appointment of Mr. S. Sandilya, (DIN: 00037542) as Non - Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from April 1, 2019 to March 31, 2024, even after attaining the age of 75 years.</li> <li>• Re-appointment of Ms. Priti Rao (DIN: 03352049) as Non-Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from April 1, 2019 to March 31, 2024.</li> <li>• Re-appointment of Mr. Atul Kanagat (DIN: 06452489) as Non - Executive Independent Director of the Company to hold office for a second term of 5 consecutive years i.e. from April 1, 2019 to March 31, 2024.</li> </ul>

All the resolutions as set out in the notices were passed with requisite majority by the Members of the Company.



**b) Extra Ordinary General Meeting**

There was no Extra Ordinary General Meeting held during the Financial Year 2021-22.

**c) Tribunal convened Meetings**

The Company on receipt of order in the Company Application No. CA (CAA) No. 18/AHM/2021 dated April 12, 2021 from the National Company Law Tribunal, Ahmedabad Bench at Ahmedabad (“NCLT / Tribunal”) held the following Meetings

Type of Meeting	Location / Mode	Date and time of Meeting	Purpose
Unsecured Creditors	Video Conferencing / Other Audio Visual Means	Friday, May 28, 2021 at 1.00 p.m. (IST)	To consider and approve the Scheme of Arrangement between Evolutionary Systems Private Limited,
Equity Shareholders	Video Conferencing / Other Audio Visual Means	Friday, May 28, 2021 at 5.00 p.m. (IST)	Trans American Information Systems Private Limited and Mastek Limited, and their respective Shareholders and Creditors.

**Details of Poll conducted at the Tribunal Convened meetings:**

Details of Agenda	Type of Meeting	No. of valid votes	Votes cast in favour of the resolution (No. & %)	Votes cast against the resolution (No. & %)
To consider and approve the Scheme of Arrangement between Evolutionary Systems Private Limited, Trans American Information Systems Private Limited and Mastek Limited, and their respective Shareholders and Creditors.	Unsecured Creditors	6,363,637	6,363,637 (100%)	0
	Equity Shareholders	17,268,547	17,267,990 (99.9968%)	557 (0.0032%)

**d) Details of Resolution passed through Postal ballot, the person who conducted the postal ballot exercise and details of the voting pattern:**

During the year under review, the Company on January 17, 2022 passed a Special Resolution through Postal Ballot for approving the adoption of the Amended and Restated Articles of Association of the Company and issue, offer and allot Equity Shares of the Company on Private Placement Basis.

**Person Conducting the Postal Ballot Exercise**

P. Mehta and Associates, Practising Company Secretaries were appointed as the Scrutiniser, for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner.

**Procedure followed**

- In compliance with the Regulation 44 of the SEBI Listing Regulations and Sections 108, 110 and other applicable provisions of the Act, read with the rules made thereunder, the Company provided electronic voting facility to all its Members, to enable them to cast their votes electronically. The Company engaged the services of National Securities Depository Limited for the purpose of providing e-voting facility. The Members had to vote by e-voting, the option to vote by physical ballot papers was not provided to the Members due to spread of COVID-19 pandemic.
- The Company dispatched the postal ballot notice dated December 17, 2021 containing draft resolutions together with the explanatory statements to the Members whose names appeared in the register of members / list of beneficiaries as on cut-off date i.e. Friday, December 10, 2021 (“cut-off date”). The Company also published a notice in the newspaper on December 22, 2021 declaring the details of completion of dispatch of

the Postal Ballot Notice on December 18, 2021 and other requirements as mandated under the Act and applicable rules.

- The Company had issued a Corrigendum dated January 15, 2022 to be read in continuation of and in conjunction with the Postal Ballot Notice. The Company also published the said Corrigendum in the newspapers on January 16, 2022 and January 17, 2022.
- Pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Act and rules made thereunder read with General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020 (“MCA Circulars”) issued by Ministry of Corporate Affairs, the Notice was sent only by email to all its Members who have registered their email addresses with the Company or depository(ies) / depository participants and whose names are recorded in the Register of Members / Beneficial owners of the Company as on the Cut-off date.
- Members exercised their vote by e-voting during the period from 09:00 a.m. on Sunday, December 19, 2021 to Monday, January 17, 2022 at 5.00 p.m.
- The Scrutiniser submitted his report on January 19, 2022, after the completion of scrutiny.
- The results of the postal ballot were announced by Mr. Dinesh Kalani, Vice President - Company Secretary on Wednesday, January 19, 2022. The last date specified for receipt of duly completed Postal Ballot Forms and closure of e-voting i.e. January 17, 2022, was taken as the date of passing the resolution.



- The result of the postal ballot along with the scrutiniser’s report was displayed at the registered office of the Company, hosted at the Company’s website at [www.mastek.com](http://www.mastek.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and was also communicated to the Stock Exchanges.

**The consolidated summary of the results of postal ballot is as under:**

Details of Agenda	No. of valid votes	Votes cast in favour of the resolution (No. & %)	Votes cast against the resolution (No. & %)
To approve for the adoption of the Amended and Restated Articles of Association of the Company.	18,084,661	17,872,315 (98.8258%)	212,346 (1.1742%)
To issue, offer and allot Equity Shares of the Company on Private Placement Basis (for buyout of 1 <sup>st</sup> tranche of CCPS of Subsidiary).	18,084,721	17,355,438 (95.9674%)	729,283 (4.0326%)

Accordingly, both the special resolutions as stated herein above have been passed with requisite majority.

**Means of Communication with Members**

Location / Mode	Purpose
Quarterly / Annual Results	Quarterly / Half-yearly / Annual results subject to Limited Review / Audit Report by Statutory Auditors are generally published in the Financial Express (in English) and Mumbai Lakshadeep (in Marathi) at Mumbai and in Financial Express, Ahmedabad (in Gujarati). These along with the Press Releases and Analyst Presentation are made available on the website of the Company at <a href="https://www.mastek.com/financial-information">https://www.mastek.com/financial-information</a> . No unpublished price sensitive information or future financial projections are discussed in presentations made to institutional investors and financial analysts.
Website	The Company’s website contains a separate dedicated section “Investors” where Members related information is available. Besides mandatory documents required to be uploaded on the Company’s website under SEBI Listing Regulations, details of earnings call, presentations, press releases, factsheets and quarterly reports of the Company are made available on the website: <a href="http://www.mastek.com">www.mastek.com</a>
Filing with Stock Exchanges	The Company discloses to the Stock Exchanges, information required to be disclosed under Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations, including material information which have a bearing on the performance / operations of the Company or which is price sensitive in nature.  The Company electronically files data such as shareholding pattern, corporate governance report, quarterly and annual financial results, corporate announcements, etc. on the online portals of BSE Limited and National Stock Exchange of India Limited viz. <a href="https://listing.bseindia.com/home.htm">https://listing.bseindia.com/home.htm</a> and <a href="http://neaps.nseindia.com/NEWLISTINGCORP/">neaps.nseindia.com/NEWLISTINGCORP/</a> & <a href="http://digitalexchange.nseindia.com">digitalexchange.nseindia.com</a> respectively within the time frame prescribed in this regard.
Annual Report	The Company’s Annual Report containing, <i>inter alia</i> , Letter from the Chairman, Letter from the Global Chief Executive Officer, Audited Annual Accounts, Consolidated Financial Statements, Directors’ Report, Auditors’ Report, Report on Corporate Governance, Risk Management, Financial Highlights, Management Discussion and Analysis and other important information is circulated to all the Members. The Annual Report of the Company is also available on the Company’s website.  Annual Report is circulated to all the Members and all others like auditors, secretarial auditor, equity analysts, etc.
SEBI Complaints Redress System (SCORES)	Investor complaints are processed at SEBI in a centralised web-based complaints redress system. The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaints and their current status.
Interaction with Institutional investors, analysts etc.	<ul style="list-style-type: none"> <li>The Investor Relations team of the Company conducts regular meetings and conference calls of the Company Management with the institutional investors, analysts etc.</li> <li>Quarterly / annual financial results and press releases are sent to all institutional investors, analysts who are registered in the Company database, to keep them abreast of all significant developments.</li> <li>The investor presentations made to institutional investors or analysts are displayed on the Company’s website.</li> </ul>
Investor Relations - Our communication with the Investor Community	The Company values transparent relationship with the Members, prospective investors and the wider investment community. The Investor Relations (IR) team manages these relationships with high standards of clarity and transparency. It proactively interacts with the investors through meetings, investor conference calls, investor meets, conferences and mails.
Letters to Members	Letters were sent to the Members as per records, for claiming unclaimed / unpaid dividend / dematerialisation of shares / updating PAN and Bank Account details.
Designated E-mail ID	The Company has a designated E-mail ID, namely <a href="mailto:investors_griveances@mastek.com">investors_griveances@mastek.com</a> for the Members

General Shareholder Information

a)	Corporate Identification Number (CIN) of the Company	L74140GJ1982PLC005215
b)	International Securities Identification Number (ISIN)	INE759A01021
c)	Registered Office	804 / 805, President House, Opp. C. N. Vidyalaya, Near Ambawadi Circle, Ambawadi, Ahmedabad - 380 006, Gujarat.
d)	Annual General Meeting	
	Date	Wednesday, September 14, 2022
	Time	05.00 p.m. IST
	Venue	The Company is conducting meeting through Video Conference / Other Audio-Visual Means pursuant to the MCA Circulars and as such, there is no requirement to have a venue for the AGM. For further details please refer to the Notice of ensuing Annual General Meeting.
e)	Date of Book Closure	Monday, September 12, 2022 to Wednesday, September 14, 2022 (both days inclusive)
f)	Financial Year and Tentative Calendar	The Company follows April to March as the Financial Year
	Financial reporting for the quarters ending	
	June 30, 2022	On July 20, 2022
	September 30, 2022	On or before October 31, 2022
	December 31, 2022	On or before January 31, 2023
	March 31, 2023	On or before April 30, 2023
g)	Listing of Equity Shares on stock exchanges in India at	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.  National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.
h)	Scrip Code / Symbol	BSE - 523704 NSE - MASTEK
i)	Listing of Non-Convertible Debentures on stock exchanges in India at	Not Applicable
j)	Debenture Trustee	Not Applicable
k)	ISIN for Debentures	Not Applicable
l)	Listing Fees to Stock Exchanges and Annual Custody Fees to Depositories	The Company has paid the annual listing fees for the Financial Year 2022-2023 to the Stock Exchanges where the Company's shares are listed. The Company has also paid the Annual Custodial Fees for the Financial Year 2022-23 to both the depositories namely National Securities Depository Limited and Central Depository Services (India) Limited.
m)	Capital Structure	
	Authorised Capital	Equity ₹200,000,000 (40,000,000 Equity shares of ₹ 5 each) Preference ₹200,000,000 (20,00,000 Preference shares of ₹ 100 each)
	Issued, Subscribed, and Paid-up Capital	₹ 150,090,105 (30,018,021 Equity Shares of ₹ 5 each)

Distribution of Shareholding as on March 31,

Range No. of shares	2022				2021			
	Shareholder Numbers	%	No. of shares	%	Shareholder Numbers	%	No. of shares	%
1 - 500	102,105	97.82	3,614,645	12.04	41,785	95.34	2,334,704	9.25
501 - 1000	1,212	1.16	894,940	2.98	1,048	2.39	794,323	3.15
1001 - 5000	816	0.78	1,635,650	5.45	774	1.77	1,578,933	6.26
5001 - 10000	105	0.10	746,054	2.49	92	0.21	690,724	2.74
10001 - above	138	0.13	23,126,732	77.04	128	0.29	19,834,205	78.60
Total	104,376	100.00	30,018,021	100.00	43,827	100.00	25,232,889	100.00

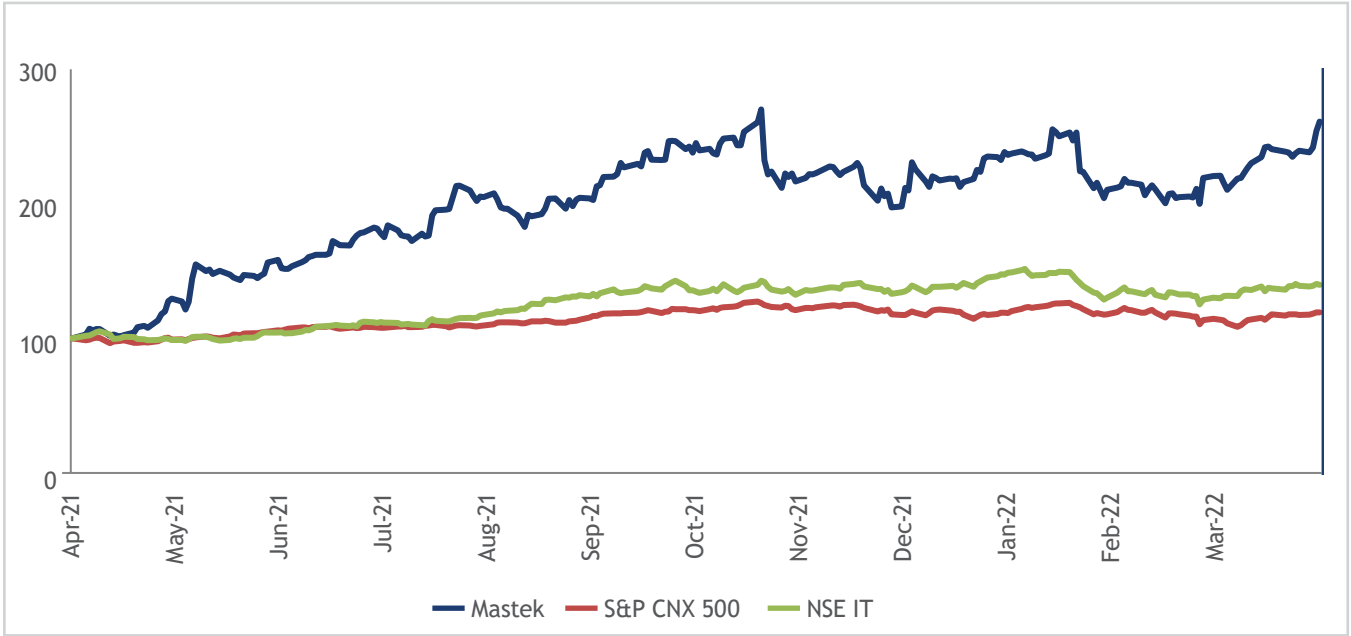
Monthly Volumes and Prices: Financial Year 2021-22

Month and Year	BSE Limited			National Stock Exchange of India Limited		
	High (₹)	Low (₹)	Volume (Total Traded Quantity)	High (₹)	Low (₹)	Volume (Total Traded Quantity)
April 2021	1,698.00	1,232.20	1,123,668	1,699.90	1,227.65	4,974,992
May 2021	2,070.25	1,533.05	628,176	2,072.40	1,532.20	4,912,726
June 2021	2,360.00	1,915.00	685,771	2,365.00	1,912.90	3,751,464
July 2021	2,873.20	2,178.00	693,480	2,875.00	2,181.65	5,489,402
August 2021	2,687.70	2,225.65	300,469	2,690.00	2,225.00	2,809,642
September 2021	3,234.90	2,598.80	395,653	3,234.90	2,606.50	3,429,785
October 2021	3,666.00	2,604.00	345,980	3,669.00	2,604.85	3,392,059
November 2021	2,968.00	2,415.10	185,440	2,968.35	2,412.00	1,978,115
December 2021	3,084.25	2,626.00	320,176	3,085.00	2,625.00	2,350,129
January 2022	3,311.00	2,531.00	269,952	3,315.00	2,576.75	2,134,507
February 2022	2,890.00	2,481.55	114,801	2,829.00	2,480.15	1,184,805
March 2022	3,354.00	2,607.80	169,999	3,355.55	2,601.00	2,557,982

Source: BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com))



Relevant Price Performance of Mastek Versus NSE's S&P CNX 500



Note: Daily Closing Prices on the NSE have been considered for the comparison in above chart.  
Source : [www.nseindia.cm](http://www.nseindia.cm)

In case the Securities of the Company are suspended from trading, the reasons thereof

The Securities of the Company are not suspended from trading on the stock exchanges.

Share Transfer System / Unclaimed Dividend and other related matters

Share Transfer System

The Board has delegated the authority for approving transfer, transmission, dematerialisation of shares etc. to the Stakeholders Relationship Committee. The Company obtains an annual certificate from Practising Company Secretaries as per the requirement of Regulation 40(9) of SEBI Listing Regulations and the same is filed with the Stock Exchanges and available on the website of the Company.

In terms of amended Regulation 40 of Listing Regulations w.e.f. April 1, 2019, transfer of securities in physical form shall not be processed unless the securities are held in the demat mode with a Depository Participant. Further, with effect from January 24, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange / sub-division / splitting / consolidation of securities, transmission / transposition of securities. Vide its Circular dated January 25, 2022, SEBI has clarified that listed entities / RTAs shall now issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service request.

The transfer requests are processed within 15 days of receipt of the documents, if documents are found

in order. Shares under objection are returned within 15 days. The Board has delegated the authority for approving transfers, transmissions, etc. of the Company's shares in physical form to the Stakeholders Relationship Committee. The minutes of Stakeholders Relationship Committee are placed before the Board at the subsequent Board meeting.

Simplified Norms for processing Investor Service Request

SEBI, vide its Circular dated November 3, 2021, has made it mandatory for holders of physical securities to furnish PAN, KYC and Nomination / Opt-out of Nomination details to avail any investor service. Folios wherein any one of the above-mentioned details are not registered by April 1, 2023 shall be frozen. The concerned Members are therefore urged to furnish PAN, KYC and Nomination / Opt out of Nomination by submitting the prescribed forms duly filled by e-mail from their registered email id to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to M/s. KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) at Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032.

Nomination facility for Members

As per the provisions of the Act, facility for making Nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain Nomination form, from the RTA of the Company. Members holding shares in dematerialised form should contact their Depository Participants (DP) in this regard.



## • Details of Unpaid / Unclaimed Dividend

The following table provides dates on which unpaid / unclaimed dividend and the corresponding eligible shares would become liable to be transferred to the IEPF Authority for Member's information.

Particulars / Financial year	Date of Declaration	Date of Payment	Tentative dates for transfer to IEPF Authority
Final Dividend 2014-2015	August 17, 2015	August 28, 2015	September 23, 2022
1 <sup>st</sup> Interim Dividend 2015-2016	January 14, 2016	February 4, 2016	February 19, 2023
2 <sup>nd</sup> Interim Dividend 2015-2016	March 12, 2016	March 29, 2016	April 17, 2023
Interim Dividend 2016-2017	October 18, 2016	November 9, 2016	November 23, 2023
Final Dividend 2016-17	June 22, 2017	July 10, 2017	July 28, 2024
Interim Dividend 2017-18	October 26, 2017	November 15, 2017	December 02, 2024
Final Dividend 2017-18	July 19, 2018	July 31, 2018	August 24, 2025
Interim Dividend 2018-19	October 25, 2018	November 15, 2018	November 30, 2025
Final Dividend 2018-19	July 23, 2019	July 30, 2019	August 28, 2026
1 <sup>st</sup> Interim Dividend 2019-20	October 17, 2019	October 31, 2019	November 22, 2026
2 <sup>nd</sup> Interim Dividend 2019-20	March 17, 2020	March 30, 2020	April 22, 2027
1 <sup>st</sup> Interim Dividend 2020-21	October 29, 2020	November 24, 2020	November 10, 2027
Final Dividend 2020-21	September 28, 2021	October 16, 2021	November 3, 2027
Interim Dividend 2021-22	January 19, 2022	February 15, 2022	February 24, 2028

## • Guidelines for Investors to file claim in respect of the unclaimed dividend or shares transferred to the IEPF

Pursuant to the provisions of Sections 124 and 125 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, and amendments made thereunder all the concerned shares in respect of which dividend had not been claimed or remained unpaid for 7 (seven) consecutive years or more had been transferred by the Company in the name of Investor Education and Protection Fund Authority ("IEPF Authority") in their Demat Account, as per the procedures / guidelines stated as follows:

- Login to the website of MCA at <https://www.mca.gov.in/content/mca/global/en/home.html> and click on 'Investor Relations' tab under 'MCA Services' section for filing the web-based form IEPF-5 for the refund of dividend / shares. Read the instructions provided on the website / instruction kit carefully before filling the form.
- Submit the duly filled form by following the instructions given on the website. On successful uploading, an acknowledgement will be generated indicating the SRN. Please note down the SRN details for future tracking of the form.
- Take a print out of the duly filled Form No. IEPF-5 and the acknowledgement issued after uploading the form.
- Submit an indemnity bond in an original, copy of the acknowledgement and self-attested copy of the Form, along with other documents as mentioned in the Form No. IEPF-5 to the Nodal Officer (IEPF) of the Company at its Registered Office in an envelope marked 'Claim

for a refund from IEPF Authority / Claim for shares from IEPF' as the case may be. Kindly note that submission of documents to the Company is necessary to initiate the refund process.

- Form IEPF-5 completed in all respects will be verified by the Company and on the basis of Company's Verification Report, refund will be released by the IEPF Authority in favour of claimants' Aadhaar linked bank account through electronic transfer and / or the shares shall be credited to the Demat account of the claimant, as the case may be.

The Nodal Officer of the Company for the IEPF Refunds Process is Mr. Dinesh Kalani, Vice President - Company Secretary, and the e-mail id of the Nodal Officer is [investor.grievances@mastek.com](mailto:investor.grievances@mastek.com).

The List of concerned shares already transferred to demat account of the IEPF Authority is also available on the website of the Company at web link <https://www.mastek.com/investor-information>. E-mail reminders will be sent to the Members who have not claimed their dividends and whose shares are due to be transferred to IEPF in accordance with provisions of the Act and IEPF Rules made thereunder. In case the Members have any queries on the subject matter and the Rules, they may contact the Company's RTA.

## • Disclosures with respect to Demat Suspense Account / Unclaimed Suspense Account

The Company does not have any demat Suspense Account, therefore as on March 31, 2022, there are no outstanding shares credited / lying in the demat suspense account / unclaimed suspense account.



## • Pending Investor Grievances

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary at the Registered / Corporate Office (or email at [investor\\_grievances@mastek.com](mailto:investor_grievances@mastek.com)) with a copy of the earlier correspondences and relevant supporting's for quick resolution.

## • Reconciliation of Share Capital Audit

As required under Regulation 76 of the SEBI (Depositories and Participants) Regulation, 1996 as amended, quarterly audit of the Company's share capital is being carried out by Independent Company Secretary in Practice with a view to reconcile the total Share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Certificate in regard to the same has been submitted to BSE Limited and the National Stock Exchange of India Limited and is also placed before the Board of Directors.

## • Payment of Dividend through Automated Clearing House

The Company provides the facility for direct credit of the dividend to the Members Bank Account. The SEBI

## • Shareholding Pattern as at March 31,

Sr. No.	Category	2022		2021	
		No. of Shares	% of Holding	No. of Shares	% of Holding
1	Promoters *	11,197,436	37.30	11,183,660	44.32
2	Financial Institutions / Mutual Funds / NBFC / Trusts & Banks	2,020,404	6.73	3,027,997	12.00
3	FII's	1,986,132	6.62	1,642,034	6.51
4	Bodies Corporate (Indian / Overseas)	619,942	2.06	443,056	1.76
5	Resident Individuals / HUF	13,540,777	45.11	8,228,457	32.61
6	NRIs / Foreign Nationals	578,227	1.93	635,010	2.52
7	Investor Education and Protection Fund Authority (IEPF)	75,103	0.25	72,675	0.29
Total		30,018,021	100	25,232,889	100.00

\* Promoters shareholding reduced mainly due to issue of shares under Scheme of Arrangement, Preferential allotment and issue under ESOP plans.

## Dematerialisation of Shares

### Details of Shares held in Physical & Electronic Mode

The Company has established connectivity with Central Depository Services (India) Limited and National Securities Depository Limited for dematerialisation of shares and the same are available in electronic segment under ISIN: INE759A01021. Equity Shares representing about 99.63% of total equity share capital are dematerialised as on March 31, 2022.

As on Date	Status of Shares - Physical versus Electronic mode		
	Physical	Electronic	Total
March 31, 2022	110,720 (0.37%)	29,907,301 (99.63%)	30,018,021
March 31, 2021	119,854 (0.47%)	25,113,035 (99.53%)	25,232,889

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which after April 1, 2019, transfer of securities cannot be processed unless the securities are held in the dematerialised form with a depository.

Listing Regulations also mandate Companies to credit the dividend to the Members electronically. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their dividend into their Bank account through the Banks' "Automated Clearing House" mode. Members who hold shares in Demat mode should inform their Depository Participant, whereas Members holding shares in physical form should inform the Company / RTA about their core banking account details allotted to them by their bankers. In cases where the core banking details are not available with the Company, then the Company will issue a demand draft first time mentioning the registered address / bank details to the concerned Members. Any further credit of unpaid dividend amount will be credited in electronic mode only, after updating the necessary bank details of the Member.

## • Green Initiatives for sending a communication

The Company sent a communication through Annual Report to all the Members requesting them to give their e-mail ID's to the Company / RTA (for physical shares held) and their Depository Participants (DPs), so that Annual report and other communications can be sent electronically to all the Members. Members, who have so far not informed the E-mail ID's to their DP's, are requested to do the same in the interest of environment.

List of Members other than Promoters holding more than 1% as of March 31, 2022:

Sr. No.	Name of the Member	No. of Shares	% of Holding
1	Umang Nahata	1,611,668	5.37
2	Rakesh Raman	1,226,813	4.09
3	Ummed Nahata	1,199,823	4.00
4	Abakkus Growth Fund-1	693,416	2.31
5	Ashish Kacholia	600,000	2.00
6	Abakkus Emerging Opportunities Fund-1	564,599	1.88
7	Hornbill Orchid India Fund	429,086	1.43
8	Mukul Mahavir Agrawal	313,000	1.04

Outstanding GDRs / ADRs / Warrants or any Convertible Instruments

There are no outstanding GDRs / ADRs / Warrants except the Stock Options granted to the Employees of the Company and its Subsidiaries. However, the outstanding ESOP Options after vesting, when exercised, shall increase the Equity Share Capital of the Company to that extent.

Development Centres

In view of the nature of the Company’s business viz. Information Technology (IT) Services, the Company operates from various offices in India and abroad. The Company has Software Development Centres at SEEPZ - Mumbai, Millennium Business Park - Mahape, Pune, and Chennai. The full address of the Company’s centres / offices is available elsewhere in the Annual Report.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company is exposed to foreign exchange risk on account of import and export transactions entered. The Company is proactively mitigating these risks by entering into commensurate hedging transactions with banks as per applicable guidelines and group risk management instructions. Please refer notes to the Financial Statements in this regard. The Company does not have any hedged exposure through Commodity derivatives. The Company does not deal in

commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018, is not required to be given for commodity hedging activities.

Investor Information

Company Overview

Mastek (NSE: MASTEK; BSE: 523704), is a turnkey & trusted Digital Engineering & Cloud Transformation partner that delivers Innovative Solutions and Business Outcomes for clients in Healthcare & Life Sciences, Retail, Manufacturing, Financial Services, Government / Public Sector, etc. We enable Customer Success and business change programs by partnering with enterprises to unlock the power of data, modernise applications to the cloud, and accelerate digital advantage for all stakeholders. Customers Trust Mastek to deliver Business Value with Velocity and we operate in 40+ countries including the UK, Americas, Europe, Middle East, APAC with ~5000 employees. We are in the business to de-complex Digital and make clients future-ready with an industry-first approach. Evosys, a Mastek company, is an Oracle Partner and a leading Oracle Cloud implementation and consultancy provider and has executed programs for 1,300+ Oracle Cloud clients.

For more information and past results & conference call / audio recordings / transcripts, please visit web site of the Company at [www.mastek.com](http://www.mastek.com).

History of Issue of Equity Shares

Particulars	No. of shares / Face value
Prior to the Initial Public offer	2,397,000 shares of ₹ 10 each
Initial Public Offer in December 1992	603,000 shares of ₹ 10 each
Issued under Employees’ Stock Option Plan till 1995	56,640 shares of ₹ 10 each
Second Public Offer in March 1996	400,000 shares of ₹ 10 each
Bonus Shares were issued in January 2000 (1:1)	3,456,640 shares of ₹ 10 each
Adjusted the above in view of the Sub-Division of shares of ₹10 each into two shares of ₹ 5 each in 2001.	13,826,560 shares of ₹ 5 each
Issued under Employees’ Stock Option Plans in Financial Years	
2000-01	57,083 shares of ₹ 5 each
2001-02	85,396 shares of ₹ 5 each
2002-03	144,882 shares of ₹ 5 each
Buy-Back and Extinguishment of shares in Financial Year 2003-04	300,898 shares of ₹ 5 each
Issued under Employees’ Stock Option Plans in Financial Year 2003-04	66,913 shares of ₹ 5 each
Buy-Back and Extinguishment of shares in Financial Year 2004-05	98,950 shares of ₹ 5 each
Issued under Employees’ Stock Option Plans in Financial Years 2004-05	88,412 shares of ₹ 5 each
Bonus Shares were issued in April 2006 (1:1)	14,054,594 shares of ₹ 5 each



Particulars	No. of shares / Face value
Issued under Employees’ Stock Option Plans in Financial Years	
2005-06	213,642 shares of ₹ 5 each
2006-07	326,547 shares of ₹ 5 each
2007-08	76,115 shares of ₹ 5 each
Buy-Back and Extinguishment of shares in Financial Year 2007-08	915,714 shares of ₹ 5 each
Issued under Employees’ Stock Option Plans in Financial Year 2008-09	19,293 shares of ₹ 5 each
Buy-Back and Extinguishment of shares in Financial Year 2008-09	744,381 shares of ₹ 5 each
Issued under Employees’ Stock Option Plans in Financial Years	
2009-10	44,443 shares of ₹ 5 each
2010-11	7,250 shares of ₹ 5 each
2011-12	75,000 shares of ₹5 each
Buy-Back and Extinguishment of shares in Financial Year 2012-13	2,388,000 shares of ₹ 5 each
Issued under Employees’ Stock Option Plans in Financial Year 2013-14	6,500 shares of ₹ 5 each
Buy-Back and Extinguishment of shares in Financial Year 2013-14	2,484,007 shares of ₹ 5 each
Issued under Employees’ Stock Option Plans in Financial Years	
2014-15	385,992 shares of ₹ 5 each
2015-16	450,602 shares of ₹ 5 each
2016-17	380,259 shares of ₹ 5 each
2017-18	314,523 shares of ₹ 5 each
2018-19	280,747 shares of ₹ 5 each
2019-20	316,669 shares of ₹ 5 each
2020-21	943,417 shares of ₹ 5 each
2021-22	295,083 shares of ₹ 5 each
Issued under Scheme of Arrangement Financial Year 2021-22	4,235,294 Shares of ₹ 5 each
Issued under Preferential Allotment Financial Year 2021-22	254,755 shares of ₹ 5 each

Credit Rating

The Company enjoys a good reputation for its sound financial management and the ability to meet its financial obligations. During the year under review, ICRA Limited, a Credit Rating Agency, had given the following rating:

Instrument	Rating Received
Long - term Fund-based	[ICRA]AA-(Stable) reaffirmed / assigned
Short - term Non-fund based	[ICRA]A1+ reaffirmed / assigned
Long - term / Short - term Fund based / Non-fund based	[ICRA]AA-(Stable) / [ICRA]A1+ reaffirmed

Compliance Officer of the Company / Address for Correspondence

Name	Dinesh Kalani, Vice President - Company Secretary
Address for correspondence	Mastek Limited, #106/107, SDF-IV, SEEPZ, Andheri (East), Mumbai - 400 096
	Phone No: + 91-22-6722-4200
E-mail	investor_grievances@mastek.com





## “Annexure A” to Report on Corporate Governance

### Declaration regarding Compliance with the Code of Conduct of the Company by the Board of Directors and Senior Managerial Personnel

To the Members of **Mastek Limited**,

In terms of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the affirmations provided by the Board of Directors and Senior Managerial Personnel of the Company to whom Code of Conduct is made applicable, I declare that the Board of Directors and Senior Managerial Personnel have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended March 31, 2022.

Yours faithfully,

**Ashank Desai**

Vice-Chairman & Managing Director  
(DIN: 00017767)

Date: April 19, 2022

Place: Mumbai

## “Annexure B” to Report on Corporate Governance

### Vice-Chairman & Managing Director and Global Chief Financial Officer Certification

We the undersigned, in our respective capacities as Vice-Chairman & Managing Director and Global Chief Financial Officer of **Mastek Limited (“the Company”)** to the best of our knowledge and belief, certify that:

- We have reviewed financial statements and the cash flow statement for the Financial Year ended March 31, 2022, and to the best of our knowledge and belief, we state that:
  - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, laws, and regulations.
- We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal, or which violate the Company’s Code of Conduct.
- We hereby declare that all Board of Directors and Senior Managerial Personnel have confirmed compliance with the Code of Conduct as adopted by the Company.
- We are responsible for establishing and maintaining Internal Controls for financial reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
  - significant changes, if any, in internal controls over financial reporting during the year;
  - significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

This certificate is being given to the Board pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours faithfully,

**Ashank Desai**

(DIN: 00017767)

Vice-Chairman & Managing Director

**Arun Agarwal**

Global Chief Financial Officer

Date: April 19, 2022

Place: Mumbai

“Annexure C” to Report on Corporate Governance

Certificate on Corporate Governance

To,  
The Members of  
Mastek Limited  
804/805 President House,  
Opp. C. N. Vidyalaya, Near Ambawadi Circle,  
Ahmedabad, Gujarat - 380 006.

I have examined the compliance of the conditions of Corporate Governance by **Mastek Limited** (‘the Company’) for the Financial Year ended March 31, 2022, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D, and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Compliance of the conditions of Corporate Governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and representations made by the Directors and the Management, I certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated and is generally in compliance with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D, and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For P. Mehta & Associates**  
Practising Company Secretaries

**Prashant S. Mehta**  
(Proprietor)  
ACS No. 5814  
C.P. No. 17341

UDIN: A005814D000163125  
PR No. : 763/2020

Date: April 19, 2022  
Place: Mumbai



“Annexure D” to Report on Corporate Governance

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members  
Mastek Limited  
804/805 President House,  
Opp. C. N. Vidyalaya, Near Ambawadi Circle,  
Ahmedabad, Gujarat - 380 006.

We have examined the relevant registers, records, forms, returns, and disclosures received from the Directors of **Mastek Limited** having **CIN L74140GJ1982PLC005215** and having Registered Office at 804/805 President House, Opp. C. N. Vidyalaya, Near Ambawadi Circle, Ahmedabad, Gujarat - 380 006 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status on the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanation furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2022, have been debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	*Date of Appointment in the Company
1	Mr. S. Sandilya	00037542	19/01/2012
2	Mr. Ashank Desai	00017767	06/06/1982
3	Mr. Ketan Mehta	00129188	29/12/2020
4	Ms. Priti Rao	03352049	17/01/2011
5	Mr. Atul Kanagat	06452489	21/01/2013
6	Mr. Rajeev Kumar Grover	00058165	28/01/2020

\* the Date of Appointment is as per the Ministry of Corporate Affairs Portal.

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For P. Mehta & Associates**  
Practising Company Secretaries

**Prashant S. Mehta**  
(Proprietor)  
ACS No. 5814  
C.P. No. 17341

UDIN: A005814D000163114  
PR No.: 763/2020

Date: April 19, 2022  
Place: Mumbai





Business Responsibility and Sustainability Report

SECTION A - GENERAL DISCLOSURES

I. Company Details

1	Corporate Identity Number	L74140GJ1982PLC005215
2	Name of the Listed Entity	Mastek Limited
3	Year of Incorporation	1982
4	Registered Office Address	804 / 805 President House, Opposite C. N. Vidyalaya, Near Ambawadi Circle, Ahmedabad - 380006, Gujarat.
5	Corporate Address	#106, SDF IV, Seepz, Andheri (East), Mumbai - 400 096, India.
6	Email Id	investor_grievances@mastek.com
7	Telephone	022- 6722 4200
8	Website	www.mastek.com
9	Financial Year for which reporting is being done	2021-22
10	Name of the stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Limited
11	Paid-up Capital (in ₹)	15,00,90,105
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Vimal Dangri Group Chief Legal & Compliance Officer investor_grievances@mastek.com
13	Reporting boundary	Standalone Basis

II. Products / Services

14. Details of business activities (accounting for 90% of the turnover)

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the Entity
1	Information and Technology	Software application development and maintenance, IT consulting and related activities	100%

15. Products / Services sold by the entity (accounting for 90% of the entity’s Turnover)

Sr. No.	Product service	NIC code	% of total Turnover contributed
1	Computer Programming, consultancy and related activities	62020	100%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated

	Number of Plants	Number of Offices*	Total
National	Not Applicable	11	11
International		22	22

\*National / International Operations are carried out by the Company through its subsidiaries

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of states)	4 (Four)
International (No. of countries)	35 (Thirty-five)*

\*International markets served by the entity includes countries in which business is done through its subsidiaries.

b. What is the contribution of exports as a percentage of the total turnover of the entity?

93%

c. A brief on types of Customers

- Private entities
- Public entities

IV. Employees

18. a. Employee & Worker Details as at the end of the Financial Year (including differently abled)

Particulars	Total (A)	Male		Female	
		No. (B)	% (B/A)	No. (C)	% (C/A)
Employees					
Permanent	1,350	852	63%	498	37%
Other than Permanent	80	29	36%	51	64%
Total	1,430	881	62%	549	38%
Workers					
Permanent	Nil	Nil	NA	Nil	NA
Other than Permanent	47	43	91%	4	9%
Total	47	43	91%	4	9%

b. Employee & Worker details as at the end of Financial Year (only differently abled)

Particulars	Total (A)	Male		Female	
		No. (B)	% (B/A)	No. (c)	% (C/A)
Employee					
Permanent	6	6	100%	Nil	NA
Other than Permanent	Nil	Nil	NA	Nil	NA
Total	6	6	100%	Nil	NA
Worker					
Permanent	Nil	Nil	NA	Nil	NA
Other than Permanent	Nil	Nil	NA	Nil	NA
Total	Nil	Nil	NA	Nil	NA

19. Participation/Inclusion/Representation of women

Particulars	Total (A)	No. of Females	
		No. (B)	% (B/A)
Board of Directors	6*	1	17%
Key Managerial Personnel	2	Nil	NA

\* Includes Managing Director who is also the Key Managerial Personnel of the Company

20. Turnover rate for permanent employees and workers

Particulars	Current Financial Year (FY21-22)			Previous Financial Year (FY20-21)		
	Male	Female	Total	Male	Female	Total
Permanent employees	26.4%	26.1%	26.3%	13.0%	10.4%	12.0%
Permanent workers	3.0%	1.3%	2.4%	Nil	Nil	Nil

V. Holding, Subsidiary, and Associate Companies (including Joint Ventures)

21. Names of subsidiary / associate companies

Sr. No.	Name of the company	CIN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held	Does the company participate in the Business Responsibility initiatives of the parent company?
Refer to Annexure 2 to the Board’s report for information on holding / subsidiary / associate companies / joint ventures.					All subsidiaries participate in the Business Responsibility initiatives of the parent Company

VI. CSR Details

22. Whether CSR is applicable as per section 135

Yes

Turnover (₹)	2,56,69,64,704
Net-worth (₹)	6,01,79,42,999

VII. Transparency and Disclosure Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom the complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web link for grievance redress policy)	Current Financial Year (FY21-22)			Previous Financial Year (FY20-21)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	<a href="https://www.mastek.com/investors-corporate-governance/">https://www.mastek.com/investors-corporate-governance/</a>	Nil	Nil	-	Nil	Nil	-
Investors (other than shareholders)		Nil	Nil	-	Nil	Nil	-
Shareholders		For details on investor complaints received and resolved, refer to the 'Investor complaints' available in the corporate governance report of this Annual Report.					
Value Chain Partner		Nil	Nil	-	Nil	Nil	-
Employees and workers		Nil	Nil	-	Nil	Nil	-
Customers		Nil	Nil	-	Nil	Nil	-
Other - please specify		Nil	Nil	-	Nil	Nil	-

24. Overview of the entity’s material responsible business conduct issues.

(Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, and approach to adapt or mitigate the risk along with its financial implications, as per the following format)

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
1	Aged Building	Risk	Few identified offices of the Company are situated in buildings that are more than 30 years old posing health and safety risk to employees and third parties visiting these offices.	Company is limiting and/ or reducing the risk probability by continuing analysing unsafe areas within the building, monitoring the movement of material and individuals, institutionalising multiple exit paths, and enabling effective response strategy in case of a mishap. Company is in constant touch with building owner who is a Government authority to carry out structural repairs and maintenance work in the building.	Negative implications as any single event may cause serious injury to an individual.
2	Skill availability and retention	Risk, Opportunity	Growing market with newer business models require specific skills with lesser lead time. This gets further challenging as the organisations are adopting remote or hybrid ways of working. At the same time, this is an opportunity to source talent from newer locations not tried before, opening up a much wider talent landscape.	Company continues to evolve ways to engage and cross-skill or upskill individuals in emerging technologies and skills that are in demand or may potentially come in demand given the evolving business models and customer needs. Company understands the needs of newer generation and strives to offer a work culture that excites and provides greater autonomy and empowerment. For more details, please read 'Unlocking our People Value' in Management's Discussion and Analysis Report.	Positive as a broader talent pool can be tapped. Negative owing to increase in choices available to an individual in the market.
3	Cyber Security and Privacy incidents	Risk, Opportunity	Covid-19 pandemic forced the industry to adopt and allow its workforce to work remotely, which expose the Company, its network and systems to the risk of cyber security threats.	Company continues to maintain systems and processes that reduce the probability of a threat occurring by applying Zero Trust Security framework. We have attested on ISO 27001 by independent firm and are compliant with SSAE 18 SOC 1 and SOC 2. These systems and processes are monitored internally and externally and benchmarked against best industry practices. As per the General Data Protection Regulation, its not mandatory to appoint a Data Protection Officer (DPO) for our size of business, however, Company still appointed a DPO in 2020 itself to ensure data privacy remains our key priority. Company is conscious of its obligations both as a controller and processor of data.	Positive implications as strong cyber security and privacy framework instils confidence/ trust 27001 by independent firm and are compliant in our clients. Negative implications in case of an unauthorised breach.



SECTION B - MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

The National Guidelines for Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates nine principles referred to as P1-P9 as given below:

P1	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent, and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive towards all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect, protect and make efforts to restore the environment
P7	Businesses when engaging in influencing public and regulatory policy should do so in a manner that is responsible and Transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Sr. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	a. Whether your entity’s policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	N	Y	Y
	b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	N	Y	Y
	c. Web Link of the Policies, if available	<a href="https://www.mastek.com/investors-corporate-governance/">https://www.mastek.com/investors-corporate-governance/</a>								
2	Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	N	Y	Y
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	N	Y	Y
4	Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 14001:2015 and OHSAS 18001:2007. ISO 27001, Zero Trust Security Framework, SSAE 18 SOC 1 and SOC 2, CSR disclosures pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, United Nations Sustainable Development Goals (UNSDG), ILO Declaration on Fundamental Principles and Rights at Work, UN Guiding Principles on Business and Human Rights, Principles of Corporate Governance.								
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company is in the process of measuring the carbon emissions for all its offices globally. While this assessment is complete for our office in the UK, it will be completed for other key locations in FY22-23 followed by all locations by FY23-24.								
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Overall, the Company has committed itself to the following goals: <ul style="list-style-type: none"><li>Achieve carbon neutrality by FY25 followed by Net-Zero Emissions by FY40</li><li>Achieve gender diversity at 40% by FY26</li><li>Touch a million lives through CSR programmes by FY26</li><li>Achieve 25% SROI (Social Return on Investment)</li></ul> These are further covered in detail at <a href="https://www.mastek.com/esg/">https://www.mastek.com/esg/</a>								

Governance, leadership and oversight

7	Statement by director responsible for the Business Responsibility Report, highlighting ESG related challenges, targets and achievements (Listed entity has flexibility regarding the placement of this disclosure)	<p>Mastek delivers value and upholds the trust of not only its customers but also each stakeholder, including employees, suppliers &amp; partners, the society it has an impact on, and the shareholders who invest in it.</p> <p>ESG (Environmental, Social and Governance) is not a new concept for Mastek. Our priorities and goals are aligned with the <b>United Nation’s Sustainable Development Goals</b>, for which we have laid out a three-tier, geo-wise strategic approach to achieve these ESG goals. We are deeply invested in reimagining our future into a shared reality that everyone can adapt to with ease and benefit from equitably.</p> <p>On the Environmental agenda, we are committed to reaching our target of <b>Net-Zero Emissions</b>. Our offices in India are accredited with ISO 14001 - Environment Management System and <i>ISO 45001 - Occupational Health &amp; Safety Management System</i>. There has been a drastic reduction in electricity consumption, total GHG emissions, and water consumption. Mastek works with local municipal agencies for effective disposal of general &amp; food waste. We have also partnered with <b>One Tree Planted</b>, a not-for-profit NGO and the official partner of the United Nations Decade on Ecosystem Restoration, to boost the environmental agenda. We will continue contributing to the restoration of trees across the globe through this partnership and various other manners in FY 2023 and beyond.</p>
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Sr. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9												
		<p>Our legacy goes back to 2002 when <b>Mastek Foundation</b> was established with the goal of “Informed Giving, Responsible Receiving”. The Foundation also supports NGOs to scale and build their capabilities through IT skills. Through our initiative, we seek to inspire employees to give back to the community in ways that would meet the needs and challenges faced by society. We keep complete transparency of the contributions being made by all stakeholders and craft a robust framework that has made a difference in the way CSR is implemented. We organise a quarterly <b>Gratitude is Attitude</b> event, bringing together all employees and the charities to present themselves with donations from the employees.</p> <p>Mastek has a rich legacy of ethical and sound corporate governance practices. We maintain high standards of corporate governance, which has been fundamental to and has been an integral principle of the business since its inception. We reaffirm our continued commitment to good corporate governance practices.</p> <p><b>Ashank Desai</b> Vice Chairman &amp; Managing Director</p>																				
8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies)	<p>Following people of highest authority shall be responsible for implementation and oversight of the Business Responsibility policy:</p> <table><tr><th>Sr. No.</th><th>Name of person</th><th>Designation</th><th>DIN / Employee Id</th></tr><tr><td>1</td><td>Mr. Ashank Desai</td><td>Vice-Chairman &amp; Managing Director</td><td>DIN-00017767</td></tr><tr><td>2</td><td>Mr. Hiral Chandrana</td><td>Group CEO</td><td>Employee Id - 83030</td></tr></table>									Sr. No.	Name of person	Designation	DIN / Employee Id	1	Mr. Ashank Desai	Vice-Chairman & Managing Director	DIN-00017767	2	Mr. Hiral Chandrana	Group CEO	Employee Id - 83030
Sr. No.	Name of person	Designation	DIN / Employee Id																			
1	Mr. Ashank Desai	Vice-Chairman & Managing Director	DIN-00017767																			
2	Mr. Hiral Chandrana	Group CEO	Employee Id - 83030																			
9	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? If yes, provide details	Yes; Board, Audit Committee, Nomination and Remuneration Committee, CSR Committee and Risk Management & Governance Committee take decisions related to various aspects of Environment, Social and Governance.																				

10. Details of Review of NGRBCs by the Company

Sr. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action										
a	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee	Board	Board Commi ttee	Board Commi ttee	Board Commi ttee	Board Commi ttee	Board Commi ttee	NA	Board	Board
	Frequency (Annually / Half yearly / Quarterly / Any other - please specify)	Quarterly	Quarterly	Annually	Annually	Quarterly	Quarterly	NA	Need based	Need based
b	Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Status of compliance with all applicable statutory requirements is reviewed on-a quarterly basis by the Board. Quarterly Compliance Certificate on applicable laws is provided by respective department heads and placed before the Board by the Company Secretary.								

11.	Has the company carried out independent assessment/ evaluation of the working of this policy by an internal or external agency?	All policies are evaluated/ reviewed internally at defined intervals. Certain identified policies/ procedures like anti bribery, privacy, cyber security, health & safety are reviewed by third parties on a periodic basis. Ernst & Young was engaged by the Company to help establish the ESG framework and also carry out a risk assessment of its Privacy framework. Company engages KPMG for independent checks on its Cyber Security framework. The Company continues to sustain its commitment to the highest levels of quality, superior service management, robust information security practices and mature business continuity management.								
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12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	Yes*	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason	None								

\* Company engages with various industry bodies in reviewing and making recommendations as part of joint industry effort, as and when such views are sought by the Government in multiple areas covering technology, bi-lateral trade relations with other countries, and labor.



SECTION C - PRINCIPLE-WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities that aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

**Principle 1 - Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent and accountable.**

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any or all the Principles in the financial year

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	4	Code of Conduct, GDPR, Business Workings, Business Models	100%
Key Managerial Personnels	4	POSH, Anti Bribery, GDPR, Information Security	100%
Employees other than BoD and KMPs	4	POSH, Anti Bribery, GDPR, Information Security	100%
Workers	4	POSH, Anti Bribery, GDPR, Information Security	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):

Particulars	NGRBC Principle	Adjudicating Authority	Amount (In INR)	Brief of the Judgement/Award	Has an appeal been preferred?
<b>Monetary</b>					
Penalty/Punishment/Fine	None	None	Nil	None	None
Award	None	None	Nil	None	None
Computing fee	None	None	Nil	None	None
<b>Non-monetary</b>					
Imprisonment	None	None	Nil	None	None
Punishment	None	None	Nil	None	None

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed - NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes. Company has zero tolerance to any form of bribery or corruption and is committed to acting professionally, fairly, and with integrity in all its business dealings. All individuals, whether employee or third parties engaged in the business of the Company, are required to comply with the policy. These policies set out in detail the behavior expected of our employees, contractors, agents and suppliers and what should one do if confronted with an instance of corruption or bribery. Company expects all individuals associated with the business of the Company to embrace these policies and inculcate its principles within their day-to-day work.

Our Code of Business Conduct and Ethics, Anti Bribery and Gifts & Entertainment policies are compliant with relevant and applicable laws of India, US and UK. The policies are available on the company website at: <https://www.mastek.com/investors-corporate-governance/>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption - None

6. Details of complaints with regards to conflict of interest - None

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest - NA

LEADERSHIP INDICATORS

8. **Awareness programmes conducted for value chain partners on any of the Principles during the financial year** - Yes. The Company carries out awareness sessions through in-person training for its supplier staff. Company also requires all its suppliers to disclose/ declare their sustainable procurement practices before onboarding them.
9. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/ No) If Yes, provide details of the same** - Yes. The Company receives an annual declaration (including changes from time to time) from its Board members and KMPs / SMPs on the entities they are interested in and ensures requisite disclosure, if any, as required under the statute as well as the Company's policies are in place before transacting with such entities / individuals.

**Principle 2 - Businesses should provide goods and services in a manner that is sustainable and safe.**

ESSENTIAL INDICATORS

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

Particulars	Current Financial Year (FY21-22)	Previous Financial Year (FY20-21)	Details of improvements in environmental and social impacts
R&D	NA	NA	NA
Capex	10%	43%	Newer models of Laptop and Air Conditioners are purchased and installed to replace the older models.

2. **Does the entity have procedures in place for sustainable sourcing? If yes, what percentage of inputs were sourced sustainably?**

Most of our operational sourcing is local, which reduces time, cost and efforts in procurement. We require our suppliers to abide by our Sustainable Procurement Guidelines and other matters such as anti-bribery, no child labour employment, no modern slavery, anti-harassment, etc.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (b) E-waste (c) Hazardous waste (d) Other waste**

NA. Mastek is in the digital service business; it does not manufacture products. However, E-waste and hazardous waste is disposed-off through Pollution Control Board approved vendor.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities. If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

NA as Mastek is in the digital service business, it does not manufacture products.

LEADERSHIP INDICATORS

5. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?** - Company monitors emissions from its facilities, usage of water in its offices and follows strict waste disposal guidelines as part of its operations on a continuous basis. For its services, Company assesses its performance by applying industry-leading service delivery metrics ensuring highly efficient process outcomes.
6. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same** - Nil
7. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry)** - Company encourages all its suppliers to commit to sustainable procurement practices including supply of recycled or reused input material.
8. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format**

Particulars	Current Financial Year (FY21-22)				Previous Financial Year (FY20-21)			
	Collected	Re-Used	Recycled	Safely Disposed	Collected	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	NA	NA	NA	NA	NA	NA	NA	NA
E-waste	Nil	Nil	Nil	4.6	Nil	Nil	Nil	6.3
Hazardous waste	NA	NA	NA	NA	NA	NA	NA	NA
Other waste	Nil	Nil	Nil	0.5	Nil	Nil	Nil	0.7

9. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category** - NA



**Principle 3 - Businesses should respect and promote the well-being of all employees, including those in their value chains.**

ESSENTIAL INDICATORS

1. **A. Details of measures for the well-being of employees**

Category	% of employees covered by										
	Total	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No.	%	No.	%	No.	%	No.	%	No.	%
Permanent											
Male	852	852	100%	852	100%	NA	NA	852	100%	852	100%
Female	498	498	100%	498	100%	498	100%	NA	NA	498	100%
Total	1,350	1,350	100%	1,350	100%	498	100%	852	100%	1,350	100%
Other than Permanent (Contractual)											
Male	29	Nil	NA	Nil	NA	Nil	NA	Nil	NA	Nil	NA
Female	51	Nil	NA	Nil	NA	Nil	NA	Nil	NA	Nil	NA
Total	80	Nil	NA	Nil	NA	Nil	NA	Nil	NA	Nil	NA

- B. **Details of measures for the well-being of workers** - Company has ensured that workers have the same level of access to the facilities in its offices as its employees. Further, Company requires the supplier organisations to adhere to laws and rules that ensure health benefits to its employees.

2. **Details of retirement benefits, for Current Financial Year and Previous Financial Year**

Benefits	Current Financial Year (FY21-22)			Previous Financial Year (FY20-21)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	95%	Yes	100%	95%	Yes
Gratuity	100%	Nil	NA	100%	Nil	NA
ESI	1%	73%	Yes	1%	73%	Yes
Company sponsored Private Health Insurance	99%	Nil	Yes	99%	Nil	Yes

3. **Accessibility of workplaces**

**Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard**

Company's main delivery centre at Mahape, Navi Mumbai has features that enable access of the office and its amenities to the differently abled employess and workers. Company is taking steps to build such features across all its offices.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016. If so, provide a web-link to the policy**

The Company is an equal opportunity employer and the policy statement finds place in our employee Code of Business Conduct and Ethics Policy. The same can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/02/Code-of-Business-Conduct-and-Ethics-for-India-APAC.pdf>

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	NA	NA
Female	100%	100%	NA	NA
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>NA</b>	<b>NA</b>



6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, please name the mechanism

	Details of Mechanism available
Permanent Workers	Company strongly believes in equal opportunity principles and ensures there is no discrimination at any stage of the business or operations of the Company. Employees and workers can reach out to their reporting managers to redress their grievances in accordance with Company's Code of Business Conduct and Ethics. Further, Internal Complaints Committee is accessible via email and phone to all including visitors to seek redressal in case of sexual harassment as per the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. In addition, all employees, workers, suppliers, consultants, and third parties have access to whistleblower@mastek.com to raise complaints in line with Company's whistleblower policy available at <a href="https://www.mastek.com/wp-content/uploads/2022/07/Group-Whistle-Blower-Policy.pdf">https://www.mastek.com/wp-content/uploads/2022/07/Group-Whistle-Blower-Policy.pdf</a>
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. **Membership of employees and worker in association(s) or Unions recognised by the listed entity** - Company respects rights of each employee and does not restrain any action that is sought by its employees or workers to seek collective representation in accordance with local laws.

8. **Details of training to employees and workers (% to total no. of employees/workers in the category)**

Category	Current Financial Year (FY21-22)					Previous Financial Year (FY20-21)				
	Total	On Health and safety measures		On Skill upgradation		Total	On Health and safety measures		On Skill upgradation	
		No.	%	No.	%		No.	%	No.	%
Employees										
Male	876	Nil	Nil	610	70%	597	Nil	Nil	489	57%
Female	540	Nil	Nil	400	74%	308	Nil	Nil	274	56%
Total	1,416	Nil	Nil	1,010	71%	905	Nil	Nil	763	57%
Workers										
Male	43	43	100%	Nil	Nil	27	27	100%	Nil	Nil
Female	4	4	100%	Nil	Nil	3	3	100%	Nil	Nil
Total	47	47	100%	Nil	Nil	30	30	100%	Nil	Nil

9. **Details of performance and career development reviews of employees and worker**

Category	Current Financial Year (FY21-22)			Previous Financial Year (FY20-21)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (C/D)
<b>Employees</b>						
Male	876	876	100%	597	597	100%
Female	540	540	100%	308	308	100%
<b>Total</b>	<b>1,416</b>	<b>1,416</b>	<b>100%</b>	<b>905</b>	<b>905</b>	<b>100%</b>
<b>Workers</b>						
Male	NA	NA	Nil	NA	NA	Nil
Female	NA	NA	Nil	NA	NA	Nil
<b>Total</b>	<b>NA</b>	<b>NA</b>	<b>Nil</b>	<b>NA</b>	<b>NA</b>	<b>Nil</b>

10. **Health and safety management system**

1	Whether an occupational health and safety management system has been implemented by the entity	Yes. Company understands its obligations around occupational hazards and has always prioritised actions towards health and safety of its employees, workers and all individuals engaged in its business. Three out of six offices employing more than 80% of the employee and worker population India are accredited to OHSAS 45001 standard. In addition, Company carries out multiple events to raise awareness around emotional and physical well-being, lifestyle diseases, safety, etc. Company also conducts regular doctor consultation sessions for its employees and families. Company sponsored Covid-19 vaccination for all its employees in addition to enabling a relaxed leave policy to allow recovery from Covid-19 illness.
2	What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?	Mastek encourages proactive counselling and reporting through defined channels available to employees and workers. In addition, Company conducts time-to-time employee surveys to understand the gaps in processes that address and mitigate the occupational hazards.
3	Whether you have processes for workers to report the work related hazards and to remove themselves from such risks.	Yes. All health & safety related concerns can be raised on helpdesk portal available to all employees and workers.
4	Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?	Healthcare Insurance is provided to employees. All workers in India are mandatorily enrolled in state sponsored insurance scheme as per the provisions of the Employee State Insurance as per the provisions of Employees' State Insurance Act, 1948.

11. **Details of safety related incidents**

Safety Incident/Number	Category	Current Financial Year (FY21-22)	Previous Financial Year (FY20-21)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	None	None
	Workers		
Total recordable work-related injuries	Employees		
	Workers		
No. of fatalities	Employees		
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees		
	Workers		

12. **Describe the measures taken by the company to ensure a safe and healthy workplace**

In line with its objective to provide a safe and healthy environment to its employees and workers, Company carries out following actions. More details are covered in its health & safety policies.

- A comprehensive 52 week cleaning calendar for maintaining hygiene & cleanliness at workplace.
- Carrying out periodic maintenance of critical equipment like AC & Fire Equipments monitoring, second Water, Food & Air Testing and periodic office lighting level.
- Carrying out periodic health & safety trainings of contractual staff/ workers.
- Display of safety and health related information, guidelines and do's and don'ts for creating awareness amongst employees and workers.
- Instituted a Health & Safety Committee to assess, monitor, control and oversee the implementation of processes that mitigate the occupational health & safety issues.

13. **Number of Complaints on the following made by employees and workers**

Particulars	Current Financial Year (FY21-22)			Previous Financial Year (FY20-21)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	None			None		
Health & Safety						

14. **Assessments of the year**

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Health and safety practices	33.33%
Working Conditions	33.33%

15. **Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

There were no safety-related incidents during the year. However, the Company has undertaken the following measures proactively:

- Hazard identification & risk assessment ("HIRA") is updated as per new standard requirements to cover additional risks and mitigation plan.
- Tie ups with Nearby hospital to attend medical emergencies.
- Onsite vaccination camp for employees and contractual staff.

#### LEADERSHIP INDICATORS

16. **Does the entity extend any life insurance or any compensatory package in the event of death of employee / workers**

All employees except those covered under Employee State Insurance are covered for death in Company sponsored health insurance scheme. Employees and workers covered under Employee State Insurance Scheme are covered for death as per Employees' State Insurance Act, 1948.

17. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company ensures that all the statutory dues such as Income tax, ESIC, Provident Fund, Professional tax, GST, etc. have been deducted and deposited on time by value chain partners. The Company also files required statutory returns viz. GSTR, ITR, TDS returns etc. from time to time.

18. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment placed in suitable employment or whose family members have been placed in suitable Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment - None

19. Details on assessment of value chain partners - All major suppliers of the Company have their respective processes to address the health & safety concerns of its employees.

20. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners arising from assessments of health and safety practices and working conditions of value chain partners

There were no incidents noted arising from assessment of health and safety practices and working conditions of value chain partners.

Principle 4 - Businesses should respect the interests of and be responsive to all its stakeholders.

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity

Mastek engages with various stakeholders, to understand their needs and expectations, and to develop sustainable engagement strategies. The key stakeholders identified in consultation with the company’s management are customers, employees, shareholders, suppliers/ partners, governments, NGOs, and communities that Mastek engages with. The Stakeholder interactions are through several channels including meetings, and surveys.

2. List stakeholder groups identified as key for your company and the frequency of engagement with each stakeholder group

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website)	Frequency (Annually/ Half yearly/ Quarterly)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors & Shareholders	No	Email, Newspaper, Stock exchange websites and Company Website	Annually / Half yearly / Quarterly and as and when required	Investor Complaints, queries, Shareholder complaints, corporate governance
Customers	No	Email, direct interactions, Company website	As and when required	Customer needs, complaints
Employees	No	Email, Notice Board, Company website, direct interactions, intranet	As and when required	Grievance redressal, assignments, trainings, rewards
Value Chain & Business Partners	No	Email, direct interactions	Quarterly	Business needs
Communities	No	Email, SMS, Company Website, direct interactions	As and when required	Looking at needs, volunteer, donation, support, quality checks.

LEADERSHIP INDICATORS

3. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Company has established ESG framework wherein representatives from each E, S and G consult both internal and external stakeholders and implement necessary procedures and reporting mechanism to advance the objectives of ESG collectively. These procedures are reviewed by the Risk Management & Governance Committee. Additionally, the CSR Committee, the Nomination & Remuneration Committee and Audit Committee reviews the action taken under respective pillars within the ESG framework.

Company has engaged with industry including its clients and agencies like NASSCOM to understand and align the ESG procedures.



4. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics. If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity

Yes - The respective policies within ESG framework are updated through time-to-time consultation with stakeholder including the client, government agencies, and through CSR channels.

5. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups - NA

Principle 5 - Businesses should respect and promote human rights.

ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format for current and previous FY.

Category	Current Financial Year (FY21-22)			Previous Financial Year (FY20-21)		
	Total	No. of employees / workers covered	%	Total	No. of employees / workers covered	%
Employees:						
Permanent	1,342	1,324	99%	891	871	98%
Other than permanent	67	61	91%	14	8	57%
Total	1,409	1,385	98%	905	879	97%
Workers:						
Permanent	Nil	Nil	Nil	Nil	Nil	Nil
Other than permanent	47	47	100%	Nil	Nil	Nil
Total	47	47	100%	Nil	Nil	Nil

2. Details of employees and workers in terms of minimum wages paid

Category	Current Financial Year (FY21-22)					Previous Financial Year (FY20-21)				
	Total	Equal to Minimum Wage		More than Minimum Wage		Total	Equal to Minimum Wage		More than Minimum Wage	
		No.	%	No.	%		No.	%	No.	%
Employees:										
Permanent										
Male	852	Nil	Nil	852	100%	677	Nil	Nil	677	100%
Female	498	Nil	Nil	498	100%	397	Nil	Nil	397	100%
Other than permanent										
Male	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Workers:										
Permanent										
Male	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Other than permanent										
Male	43	43	100%	Nil	Nil	43	43	100%	Nil	Nil
Female	4	4	100%	Nil	Nil	4	4	100%	Nil	Nil

3. Details of remuneration/salary/wages (including differently abled)

Category	Male			Female		
	No.	Median remuneration/ salary/ wages of respective category		No.	Median remuneration/ salary/ wages of respective category	
Board of Directors	5*	Refer to Annexure 4 of Board’s Report		1	Refer to Annexure 4 of Board’s Report	
Key Managerial Personnel	2	1,08,51,500		Nil	NA	
Employees other than BoD and KMP	844	8,28,755		444	6,64,230	

\*Includes the Managing Director who is also the Key Managerial Personnel of the Company.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

Yes - The Human Resource Department is the focal point responsible for addressing Human Rights impacts or issues caused or contributed to by the business.



5. Describe the internal mechanisms in place to redress grievances related to human rights issues.
- Company has Grievance Redressal mechanism that is governed in accordance with the Code of Business Conduct and Ethics. In addition, Company has Whistleblower mechanism to report and take remedial action on any ill practices.
6. Number of Complaints made by employees and workers - None
7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases
- Company has zero tolerance to any retaliatory action of behavior. Accordingly, Company has addressed this in various policies including the Code of Business Conduct and Ethics, the Policy on Prevention of Sexual Harassment (POSH) and extensively in the Whistleblower Policy.
8. Do human rights requirements form part of your business agreements and contracts?
- Yes
9. Assessments for the year

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Child Labor	
Forced / Involuntary labor	
Sexual harassment	None
Discrimination at workplace	
Wages	
Others - please specify	

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question above - NA

LEADERSHIP INDICATORS

11. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints - None
12. Details of the scope and coverage of any Human rights due-diligence conducted - None
13. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016
- Yes. Company’s main office is accessible to differently abled visitors. Company is taking necessary actions to equip all its offices or where required moving out of offices that are not equipped to provide access to differently abled visitors.

% of value chain partners (by value of business done with such partners) that were assessed	
Sexual Harassment	
Discrimination at workplace	
Child Labour	100%
Forced Labour /Involuntary Labour	
Wages	
Others - please specify	

14. % of value chain partners (by value of business done with such partners) that were assessed - NA
15. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessment in question 14 above - NA



Principle 6 - Businesses should respect and make efforts to protect and restore the environment.

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format

Parameter	Current Financial Year (FY21-22)	Previous Financial Year (FY20-21)
Total electricity consumption (A)	8,64,660	9,32,790
Total fuel consumption (B)- Diesel in Ltrs.	6,444	4,923
Total fuel consumption (C)- Petrol in Ltrs.	492	536
Energy consumption through other sources [D]	Nil	Nil
Total energy consumption (A+B+C+D)	8,71,596	9,38,249
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	NA	NA
Energy intensity (optional) - the relevant metric may be selected by the entity	NA	NA
Note: Indicate if any, Independent evaluation done by external agencies	None	None

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any - NA

3. Provide details of the following disclosures related to water withdrawal by source (in kiloliters)

Parameter	Current Financial Year (FY21-22)	Previous Financial Year (FY20-21)
(i) Surface water	18,519	20,229
(ii) Groundwater	0	0
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others- Drinking Water Jars	42,000	17,680
Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v)	60,519	37,909
Total volume of water consumption (in kilolitres)	Nil	Nil
Water intensity per rupee of turnover (Water consumed / turnover)	Nil	Nil
Water intensity (optional) - the relevant metric may be selected by the entity	Nil	Nil
Note: Indicate if any, Independent assessment / evaluation / assurance has been carried out by an external agency	None	None

4. Has the entity implemented a mechanism for Zero Liquid Discharge? - No

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format

Parameter	Please specify unit	Current Financial Year (FY21-22)	Previous Financial Year (FY20-21)
Nox	mg/m3	3.28	3.7
Sox	mg/m3	1.41	1.53
Particulate matter (PM)	mg/Nm3	26.12	26.11
Persistent organic pollutants (POP)	-	Nil	Nil
Volatile organic compounds (VOC)	-	Nil	Nil
Hazardous air pollutants (HAP)	-	Nil	Nil
Others - please specify CO	ppm	1.09	1.24
Note: Indicate if any, Independent assessment / evaluation / assurance has been carried out by an external agency		None	None

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity in (Metric tonnes of CO2 equivalent) - NA

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

We have taken various initiatives for our India offices for reduction of GHG consumption. Our offices are accredited by DNV-GL for ISO 14001:2015 & OHSAS 45001 standards. In addition, following activities are undertaken for reduction of electrical consumption in offices at India.

- LEDification of offices.
- Upgradation of old UPS with energy efficient modular UPS systems.
- Upgradation of AC systems with energy efficient systems which are using eco-friendly refrigerant gas.
- Upgradation of conventional datacentre with smart rack solution.
- Installation of solar water geysers for cafeteria.
- Upgradation of Electrical power systems.

Additionally, Company has taken initiatives to reduce food waste and paper usage. Aerators are implemented for washbasin faucets to reduce water consumption. Company encourages its employees to use car pool option for office commute. Disposal of E-waste is carried through only Government/Pollution Control Board approved agencies.

8. A. Provide details related to waste management by the entity, Total Waste generated (in metric tonnes)

Parameter	Current Financial Year (FY21-22)	Previous Financial Year (FY20-21)
Total Waste generated (in metric tonnes)		
Plastic waste	0	0
E-waste	4.6	6.27
Bio-medical waste	0	0
Construction and demolition waste		
Battery waste	0	0
Radioactive waste	0	0
Other Hazardous waste. Please specify, if any.	0	0
Other Non-hazardous waste generated. Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) Food & General waste	0.5	0.71
Total	5.1	6.98

B. For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes) - None

C. For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes) - None

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

By the nature of its business, Mastek does not generate waste except E-waste & Hazardous waste, which is disposed-off through MPCB approved vendor. Food waste and general waste is disposed through local municipal corporation.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hot-spots, forests, coastal regulation zones wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hot-spots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required - NA

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year - NA

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format - NA

LEADERSHIP INDICATORS

13. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format



Parameter	Current Financial Year (FY21-22)	Previous Financial Year (FY20-21)
From renewable sources		
Total electricity consumption	-	-
Total fuel consumption Diesel	-	-
Total fuel consumption Petrol	-	-
Energy consumption through other sources	-	-
Total energy consumed from renewable sources	-	-
From non-renewable sources		
Total electricity consumption	8,64,660	9,32,790
Total fuel consumption	6,444	4,238
Energy consumption through other sources	492	536
Total energy consumed from non-renewable sources	8,71,596	9,37,564
Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?		

14. Provide the details related to water discharged

Company uses local government/ municipal provided channels to like common sewer to discharge waste water generated from its offices.

15. Water withdrawal, consumption and discharge in areas of water stress (in kilolietres), For each facility / plant located in areas of water stress, provide the following information - NA

16. Please provide details of total Scope 3 emissions & its intensity in (Metric tonnes of CO<sub>2</sub> equivalent) - Company has carried out assessment of Scope 3 emissions for its office in the United Kingdom and has plans to carry out similar assessment for major offices across India and US in FY 22-23.

17. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link

Mastek addresses the Business Continuity requirement to meet various business demands as follows:

**Organisation Business Continuity:** The plan addresses the requirements by identifying critical internal and project specific data, system, people, process and its impact on overall business Project/Account specific Business Continuity Plan (BCP): The plan addresses the project specific requirements which calls for a customised Business Continuity setup. Key activities within our Business Continuity Management Program that are undertaken on an ongoing basis and have been conducted within a year. Technical Disaster Recovery (DR) for Mastek Critical Services: These include testing alternative methods for critical services during the failure. The critical services are Firewalls, SAP etc. Sample Full Interruption tests for Customers: As part of the BCP, Mastek has conducted a sample full interruption test for our customers. During DR the associates working for the customer travel to DR site and work at the alternative site.

Principle 7 - Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

ESSENTIAL INDICATORS

1. A. Number of affiliations with trade and industry chambers/ associations

Sr. No.	Name of the trade and industry chambers / associations	Reach of trade and industry chambers / associations
1	National Association of Software and Service Companies (NASSCOM)	National
2	Confederation of Indian Industry (CII)	National
3	Federation of Indian Chambers of Commerce & Industry (FICCI)	National
4	Computer Society of India (CSI)	National
5	Electronics And Computer Software Export Promotion Council (ESC)	National
6	Bombay Chamber of Commerce & Industry (BCCI)	National
7	The Council of EU Chambers of Commerce in India	National
8	Indo German Chambers of Commerce (IGCC)	International
9	Indo-American Society (IAS)	International
10	British Business Group (BBG)	International

B. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to - None

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities - None

LEADERSHIP INDICATORS

3. Details of public policy positions advocated by the entity - NA



Principle 8 - Businesses should promote inclusive growth and equitable development.

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year - None
2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity - None
3. Describe the mechanisms to receive and redress grievances of the community  

A community member may register their grievances through either Mastek Foundation or write directly to whistleblower@mastek.com or call on dedicated hotline +91 22 67914675. Detailed mechanism to register grievances is outlined in the Whistle Blower Policy of the Company.
4. Percentage of input material (inputs to total inputs by value) sourced from suppliers

	Current Financial Year (FY21-22)	Previous Financial Year (FY20-21)
Directly sourced from MSMEs/ small producers	44%	39%
Sourced directly from within the district and neighbouring districts	Nil	Nil

LEADERSHIP INDICATORS

5. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments - None
6. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies  

The Company undertakes CSR projects in the designated districts. Refer to Annexure 6 of the Board’s Report
7. Preferential procurement policy

a	Do you have a preferential procurement policy where you give procurement policy where you give preference to purchase from suppliers preference to purchase from suppliers comprising marginalised /vulnerable comprising marginalised /vulnerable groups? (Yes/No)	No
b	From which marginalised /vulnerable groups do you procure?	NA
c	What percentage of total procurement (by value) does it constitute?	NA
8. Have the benefits derived of the various intellectual properties owned or acquired by your company based on traditional knowledge been shared equitably - Nil
9. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved - Nil
10. Details of beneficiaries of CSR Projects  

Refer to Annexure 6 of the Board’s Report

Principle 9 - Businesses should engage with and provide value to their consumers in a responsible manner.

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback  

Amongst various channels Mastek uses to connect and understand complaint/ feedback from its customers, the annual survey conducted by a third party firm to collect and report client feedback remains a primary channel for us to know and take action to improve the client experience. We have instituted this survey through Customer Relationship Engagement Satisfaction Survey (CRESS) policy. This procedure outlines the process for administering, measuring, monitoring and improving satisfaction of Mastek’s Customers and thereby leading to Advocacy and improved Customer Experience.

In addition, Mastek’s Whistleblower Policy provides additional channel to all its stakeholders including clients to report any acts motivated by ill intentions. Data Privacy policy provides mechanism to report data privacy breach and other requests concerning privacy information of clients, third parties and employees.

Mastek’s client relationship teams are empowered to take necessary action when faced with situations involving a disgruntled client.



2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about

As a percentage to total turnover	
Environmental and social parameters relevant to the product	NA
Safe and responsible usage	NA
Recycling and/or safe disposal	NA

3. Number of consumer complaints in respect of the following:

	Current Financial Year (FY21-22)			Previous Financial Year (FY20-21)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Data privacy	None			None		
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						

4. Details of instances of product recalls on account of safety issues - NA
5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? If available, provide a web-link of the policy  

Yes. Being in the business dealing with clients information, Mastek takes safeguarding of privacy as one of its highest priority. Mastek’s Data Protection framework has detailed Privacy Notice that is reviewed and updated regularly and provides necessary notice on how Mastek collects, stores and processes privacy information of third parties. Please refer given link for more details. <https://www.mastek.com/privacy-notice/>
6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services  

The Company has not received any complaints during the year.

LEADERSHIP INDICATORS

7. Channels / platforms where information on products and services of the entity can be accessed

LinkedIn	<a href="https://www.linkedin.com/company/mastek/">https://www.linkedin.com/company/mastek/</a>
Company Website	<a href="http://www.mastek.com">www.mastek.com</a>

8. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services - None
9. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services - NA
10. Does the entity display product information on the product over and above what is mandated as per local laws. If yes, provide details in brief - NA
11. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole?  

Yes. Company carries out an annual survey conducted by a third party firm to collect and report client feedback and takes necessary action to improve the client experience. This survey is instituted through Customer Relationship Engagement Satisfaction Survey (CRESS) policy which outlines the process for administering, measuring, monitoring and improving satisfaction of Mastek’s Customers and thereby leading to Advocacy and improved Customer Experience.
12. Provide the following information relating to data breaches

a. Number of instances of data breaches along-with impact - None

b. Percentage of data breaches involving personally identifiable information of customers - 0%