

# Code of Conduct for Directors

Document Version [3.00] and approved by Board of Directors on [16/04/2019]  
By Secretarial

Effective From: 01/04/2019

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 1 of 16

**MASTEK LIMITED**  
**CIN: L74140GJ1982PLC005215**

**CODE OF CONDUCT FOR DIRECTORS**

**1. Objective:**

Regulation 17(5)(a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) stipulates that the Board of Directors of every listed company shall lay down a Code of Conduct for all Board Members of the Company.

**2. Applicability:**

All Directors (including Independent Directors) are expected to comply with the code in letter and spirit. They are also required to affirm compliance on an annual basis. The Annual Report of the Company shall contain a declaration to this effect signed by the Chief Executive Officer/ Managing Director. This Code shall apply to the Independent / Non- Executive Directors to the extent that it does not conflict with or is prejudicial to the interest to the Company. Subject to the foregoing and in accordance with the following paragraphs, the Independent / Non-Executive Directors of the Company shall not be precluded from taking up outside assignments / directorships in other companies.

**3. Principles:**

The Board of Directors commit themselves to ethical, business like, and lawful conduct, including proper use of their authority and appropriate decorum when acting as Directors. Further with a view to maintain high standards of governance, to induce and recognize the virtues of honesty and accountability and to serve as a guideline for addressing situations involving ethical issues in all spheres of activities of the organization, the following rules/code of conduct is required to be observed.

The Company has appointed the Company Secretary as the Compliance Officer for the purposes of this Code, and the Compliance Officer will be available to Directors to answer queries / provide clarifications and to help them comply with the Code.

**4. Reporting on the Directorships and Conflict of Interests, if any:**

- a) There shall be no dealing or business by a Director with the Company or any of its subsidiary companies except with the approval/ratification by the Board and appropriately disclosed as required by the regulatory authorities.
- b) Directors will annually and as and when there is change in directorship disclose about their Directorships with other companies as required under the Companies Act, 2013. Further the limit of Directorships of the Director will be governed by the provisions Companies Act, 2013 and SEBI Listing Regulations and amendments to the same from time to time.
- c) When the Board has to decide on an issue in which a Director has an interest, the said Director shall abstain from voting and deliberation.
- d) This Code of Conduct will provide Directors of the Company, general guidance on the standards of conduct expected of the Directors including guidelines on conflict of interests.
- e) Within the Company there are other policies/procedures, which complement or support this Code. Board Members will Exercise the care, diligence and skill of a reasonably prudent person under comparable circumstances.
- f) Ensure to enhance and maintain the reputation of the Company.

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 2 of 16

- g) Strive to contribute toward the growth, stability and service that the Company seeks to provide to its consumers, members, stakeholders and society in general. Conduct themselves in a professional, courteous, and respectful manner at all times.
- h) Make available to and share with fellow Directors all information as may be relevant to ensure proper conduct and sound operation of the Company.
- i) Every Director must avoid any situation in which there is an actual or apparent conflict of interest that could interfere or could be perceived to interfere with the Director’s judgment in making decisions in the Company’s best interests.
- j) Every Director shall disclose all the circumstances that constitute an actual or apparent conflict of interest. These disclosures shall be made to the Board of Directors.
- k) Directors should declare their outside business interests at the time of engagement and are required to limit outside business activities to avoid any conflict of interests or breaches of any of the provision of this Code. Notwithstanding any outside business activity, Directors are required to act in the best interests of the Company.
- l) Board members excepting the Executive Directors may not attempt to exercise individual authority over the Company. Executive Directors shall act only as per the authority granted to them under the Regulations, by the shareholders and by the Board.
- m) All external communications shall be in accordance with the Policies of the Company.

**5. Insider Trading:**

Directors will respect the confidentiality appropriate to the issues of a sensitive nature and shall observe the Insider Trading Regulations Code and other regulations of statutory authorities. As Directors, they may possess “Confidential Information” not known to the public. While associated with the Company or any time thereafter, they shall not directly or indirectly disclose to any person or use any confidential information for their benefit and/or for any third party’s benefit.

In the trading of the Company's shares while in possession of the confidential information, the Board commits itself and its individual Directors to observance of the requirements of law and regulatory authority regulations. Further, the Directors shall abide by the provisions contained in Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, as amended from time to time and the Company’s Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and take a prior approval from the Company Secretary for dealing in shares of the Company.

Directors shall not derive benefit or assist others to derive benefit by giving investment advice on the basis of the access to and possession of insider/ unpublished price sensitive information about the Company which is not in public domain and not to disclose this information to other Company employees except on a “need to know” or “need to use” basis and then only with a strong statement that the information is CONFIDENTIAL.

**6. Political Contributions:**

The Board’s action shall be governed by the provisions contained in the Companies Act, 2013 and other regulations, if any.

**7. Human Rights & Work Environment:**

Directors must respect human rights and must not discriminate between persons, based on the reasons of race, creed, gender, social status, religion, nationality, age or physical or mental disability.

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 3 of 16

**8. Environment:**

Directors must comply with all laws and regulations concerning the protection of the environment and make every effort to be informed and aware of environmental issues concerning the Company and its businesses. All business undertaken by the Company must be conducted in accordance with the laws and regulations concerning the protection of the environment and all reasonable efforts.

**9. Society:**

Directors must make all efforts to establish good relationships with all stakeholders of the Company with whom they interface while carrying out their duties for the Company and must try to make positive contributions to the communities in which they perform such duties.

**10.** The Company’s Directors shall comply with all the applicable provisions of laws and regulations of the countries in which the company operates. Company’s Directors shall contact Company’s legal counsel in case they have questions regarding applicable laws.

**11.** No Director shall commit or condone an illegal act or instruct another employee, etc. to do so.

**12.** Directors are expected to be sufficiently familiar with any legislation that applies to their work, to recognize potential liabilities and to know when to seek legal advice.

**13.** No Director shall create or condone the creation of a false record and shall not destroy or condone the destruction of a record, except in accordance with the guidelines laid down in this regard or permitted under any law of the land for the time being in force.

**14.** Directors should at all times maintain the confidentiality of all confidential information and all records of the Company, and must not make use of or reveal such information or records except in course of the performance of their duties or unless the documents or information becomes matter of general public knowledge.

**15.** Similarly, Directors should not use the confidential information obtained through their association or employment with the Company for their private interests or the private interests of their relatives.

**16.** Directors using the Company’s computer data base or electronic mail system will be expected to comply with any internal policies and procedures that guide the storage, use and transmission or information through this medium.

**17.** Directors may hold outside role or engage in modest self-employment activities in their own time, using their own resources, and in a manner not adversely affecting their performance in the Company. However, no Directors may accept work with a competitor, or with any entity that could lead to conflict of interest or a situation prejudicial to the interests of the Company.

**18.** The Directors will encourage and support the professional development of the employees of the Company and provide them all necessary assistance and co-operation.

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 4 of 16

19. Directors are often engaged in various forms of research or problem solving for the Company. The product of their efforts produced within the scope of their engagement belongs to the Company, whether the product was concluded while actually at work or not. Such products include computer programs, technical process, inventions, research methods, reports or articles, and any other form of innovation or development. Directors shall maintain confidentiality of these kinds of knowledge/patents and will not put the same to personal use.

**20. Use of Company's Assets:**

Directors must not misappropriate the Company's property for personal use. They are entrusted with the care, management and cost-effective use of the Company's property, including the use of Company's name, and should not make use of these resources for their own personal benefit. Directors should ensure that all the Company's property assigned to them is maintained in good condition and should be able to account for such property. They may not dispose of the Company's property except in accordance with the guidelines for this purpose.

**21. Gifts:**

The Company is determined to behave, and to be perceived, as an ethical corporation. Directors must adhere to the standards described in this Code of Conduct. Directors should not accept entertainment or gifts (gifts or entertainment in this clause includes cash, preferred loans, securities or secret commissions), which grant or appear to grant preferential treatment to a potential or actual contractor/customer of the Company. A business relationship with the Company will be conditional on compliance with this Code. Similarly, no Director may offer entertainment, gifts or benefits, in order to secure preferential treatment for the Company. Gifts, entertainment and benefits may only be accepted or offered by a Director in the normal exchanges common to business relationships.

22. All Directors should abide and follow the Anti Bribery and other Policies adopted by the Company.

23. The Directors including Independent Directors shall adhere to the roles and duties as defined under the provisions of Companies Act, 2013, Rules, Schedules made thereunder and SEBI Listing Regulations besides other roles and duties as may be referred by the Board of Directors of the Company from time to time.

**24. All the Directors of the Company shall:**

- 1) Act in accordance with the Articles of the Company.
- 2) Act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, and the community and for the protection of environment.
- 3) Exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- 4) Not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- 5) Not achieve or attempt to achieve any undue gain or advantage either to himself/herself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the Company.
- 6) Not assign his office and any assignment so made shall be void.

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 5 of 16

**25. Code for Independent Directors:**

The Code at **Appendix I**, appended herein below, is as prescribed under Schedule IV of the Companies Act, 2013, and constitutes an integral part of this code. The said Appendix I is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

The Directors shall take care in ensuring the compliance with the Criteria, Responsibilities and key functions of the Board of Directors as defined in the SEBI Listing Regulations and Companies Act, 2013 as appended in **Appendix-II**.

**26. Affirmation:**

All the Directors are required to sign an Annual confirmation (including personal details) to this code, as prescribed herein below as **Appendix – III along with IT confidentiality agreement** as enclosed with the appendix.

**27. Amendment/ Code Review:**

The Compliance Officer will review the Code from time to time. Any Material Change to the code will need the approval of the Board of Directors.

Any term not defined herein, shall have the same meaning ascribed to it, as defined under Companies Act, 2013 and the Rules framed thereunder, the SEBI Listing Regulations and any other applicable law. Also in case of any subsequent changes in the provisions of the Act, SEBI Listing Regulations or any other regulations which make any of the provisions in the Code inconsistent with such amended regulations, then the provisions of such amended Act, Regulations/Rules shall prevail over this Code.

**28. Dissemination of Code:**

As per the provisions of the SEBI Listing Regulations, the code shall be disclosed on the website of the Company.

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 6 of 16

## APPENDIX – I: CODE FOR INDEPENDENT DIRECTORS

Code of Conduct, Role and functions and Duties of Independent Directors (in terms of Section 149,150, 166 and Schedule IV of the Companies Act, 2013)

The Definition of the Independent Director will be governed by the provisions of the Companies Act, 2013 and SEBI Listing Regulation and the amendments in the same from time to time.

### **I. Guidelines of Professional Conduct:**

#### **An Independent Director shall:**

- 1) uphold ethical standards of integrity and probity;
- 2) act objectively and constructively while exercising his duties;
- 3) exercise his responsibilities in a bona fide manner in the interest of the company;
- 4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- 5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- 6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- 7) refrain from any action that would lead to loss of his independence;
- 8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- 9) assist the company in implementing the best corporate governance practices.

### **II. Role and Functions:**

#### **The Independent Directors shall:**

- 1) help in bringing an independent judgment to bear on the Board’s deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- 2) bring an objective view in the evaluation of the performance of board and management;
- 3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- 4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- 5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- 6) balance the conflicting interest of the stakeholders;
- 7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- 8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder’s interest.

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 7 of 16

### III. Duties:

#### The Independent Directors shall:

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- 3) strive to attend all meetings of the Board of Directors and of the Board committees of which he/she is a member;
- 4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 5) strive to attend the general meetings of the company;
- 6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 7) keep themselves well informed about the company and the external environment in which it operates;
- 8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- 10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 11) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 12) act within his authority; assist in protecting the legitimate interests of the company, shareholders and its employees;
- 13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

### IV. Manner of Appointment:

- 1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- 2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- 3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfills the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- 4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out:
  - a) the term of appointment;
  - b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
  - c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
  - d) provision for Directors and Officers (D & O) insurance, if any;
  - e) the Code of Business Ethics that the company expects its directors and employees to follow;
  - f) the list of actions that a director should not do while functioning as such in the company; and

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 8 of 16



- g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- 5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- 6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

**V. Re-appointment:**

The re-appointment of independent director shall be on the basis of report of performance evaluation.

**VI. Resignation or removal:**

- 1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- 2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director at the earliest but not later than the immediate next meeting of the Board of Directors or three months from the date of such vacancy, whichever is later.
- 3) Where the company fulfills the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

**VII. Separate meetings:**

- 1) The Independent Directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management;
- 2) All the independent directors of the company shall strive to be present at such meeting;
- 3) The meeting shall:
  - a) review the performance of non-independent directors and the Board as a whole;
  - b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
  - c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**VIII. Evaluation mechanism:**

- 1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- 2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

Note: An Independent Director cannot act as Independent Director of another company, on the board of which, any non-Independent Director of the Company is appointed as Independent director.

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 9 of 16

**APPENDIX II**  
**CRITERIA/RESPONSIBILITIES/DUTIES OF THE BOARD OF DIRECTORS-AS DEFINED**  
**UNDER SEBI LISTING REGULATIONS**

- A. **"Independent director" means a non-executive director, other than a nominee director of the listed entity:**
- ii. who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;
  - iii. who is or was not a promoter of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity;
  - iv. who is not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
  - v. who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
  - vi. none of whose relatives has or had pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;
  - vii. who, neither himself, nor whose relative(s) —
    - A. holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
    - B. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
      - 1. a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or
      - 2. any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
    - C. holds together with his relatives two per cent or more of the total voting power of the listed entity; or
    - D. is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the listed entity;
    - E. is a material supplier, service provider or customer or a lessor or lessee of the listed entity;
  - viii. who is not less than 21 years of age.
  - ix. Who is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 10 of 16

**B. The Board of Directors of the listed entity shall have the following responsibilities:**

**(i) Disclosure of information:**

- 1) Members of board of directors and key managerial personnel shall disclose to the board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.
- 2) The Board of Directors shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

**(ii) Key functions of the Board of Directors-**

- 1) Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
- 2) Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
- 3) Selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning.
- 4) Aligning key managerial personnel and remuneration of board of directors with the longer term interests of the listed entity and its shareholders.
- 5) Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of directors.
- 6) Monitoring and managing potential conflicts of interest of management, members of the board of directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
- 7) Ensuring the integrity of the listed entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- 8) Overseeing the process of disclosure and communications.
- 9) Monitoring and reviewing board of director's evaluation framework.

**(iii) Other responsibilities:**

- 1) The board of directors shall provide strategic guidance to the listed entity, ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.
- 2) The board of directors shall set a corporate culture and the values by which executives throughout a group shall behave.
- 3) Members of the board of directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
- 4) The board of directors shall encourage continuing directors training to ensure that the members of board of directors are kept up to date.
- 5) Where decisions of the board of directors may affect different shareholder groups differently, the board of directors shall treat all shareholders fairly.
- 6) The board of directors shall maintain high ethical standards and shall take into account the interests of stakeholders.
- 7) The board of directors shall exercise objective independent judgement on corporate affairs.
- 8) The board of directors shall consider assigning a sufficient number of non-executive members of the board of directors capable of exercising independent judgement to tasks where there is a potential for conflict of interest.

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 11 of 16

- 9) The board of directors shall ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognised or exposes the listed entity to excessive risk.
  - 10) The board of directors shall have ability to ‘step back’ to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity’s focus.
  - 11) When committees of the board of directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the board of directors.
  - 12) Members of the board of directors shall be able to commit themselves effectively to their responsibilities.
  - 13) In order to fulfil their responsibilities, members of the board of directors shall have access to accurate, relevant and timely information.
  - 14) The Non-executive directors and senior management shall facilitate the independent directors to perform their role effectively as a member of the board of directors and also a member of a committee of board of directors.
- (iv)** Subject to the provisions of this Act, a Director of a Company shall act in accordance with the Articles of the Company.
- (v)** A Director of a Company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- (vi)** A Director of a Company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (vii)** A Director of a Company shall not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (viii)** A Director of a Company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.
- (ix)** A Director of a Company shall not assign his office and any assignment so made shall be void.
- (x)** If a Director of the Company contravenes the provisions of this section such director shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees.

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 12 of 16

**APPENDIX – III**  
**MASTEK LIMITED**  
**ANNUAL COMPLIANCE CONFIRMATION TO THE CODE OF CONDUCT AND DECLARATION OF**  
**SHAREHOLDING**

**To**

The Company Secretary,  
Mastek Limited, 106/107, SDF IV, SEEPZ,  
Andheri (East), Mumbai-400096.

I, \_\_\_\_\_ (name) \_\_\_\_\_ (designation) of the Company do hereby solemnly affirm that to the best of my knowledge and belief, I have received and read and confirmed full compliance with the provisions of the Code of Conduct for Directors during the financial year ended March 31,\_(financial year) and I understand and agree to comply/ complied with the standards and policies contained in the aforesaid Code of Conduct and understand that there may be additional policies or laws specific to my role. I agree to comply/ complied with the Code in spirit and letter.

Also, as per the Amended Code of Fair Disclosure, Internal Procedures and Conduct for regulating, monitoring and reporting of trading by Insiders, the details of the Mastek Limited shares held by me (including ESOP) and by my Immediate **Dependent** Relatives as at the end of the year ended March 31,\_(financial year) are mentioned below:

Sr. No.	Name of the Director and Immediate Dependent Relatives	Relationship	PAN	DP ID /CLIENT ID	No. of shares/ derivatives held at the beginning of the year	Shares/ derivatives Bought (including ESOP allotment/ (sold) during the year	Shares/ derivatives held at the end of the financial year
1		Self					
2		Spouse					
3		Daughter					
4		Son					
5		Father					
6		Mother					
7		Brother					
8		Sister					
9		*Material financial relationship shared, if any					

\* “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.”

Further, the following are the Companies/ firms/ HUF etc. where in me and/or my dependent relatives are Partner/Director/Member (Please mention NIL - if not a member).

Sr. No	Name of the Company/firm/HUF	Director/Partner/Member	No. of shares/ derivatives held/ % to total holding
1			-
2			-

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 13 of 16

Personal Details:

<b>DOB:</b>	
<b>Residential Address:</b>	
<b>Qualification/ last studied educational institution name:</b>	
<b>Email:</b>	
<b>Telephone/ Mobile No. used by me</b>	
<b>Past employer name</b>	

I have fully read and understood the enclosed declaration on Non-Disclosure of Unpublished price sensitive information and undertake the full compliance of the same.

Signature:

Place:

(To be submitted on or before 10th of April, every year)

**Encl: Confidentiality Agreement/Declaration on Non-Disclosure of Material and Non-Public Information**

\*\*\*\*\*  
**DECLARATION ON NON-DISCLOSURE OF  
 MATERIAL AND NON-PUBLIC INFORMATION**

This declaration sets forth the policy of Mastek Limited and its direct and indirect subsidiaries (collectively, the “Company”) regarding use and non-disclosure of Unpublished Price Sensitive Information including Material and Nonpublic Information (hereinafter referred to as “UPSI”) of the Company while trading in the Company’s securities.

This declaration on non-disclosure of UPSI is designed to prevent insider trading or the appearance of impropriety, to satisfy the Company’s obligation to reasonably supervise the activities of Company personnel, and to help Company personnel avoid the severe consequences associated with violations of insider trading laws. **It is your obligation to understand and comply with this Declaration.** Please contact Company Secretary, if you have any questions regarding this.

The Company is committed to preventing inadvertent/knowingly any type of disclosures of UPSI, preventing unwitting participation in internet-based securities fraud, and avoiding the appearance of impropriety by persons associated with the Company. Accordingly, this Declaration prohibits you from discussing UPSI about the Company with anyone, including other employees, except as required in the performance of your duties on a strictly “Need to know basis. You should not under any circumstances provide information or discuss matters involving the Company with the news media, any broker-dealer, analyst, investment banker, investment advisor, institutional investment manager, investment company or stockholder (even if you are contacted directly by such persons) without express prior written authorization. This restriction applies whether or not you identify yourself as associated with the Company. You should refer all such contact or inquiries to our authorized spokespersons:

- 1) Designation - GCFO
- 2) Designation - GCEO

This Declaration also prohibits you from making any comments or postings about the Company on any internet bulletin boards, chat rooms or websites, or responding to comments or postings about the Company’s business made by others. This restriction applies whether or not you identify yourself as associated with the Company.

This Declaration prohibits you from trading in the Company’s securities if you are in possession of UPSI of the Company.

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 14 of 16

Information about the Company is **“Material”** if it could reasonably be expected to affect the investment or voting decisions of a stockholder or investor, or if the disclosure of the information could reasonably be expected to significantly alter the total mix of information in the marketplace about the Company. In simple terms, material information is any type of information that (i) could reasonably be expected to affect the market price of the Company’s securities or (ii) a reasonable investor would consider important in determining whether to buy, sell or hold the Company’s securities. Both positive and negative information may be material. While it is not possible to identify all information that would be deemed “material,” the following items though not exhaustive list, are types of information that are generally considered material:

- ✓ projections of future revenues, earnings or losses, or other financial guidance (such as operating margins) or changes in such projections;
- ✓ earnings, revenue or other financial results;
- ✓ potential restatements of the Company’s financial statements, changes in auditors, auditor notification that the Company may no longer rely on an auditor’s audit report and issues with the Company’s or the auditor’s assessments of the Company’s internal controls;
- ✓ significant pending or proposed mergers, acquisitions, tender offers, joint ventures or dispositions of significant assets or operations;
- ✓ changes in management or the Board of Directors and Key Managerial Personnel;
- ✓ significant actual or threatened litigation, regulatory action or governmental investigations or major developments in such matters;
- ✓ significant changes in operations;
- ✓ significant developments regarding products, services, customers, suppliers, orders, contracts or financing sources (e.g., the acquisition or loss of a significant contract or customer);
- ✓ changes in dividend policy, declarations of stock splits, stock repurchases or public or private sales of additional securities;
- ✓ potential defaults under the Company’s credit agreements or indentures, or the existence of material liquidity deficiencies; and
- ✓ bankruptcies or receiverships.

There is no fixed quantitative threshold amount for determining materiality, and that even very small quantitative changes can be qualitatively material if they could result in a movement in the price of the Company’s securities. When in doubt, information concerning the Company should be presumed to be material and not to have been disclosed to the public.

Material information is **“Nonpublic”** if it has not been disseminated in a manner making it available to investors generally through stock exchanges/press releases. To show that information is public, it is necessary to point to some fact that establishes that the information has become/was publicly available, such as the filing of a report with the exchange, the distribution of a press release through a widely disseminated news or wire service, or by other means that are reasonably designed to provide broad public access. Before a person who possesses UPSI can trade, there also must be adequate time for the market as a whole to absorb the information that has been disclosed. For the purposes of this Declaration, information will be considered public after the close of trading on the second full trading day (48 hours) following the Company’s public release of the information.

**Applicability:**

This Declaration is applicable to the Company’s directors, senior officers and employees concerned, and continues to apply following the termination of any such individual’s service to or employment with the Company until any UPSI possessed by such individual has become public or is no longer Material. The same restrictions that apply to you and also apply to your spouse, child, parent or other family member, in each case, living in the same household, and to any investment fund, trust, retirement plan, partnership, corporation or other entity over which you have the ability to influence or direct investment decisions concerning securities. You are responsible for ensuring compliance with this Declaration by all such persons affiliated with you.

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 15 of 16

In addition, please note that all members of the Board of Directors and certain designated officers and employees concerned must comply with the Company's Declaration. Generally, the Trading Procedures establish trading windows outside of which the persons covered by the Trading Procedures will be restricted from trading in the Company's securities and also require the pre-clearance of all transactions in the Company's securities by such persons. You will be notified by Company Secretary (as defined in the Prohibition of Insider Trading policy) if you are required to comply with the same.

**What is prohibited by this Declaration?**

- It is illegal for any director, concerned officer or employee of the Company to use UPSI unauthorizedly, to trade in the securities including common stock, options to purchase common stock, any other type of securities that the Company may issue (such as preferred stock, convertible debentures, warrants, exchange-traded options or other derivative securities) of the Company, disclose UPSI about the Company to others who may trade on the basis of that information while in the possession of UPSI of the Company.
- No director, officer and other employee may buy or sell puts, calls, other derivative securities of the Company or any derivative securities that provide the economic equivalent of ownership of any of the Company's securities or an opportunity, direct or indirect, to profit from any change in the value of the Company's securities, at any time.
- Short sales of the Company's securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. For these reasons, short sales of the Company's securities are prohibited by the Company. All the aforesaid illegal activities are commonly referred to as "insider trading."

For more details or clarifications, pl. refer carefully the prevention of Insider Trading policy of Mastek Limited.

I have fully read and understood the above declaration on Non-Disclosure of Unpublished price sensitive information and have fully complied and also undertake the full compliance of the same in current financial year.

Signature:

Place:

(To be submitted on or before 10th of April, every year)

**AMENDMENT HISTORY**

Version No.	Date	Amendment History	Remarks
1.0	2014	Original Issue	Approved in Board Meeting
2.0	01.12.2015	Code Modified	Approved in the Board Meeting dated 14.01.2016
3.0	01.04.2019	Code Modified as required due to changes in the Companies Act and SEBI Listing Regulations.	Approved in the Board Meeting dated 16.04.2019

Division : Secretarial	Doc. Name : Code of Conduct for Directors	Version : 3.0
Document Classification: Mandatory Code	Date: 01/04/2019	Page : 16 of 16