

**Date: October 15, 2016**

<b>Listing Department</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001. Tel No. 22723121 Fax No.022-22723121/22723719 <b>STOCK CODE: 523704</b>	<b>Listing Department</b> <b>The National Stock Exchange of India Limited</b> Bandra Kurla Complex Bandra East Mumbai – 400 051. Tel No.:-26598100 Fax No. 022-26598237/26598238 <b>STOCK CODE: MASTEK</b>
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Dear Sir(s)/Ma'am(s),

**Sub: - Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the quarter and half year ended on September 30, 2016**

Please find attached the Quarterly Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for quarter and half year ended on September 30, 2016.

You are requested to, take the same on record.

Thanking you  
Yours truly

**For MASTEK LIMITED**

  
**Dinesh Kalani**  
Company Secretary



Encl: - As above

Annexure-I  
Corporate Governance Report for the Quarter and Half Year ended September 30, 2016



1. Name of Listed Entity: MASTEK LIMITED-- BSE CODE - 523704 / NSE CODE- MASTEK  
2. Quarter ending: September 30, 2016

I. Composition of Board of Directors									
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
MR	S.SANDILYA	AAQPS9515A /00037542	CHAIRPERSON/ INDEPENDENT/ NON-EXECUTIVE	01-04-2015	56 months	Five	Two	Four	
MR	SUDHAKAR RAM	AAIPR8221N /00101473	EXECUTIVE DIRECTOR	NA	NA	One	One	NIL	
MR	ASHANK DESAI	ABNPD9264B/00017767	NON EXECUTIVE /NON-INDEPENDENT	NA	NA	Two	Three	NIL	
MR	ATUL KANAGAT	He is an US citizen ,hence PAN not available/ 06452489	NON EXECUTIVE/ INDEPENDENT	01-04-2015	44 months	One	Two	NIL	
MS	PRITI RAO	AAUPR6393K/03352049	NON EXECUTIVE /INDEPENDENT	01-04-2015	68 months	One	One	NIL	



II. Composition of Committees		Name of Committee	Name of Committee	Category (Chairperson/Executive/Non-Chairperson-Independent/Non Executive)
1. Audit Committee			1. S Sandilya 2. Ashank Desai 3. Atul Kanagat 4. Priti Rao	Chairperson-Independent/Non Executive Non Executive/ Non- Independent Independent/ Non Executive Independent/ Non Executive
2. Nomination & Remuneration Committee			1. Atul Kanagat 2. S Sandilya 3 Ashank Desai NOT APPLICABLE	Chairperson-independent/Non Executive Independent/ Non Executive Non Executive/ Non- Independent NOT APPLICABLE
3. Risk Management Committee(if applicable)			NOT APPLICABLE	NOT APPLICABLE
4. Stakeholders Relationship Committee			1. S Sandilya 2. Ashank Desai 3. Atul Kanagat 4. Sudhakar Ram	Chairperson-Independent/Non Executive Non Executive/ Non- Independent Independent/ Non Executive Executive
<b>III. Meeting of Board of Directors</b>				
Date(s) of Meeting (if any) in the previous	Date(s) of Meeting (if any) in the relevant quarter			Maximum gap between any two consecutive
19-04-2016 and 27-06-2016	15-Jul-16			68 days
<b>IV. Meeting of Committees</b>				
Date(s) of meeting of the committee in	Whether requirement of Quorum	Date(s) of meeting of the		Maximum gap between any two consecutive
15-07-2016- Audit Committee	Required quorum of 3 members was met	19-04-2016- Audit Committee		86 days
<b>V. Related Party Transactions</b>				
<b>Subject</b>		<b>Compliance status (Yes/No/NA)refer note below</b>		
Whether prior approval of audit committee obtained		YES		
Whether shareholder approval obtained for material RPT		NOT APPLICABLE		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		YES		



<p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	<p style="text-align: center;"><b>VI. Affirmations</b></p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: YES</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee: YES</p> <p>b. Nomination &amp; remuneration committee: YES</p> <p>c. Stakeholders relationship committee: YES</p> <p>d. Risk management committee (applicable to the top 100 listed entities)- Not applicable</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.: YES</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.: YES</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors: YES.</p> <p>Any comments/observations/advice of Board of Directors may be mentioned here:NO</p> <p>FOR MASTEK LIMITED</p> <p style="text-align: center;">   <b>DINESH KALANI</b>          COMPANY SECRETARY       </p> <p style="text-align: center;">           MASTEK LIMITED       </p> <p style="text-align: right;">October 15, 2016</p>
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**Annexure-III**  
**Corporate Governance Report for the Quarter and Half Year ended September 30, 2016**  
**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with**  
**second quarter report of next financial year**

**I. Affirmations**

Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NO- Not present due to his pre occupation in USA. He had authorized Mr. S Sandilya to represent on his behalf to answer the shareholders queries, if any.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	YES

FOR MASTEK LIMITED



*Dinesh Kalani*  
 DINESH KALANI

COMPANY SECRETARY

October 15, 2016