



**Mastek Limited**  
#106,107 SDF-IV Seepz, Andheri (East),  
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W www.mastek.com

SEC/19/2020-21

June 25, 2020

<b>Listing Department</b> <b>BSE Limited</b> 25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai - 400 001 Tel No. 022- 22723121 Fax No. 022- 22721919 <b>SCRIP CODE: 523704</b>	<b>Listing Department</b> <b>The National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Tel No.: 022- 26598100 Fax No. 022-26598120 <b>SYMBOL: MASTEK</b>
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Dear Sir(s)/Ma'am(s),

**Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2020.**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019; enclosed please find herewith the Annual Secretarial Compliance Report for the Financial Year ended March 31, 2020 issued by Mr. Prashant S. Mehta, Proprietor of P. Mehta & Associates, a Practicing Company Secretary, Mumbai.

This is for your information and record.

Thanking you,

Yours Faithfully,

**For Mastek Limited**

**Dinesh Kalani**  
**Company Secretary**



**SECRETARIAL COMPLIANCE REPORT**

(Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015)

**OF MASTEK LIMITED**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020.**

I Prashant S. Mehta, Proprietor of P.Mehta & Associates, a Practising Company Secretary, have examined:

- a) all the documents and records made available to us and explanation provided by Mastek Limited (CIN -L74140GJ1982PLC005215) ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable during the period under review;**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable during the period under review;**




- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not Applicable during the period under review;**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period.

For P Mehta & Associates  
Practicing Company Secretaries

  
**PRASHANT S. MEHTA**  
COMPANY SECRETARY  
M. NO. 5814 CP. NO. 17341

Prashant S Mehta  
(Proprietor)  
ACS No. 5814  
C.P. No. 17341  
UDIN: A005814B000363732

Date: June 23, 2020  
Place: Mumbai

