

SEC/45/2019-20

October 15, 2019

Listing Department BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001 Tel No. 022- 22723121 Fax No. 022- 22721919 STOCK CODE: 523704	Listing Department The National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Tel No.: 022- 26598100 Fax No. 022-26598120 STOCK CODE: MASTEK
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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 ended September 30, 2019.

Please find attached the Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for quarter ended September 30, 2019.

You are requested to take the same on record.

Thanking you.

Yours truly,
For **Mastek Limited**


Dinesh Kalani
Company Secretary

Encl: As above

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General information about company

Scrip code	523704
NSE Symbol	MASTEK
MSEI Symbol	
ISIN	INE759A01021
Name of the entity	Mastek Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Half Yearly
Date of Report	30-09-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Enter the quarter ended date only

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Add Notes

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	S. SANDILYA	AAQP59515A	00037542	Non-Executive - Independent Director	Chairperson		11-04-1948	01-04-2015	01-04-2019		54	4	4	5	4		
2	Mr	SUDHAKAR RAM	AAIPR8221N	00101473	Executive Director	Not Applicable	MD	08-09-1960	04-10-1985	01-07-2017			1	0	1	0		
3	Mr	ASHANK DESAI	ABNPD9264B	00017767	Non-Executive - Non Independent Director	Not Applicable		16-05-1951	06-06-1982	19-07-2018			3	1	3	0		
4	Mr	ATUL KANAGAT	FRKPK9687K	06452489	Non-Executive - Independent Director	Not Applicable		22-08-1955	01-04-2015	01-04-2019		54	1	1	2	0		
5	Ms	PRITI RAO	AAUPR6393K	03352049	Non-Executive - Independent Director	Not Applicable		17-06-1959	01-04-2015	01-04-2019		54	2	2	2	0		
6	Mr	KEITH SELWYN BOGG	CROP82338F	07658511	Non-Executive - Independent Director	Not Applicable		18-10-1948	17-01-2017	17-01-2017		32	1	1	1	0		

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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2019.
3. Date of Cessation must be for the current quarter only, i.e. July 1 2019 to September 30 2019

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00037542	S. SANDILYA	Non-Executive - Independent Director	Chairperson	20-04-2012		
2	00017767	ASHANK DESAI	Non-Executive - Non Independent Director	Member	05-10-2007		
3	07658511	KEITH SELWYN BOGG	Non-Executive - Independent Director	Member	17-01-2017		
4	03352049	PRITI RAO	Non-Executive - Independent Director	Member	15-04-2011		
5	06452489	ATUL KANAGAT	Non-Executive - Independent Director	Member	15-10-2015		
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00037542	S. SANDILYA	Non-Executive - Independent Director	Member	23-04-2014		
2	06452489	ATUL KANAGAT	Non-Executive - Independent Director	Chairperson	23-04-2014		
3	00017767	ASHANK DESAI	Non-Executive - Non Independent Director	Member	24-08-2015		
4							
5							
6							



7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00037542	S. SANDILYA	Non-Executive - Independent Director	Chairperson	01-06-2015		
2	06452489	ATUL KANAGAT	Non-Executive - Independent Director	Member	01-06-2015		
3	00017767	ASHANK DESAI	Non-Executive - Non Independent Director	Member	01-06-2015		
4	00101473	SUDHAKAR RAM	Executive Director	Member	24-08-2015		
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							



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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	16-04-2019			Yes	6	4
2	22-07-2019	96		Yes	6	4

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* to be filled in only for the current quarter meetings



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Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

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Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	16-04-2019				Yes		
2	Audit Committee	22-07-2019	96			Yes	5	4

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* to be filled in only for the current quarter meetings



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Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Dinesh Kalani
2	Designation	Company Secretary



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Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				Add Notes

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1	Name of signatory	Dinesh Kalani
2	Designation	Company Secretary



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Signatory Details

Name of signatory	Dinesh Kalani
Designation of person	Company Secretary
Place	Mumbai
Date	15-10-2019

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