

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	<input type="text" value="L74140GJ1982PLC005215"/>	<input type="button" value="Pre-fill"/>						
Global Location Number (GLN) of the company	<input type="text"/>							
* Permanent Account Number (PAN) of the company	<input type="text" value="AAACM9908Q"/>							
(ii) (a) Name of the company	<input type="text" value="MASTEK LIMITED"/>							
(b) Registered office address	<input type="text" value="804/805 PRESIDENT HOUSEOPP C N VIDYALAYA&lt;br/&gt;NR AMBAWADI CIRCLE&lt;br/&gt;AHMEDABAD&lt;br/&gt;Gujarat&lt;br/&gt;380006"/>							
(c) *e-mail ID of the company	<input type="text" value="dinesh.kalani@mastek.com"/>							
(d) *Telephone number with STD code	<input type="text" value="02267224200"/>							
(e) Website	<input type="text" value="www.mastek.com"/>							
(iii) Date of Incorporation	<input type="text" value="14/05/1982"/>							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes	<input type="radio"/> No						

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited A-1	1
2	National Stock Exchange of India Limited A-1024	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

AGM will be held on September 28, 2021

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

21

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Trans American Information Sy +	U51505GJ1999PTC112745	Subsidiary	100
2	Mastek (UK) Limited		Subsidiary	100
3	IndigoBlue Consulting Limited +		Subsidiary	100
4	Mastek Inc.		Subsidiary	100
5	Trans American Information Sy +		Subsidiary	100
6	Mastek Digility Inc.		Subsidiary	0
7	Mastek Arabia - FZ LLC		Subsidiary	0
8	Evolutionary Systems Private L +	U17122GJ2006PTC049073	Subsidiary	0
9	Evolutionary Systems Consulta +		Subsidiary	0
10	Evolutionary Systems Pty Ltd		Subsidiary	0
11	Evolutionary Systems Bahrain ! +		Subsidiary	0
12	Evolutionary Systems Egypt LL +		Subsidiary	0
13	Evosys Kuwait Company for de +		Subsidiary	0
14	Evosys Consultancy Services M +		Subsidiary	0
15	Newbury Taleo Group, Inc		Subsidiary	0
16	Evolutionary Systems BV		Subsidiary	0
17	Evolutionary Systems Qatar WI +		Subsidiary	0
18	Evolutionary Systems (Singapo +		Subsidiary	0
19	Evolutionary Systems Compan +		Subsidiary	0
20	Evolutionary Systems Corp.		Subsidiary	0
21	Evolutionary Systems Saudi LL +		Subsidiary	0

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	40,000,000	25,232,889	25,232,889	25,232,889
Total amount of equity shares (in Rupees)	200,000,000	126,164,445	126,164,445	126,164,445

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	40,000,000	25,232,889	25,232,889	25,232,889
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	200,000,000	126,164,445	126,164,445	126,164,445

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,000,000	0	0	0
Total amount of preference shares (in rupees)	200,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	2,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	200,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	134,731	24,154,741	24289472	121,447,360	121,447,360	

<b>Increase during the year</b>	0	958,294	958294	4,717,085	4,717,085	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	943,417	943417	4,717,085	4,717,085	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>		14,877	14877			
<b>Decrease during the year</b>	14,877	0	14877	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify <input type="text"/>	14,877		14877			
<b>At the end of the year</b>	119,854	25,113,035	25232889	126,164,445	126,164,445	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil  
 [Details being provided in a CD/Digital Media]  Yes  No  Not Applicable

Separate sheet attached for details of transfers  Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/> Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

**(iv) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

1,871,443,416

**(ii) Net worth of the Company**

2,855,425,247

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,732,032	26.68	0	
	(ii) Non-resident Indian (NRI)	3,452,628	13.68	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	



3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Ram Family Trust I acting in capa	999,000	3.96	0	
	<b>Total</b>	11,183,660	44.32	0	0

**Total number of shareholders (promoters)**

13

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,076,664	32.01	0	
	(ii) Non-resident Indian (NRI)	496,100	1.97	0	
	(iii) Foreign national (other than NRI)	138,910	0.55	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	883	0	0	
5.	Financial institutions	650	0	0	
6.	Foreign institutional investors	1,642,034	6.51	0	
7.	Mutual funds	3,023,170	11.98	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	443,056	1.76	0	
10.	Others Clearing Members, IEPF, Tru +	227,762	0.9	0	
	<b>Total</b>	14,049,229	55.68	0	0

**Total number of shareholders (other than promoters)**

43,814

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

43,827

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

45

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CONSILIUM EXTENDED +	DEUTSCHE BANK AG, DB HOUSE H +		IN	370,090	1.47
HORNBILL ORCHID INI +	SBI SG GLOBAL SECURITIES SERVIC +		IN	365,014	1.45
BNP PARIBAS ARBITRA +	BNP PARIBAS HOUSE 1 NORTH AV +		IN	125,437	0.5
ACADIAN EMERGING I +	DEUTSCHE BANK AG, DB HOUSE H +		IN	107,795	0.43
SOCIETE GENERALE - C +	SBI-SG GLOBAL SECURITIES SERVIC +		IN	101,519	0.4
BNS ASIA LIMITED +	HSBC SECURITIES SERVICES 11TH F +		IN	92,373	0.37
LSV EMERGING MARKI +	CITIBANK N.A. CUSTODY SERVICES +		IN	83,200	0.33
RAJAGOPALAN VENKA +	1 THE BRIARS LANGLEY BERKSHIRE +		IN	81,208	0.32
DIMENSIONAL EMERG +	CITIBANK N.A. CUSTODY SERVICES +		IN	78,841	0.31
EMERGING MARKETS C +	CITIBANK N.A. CUSTODY SERVICES +		IN	67,207	0.27
ALLIANZ GLOBAL INV +	CITIBANK N.A. CUSTODY SERVICES +		IN	60,257	0.24
THE EMERGING MARK +	CITIBANK N.A. CUSTODY SERVICES +		IN	35,092	0.14
MISSOURI LOCAL GOV +	CITIBANK N.A. CUSTODY SERVICES +		IN	29,904	0.12
PUBLIC EMPLOYEES RI +	JPMORGAN CHASE BANK N.A. IND +		IN	23,200	0.09
STICHTING SHELL PEN +	JPMORGAN CHASE BANK N.A. IND +		IN	18,115	0.07
ANANT LAXMIDAS TH +	19 HIGH TREE DRIVE, READING, BE +		GB	16,319	0.06
BADRI MALLIKARJUN +	389 WASHINGTON ST APT 7F, JER +		US	15,000	0.06

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ROGER GEOFFREY MO	13 DENYS COURT, OLVESTON, BRIS		GB	9,844	0.04
CITY OF NEW YORK GF	DEUTSCHE BANK AG, DB HOUSE, H		IN	8,580	0.03
EMERGING MARKETS V	DEUTSCHE BANK AG, DB HOUSE, H		IN	8,487	0.03
SHELL PENSIONS TRUS	JPMORGAN CHASE BANK N.A. IND		IN	8,400	0.03
EMERGING MARKETS C	DEUTSCHE BANK AG, DB HOUSE, H		IN	6,244	0.02
DOVETAIL INDIA FUNI	DBS BANK LIMITED, GROUND FLOO		IN	6,240	0.02
MV SCIF MAURITIUS	DEUTSCHE BANK AG, DB HOUSE, H		IN	6,122	0.02
MICHAEL DOUGLAS A	8233 PRITCHETT FARM LN, RALEIG		US	5,000	

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	15	13
Members (other than promoters)	21,665	43,814
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	1	1	1	13.2	0.91
<b>B. Non-Promoter</b>	0	4	0	4	0	0.26
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0.26
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	13.2	1.17

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Srinivasan Sandilya	00037542	Director	26,000	
Ashank Datta Desai	00017767	Managing Director	3,329,552	
Ketan Mehta	00129188	Additional director	2,274,100	
Priti Jay Rao	03352049	Director	29,600	
Atul Kanagat	06452489	Director	9,600	
Rajeev Kumar Grover	00058165	Director	0	
Dinesh Gopikishan Kala	AADPK1181D	Company Secretar	200	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Sudhakar Ram	00101473	Managing Director	08/11/2020	Cessation
Ashank Desai	00017767	Managing Director	08/11/2020	Change in Designation
Abhishek Singh	AQZPS1440F	CFO	01/12/2020	Cessation
Ketan Mehta	00129188	Additional director	29/12/2020	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/10/2020	29,128	44	46.63

## B. BOARD MEETINGS

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/06/2020	6	6	100
2	29/07/2020	6	6	100
3	29/10/2020	6	5	83.33
4	08/11/2020	5	5	100
5	08/01/2021	6	4	66.67
6	01/02/2021	6	6	100
7	03/03/2021	6	6	100

## C. COMMITTEE MEETINGS

Number of meetings held

21

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	14/06/2020	5	5	100
2	Audit Committee	29/07/2020	5	5	100
3	Audit Committee	29/10/2020	5	5	100
4	Audit Committee	08/01/2021	5	4	80
5	Audit Committee	01/02/2021	5	5	100
6	Audit Committee	03/03/2021	6	6	100
7	Audit Committee	30/03/2021	6	6	100
8	Nomination and Remuneration Committee	14/06/2020	4	4	100
9	Nomination and Remuneration Committee	29/07/2020	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
10	Nomination an	28/10/2020	4	4	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
		1	Srinivasan Sai	7	7	100	16	
2	Ashank Datta	7	6	85.71	21	20	95.24	
3	Ketan Mehta	3	2	66.67	2	2	100	
4	Priti Jay Rao	7	7	100	12	12	100	
5	Atul Kanagat	7	7	100	16	16	100	
6	Rajeev Kumar	7	7	100	16	16	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Sudhakar Ram	Managing Director	5,182,919	0	0	2,042,197	7,225,116
2	Ashank Desai	Managing Director	7,962,431	0	0	16,500	7,978,931
	Total		13,145,350	0	0	2,058,697	15,204,047

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Abhishek Ashok Sir	Group Chief Fin.	31,420,311	0	0	0	31,420,311
2	Dinesh Kalani	Company Secre	4,078,793	0	0	0	4,078,793
	Total		35,499,104	0	0	0	35,499,104

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Srinivasan Sandilya	Non-Executive C	0	1,400,000	0	2,100,000	3,500,000
2	Ashank Desai	Non-Executive I	0	0	0	1,613,863	1,613,863
3	Ketan Mehta	Non-Executive a	0	0	0	400,000	400,000
4	Priti Jay Rao	Non-Executive a	0	650,000	0	1,850,000	2,500,000
5	Atul Kanagat	Non-Executive a	0	0	0	2,100,000	2,100,000
6	Rajeev Grover	Non-Executive a	0	0	0	2,300,000	2,300,000
	Total		0	2,050,000	0	10,363,863	12,413,863

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Prashant S. Mehta

Whether associate or fellow

Associate  Fellow

Certificate of practice number

17341

#### I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

DIN of the director

00017767

#### To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

3343

Certificate of practice number



**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of FII FN and FPC as on 31032021.pdf
List of Committee Meetings_FY 20-21.pdf

<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



		111111			
17	BADRI MALLIKARJUNAN	389 WASHING TON ST APT 7F	USA	15000	0.06
		,JERSEY CITY			
		NEW JERSEY,USA			
		73028			
18	ROGER GEOFFREY MONTAGUE	13 DENYS COURT	UNITED KINGDOM	9844	0.04
		OLVESTON			
		BRISTOL UK			
		BS 35 4 DW			
		999999			
19	CITY OF NEW YORK GROUP TRUST	DEUTSCHE BANK AG	INDIA	8580	0.03
		DB HOUSE, HAZARIMAL SOMANI MARG			
		POST BOX NO. 1142, FORT			
		MUMBAI			
		400001			
20	EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUND	DEUTSCHE BANK AG, DB HOUSE	INDIA	8487	0.03
	LC	HAZARIMAL SOMANI MARG,			
		P.O.BOX NO. 1142, FORT MUMBAI			
		400001			
21	SHELL PENSIONS TRUST LIMITED AS TRUSTEE OF THE SHELL CONTRIBUTORY PENSION FUND	JPMORGAN CHASE BANK N.A.	INDIA	8400	0.03
		INDIA SUB CUSTODY			
		6th FLOOR, PARADIGM B			
		MINDSPACE, MALAD W, MUMBAI			
		400064			
22	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE	INDIA	6244	0.02
		HAZARIMAL SOMANI MARG,			
		P.O.BOX NO. 1142, FORT MUMBAI			
		400001			
23	DOVETAIL INDIA FUND CLASS 9 SHARES	DBS BANK LIMITED, GROUND FLOOR	INDIA	6240	0.02
		EXPRESS TOWERS, BLOCK III			
		BACKBAY RECLAMATION			
		NARIMAN POINT, MUMBAI			
		400021			
24	IMV SCIF MAURITIUS	DEUTSCHE BANK AG, DB HOUSE	INDIA	6122	0.02
		HAZARIMAL SOMANI MARG,			
		P.O.BOX NO. 1142, FORT MUMBAI			
		400001			
25	MICHAEL DOUGLAS ANDREWS	8233 PRITCHETT FARM LN	USA	5000	0.02
		RALEIGH			
		NORTH CAROLINA USA			
		276060			
26	LORI STANLEY	ICICI BANK LTD	INDIA	5000	0.02
		SMS DEPT 1ST FLOOR EMPIRE COMPLEX			
		414 S B MARG LOWER PAREL			
		MUMBAI MAHARASHTRA			
		400013			
27	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DIMENSIONAL INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES	INDIA	4770	0.02
		FIFC- 11TH FLR, G BLOCK			
		PLOT C-54 AND C-55, BKC			
		BANDRA - EAST, MUMBAI			
		400098			
28	DINESH PURUSHOTHAMAN NAIDU	153 SANDRINGHAM	UNITED KINGDOM	4539	0.02
		DRIVE LEEDS			
		WEST YORKSHIRE			
		OTHERS UNITED KINGDOM			
		1780			
29	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DIMENSIONAL INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES	INDIA	4519	0.02
		FIFC- 11TH FLR, G BLOCK			
		PLOT C-54 AND C-55, BKC			
		BANDRA - EAST, MUMBAI			
		400098			
30	ALLIANZ GLOBAL INVESTORS GMBH ACTING ON BEHALF OF ALLIANZGI-FONDS DSPT	JPMORGAN CHASE BANK N.A.	INDIA	3918	0.02
		INDIA SUB CUSTODY			
		6th FLOOR, PARADIGM B			
		MINDSPACE, MALAD W, MUMBAI			
		400064			
31	EMERGING MARKETS TARGETED VALUE FUND OF DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	DEUTSCHE BANK AG, DB HOUSE	INDIA	3703	0.01
		HAZARIMAL SOMANI MARG,			
		P.O.BOX NO. 1142, FORT MUMBAI			
		400001			

32	JAPAN TRUSTEE SERVICES BANK, LTD. RE SMTB AXA IM EMERGING SMALL CAP EQUITY MOTHER FUND	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	INDIA	2767	0.01
33	DFA AUSTRALIA LIMITED AS RESPONSIBLE ENTITY FOR D MENSIONAL EMERGING MARKETS TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	INDIA	2635	0.01
34	PASSAGE TO INDIA MASTER FUND LIMITED	C/O OCORIAN CORPORATE SERVICES LTD, 6TH FLOOR, TOWER A 1 CYBERCITY EBENE MAURITIUS 111111	MAURITIUS	2500	0.01
35	LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	INDIA	2268	0.01
36	PREMIER INVESTMENT FUND LIMITED	C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV,CUSTODY SERVS, INFINITY PARK GEN. AK VAIDYA MARG, MALAD E, MUMBAI 400097	INDIA	2047	0.01
37	KAREN JOANNA FERNANDES	5 WYCKOFF PLACE FRANKLIN PARK ,FRANKLIN PARK NEW JERSEY,USA 8823	USA	2000	0.01
38	T.A. WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA II VESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	INDIA	1872	0.01
39	EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOL	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	INDIA	1601	0.01
40	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	INDIA	1535	0.01
41	UBS FUND MANAGEMENT (SWITZERLAND) AG ON BEHA SIHL INSTITUTIONAL FUND - AKTIEN EMERGING MARKE	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001	INDIA	1439	0.01
42	ALASKA PERMANENT FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	INDIA	1397	0.01
43	QUEENSLAND INVESTMENT TRUST NO 2	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	INDIA	1334	0.01
44	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	INDIA	812	0.00
45	ERISKA INVESTMENT FUND LTD	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI 400001	INDIA	800	0.00
	<b>TOTAL:</b>			<b>1780944</b>	<b>7.06</b>

## ATTACHMENT TO POINT NO. IX

### MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS:

#### C. COMMITTEE MEETING

No. of Meetings held: 21

Sr. no	Type of Meeting	Date of Meeting	Total Members as on date of meeting	Attendance as on date of meeting	
				Number of Members present	% of total members
11.	Nomination and Remuneration Committee	08-11-2020	4	4	100
12.	Nomination and Remuneration Committee	29-01-2021	3	3	100
13.	Stakeholders Relationship Committee	12-06-2020	4	4	100
14.	Stakeholders Relationship Committee	29-07-2020	4	4	100
15.	Stakeholders Relationship Committee	26-10-2020	4	4	100
16.	Stakeholders Relationship Committee	29-01-2021	3	3	100
17.	Corporate Social Responsibility Committee	11-06-2020	3	3	100
18.	Governance Committee	08-06-2020	3	3	100
19.	Governance Committee	22-07-2020	3	3	100
20.	Governance Committee	28-10-2020	3	3	100
21.	Governance Committee	28-01-2021	3	3	100

**Draft Form No. MGT-8**

[Pursuant to Section 92 (2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records, books and papers of **MASTEK LIMITED** (the "**Company**") as required to be maintained under the Companies Act, 2013 (the "**Act**") and the rules made thereunder for the Financial Year ended on March 31, 2021. In my opinion and to the best of my information and according to the examinations carried out by me and the explanations furnished by the Company and its officers, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid Financial Year correctly and adequately;
- B. During the aforesaid Financial Year the Company has complied with provisions of the Act & Rules made thereunder, to the extent applicable, in respect of:
  - 1. Its status under the Act;
  - 2. Maintenance of registers /records and making entries therein within the time prescribed therefor;
  - 3. Filing of Forms and Returns wherever applicable as stated in the Annual Return, with the Registrar of Companies. The Company was not required to file any form or document with Regional Director, Central Government, the Tribunal, Court or other authorities during the year under review.;
  - 4. Calling/convening/holding meetings of Board of Directors or its Committees, including Circular Resolutions and the Meetings of the Members of the Company on dates as stated in the Annual Return in respect of which, proper notices were given and the proceedings have been properly recorded in the Minutes book/ Registers maintained for the purpose and the same have been signed; Further there were no resolutions passed by postal ballot during year under review;
  - 5. During the Financial Year under review, the Company has closed Register of Members from October 26, 2020 to October 29, 2020 (both days inclusive) for the purpose of AGM;
  - 6. During the Financial Year under review, no advances/loans were provided to its directors and/or persons or firms or companies referred in Section 185 of the Act;

7. During the Financial Year under review, the Company has complied with the requirements of Section 188 of the Act and the related party transactions were in ordinary course of business and on arm's length basis;
8. During the Financial Year under review, there were no buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital /conversion of shares /securities and issue of security certificates in all instances; However, the Company has allotted 943,417 Equity Shares of face value of Rs. 5 each for total nominal value of Rs. 47,17,085 under its various outstanding Employee Stock Option Plans to its eligible employees who exercised their vested Options. The transfer and transmission of shares has been recorded correctly in the Books.
9. There were no instances that required the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. During the Financial Year under review, no Final Dividend was declared however the Company declared two Interim Dividends which was declared as Final Dividend for FY 2019-20 which was approved by the Shareholders at its 38<sup>th</sup> Annual General Meeting of the Company held on October 29, 2020 and the Company also approved and paid Interim Dividend of Rs. 5.50 per share. During the year under review, pursuant to the provisions of Section 124 (5) of the Act, Final Dividend for the Financial Year 2012-13 amounting to Rs. 560,175 and Interim Dividend for the Financial Year 2013-14 amounting to Rs. 308,695 which remained unclaimed for a period of 7 years, from the date it was lying in the unpaid dividend account, has been transferred by the Company to the IEPF Authority and the concerned shares for the Financial Year 2012-13 aggregating to 16,922 equity shares and for the Financial Year 2013-14 aggregating to 1,335 equity shares have also been transferred to IEPF Authority.
11. The Audited Financial Statement of the Company for the Financial Year ended on March 31, 2021 has been signed as per the provisions of Section 134 of the Act and Report of Director's is as per sub-Sections (3), (4) and (5) thereof;
12. The Board of Directors was duly constituted. There were no filling up of casual vacancies of Directors. Re-appointment of Directors by Rotation were duly made at the Annual General Meeting as per the applicable provisions of the Act and all the directors have given the requisite disclosures as required by the Act. There were changes in Key Managerial Personnel (KMP) of the Company during the year under review. Further, during the Financial Year under review, there were appointment/re-appointment and cessation of the directors and KMP as per the following details:

- i) Mr. Sudhakar Ram was reappointed as Managing Director w.e.f July 1, 2020, however due to sudden demise on November 8, 2020, the Board appointed Mr. Ashank Desai (DIN 00017767) as Vice Chairman & Managing Director of the Company, for a period of 5 (five) years i.e. from November 8, 2020 to November 7, 2025 subject to approval of members of the Company at the ensuing AGM;
  - ii) Mr. Abhishek Singh, Group Chief Financial Officer of the Company, has ceased to be a Key Managerial Personnel w.e.f. December 01, 2020;
  - iii) Mr. Ketan Mehta was appointed as Additional Director w.e.f December 29, 2020.
13. The Company has appointed M/s. Walker Chandiook and Co. LLP, Chartered Accountants (ICAI Firm Registration no. 001076N/N500013) as Statutory Auditors for a period of 5 years commencing from the conclusion of 35<sup>th</sup> Annual General Meeting held on June 22, 2017 until the conclusion of the 40<sup>th</sup> AGM, as per the provisions of Section 139 of the Act;
14. Approval required to be taken from Registrar of Companies. Further there was no event of approval required from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act;
15. During the Financial Year under review, the Company has not accepted any deposits from public;
16. During the year under review, there were no borrowings from its directors/ members. However, the Company had created a charge by way of equitable mortgage with the Citi Bank N.A. on Company's Chennai Property dated October 14, 2020 for an amount of Rs. 282.90 crore and on ONE VEHICLE by way of hypothecation namely - HONDA AMAZE VX CVT of Rs. 1,369,290 dated November 23, 2020. There were no modification/satisfaction of charges in that respect.
17. During the year under review, the Company had not granted any Loans, made investments, provided securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act. However, the Company has decided not to invest further by way of subscription money to convert the outstanding 8,000,000 Convertible Equity Warrants of Rs. 10 each ("Equity Warrants"), issued by Cashless Technologies India Private Limited (CTIPL), into equivalent Equity Shares of CTIPL. This decision was taken based on the recommendation of the Audit Committee subsequent to a request made by CTIPL seeking Company's decision to convert the Equity Warrants to fulfil CTIPL's investment needs. Company believes that the business of CTIPL is non-core to the business of the Company and hence decided to surrender the Equity Warrants for cancellation.



18. During the Financial Year under review, the Company has not altered any of the provisions of its Memorandum of Association, and/ or Articles of Association of the Company.
19. I further report that during the year:
- a) A new entity i.e. Mastek Digital Inc. at Canada has been incorporated on April 30, 2020; as Wholly Owned Subsidiary of Mastek Inc.
  - b) The Board of Directors at its meeting held on February 8, 2020 also approved draft Scheme Of Arrangement amongst Mastek Limited, Trans American Information System Private Limited, a WOS of Mastek Limited, Evolutionary Systems Private Limited and their respective shareholders and creditors under section 230-232 of the Companies Act, 2013 and agreed to issue 4,235,294 equity shares of the Company at Rs 650/- each as part consideration on behalf of its Indian subsidiary subject to regulatory approvals.
  - c) Mastek (UK) Limited (Material Wholly Owned Subsidiary of the Company) who was holding 2,018,192 stocks in Majesco (USA entity), has tendered its entire stake with the Acquirer of Majesco (USA entity) for cash.

**Date:**

**Place: Mumbai.**

**UDIN:**

**PR NO:**