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Walker Chandiook & Co LLP

16th floor, Tower II,  
Indiabulls Finance Centre,  
SB Marg, Prabhadevi (W)  
Mumbai – 400 013  
India

T +91 22 6626 2699

F +91 22 6626 2601

**Independent Auditor's Report on Consolidated Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)**

**To the Board of Directors of Mastek Limited**

**Opinion**

1. We have audited the accompanying consolidated annual financial results ('the Statement') of Mastek Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), for the year ended 31 March 2020, attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations'), including relevant circulars issued by the SEBI from time to time.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors on separate audited financial statements of the subsidiaries, as referred to in paragraph 12 below, the Statement:
  - (i) includes the annual financial results of the entities listed in Annexure 1;
  - (ii) presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations, and
  - (iii) gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with relevant rules issued thereunder, and other accounting principles generally accepted in India, of the consolidated net profit after tax and other comprehensive income and other financial information of the Group, for the year ended 31 March 2020.

**Basis for Opinion**

3. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Statement* section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and that obtained by the other auditors in terms of their reports referred to in paragraph 12 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.



## **Mastek Limited**

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### **Responsibilities of Management and Those Charged with Governance for the Statement**

4. The Statement, which is the responsibility of the Holding Company's management and has been approved by the Holding Company's Board of Directors, has been prepared on the basis of the consolidated annual audited financial statements. The Holding Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the consolidated net profit or loss after tax and other comprehensive income, and other financial information of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS prescribed under section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of the Statement. Further, in terms of the provisions of the Act, the respective Board of Directors of the companies included in the Group, covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding of the assets of the Group, and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively, for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results, that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.
5. In preparing the Statement, the respective Board of Directors of the companies included in the Group, are responsible for assessing the ability of the Group, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
6. The respective Board of Directors of the companies included in the Group, are responsible for overseeing the financial reporting process of the companies included in the Group.

### **Auditor's Responsibilities for the Audit of the Statement**

7. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing, specified under section 143(10) of the Act, will always detect a material misstatement, when it exists. Misstatements can arise from fraud or error, and are considered material if, individually, or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.
8. As part of an audit in accordance with the Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



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Independent Auditor's Report on Consolidated Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group, to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial statements of the entities within the Group, to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement, of which we are the independent auditors. For the other entities included in the Statement, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
9. We communicate with those charged with governance of the Holding Company, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
10. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
11. We also performed procedures in accordance with SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019, issued by the SEBI under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

## Other Matters

12. We did not audit the annual financial statements of fifteen subsidiaries included in the Statement, whose financial information reflects total assets of Rs. 83,502 lakhs as at 31 March 2020, total revenues of Rs. 10,635 lakhs (before eliminating inter company transactions), total net profit after tax of Rs. 1,658 lakhs, total comprehensive income of Rs. 43 lakhs, and cash outflows (net) of Rs. 685 lakhs for the year ended on that date, as considered in the Statement. These annual financial statements have been audited by other auditors whose audit reports have been furnished to us by the management, and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the audit reports of such other auditors, and the procedures performed by us as stated above.



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Independent Auditor's Report on Consolidated Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

Further, of these subsidiaries, fourteen subsidiaries, are located outside India, whose annual financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries, and which have been audited by other auditors in accordance with the International Standards on Auditing. The Holding Company's management has converted the financial statements of such subsidiaries from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion, in so far as it relates to the balances and affairs of these subsidiaries, is based on the audit report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion is not modified in respect of these matters with respect to our reliance on the work done by and the reports of the other auditors.

13. The Statement includes the consolidated financial results for the quarter ended 31 March 2020, being the balancing figures between the audited consolidated figures in respect of the full financial year and the published unaudited year-to-date consolidated figures up to the third quarter of the current financial year, which were subjected to limited review by us.

For **Walker Chandiook & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013



**Adi P. Sethna**

Partner

Membership No. 108840

**UDIN No:20108840AAAABV5791**

Place: Mumbai

Date: 14 June 2020



# Walker Chandio & Co LLP

## **Mastek Limited**

**Independent Auditor's Report on Consolidated Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)**

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### **Annexure 1**

#### **List of entities included in the Statement**

- a. Mastek (UK) Limited
- b. Trans American Information Systems Private Limited
- c. Mastek Inc
- d. Mastek UAE
- e. Taistech LLC
- f. Trans American Information Systems Inc
- g. Evolutionary Systems Qatar
- h. Evolutionary Systems (Singapore) PTE Ltd
- i. Evolutionary Systems Pty Ltd
- j. Evolutionary Systems Corp
- k. Evolutionary Systems Co Ltd
- l. Evolutionary Systems
- m. Newbury Cloud Inc
- n. Evolutionary Systems B.V
- o. Evolutionary Systems Saudi LLC
- p. Evosys Kuwait WLL
- q. Al Seef, Bahrain
- r. Evolutionary Systems Consultancy LLC
- s. Evolutionary Systems Egypt LLC
- t. Evolutionary Systems Private Limited



Statement of Consolidated Financial Results for the Quarter and Year ended March 31, 2020

( Rs. in lakhs )

	Particulars	Quarter ended			Year ended	
		March 31,	December 31,	March 31,	March 31,	March 31,
		2020	2019	2019	2020	2019
		(Refer note 1)	(Unaudited)	(Refer note 1)	(Audited)	(Audited)
1	Income					
	(a) Revenue from operations	33,666	24,368	26,710	107,148	103,321
	(b) Other income	1,750	955	693	4,130	2,478
	<b>Total Income</b>	<b>35,416</b>	<b>25,323</b>	<b>27,403</b>	<b>111,278</b>	<b>105,799</b>
2	Expenses					
	(a) Employee benefits expenses	17,751	13,657	14,851	58,414	58,717
	(b) Finance costs	114	80	110	362	613
	(c) Depreciation and amortisation expenses	771	582	432	2,489	1,735
	(d) Other expenses	10,094	7,348	8,331	33,198	31,450
	<b>Total expenses</b>	<b>28,730</b>	<b>21,667</b>	<b>23,724</b>	<b>94,463</b>	<b>92,515</b>
3	<b>Profit before exceptional items &amp; tax ( 1 - 2 )</b>	<b>6,686</b>	<b>3,656</b>	<b>3,679</b>	<b>16,815</b>	<b>13,284</b>
4	<b>Exceptional items - (loss) / gain, net (Refer note 5)</b>	<b>(1,755)</b>	<b>(453)</b>	<b>55</b>	<b>(2,407)</b>	<b>55</b>
5	<b>Profit before tax ( 3 + 4 )</b>	<b>4,931</b>	<b>3,203</b>	<b>3,734</b>	<b>14,408</b>	<b>13,339</b>
6	Income tax expense / (credit)					
	- Current tax	1,441	904	900	4,081	3,419
	- Deferred tax	(441)	(302)	245	(1,091)	(129)
	- Tax relating to prior periods	37	-	(150)	37	(98)
	<b>- Total, net</b>	<b>1,037</b>	<b>602</b>	<b>995</b>	<b>3,027</b>	<b>3,192</b>
7	<b>Net Profit for the period ( 5 - 6 )</b>	<b>3,894</b>	<b>2,601</b>	<b>2,739</b>	<b>11,381</b>	<b>10,147</b>
8	<b>Other Comprehensive (Loss) / Income, net of tax (Refer note 3)</b>	<b>(4,883)</b>	<b>(385)</b>	<b>(309)</b>	<b>767</b>	<b>8,755</b>
9	<b>Total Comprehensive (Loss) / Income, net of tax (7 + 8)</b>	<b>(989)</b>	<b>2,216</b>	<b>2,430</b>	<b>12,148</b>	<b>18,902</b>
	Profit attributable to					
	Owners of the Company	3,399	2,601	2,739	10,886	10,147
	Non-controlling interests	495	-	-	495	-
	<b>Profit after tax for the year</b>	<b>3,894</b>	<b>2,601</b>	<b>2,739</b>	<b>11,381</b>	<b>10,147</b>
	Other comprehensive (Loss) / income (OCI) attributable to					
	Owners of the Company	(4,819)	(385)	(309)	831	8,755
	Non-controlling interests	(64)	-	-	(64)	-
	<b>Total other comprehensive (Loss) / Income for the year, net of taxes</b>	<b>(4,883)</b>	<b>(385)</b>	<b>(309)</b>	<b>767</b>	<b>8,755</b>
	<b>Total Comprehensive (Loss) / income for the year attributable to</b>					
	Owners of the Company	(1,420)	2,216	2,430	11,717	18,902
	Non-controlling interests	431	-	-	431	-
	<b>Total comprehensive (Loss) / income for the year</b>	<b>(989)</b>	<b>2,216</b>	<b>2,430</b>	<b>12,148</b>	<b>18,902</b>
10	<b>Paid-up equity share capital ( Face value Rs. 5/- per share )</b>	<b>1,214</b>	<b>1,206</b>	<b>1,201</b>	<b>1,214</b>	<b>1,199</b>
11	<b>Other Equity</b>				<b>77,832</b>	<b>70,441</b>
12	Earnings per share (of Rs 5/- each) (not annualised) :					
	(a) Basic - Rs	14.03	10.79	11.47	45.21	42.61
	(b) Diluted - Rs	13.33	10.22	10.89	42.93	40.32



Statement of Consolidated Segmental Information for the Quarter and year ended March 31, 2020

(Rs. in lakhs)

	Particulars	Quarter ended			Year ended	
		March 31, 2020	December 31, 2019	March 31, 2019	March 31, 2020	March 31, 2019
		(Refer note 1)	(Unaudited)	(Refer note 1)	(Audited)	(Audited)
1	<b>Segment Revenue</b>					
	UK & Europe operations	23,251	18,501	20,428	77,240	76,361
	North America operations	6,478	5,630	5,876	24,886	25,275
	Middle East	2,354	-	-	2,354	-
	Others	1,583	237	406	2,668	1,685
	<b>Revenue from operations, net</b>	<b>33,666</b>	<b>24,368</b>	<b>26,710</b>	<b>107,148</b>	<b>103,321</b>
2	<b>Segment Results profit before exceptional item, tax and finance cost</b>					
	UK & Europe operations	4,245	3,267	3,742	13,074	12,690
	North America operations	563	407	39	2,117	709
	Middle East	628	-	-	628	-
	Others	(115)	(528)	(289)	(1,289)	(447)
	<b>Total</b>	<b>5,321</b>	<b>3,146</b>	<b>3,492</b>	<b>14,530</b>	<b>12,952</b>
	<b>Less : i. Finance costs</b>	<b>114</b>	<b>80</b>	<b>110</b>	<b>362</b>	<b>613</b>
	<b>ii. Other un-allocable expenditure net of un-allocable (income)</b>	<b>(1,479)</b>	<b>(590)</b>	<b>(297)</b>	<b>(2,647)</b>	<b>(945)</b>
	<b>Profit from ordinary activities after finance costs but before exceptional Items</b>	<b>6,686</b>	<b>3,656</b>	<b>3,679</b>	<b>16,815</b>	<b>13,284</b>
	<b>Exceptional items - (loss) / gain, net (Refer note 5)</b>					
	UK operations	-	-	(1,792)	-	(1,792)
	North America operations	(1,037)	-	1,847	(1,037)	1,847
	Others	(718)	(453)	-	(1,370)	-
	<b>Exceptional (loss) / gain, net</b>	<b>(1,755)</b>	<b>(453)</b>	<b>55</b>	<b>(2,407)</b>	<b>55</b>
	<b>Profit from ordinary activities before tax</b>	<b>4,931</b>	<b>3,203</b>	<b>3,734</b>	<b>14,408</b>	<b>13,339</b>

**Notes on Segment Information :**

Based on the "management approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on analysis of various performance indicators by geographical region of the customers.

Property, Plant and Equipment used in the Group's business or liabilities contracted have not been identified to any of the reportable segments, as the Property, Plant and Equipment and the support services are used interchangeably between segments. Accordingly disclosure relating to total segment assets and liabilities are not practicable.

'Others' segment includes India, Australia, Malaysia & Singapore from quarter ended March 31, 2020 and India upto earlier periods.



Audited Consolidated Statement of Assets and Liabilities as at March 31, 2020

( Rs. In lakhs )

Particulars	As at	
	March 31 ,2020	March 31 ,2019
	(Audited)	(Audited)
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property plant & equipment, net	7,133	4,555
Capital work-in-progress	167	141
Investment property	485	-
Goodwill	67,667	9,752
Other intangible assets, net	10,389	2,432
<b>Financial assets</b>		
Investments	12,182	28,220
Loans	190	181
Other financial assets	459	147
<b>Non-current tax assets, net</b>	1,221	1,087
<b>Deferred tax assets, net</b>	3,776	3,672
<b>Other non-current assets</b>	119	64
<b>Total Non Current Assets</b>	<b>103,788</b>	<b>50,251</b>
<b>Current Assets</b>		
<b>Financial Assets</b>		
Investments	15,376	11,396
Trade receivables	31,572	20,849
Cash and Cash equivalents	22,033	9,295
Bank balances, other than cash & cash equivalents	64	44
Loans	218	46
Other financial assets	2,276	1,863
<b>Other current assets</b>	14,913	4,947
<b>Total Current Assets</b>	<b>86,452</b>	<b>48,440</b>
<b>Total Assets</b>	<b>190,240</b>	<b>98,691</b>





( Rs. In lakhs )

Particulars	As at	
	March 31, 2020	March 31, 2019
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share capital	1,214	1,199
Other Equity	77,832	70,441
<b>Equity attributable to owners</b>	<b>79,046</b>	<b>71,640</b>
Non Controlling Interest	13,705	-
<b>Total Equity</b>	<b>92,751</b>	<b>71,640</b>
<b>LIABILITIES</b>		
<b>Non Current Liabilities</b>		
Financial liabilities		
Borrowings	24,085	6,921
Other financial liabilities	22,546	3
Deferred tax liabilities	1,473	2,078
Provisions	2,536	1,166
<b>Total Non Current Liabilities</b>	<b>50,640</b>	<b>10,168</b>
<b>Current Liabilities</b>		
Financial liabilities		
Borrowings	9,233	-
Trade payables	10,539	948
Other financial liabilities	15,247	10,550
Other current liabilities	9,480	3,565
Provisions	1,084	575
Current tax liabilities ,net	1,266	1,245
<b>Total Current Liabilities</b>	<b>46,849</b>	<b>16,883</b>
<b>Total Liabilities</b>	<b>97,489</b>	<b>27,051</b>
<b>Total Equity &amp; Liabilities</b>	<b>190,240</b>	<b>98,691</b>



Audited Consolidated Cash Flow Statement for year ended March 31, 2020

( Rs. In lakhs )

Particulars	For the year ended	For the year ended
	March 31 ,2020	March 31 ,2019
	(Audited)	(Audited)
<b>Cash flows from operating activities</b>		
Profit for the year	11,381	10,147
Adjustments:		
Interest income	(354)	(156)
Employee stock compensation expenses	997	773
Finance costs	235	613
Depreciation and amortisation	2,489	1,735
Provision for cost overrun on contracts, net	45	248
Tax expense	3,027	3,192
Dividend Income from current investment	(6)	-
Exceptional Item	2,407	(55)
Receivables, loans and advances doubtful of recovery / written off	144	110
Loss / (Profit) on sale of property plant and equipment, net	19	(46)
Finance cost due to Ind AS 116 adjustment	97	-
Profit on sale of current investments	(667)	(726)
Rental income	(300)	(202)
<b>Changes in operating assets and liabilities; net of effects from acquisitions</b>	<b>19,514</b>	<b>15,633</b>
Decrease/ (Increase) in trade receivables	11,161	(3,768)
Increase in loans and advances and other assets	(10,025)	(1,696)
Increase in trade payables, other liabilities and provisions	2,409	396
Cash generated from operating activities before taxes	23,059	10,565
Income taxes paid, net of refunds	(4,709)	(3,058)
<b>Net cash generated from operating activities</b>	<b>18,350</b>	<b>7,507</b>
<b>Cash flows from investing activities</b>		
Proceeds from sale of property, plant and equipment	18	67
Purchase of property, plant and equipment and software	(1,565)	(1,551)
Interest received	205	40
Rental income	238	195
Earnout payment on account of Business Combination	(1,568)	(1,703)
Dividend Income from current investment	6	-
Proceeds from Sale of Investment in Majesco	16,510	-
Purchase consideration paid for acquisition of subsidiary, net of cash	(40,989)	-
Purchase of current investments	(12,719)	(15,280)
Proceeds from current investments	12,999	12,902
<b>Net cash used in investing activities</b>	<b>(26,865)</b>	<b>(5,330)</b>
<b>Cash flows from financing activities</b>		
Proceeds from issue of shares under the employee stock option schemes	213	291
Proceeds from long term loan net of repayments	24,274	56
Lease Payment- principal	(566)	-
Dividends paid including dividend distribution tax and unclaimed dividend	(3,148)	(1,773)
Interest paid on vehicle finance	(16)	(13)
Interest on term loan	(164)	(176)
<b>Net cash generated from / (used in) financing activities</b>	<b>20,593</b>	<b>(1,615)</b>
Effect of changes in exchange rates for cash and cash equivalents	660	(40)
Net increase in cash and cash equivalents during the year	12,738	522
Cash and cash equivalents at the beginning of the year	9,295	8,773
<b>Cash and cash equivalents at the end of the year</b>	<b>22,033</b>	<b>9,295</b>



MASTEK LIMITED

Registered Office : 804/805, President House, Opp.C.N.Vidyalaya

Near Ambawadi Circle, Ahmedabad-380 006

CIN No. L74140GJ1982PLC005215

Notes to the consolidated financial results:

- The above results were reviewed by the Audit Committee and were thereafter approved by the Board of Directors at their respective meetings held on June 14, 2020. The auditors have carried out an audit of the consolidated financial results for the year ended March 31, 2020. The figures for the quarters ended March 31, 2020 and March 31, 2019 are the balancing figures between the audited figures for the years ended on those dates and the year to date figures upto the end of third quarter of the respective financial years, on which auditors had performed a limited review.
- The Group has accounted net foreign exchange gain under "Other income" and net foreign exchange loss under "Other Expenses". Further, 'Revenue from operations' includes net realised foreign exchange loss / (gain) arising from currency hedges relating to certain firm commitments and forecasted sales transactions. The table below shows the impact of the net foreign exchange (gain) / loss on the Group's results in each of the periods presented:

(Rs. in lakhs)

Particulars	Quarter ended			Year ended	
	March 31, 2020	December 31, 2019	March 31, 2019	March 31, 2020	March 31, 2019
Net foreign exchange gain	(1,450)	(81)	(84)	(1,373)	(23)
Net realised foreign exchange gain arising from hedging accounted under Income from Operations	(115)	(66)	(17)	(395)	(20)

- Other Comprehensive Income includes:

(Rs. in lakhs)

Particulars	Quarter ended			Year Ended	
	March 31, 2020	December 31, 2019	March 31, 2019	March 31, 2020	March 31, 2019
(i) Items that will not be reclassified subsequently to the statement of profit or loss (net of tax):					
Defined benefit plan actuarial gains / (losses), net	(66)	45	(4)	(37)	(6)
(Loss) / gain on change in fair value of equity instrument through OCI, net #	(3,479)	(2,939)	(795)	105	8,377
<b>Total</b>	<b>(3,545)</b>	<b>(2,894)</b>	<b>(799)</b>	<b>68</b>	<b>8,371</b>
(ii) Items that will be reclassified subsequently to the statement of profit or loss (net of tax):					-
Exchange differences on translation of foreign operations	(1,474)	3,060	364	739	(505)
Gain/ (loss) on change in fair value of forward contracts designated as cash flow hedges, net	36	(535)	(16)	(267)	786
Gain/ (loss) on change in fair value of financial instruments, net	100	(16)	142	227	103
<b>Total</b>	<b>(1,338)</b>	<b>2,509</b>	<b>490</b>	<b>699</b>	<b>384</b>
<b>Other comprehensive (loss) / income net of tax (i+ii)</b>	<b>(4,883)</b>	<b>(385)</b>	<b>(309)</b>	<b>767</b>	<b>8,755</b>

# Includes fair value (loss) / gain of Rs. (1,849) lakhs and Rs. 1,952 lakhs for twelve months ended March 31, 2020 respectively, on account of sale of 3 million equity shares of MAJESCO (US) by Mastek (UK) Limited for the year ended March 31,2020 and fair fair value (loss) / gain of Rs. (609) lakhs and Rs. 606 lakhs for quarter ended March 31, 2020 respectively, on account of sale of 1 million equity shares of MAJESCO (US) by Mastek (UK) Limited during the quarter ended March 31,2020



- 4 The group has adopted Ind AS 116 'Leases' with effect from April 1, 2019 using the modified retrospective approach, as a result of which comparative information is not required to be restated. The group has discounted lease payments using the incremental borrowing rate as at April 1, 2019 for measuring lease liability. Accordingly, on transition to Ind AS 116, the group recognized 'right-of-use' assets and lease liabilities (adjusted for related prepayments/accruals) amounting to Rs. 1,326 lakhs, by discounting lease payments using the incremental borrowing rate as at April 1, 2019. For year ended March 31, 2020, the group has recognized finance cost on lease amounting to Rs. 97 lakhs and amortization on right-of-use assets amounting to Rs. 644 lakhs, which would have been recognised as rent Rs. 663 lakhs, based on the earlier standard. During the quarter ended March 31, 2020 the group has recognized finance cost on lease amounting to Rs. 33 lakhs and amortization on right-of-use assets amounting to Rs. 205 lakhs, which would have been recognised as rent Rs. 209 lakhs, based on the earlier standard.
- 5 Exceptional items for the quarter and year ended March 31, 2020, include (i) material provisions for doubtful debts on certain revenue contracts (India & US) Rs. 1,230 lakhs and Rs. 1,882 lakhs, respectively; (ii) Contingent consideration written back (US) Rs. 194 lakhs; and (iii) legal and professional costs (India & UK) Rs. 719 lakhs, relating to the business combination consummated during the quarter ended March 31, 2020. Exceptional items for the quarter and year ended March 31, 2019 include (i) write back of contingent consideration Rs 2,689 lakhs, towards liability no longer payable as per earn out settlement on acquisition of (Taistech) US business; (ii) Impairment loss on goodwill Rs 1,792 lakhs recognised on acquisition of IndigoBlue Consulting Limited, on account of operational performance; and (iii) provision for restructuring cost Rs 842 lakhs, recognised towards the restructuring of a portion of its US operations.
- 6 The Group has assessed the impact of COVID-19 on its operations as well its financial statements, including but not limited to the areas of financial controls, credit risk, hedge effectiveness and Cyber Security for the year ended March 31, 2020. Further, there have been no material changes in the controls or processes followed in the financial statement closing process of the Group. The Group will continue to monitor any material changes to the business and financial statements due to COVID-19.
- 7 During the quarter, the group has acquired control of business of Evolutionary Systems Private Limited ("ESPL") and its subsidiary companies (together referred to as "Evosys"). The acquisition was as follows:-  
i. Mastek (UK) Limited, a wholly-owned subsidiary of Mastek Limited, entered into a Business Transfer Agreement ("BTA") on 8 February 2020 to acquire the Middle East and North Africa business ("MENA business") of Evosys (except Qatar) by paying a cash consideration (net of debt and including cash & cash equivalents) of USD 64.9 million i.e. Rs. 48,204 lakhs. The closing of such transaction occurred on 17 March 2020, which is considered to be the date of transfer of control, or the date of acquisition, as per Ind AS 103, and necessary effects have been recognised in the standalone financial statements of the respective entities and consolidated financial statements of the Group. While the acquisition has been effected and full consideration has been paid, procedures to complete the legal process viz. registering sale of shares, etc. in certain geographies is ongoing. The legal procedures are delayed because of COVID-19 pandemic related lockdown in certain geographies, and the Company has been legally advised that such legal procedures are administrative in nature, and the parties to the BTA expect to complete these before long post the lockdown is relaxed / lifted i.e. second quarter of the financial year 2020-21.  
ii. With respect to a business undertaking of Evosys (including investment in certain subsidiaries of ESPL), the parties entered into a Demerger Co-operation Agreement (DCA) and Shareholders Agreement on 8 February 2020. The manner of discharge of the non-cash consideration and the acquisition of legal ownership, is decided to be achieved through a demerger scheme to be filed before the NCLT ("the Scheme"), or, as per DCA between Mastek and the sellers of Evosys, Mastek shall complete this transaction with the same economic effect, by an alternate arrangement within the period specified in the DCA. The DCA gives Mastek the right to appoint majority of the board of directors in ESPL and its subsidiaries and also provide for the relevant activities of ESPL and its subsidiaries to be decided by a majority vote of such board of directors, thereby resulting in transfer of control of business of ESPL and its subsidiaries to Mastek. The transfer of legal title of such business undertaking shall be completed in financial year 2020-21. The date of acquisition of business undertaking for the purposes of Ind AS 103 is the date of transfer of control to Mastek, i.e. 8 February 2020. Discharge of consideration through demerger will be done through issue of 42,35,394 equity shares of Mastek Limited (face value Rs. 5 each) and balance through Compulsorily Convertible Preference Shares (CCPS) of Trans American Information Systems Private Limited which carry a Put Option to be discharged at agreed EBITDA multiples, over the next 4 years. Pending completion of legal acquisition, this transaction has been disclosed in the stand alone financial statements and will be given effect to on receiving NCLT approval or on executing the alternate arrangement in accordance with the DCA.  
Purchase consideration for both the acquisitions aggregates Rs. 80,647 lakhs which has resulted in a Goodwill of Rs.37,567 lakhs for MENA acquisition and Rs.18,763 lakhs for acquisition through DCA, as per the purchase price allocation valuation report. Such goodwill, which is the excess of fair value of purchase consideration determined over the fair value of assets acquired, is primarily attributable to growth expectations, expected future profitability, the substantial skill and expertise of Evosys's workforce and expected synergies.  
The consolidated financial results, for the quarter / year ended March 31, 2020 are not comparable with other periods presented, to the extent of the impact on account of the aforesaid acquisitions.
- 8 During the quarter ended 31 March 2020, the Board of Directors have recommended an interim dividend of 100% (Rs 5 per share) at the meeting held on 17 March, 2020 and subsequently paid to the shareholders.
- 9 These results have been prepared in accordance with the Indian Accounting Standards (Ind-AS) notified under the Companies (Ind-AS) Rules, 2015 as amended.
- 10 Previous period's / year's figures have been regrouped or reclassified wherever necessary.

Place : Mumbai, India  
Date : June 14, 2020



SUDHAKAR RAM  
Vice Chairman & Managing Director

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Walker Chandlok & Co LLP  
16th floor, Tower II,  
Indiabulls Finance Centre,  
SB Marg, Prabhadevi (W)  
Mumbai – 400 013  
India  
T +91 22 6626 2699  
F +91 22 6626 2601

**Independent Auditor's Report on Standalone Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)**

To the Board of Directors of Mastek Limited

**Opinion**

1. We have audited the accompanying standalone annual financial results ('the Statement') of Mastek Limited ('the Company') for the year ended 31 March 2020, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations'), including relevant circulars issued by the SEBI from time to time.
2. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
  - (i) presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations, and
  - (ii) gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with relevant rules issued thereunder, and other accounting principles generally accepted in India, of the standalone net profit after tax and other comprehensive income and other financial information of the Company for the year ended 31 March 2020.

**Basis for Opinion**

3. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Statement* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.



## Mastek Limited

Independent Auditor's Report on Standalone Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

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### Responsibilities of Management and Those Charged with Governance for the Statement

4. This Statement has been prepared on the basis of the standalone annual audited financial statements and has been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit/loss and other comprehensive income and other financial information of the Company in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.
5. In preparing the Statement, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
6. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Statement

7. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing, specified under section 143(10) of the Act, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.
8. As part of an audit in accordance with the Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has in place adequate internal financial controls with reference to financial statements and the operating effectiveness of such controls.



# Walker Chandiook & Co LLP

## Mastek Limited

Independent Auditor's Report on Standalone Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
  - Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
9. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
10. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### Other Matter

11. The Statement includes the financial results for the quarter ended 31 March 2020, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to limited review by us.

For **Walker Chandiook & Co LLP**  
Chartered Accountants  
Firm Registration No:001076N/N500013



**Adi P. Sethna**  
Partner  
Membership No:108840

**UDIN No:20108840AAAABU1912**

**Place:** Mumbai  
**Date:** 14 June 2020



MASTEK LIMITED

Registered Office : 804/805, President House, Opp.C.N.Vidyalaya

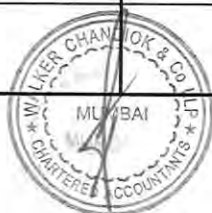
Near Ambawadi Circle, Ahmedabad-380 006

CIN No. L74140GJ1982PLC005215

Statement of Standalone Financial Results for the Quarter and Year ended March 31, 2020

(Rs. in Lakhs)

	Particulars	Quarter ended			Year ended	
		March 31,	December 31,	March 31,	March 31,	March 31,
		2020 (Refer note 1)	2019 (Unaudited)	2019 (Refer note 1)	2020 (Audited)	2019 (Audited)
1	Income					
	(a) Revenue from operations	4,037	3,660	4,514	16,344	18,944
	(b) Other income	1,549	1,269	465	4,886	3,459
	Total Income	5,586	4,929	4,979	21,230	22,403
2	Expenses					
	(a) Employee benefits expenses	3,131	3,081	3,261	12,364	13,453
	(b) Finance costs	14	7	9	45	27
	(c) Depreciation and amortisation expenses	242	281	288	1,113	1,208
	(d) Other expenses	650	807	1,299	3,642	3,799
	Total expenses	4,037	4,176	4,857	17,164	18,487
3	Profit before exceptional items & tax ( 1 - 2 )	1,549	753	122	4,066	3,916
4	Exceptional items - (loss) / gain, net (Refer note 5)	(31)	(453)	-	(683)	-
5	Profit before tax ( 3 + 4 )	1,518	300	122	3,383	3,916
6	Income tax expense / (credit)					
	- Current tax	274	174	78	869	998
	- Deferred tax	39	(159)	(60)	(231)	(78)
	- Tax relating to prior periods	-	-	(89)	-	(55)
	- Total, net	313	15	(71)	638	865
7	Net Profit ( 5 - 6 )	1,205	285	193	2,745	3,051
8	Other Comprehensive (Loss) / Income net of tax (Refer note 3)	274	(531)	101	152	872
9	Total Comprehensive (Loss) / Income net of tax (7 + 8)	1,479	(246)	294	2,897	3,923
10	Paid-up equity share capital ( Face value Rs. 5/- per share )	1,214	1,206	1,199	1,214	1,199
11	Other Equity					24,795
12	Earnings per share (of Rs 5/- each) (not annualised) :					
	(a) Basic - Rs	4.97	1.19	0.80	11.40	12.81
	(b) Diluted - Rs	4.72	1.12	0.76	10.82	12.12





MASTEK LIMITED

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Near Ambawadi Circle, Ahmedabad-380 006

CIN No. L74140GJ1982PLC005215

Audited Standalone Statement of Assets and Liabilities as at March 31, 2020

( Rs. In lakhs )

Particulars	As at	
	March 31, 2020	March 31 ,2019
	Audited	Audited
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property plant & equipment	3,184	4,297
Capital work-in-progress	167	141
Right-of-use assets	134	-
Investment property	485	-
Intangible assets	200	225
Investment in subsidiaries	1,403	1,403
<b>Financial assets</b>		
Investments	3,844	3,624
Loans	88	84
Other financial assets	772	444
Deferred tax assets	2,816	2,802
Income tax (Current - tax) assets, net	1,269	1,082
Other non-current assets	105	64
<b>Total Non Current Assets</b>	<b>14,467</b>	<b>14,166</b>
<b>Current Assets</b>		
<b>Financial Assets</b>		
Investments	12,190	10,563
Trade receivables	2,561	3,583
Cash and cash equivalents	2,018	1,172
Bank balances, other than cash & cash equivalents	64	44
Loans	13	12
Other financial assets	1,333	608
Other current assets	980	1,136
<b>Total Current Assets</b>	<b>19,159</b>	<b>17,118</b>
<b>Total Assets</b>	<b>33,626</b>	<b>31,284</b>
<b>EQUITY AND LIABILITIES</b>		
<b>EQUITY</b>		
Equity Share capital	1,214	1,199
Other Equity	25,698	24,795
<b>Total Equity</b>	<b>26,912</b>	<b>25,994</b>
<b>LIABILITIES</b>		
<b>Non Current Liabilities</b>		
<b>Financial liabilities</b>		
Borrowings	113	131
Other financial liabilities	987	328
Provisions	990	755
<b>Total Non Current Liabilities</b>	<b>2,090</b>	<b>1,214</b>
<b>Current Liabilities</b>		
<b>Financial liabilities</b>		
Trade payables		
Dues of micro and small enterprises	1	5
Dues of creditors other than micro and small enterprises	111	173
Other financial liabilities	3,746	3,272
Other current liabilities	555	503
Provisions	211	123
<b>Total current liabilities</b>	<b>4,624</b>	<b>4,076</b>
<b>Total Equity &amp; Liabilities</b>	<b>33,626</b>	<b>31,284</b>



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CIN No. L74140GJ1982PLC005215

Audited Standalone Cash Flow Statement for Year ended March 31, 2020

Particulars	For the year ended	For the year ended
	31-Mar-20	March 31, 2019
	Audited	Audited
<b>Cash flows from operating activities</b>		
Profit for the year	2,745	3,051
Adjustments for :		
Interest income	(300)	(157)
Guarantee Commission	(104)	(147)
Employee stock compensation expenses	370	365
Finance costs	24	27
Depreciation and amortisation	1,113	1,208
Receivables, loans and advances doubtful of recovery / written off (net of recoveries)	181	-
Bad debts written off	10	-
Provision for cost overrun on contracts, net	45	248
Tax expense	638	865
Exceptional item	683	-
Dividend from subsidiary	(3,142)	(1,777)
(Profit)/ Loss on sale of property, plant and equipment and software, net	19	(46)
Profit on sale of current investments	(616)	(693)
Finance cost due to Ind AS 116 adjustment	13	-
Rental income	(300)	(202)
<b>Operating profit before working capital changes</b>	<b>1,379</b>	<b>2,742</b>
Decrease / (Increase) in trade receivables	181	(834)
(Increase) / Decrease in loans and advances and other assets	(370)	52
Increase in trade payables, other liabilities and provisions	1,274	775
<b>Cash generated from operating activities before taxes</b>	<b>2,464</b>	<b>2,735</b>
Income taxes paid, net of refunds	(899)	(947)
<b>Net cash generated from operating activities</b>	<b>1,565</b>	<b>1,788</b>
<b>Cash flows from investing activities</b>		
Proceeds from sale of property, plant & equipment	18	67
Purchase of property, plant & equipment and software	(576)	(1,194)
Interest received	192	66
Dividend from subsidiary	3,142	1,777
Rental income	238	195
Guarantee Commission received	164	297
Purchase of current investments	(11,649)	(13,706)
Proceeds from current investments	10,738	12,126
<b>Net cash generated / (used in) from investing activities</b>	<b>2,267</b>	<b>(372)</b>
<b>Cash flows from financing activities</b>		
Proceeds from issue of shares under the employee stock compensation schemes	213	291
Proceeds and repayment of borrowings, net	(10)	58
Dividends paid including dividend distribution tax and unclaimed dividends	(3,148)	(1,773)
Payment of lease liabilities	(25)	-
Interest paid on finance lease and others	(16)	(19)
<b>Net cash (used in) financing activities</b>	<b>(2,986)</b>	<b>(1,443)</b>
Net (decrease) / increase in cash and cash equivalents during the year	846	(27)
Cash and cash equivalents at the beginning of the year	1,172	1,199
<b>Cash and cash equivalents at the end of the year</b>	<b>2,018</b>	<b>1,172</b>



MASTEK LIMITED

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Near Ambawadi Circle, Ahmedabad-380 006

CIN No. L74140GJ1982PLC005215

Notes to the standalone financial results:

- The above results were reviewed by the Audit Committee and were thereafter approved by the Board of Directors at their respective meetings held on June 14, 2020. The auditors have carried out an audit of the standalone financial results for the year ended March 31, 2020. The figures for the quarters ended March 31, 2020 and March 31, 2019 are the balancing figures between the audited figures for the years ended on those dates and the year to date figures upto the end of third quarter of the respective financial years, on which auditors had performed a limited review.
- The Company has presented net foreign exchange gain under "Other income" and net foreign exchange loss under "Other Expenses". Further, during the period company has realised foreign exchange loss / (gain) arising from currency hedges relating to certain firm commitments and forecasted sales transactions. The table below shows the amount of gain or loss in each of the periods presented:

Particulars	Quarter ended			Year ended	
	March 31, 2020	December 31, 2019	March 31, 2019	March 31, 2020	March 31, 2019
Net foreign exchange (gain) / loss	70	(276)	(60)	(127)	(19)
Net realised foreign exchange (gain) / loss arising from hedging accounted under Income from Operations	(116)	(66)	(17)	(396)	(20)

3 Other Comprehensive Income includes:

Particulars	Quarter ended			Year ended	
	March 31, 2020	December 31, 2019	March 31, 2019	March 31, 2020	March 31, 2019
(i) Items that will not be reclassified subsequently to the statement of profit or loss (net of tax):					
Defined benefit plan actuarial gains/ (losses), net	(25)	27	(14)	5	(6)
Total	(25)	27	(14)	5	(6)
(ii) Items that will be reclassified subsequently to the statement of profit or loss (net of tax):					
Gain/ (loss) on change in fair value of forward contracts designated as cash flow hedges, net	200	(542)	(27)	(79)	774
Gain/ (loss) on change in fair value of financial instruments, net	99	(16)	142	226	104
Total	299	(558)	115	147	878
Other comprehensive (loss) / income net of tax (i+ii)	274	(531)	101	152	872



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- 4 The company has adopted Ind AS 116 'Leases' with effect from April 1, 2019 using the modified retrospective approach, as a result of which comparative information is not required to be restated. The company has discounted lease payments using the incremental borrowing rate as at April 1, 2019 for measuring lease liability.  
Accordingly, on transition to Ind AS 116, the company recognized 'right-of-use' assets and lease liabilities (adjusted for related prepayments/accruals) amounting to Rs. 143 lakhs, by discounting lease payments using the incremental borrowing rate as at April 1, 2019. For year ended March 31, 2020, the company has recognized finance cost on lease amounting to Rs. 13 lakhs and amortization on right-of-use assets amounting to Rs. 30 lakhs, which would have been recognised as rent Rs.38 lakhs, based on the earlier standard. During the quarter ended March 31, 2020, the Company has recognized finance cost on lease amounting to Rs. 3 lakhs and amortization on right-of-use assets amounting to Rs. 8 lakhs, which would have been recognised as rent Rs. 10 lakhs, based on the earlier standard.
- 5 Exceptional item for the quarters and year ended represents material provisions for doubtful debts on certain revenue contracts.
- 6 These results have been prepared in accordance with the Indian Accounting Standards (Ind-AS) notified under the Companies (Ind-AS) Rules, 2015 as amended.
- 7 During the quarter ended 31 March 2020, the Board of Directors have recommended an interim dividend of 100% (Rs 5 per share) at the meeting held on 17 March, 2020 and subsequently paid to the shareholders.
- 8 During the quarter, the group has acquired control of business of Evolutionary Systems Private Limited ("ESPL") and its subsidiary companies (together referred to as "Evosys"). The acquisition was as follows:-
  - i.Mastek (UK) Limited, a wholly-owned subsidiary of Mastek Limited, entered into a Business Transfer Agreement ("BTA") on 8 February 2020 to acquire the Middle East and North America business ("MENA business") of Evosys (except Qatar) by paying a cash consideration (net of debt and including cash & cash equivalents) of USD 64.9 million i.e. Rs. 48,204 lakhs. The closing of such transaction occurred on 17 March 2020, which is considered to be the date of transfer of control, or the date of acquisition, as per Ind AS 103, and necessary effects have been recognised in the standalone financial statements of the respective entities and consolidated financial statements of the Group.
  - ii.With respect to a business undertaking of Evosys (including investment in certain subsidiaries of ESPL), the parties entered into a Demerger Co-operation Agreement (DCA) and Shareholders Agreement on 8 February 2020. The manner of discharge of the non-cash consideration and the acquisition of legal ownership, is decided to be achieved through a demerger scheme to be filed before the NCLT ("the Scheme"), or, as per DCA between Mastek and the sellers of Evosys, Mastek shall complete this transaction with the same economic effect, by an alternate arrangement within the period specified in the DCA. The DCA gives Mastek the right to appoint majority of the board of directors in ESPL and its subsidiaries and also provide for the relevant activities of ESPL and its subsidiaries to be decided by a majority vote of such board of directors, thereby resulting in transfer of control of business of ESPL and its subsidiaries to Mastek. The transfer of legal title of such business undertaking shall be completed in financial year 2020-21. The date of acquisition of business undertaking for the purposes of Ind AS 103 is the date of transfer of control to Mastek, i.e. 8 February 2020. Discharge of consideration through demerger will be done through issue of 42,35,394 equity shares of Mastek Limited (face value Rs. 5 each) and balance through Compulsorily Convertible Preference Shares (CCPS) of Trans American Information Systems Private Limited which carry a Put Option to be discharged at agreed EBITDA multiples, over the next 4 years. Pending completion of legal acquisition, this transaction has been disclosed in the stand alone financial statements and will be given effect to on receiving NCLT approval or on executing the alternate arrangement in accordance with the DCA.
- 9 The Company has assessed the impact of COVID-19 on its operations as well its financial statements, including but not limited to the areas of financial controls, credit risk, hedge effectiveness and Cyber Security for the year ended March 31, 2020. Further, there have been no material changes in the controls or processes followed in the financial statement closing process of the Company. The Company will continue to monitor any material changes to the business and financial statements due to COVID-19.
- 10 In accordance with Ind AS 108 – 'Operating Segments', the Company has opted to present segment information along with the consolidated financial results of the Group.
- 11 Previous period's / year's figures have been regrouped or reclassified wherever necessary.

Place : Mumbai, India

Date : June 14, 2020



SUDHAKAR RAM  
Vice Chairman & Managing Director