

Date: January 11, 2019

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

Sub: - Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the quarter ended December 31, 2018

Please find attached the Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for quarter and nine months ended December 31, 2018.

You are requested to, take the same on record.

Thanking you
Yours truly

For MASTEK LIMITED

Dinesh Kalani
Company Secretary

Encl: - As above



ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Mastek Limited**
2. Quarter ending - **31-Dec-2018**

1. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	
Mr.	S. Sandilya	00037542	ID, C & NED	01-Apr-2015	31-Mar-2019	79	4	1	4	
Mr.	Sudhakar Ram	00101473	ED	01-Jul-2017	30-Jun-2020	-	1	1	0	
Mr.	Ashank Desai	00017767	NED	06-Jun-1982	-	-	2	3	0	
Mr.	Atul Kanagat	06452489	ID	01-Apr-2015	31-Mar-2019	68	1	2	0	
Ms.	Priti Rao	03352049	ID	01-Apr-2015	31-Mar-2019	92	2	1	0	
Mr.	Keith Selwyn Bogg	07658511	ID	17-Jan-2017	16-Jan-2022	20	1	1	0	

Company Remarks	
Whether Permanent chairperson appointed	Yes



II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
4	Ashank Desai	NED	Member
1	Keith Selwyn Bogg	ID	Member
5	S. Sandliya	ID,C & NED	Chairperson
2	Priti Rao	ID	Member
3	Atul Kanagat	ID	Member

Company Remarks	
Whether Permanent chairperson appointed	Yes

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	S. Sandliya	ID,C & NED	Chairperson
2	Atul Kanagat	ID	Member
3	Ashank Desai	NED	Member
4	Sudhakar Ram	ED	Member

Company Remarks	
Whether Permanent chairperson appointed	Yes

Risk Management Committee- Not Applicable		
Sr. No.	Name of the Director	Category

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	S. Sandliya	ID,C & NED	Member
2	Atul Kanagat	ID	Chairperson
3	Ashank Desai	NED	Member

Company Remarks	
Whether Permanent chairperson appointed	Yes



III. Meeting of Board of Directors	
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
18-Jul-2018	25-Oct-2018

Company Remarks	
Maximum gap between any two consecutive (in number of days)	98

IV. Meeting of Committees				
Name of the committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	18-Jul-2018	25-Oct-2018	5	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	98

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : 
Designation : **Dinesh Kalani**
Company Secretary

