



P. MEHTA & ASSOCIATES
Practising Company Secretaries

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, including any amendment(s)/modification(s) thereof).

To,
The Board of Directors
Mastek Limited
804/805 President House,
OPP C. N. Vidyalaya,
Nr Ambawadi Circle,
Ahmedabad - 380006.



I, Prashant S. Mehta, Practising Company Secretary been appointed by Mastek Limited (hereinafter referred to as 'Company'), having CIN L74140GJ1982PLC005215 and having its Registered Office at 804/805 President House, Opp. C N Vidyalaya Nr. Ambawadi Circle Ahmedabad GJ 380006 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed an issue of 320,752 equity shares with face value of Rs. 5/- each, fully paid up on a preferential basis for consideration other than cash with an issue price of Rs. 1,856 each/- ('Proposed Preferential issue'). The proposed preferential issue was approved at the Meeting of the Board of Directors of the Company on December 11, 2022.

On the basis of the relevant management inquiries, necessary representations, and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, I have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

1. Memorandum of Association and Articles of Association of the Company;
2. The Present capital structure including the details of the Authorised, Subscribed, Issued, and Paid up share capital of the Company along with the shareholding pattern;
3. Resolutions passed at the meeting of the Board of Directors;
4. List of Proposed Allottees;

Sr. No.	Name of the Proposed Allottees	No. of equity shares proposed to be issued
1.	Ms. Divya Rakesh Raman	98,452
2.	Ms. Roshni Nahata	81,516
3.	Mr. Ummad Singh Nahata	74,026
4.	Mr. Umang Tejkaran Nahata	44,172
5.	Ms. Jayshri Harishbhai Bhinde	13,427
6.	Ms. Manorama Jagdishchandra Kothari	9,159
	Total	320,752

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5. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price is December 12, 2022;
 6. The statutory registers of the Company and List of shareholders issued by Registrar and Share Transfer Agents:
 - a. to note that the equity shares are fully paid up.
 - b. all equity shares held by the proposed allottees in the Company are in dematerialised form.
 7. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date i.e. December 12, 2022;
 8. Details of buying, selling, and dealing in the Equity Shares of the Company by the proposed allottees during the 90 trading days preceding the relevant date;
 9. Permanent Account Number of the proposed allottees,
 10. Draft notice of Postal Ballot and Explanatory Statement and Shareholders Agreement (if any):
 - a. to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
 - b. to verify the lock-in period as required under Regulation 167 of the Regulations;
 - c. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
 11. Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs. 1,856;
 12. Verified the relevant statutory records of the company to confirm that:
 - a. it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority
 - b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.



Assumptions & Limitations of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification:

Based on my examination of such information/documents and explanation furnished to me by the management and employees of the Company and to the best of my knowledge and belief, I hereby certify that the proposed preferential issue is being made in accordance with the requirements of the Regulations.

For P. Mehta & Associates
Practicing Company Secretaries



Prashant S. Mehta
Membership No. A5814
COP: 17341

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



Date: December 11, 2022
Place: Mumbai

UDIN: A005814D002682994
PR No. 2354/2022