



Trust. Value. Velocity

MASTEK LIMITED

(CIN: L74140GJ1982PLC005215)

Registered Office: 804/805, President House, Opp. C. N. Vidyalaya,
Near Ambawadi Circle, Ambawadi, Ahmedabad - 380 006, Gujarat.

E-mail: investor_grievances@mastek.com; Website: www.mastek.com;

Tel: +91-79-2656-4337

Notice to Members

40th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING (“AGM”) OF MASTEK LIMITED (“THE COMPANY”) WILL BE HELD ON WEDNESDAY, SEPTEMBER 14, 2022 AT 5.00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) ORGANISED BY THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS.

Ordinary Business

1. Adoption of Audited Financial Statements.

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, including the Audited Balance Sheet as of March 31, 2022, the Statement of Profit and Loss, the Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, including the Audited Balance Sheet as of March 31, 2022, the Statement of Profit and Loss, the Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Report of the Auditors thereon.

2. Confirmation on the payment of an Interim Dividend and declaration of a Final Dividend.

To confirm the payment of an Interim Dividend of ₹7.00 per equity share (on Face Value of ₹5.00 each) and also to declare a Final Dividend of ₹12.00 per equity share (on Face Value of ₹5.00 each) for the Financial Year 2021-22.

3. Re-appointment of Director retiring by rotation.

To appoint a Director in place of Mr. Ketan Mehta (DIN: 00129188), Non-Executive / Non-Independent Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

4. Re-appointment of Statutory Auditors for the second term of 5 (five) consecutive years.

To re-appoint M/s. Walker Chandio & Co. LLP, Chartered Accountants, (Firm Registration Number: 001076N/ N500013) as Statutory Auditors of the Company for the second term of 5 (five) consecutive years and to fix their remuneration.

To consider and if thought fit, to pass the following resolution with or without modification(s) as an

Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendations of the Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of M/s. Walker Chandio & Co. LLP Chartered Accountants, (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company for their second term of 5 (five) consecutive years, to hold office from the conclusion of this 40th AGM of the Company till the conclusion of the 45th AGM of the Company to be held in the Year 2027. The Statutory Auditors, subject to their re-appointment, shall be entitled to a Remuneration plus applicable taxes and out-of-pocket expenses, as detailed in the Explanatory Statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board in this regard), be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters, and actions as may be necessary, expedient and desirable to give effect to this resolution.”

Special Business

5. Approval to give authority to the Board to create mortgage and / or charge over the movable and immovable properties of the Company.

To consider and if thought fit, to pass the following resolution with or without modification(s) as a **Special Resolution**:

“RESOLVED THAT in supersession of the Special Resolution adopted at the 38th AGM of the Company held on October 29, 2020 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and any such other provisions as may be applicable, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for the Board of Directors of the Company (hereinafter referred to as the “Board” and which term shall be deemed to include any duly authorised Committee(s) thereof, exercising for the time being, the powers conferred on the Board by this resolution), to create / modify such charge(s), mortgage(s), hypothecation(s) and pledge(s) on such movable and immovable properties, both present and future, and to carry out any ancillary activities with respect to the same and in such manner as the Board may deem fit, exceeding the aggregate of paid-up capital of the Company, its free reserves and securities premium as specified in Section 180(1)(c) of the Act provided that the aggregate, for which such charge(s), mortgage(s), hypothecation(s) and pledge(s) are created, and outstanding at any point of time shall not exceed a sum of ₹1,500 crores (Rupees one thousand and five hundred crores).

RESOLVED FURTHER THAT the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board in this regard) be and is hereby authorised on behalf of the Company to do and perform all such acts, deeds, matters, and things as may be necessary, desirable, expedient, and to take required steps, as the Board may in its absolute discretion deem fit and necessary to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.”

6. Approval to give authority to the Board to increase the borrowing limits of the Company.

To consider and if thought fit, to pass the following resolution with or without modification(s) as a **Special Resolution**:

“RESOLVED THAT in supersession of the Special Resolution adopted at the 38th AGM of the Company held on October 29, 2020 and pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions and rules, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) the consent of the Members of the Company be and is hereby accorded to approve the power of the Board of Directors of the Company (hereinafter referred to as the “Board” and which term shall be deemed to include any duly authorised Committee(s) thereof, exercising for the time being, the powers conferred on the Board by this resolution), for borrowing from time to time and in any manner, any sum or sums of monies, upon such terms and conditions, with or without security, as the Board may in its absolute discretion think fit, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of its paid up share capital, free reserves and securities premium as specified in Section 180(1)(c) of the Act, provided however that the total sums so borrowed and outstanding at any point of time shall not exceed of ₹1,500 crores (Rupees one thousand and five hundred crores).

RESOLVED FURTHER THAT the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board in this regard) be and is hereby authorised on behalf of the Company to do and perform all such acts, deeds, matters, and things as may be necessary, desirable, expedient, and to take required steps, as the Board may in its absolute discretion deem fit and necessary to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.”

**By Order of the Board of Directors
For Mastek Limited**

Dinesh Kalani

Vice President - Company Secretary

(Membership Number: FCS 3343)

Date: July 20, 2022

Place: Mumbai

Registered Office:

804/805, President House,

Opp. C. N. Vidyalaya,

Near Ambawadi Circle, Ambawadi,

Ahmedabad - 380 006, Gujarat.

Explanatory Statement in respect of the Special Business

[Pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]

In respect of Item No. 4

This Explanatory Statement is in terms of Regulation 36(5) of the SEBI Listing Regulations though statutorily not required in terms of Section 102 of the Act.

M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), was appointed as Statutory Auditors of the Company at the 35th AGM, for their first term of 5 (five) consecutive years and to hold office till the conclusion of this 40th AGM of the Company. In terms of the provisions of Section 139 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or re-appoint an audit firm as Statutory Auditors for not more than two terms of 5 (five) consecutive years. M/s. Walker Chandio & Co. LLP is, thereby, eligible for re-appointment for a further period of 5 (five) consecutive years.

M/s. Walker Chandio & Co. LLP has a presence through 14 offices in India with 61 partners and 1,816 staff. The firm has 85+ years of experience across the banking and financial services sector as well as other corporates. The Auditors deployed a strong team of senior audit professionals for Mastek audits over the last 5 (five) years of their audit term. Overall, the current Statutory Auditors have a good experience with listed entities of similar scale, and global presence and have the relevant sector specialist experience.

M/s. Walker Chandio & Co. LLP has confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the ‘Peer Review Board of ICAI’. M/s. Walker Chandio & Co. LLP has given its consent for re-appointment as Statutory Auditors and confirmed that its re-appointment if made, will be within the limits prescribed under the provisions of Section 141 of the Act and the Rules made thereunder. M/s. Walker Chandio & Co. LLP has also furnished a declaration confirming its independence in terms of Section 141 of the Act and declared that it has not taken up any prohibited non-audit assignments for the Company.

The proposed remuneration to be paid to M/s Walker Chandio & Co. LLP for the Financial Year ending March 31, 2023, will be ₹ 65 Lakhs, for the standalone and consolidated financial statement audit services, plus applicable taxes, out-of-pocket expenses, subject to their re-appointment by the Members. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the Statutory Auditors under various statutory regulations and certifications required from time to time by clients, banks, statutory authorities, and other requirements, including but not limited to overseas entity audit services wherever appointed, for which the Auditors will be remunerated separately on mutually agreed terms.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the Statutory Auditors,

for the balance part of the tenure, based on performance review and any additional efforts on account of changes in regulations, restructuring, or other considerations.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of re-appointment, including yearly remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in the conduct of the audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the re-appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company to hold office for the second term of 5 (five) consecutive years from the conclusion of this 40th AGM until the conclusion of the 45th AGM of the Company. The re-appointment is subject to the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the resolution set out above except to the extent of their shareholding in the Company.

The Board of Directors recommends the said resolution as an Ordinary Resolution for the approval of the Members.

In respect of Item No. 5

In terms of Section 180(1)(a) of the Act, the Board of Directors of the Company cannot, except with the consent of the Members in a General Meeting by way of a Special Resolution, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. The creation of mortgage and / or charge by the Company of its movable and / or immovable properties, in favour of the lenders / agents / trustees, with a power to take over the management and substantial assets of the Company in certain events of default, may be regarded as disposal of the Company’s undertakings within the meaning of Section 180(1) (a) of the Act.

The Members of the Company at its 38th AGM held on October 29, 2020, had passed a Special Resolution under the Act, for the creation / modification of charges / mortgages / hypothecations for an amount not exceeding ₹750 crores (Rupees seven hundred fifty crores) or the aggregate of the paid-up capital and free reserves of the Company, whichever is higher. The Company has accordingly availed / extended various financial facilities for itself / subsidiaries through its Board / Committees.

As per the Audited Standalone Financial Statements of the Company, the borrowings and other current and non-current financial liabilities including guarantees issued by the Company for its subsidiaries to avail bank facilities for its business requirements (akin to the borrowing for the Company) as of March 31, 2022, is ₹472 crores. The Company intends to achieve greater financial flexibility and meet the business requirements, growth, and future expansion especially considering the mergers and acquisitions. The Company took strategic steps to fuel its digital transformation growth in cloud migration services and is expediting its plan to scale up its capacity, and coverage to diversify its geographic concentration, and seek leverage on customer velocity. The Company is consolidating and synergising the internal assets to build futuristic solutions in its products to embrace future trends. All the aforesaid initiatives require sizeable investment and capital. As a part of the exercise of the strategic plan, the Company endeavours to maintain a capital structure that would be consistent with its cash flows while optimising the cost of capital which drives its selection of business operations and expansion plans. It may consider raising funds by way of exercise of borrowing powers, hence it is proposed to increase the overall borrowing limits for ease and financial support in business operations and expansions. Further, in order to facilitate funding to its Subsidiaries (including wholly-owned subsidiaries and joint ventures) the Company will be required to offer financial facilities by way of Corporate Guarantees / Stand by Letter of Credit and will also be availing loan facility for its increased business operation and will be required to provide security by way of charge, mortgage or encumbrance on its own assets in the range of ₹800 to ₹900 crores in the near future.

Based on the above, the consent of the Members of the Company is sought pursuant to the provisions of Section 180(1)(a) of the Act, to increase the borrowing limits to ₹1,500 crores (Rupees one thousand and five hundred crores) towards the creation / modification of charge / mortgage / hypothecation on the Company's assets, both present, and future, in favour of the lenders / trustees for the holders of debentures / bonds, to secure the repayment of monies to be borrowed by the Company (excluding temporary loans obtained from the Company's Bankers in the ordinary course of business) in future for its business operations.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the resolution set out above except to the extent of their shareholding in the Company.

The Board of Directors recommends the said resolution, as a Special Resolution for approval of the Members.

In respect of Item No. 6

In terms of Section 180(1)(c) of the Act, the Company can borrow money together with the money already borrowed by the Company, exceeding the aggregate of its paid-up share capital, free reserves, and securities premium, apart from temporary loans obtained from the Company's bankers in

the ordinary course of business only with the consent of the Members of the Company by a Special Resolution.

The Members of the Company at its 38th AGM held on October 29, 2020, by way of a Special Resolution had approved a borrowing limit for an amount not exceeding ₹ 750 Crores (Rupees seven hundred fifty crores) or the aggregate of the paid-up capital and free reserves of the Company, whichever is higher. The Company, in order to provide for the Company's long-term strategic and business objectives, has availed various financial facilities for itself as well as for the benefit of its Wholly-Owned Subsidiaries to the extent of ₹ 532 crores.

The Company in order to enhance its presence in global markets and also capture emerging business opportunities for growth has to strengthen its financial position and net worth by augmenting long-term resources substantially from time to time, wishes to avail availing loan facility for its increased business operation and will be required to provide security by way of charge, mortgage or encumbrance on its own assets in the range of ₹ 800 to ₹ 900 crores in the near future and would need the approval of the Members to facilitate securing the borrowing made by the Company.

Considering the extent of financing facilities proposed to be availed by the Company for its own business requirements as well as for the purpose of providing the benefit of financing guarantees and security by the Company to its Subsidiaries (including wholly owned subsidiaries and joint ventures), the Company may be required to enhance the borrowing limits to ₹ 1,500 crores (Rupees one thousand five hundred crores).

In view of the above, the consent of the Members of the Company is sought pursuant to the provisions of Section 180(1) (c) of the Act, to increase the borrowing limits to ₹ 1,500 crores (Rupees one thousand five hundred crores) to secure the repayment of monies to be borrowed by the Company (excluding temporary loans obtained from the Company's Bankers in the ordinary course of business) in future for its business operations.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the resolution set out above except to the extent of their shareholding in the Company.

**By Order of the Board of Directors
For Mastek Limited**

**Dinesh Kalani
Vice President - Company Secretary**

Date: July 20, 2022

(Membership Number: FCS 3343)

Place: Mumbai

Registered Office:

804/805, President House,
Opp. C. N. Vidyalaya,
Near Ambawadi Circle, Ambawadi,
Ahmedabad - 380 006, Gujarat.

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**“the Act”**) relating to the Special Business to be transacted at the AGM is annexed hereto. The Board of Directors at its meeting held on July 20, 2022 considered and decided to include Item Nos. 5 & 6 as given above as Special Business in the forthcoming AGM, as they are unavoidable in nature as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. The relevant details, pursuant to the provisions of the SEBI Listing Regulations and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at the 40th AGM is also annexed hereto as **“Annexure A”**.
3. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, and 2/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs (**“MCA”**) read with relevant circulars issued by the Securities and Exchange Board of India (**“SEBI”**), from time to time (hereinafter collectively referred to as **“Circulars”**), Companies are allowed to hold AGM through Video Conference (**“VC”**) or Other Audio-Visual Means (**“OAVM”**) up to December 31, 2022, without the physical presence of Members at a common venue. The deemed venue of the AGM shall be the Registered Office of the Company.
4. Since this AGM is being held through VC / OAVM, the physical attendance of Members has been dispensed with. Accordingly, in terms of the aforementioned Circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form, Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate there and cast their votes through e-voting.
5. The Members of the Company under the category of Institutional Investors / Corporate Members (i.e. other than individuals / HUF NRI, etc.) are encouraged to attend and vote at the AGM through VC / OAVM. Corporate Members intending to send their authorised representatives to attend the AGM pursuant to Section 113 of the Act are requested to send to the Company, a certified copy (in PDF / JPG Format) of the relevant Board Resolution / Authority letter, etc. authorising its representatives to attend the AGM, by sending an e-mail at investor_grievances@mastek.com
6. In the case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Company has engaged the services of National Securities Depository Limited (**“NSDL”**) as the authorised agency for conducting of the AGM through VC-/ OAVM facility and for providing electronic voting (**“e-voting”**) facility to its Members, to exercise their votes through the remote e-voting and e-voting at the AGM.
8. In compliance with the aforesaid Circulars, the AGM Notice and the Annual Report 2021-22, including Financial Statements (along with Board’s Report, Auditor’s Reports or other documents required to be attached therewith), are being sent only through electronic mode to those Members whose e-mail IDs are registered with the Registrar & Transfer Agent (**“RTA”**) or respective Depository Participants (**“DPs”**). Members may note that the AGM Notice and Annual Report 2021-22 are also available on the Company’s website at www.mastek.com, websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>

This AGM Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories and with Company on or before the **cut-off date Friday, August 12, 2022.**
9. Attendance of the Members participating in the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Further, all resolutions mentioned in this Notice shall be passed through the facility of remote e-voting and e-voting at the AGM.
10. Facility to join the AGM shall be opened 30 minutes before the scheduled time of the AGM and shall be kept open for the Members throughout the proceedings of the AGM. The procedure to join the AGM is mentioned in the **“Instructions for electronic voting by Members”** annexed hereto.
11. The facility of participation at the AGM through VC / OAVM, provided by NSDL, allows participation for 1,000 Members on first-come-first-served basis principle. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors, etc. who are allowed to attend the AGM without any restriction on account of first-come-first-served basis principle.

Instructions Related to the Payment of the Final Dividend for the Year Ended March 31, 2022.

1. Pursuant to Section 91 of the Act, the **Register of Members and Share Transfer Books will remain closed from Monday, September 12, 2022 to Wednesday September 14, 2022 (both days inclusive)** for annual closing and determining the entitlement of the Members to the Final Dividend for the Financial Year ended March 31, 2022.
2. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to Deduction of Tax at Source ("TDS") will be made within the statutory time limit of 30 days.
 - a) to those Members whose names appear on the Register of Members of the Company after giving effect to all valid transfers in physical form lodged with the Company and / or its Registrar and Transfer Agents on / or before **Friday, September 9, 2022** and,
 - b) in respect of shares held in electronic form, on the basis of beneficial ownership as per the details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on **Friday, September 9, 2022**.
3. Payment of such dividend shall be made through electronic mode to the Members who have updated their bank account details. Members are encouraged to use the Electronic Clearing Services (ECS) for receiving dividends. In the event the Company is unable to pay dividend to any Member through electronic mode, due to non registration of the electronic bank mandate, the Company shall dispatch the demand draft to such Member.
4. In terms of the provisions of the Income-tax Act, 1961, dividend paid or distributed by a Company shall be taxable in the hands of the Members. The Company shall, therefore, be required to deduct TDS at the time of payment of dividend at the applicable tax rates. The rate of TDS would depend upon the category and residential status of the Member.
 - For Resident Members, taxes shall be deducted at source under Section 194 of the Income Tax Act as follows:
 - Members having valid PAN 10% or as notified by the Government of India
 - Members not having valid PAN 20% or as notified by the Government of India

However, No TDS will be deducted on the dividend, if the total dividend received by Members during the Financial Year 2022-23 does not exceed ₹ 5,000 also in cases where a Member provides Form 15G (applicable to resident individual) / Form 15H (applicable to

a resident individual above the age of 60 years), provided that the eligibility conditions as prescribed under the Act are met.

- Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form No. 10F, any other document which may be required to avail the tax treaty benefits.

The aforesaid declaration and document needs to be submitted by the Members. For the detailed process and instructions, please click on the Company's website here - <https://www.mastek.com/investor-information/>

5. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Secretarial Department of the Company or the Company's RTA for releasing the same only through banking channels before the due dates of transfer to the Investor Education and Protection Fund Authority. The details of such unclaimed dividends are available on the Company's website at www.mastek.com. Members are requested to note that the dividend remaining unclaimed for a continuous period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all underlying shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company to the Demat Account of the IEPF Authority within a period of 30 (thirty) days of such underlying shares becoming due to be transferred to the IEPF Authority.

In the event of the transfer of underlying shares and the unclaimed dividends to the IEPF Authority, Members are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 (available on www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a Financial Year as per the IEPF Rules.

Pursuant to the applicable provisions of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force), during the year under review, final dividend for the Financial Year 2013-14 amounting to ₹431,830 and interim dividend for the Financial Year 2014-15 amounting to ₹255,341 which remained unclaimed for a period of 7 (seven) 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 2013-14 aggregating to 2,719 equity

shares and for the Financial Year 2014-15 aggregating to 947 equity shares have also been transferred to demat account of IEPF Authority.

Estimated due dates for transfer to IEPF authority (including the current Financial Year 2022-23), of the unclaimed / unpaid dividends from the Financial Year 2013-14 and thereafter, the details of same are available in the Corporate Governance Report which forms part of this Annual Report.

5. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone / mobile numbers, PAN, mandates, nominations and power of attorney to their respective DPs in case the shares are held by them in dematerialised form; and to the RTA of the Company at KFin Technologies Limited at Selenium Tower B, 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032, Telangana, Telephone: 1-800-309-4001, E-mail: einward.ris@kfintech.com in case the shares are held by them in physical form
6. Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details as mandated by SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, read together with circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021, to avoid freezing of their folios on or after April 1, 2023, as per below:
 - **Members holding shares in physical form:** to the Company's RTA - KFin Technologies Limited, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The Company has already sent requisite communication to the Members for furnishing these details. The formats can be downloaded from RTA's website at <https://www.kfintech.com/> and such formats are also available on the Company's website at <https://www.mastek.com/investor-information/>
 - **Members holding shares in dematerialised form:** to their respective DPs as per the procedure prescribed.
7. Members may further note that SEBI vide circular dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting the forms in the specified formats, which are available on the website of the Company at <https://www.mastek.com/investor-information/> and also available on the website of the RTA at <https://www.kfintech.com/>. It may be noted that

any service request can be processed only after the folio is KYC Compliant.

Further, SEBI vide notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are therefore advised to dematerialise the shares held by them in physical form.

8. **Nomination:** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
9. **Members are requested to:**
 - quote their Registered Folio number in case of shares in physical form and DP ID and Client ID in case of shares in dematerialised form, in their correspondence(s) to the Company.
 - direct all correspondence related to shares including consolidation of folios, if shareholdings are under multiple folios, to the RTA of the Company.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company or the RTA of any change in address or nominee, if any appointed, to notify demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the respective DPs and holdings should be verified from time to time.

Other Notings

1. The Members, desiring any information relating to the Accounts, are requested to write to the Company Secretary at investor_grievances@mastek.com (at least 7 days in advance) to enable us to keep the requisite information ready and the same will be replied by the Company suitably.
2. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and the Certificate from Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2021, as amended will be available for inspection by the Members. Members seeking

to inspect such documents can send an e-mail to investor_grievances@mastek.com from their registered e-mail address.

3. Members are recommended to approve the re-appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 001076N / N500013), as the Statutory Auditors for the second term of 5 (five) consecutive years from the Financial Year 2022-23 onwards until the conclusion of the 45th Annual General Meeting, to be held in the Year 2027.
4. Pursuant to the provisions of Section 108 of the Act, read with the corresponding Rules made thereunder, and Regulation 44 of the SEBI Listing Regulations, and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is providing a facility to its Members to exercise their votes electronically through the e-voting facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialised form, physical form and for Members who have not registered their e-mail ID is provided in the **“Instructions for electronic voting by Members”** which forms part of this Notice.
5. The Board has appointed P. Mehta & Associates, Practising Company Secretaries represented by Mr. Prashant Mehta, as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. Any person who becomes a Member of the Company after the dispatch of this Notice and holding shares as on the Cut-off Date may obtain the login ID and password by sending a request at evoting@nsdl.co.in, to cast his/her vote. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.

Instructions for electronic voting by Members

- All the Members of the Company are encouraged to attend and vote in the AGM to be held through VC / OAVM. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulation, (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force), the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), as the authorised agency for facilitating voting through electronic means.

The facility of casting votes by a Member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

- The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Wednesday, September 7, 2022** being the **cut-off date**, are entitled

- The detailed instructions and the process for accessing and participating in the 40th AGM through VC / OAVM facility and voting through electronic means including remote e-voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system.

Details on Step 1 are mentioned below:



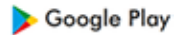

- Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.**

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies', e-voting process has been enabled for all the individual demat account holders, through their demat account maintained with DPs. Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> Visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> Option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Please follow steps given in points 1-5 above.

to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

- Members may cast their votes through electronic voting system from any place (remote e-voting). **The remote e-voting period begins on Saturday, September 10, 2022 at 9:00 a.m. (IST) and ends on Tuesday, September 13, 2022 at 5:00 p.m. (IST).** In addition, the facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsd.com/>.

Type of Members	Login Method
	<p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Members (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II. Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

6. Your password details are given below

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below

in process for those Members whose e-mail IDs are not registered.

7. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details / Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:**I. How to cast your vote electronically and join AGM on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC / OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from Depository.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, at the designated e-mail ID: evoting@nsdl.co.in who will also address the grievances connected with the voting by electronic means. Members who need assistance before or during the AGM, can also contact on the above-mentioned details.

3. P. Mehta & Associates, Practising Company Secretaries represented by Mr. Prashant Mehta, has been appointed as the Scrutiniser for conducting voting process in a fair and transparent manner.
4. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC / OAVM, but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
5. The Scrutiniser shall, after the conclusion of voting at the AGM, first count the votes cast during the AGM and, thereafter, unblock the votes cast through remote e-Voting and shall make, not later than 2 working days from the conclusion of the AGM, a Consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, and will submit it to the Chairman or Company Secretary in writing.
6. The Results declared, along with the Scrutiniser’s Report, shall be placed on the Company’s website at www.mastek.com and on the website of NSDL at www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or Company Secretary or a person authorised by Chairperson in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company’s Equity Shares are listed viz. BSE and NSE and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

II. Process for those Members whose e-mail IDs are not registered with the depositories for procuring user id and password for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card).
2. In case shares are held in demat mode, please provide DP ID-Client ID (16 digit DP ID + Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card). If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at point no.19 “Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode”.

3. Alternatively, a member may send an E-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) above as the case may be.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Members joining the AGM from their mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
4. Facility for joining the AGM through VC / OAVM for Members shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the AGM proceedings.
5. Members, who need assistance before or during the AGM, may

III. The instructions for Members for e-voting on the day of the AGM are as under:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Mr. Amit Vishal, Assistant Vice-President, NSDL at evoting@nsdl.co.in.
5. Members, who need assistance before or during the AGM, may
 - Send a request at evoting@nsdl.co.in or use toll free no.: 1800 1020 990 or 1800 224 430; or
 - Contact Mr. Amit Vishal, Assistant Vice-President, NSDL at the designated e-mail ID: AmitV@nsdl.co.in; or
 - Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated e-mail ID: pallavid@nsdl.co.in.
6. Members who would like to express their views or ask questions may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail ID and mobile number at investor_grievances@mastek.com. **Only those speaker registration requests received till 5.00 p.m. (IST) by Thursday, September 8, 2022 will be allowed to express their views / ask questions during the AGM.**

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

By Order of the Board of Directors
For Mastek Limited

Dinesh Kalani

Vice President - Company Secretary

(Membership Number: FCS 3343)

Date: July 20, 2022

Place: Mumbai

Registered Office:

804/805, President House,
Opp. C. N. Vidyalaya,
Near Ambawadi Circle, Ambawadi,
Ahmedabad - 380 006, Gujarat.

Procedure for Joining the 40th AGM through VC / OAVM

1. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for access to NSDL e-voting system. After successful login, Members may click on VC / OAVM link available under the 'Join Meeting' menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

“Annexure A”

Additional information of Director seeking Re-appointment

(Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India).

Name of the Director	Mr. Ketan Mehta
Director Identification Number	00129188
Category	Non-Executive and Non-Independent Director
Date of Birth	9/9/1958
Date of Appointment	29/12/2020
Nationality	Indian
Qualification	Management degree from IIM Ahmedabad
Brief resume of the Director	<p>Mr. Ketan Mehta has served as Chairman of the Board of Majesco (USA entity) from October 2018 to September 2020 where he played a pivotal role in selling Majesco business to private equity firm - Thoma Bravo. Prior to that, he served as President of Majesco (USA entity) from the year 2000 until March 2019, and Chief Executive Officer of Majesco (USA entity) from July 2011 to October 2018.</p> <p>Mr. Mehta co-founded Mastek in 1982 and served as a member of the Board of Directors of Mastek until June 1, 2015 after which he focused exclusively on Majesco business. During his long stint with Mastek, Majesco and its affiliates, he has handled multiple functions including sales, delivery, and general management. He was the driving force behind the conceptualisation and execution of Majesco's insurance strategy, including acquisition and integration of seven insurance technology companies over a period of 13 (thirteen) years. Prior to that, he has also spearheaded Mastek's joint venture with Deloitte Consulting.</p>
Nature of Expertise in specific functional areas	Mr. Mehta has nearly 4 (four) decades of experience in the Information Technology Industry. He has handled multiple functions including sales, delivery, and general management.
Skills and Competencies required for the role	Please refer to the Corporate Governance Report for the details on the Skills and Competencies of the Director forming part of the Annual Report.
The manner in which the proposed person meets such requirements	
Shareholding in the Company as on March 31, 2022	22,74,100 (7.58%)
Directorships held in Listed Companies	NIL
Committee position held in Public Companies as on March 31, 2022	<p>Mastek Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member • Nomination and Remuneration Committee - Member
Number of Meetings of the Board attended during the Financial Year (2021-22)	10 out of 10
Relationships between Directors inter-se	No such relationship exists between the Directors' inter-se
Key terms and conditions of the Re- appointment	Retirement by Rotation
Remuneration last Drawn	Refer to the Directors' Report and Corporate Governance Report forming part of the Annual Report
Remuneration sought to be paid	Mr. Mehta being a Non-Executive and Non-Independent Director shall be paid sitting fees for attending Board and / or Committee Meetings and commission, which may be approved by the Board of Directors and / or the Nomination and Remuneration Committee of the Board.

Notes:

- The Directorship, Committee Memberships and Chairmanships do not include positions in Foreign Companies, Private Companies, position as an advisory board member and position in Trust and companies under Section 8 of the Companies Act, 2013.
- The proposal for Re-appointment of Director has been approved by the Board pursuant to the recommendation of the Nomination and Remuneration Committee considering his skills, expertise, knowledge, competencies of Directors and positive outcome of performance evaluation, please refer Corporate Governance Report forming part of the Annual Report.
- Information pertaining to remuneration paid to the Director being Re-appointed, date of appointment to the Board and the number of Board Meetings attended by him during the year have been provided in the Corporate Governance Report forming part of the Annual Report.

Frequently Asked Questions

Organisation Related

1. When Mastek Limited (“the Company”) was incorporated and when did it have its Initial Public Offer?

The Company was incorporated in the name and style of “Management and Software Technology Private Limited” a Private Limited Company under the Indian Companies Act, 1956 on May 14, 1982. The name of the Company was changed to “Mastek Limited” in 1992. The first public offering of equity shares was made in 1992 followed by another public issue in 1996.

2. Who are the Founder Members of the Company?

The Founder Members of the Company are Mr. Ashank Desai, Mr. Ketan Mehta, Mr. Radhakrishnan Sundar and Mr. Sudhakar Ram (Late).

3. What is the Company’s area of operations?

Mastek is a turnkey & trusted Digital Engineering & Cloud Transformation partner that delivers Innovative Solutions and Business Outcomes for clients in Healthcare & Life Sciences, Retail, Manufacturing, Financial Services, Government/Public Sector, etc. We enable customer success and business change programs by partnering with enterprises to unlock the power of data, modernize applications to the cloud, and accelerate digital advantage for all stakeholders. Customers Trust Mastek to deliver Business Value with Velocity and we operate in 40+ countries including the UK, Americas, Europe, Middle East, APAC with ~5000 employees. We are in the business to de-complex Digital and make clients future-ready with an industry-first approach. Evosys, a Mastek company, is an Oracle Partner and a leading Oracle Cloud implementation and consultancy provider and has executed programs for 1,300+ Oracle Cloud clients.

An Oracle Platinum partner, Evosys provides solution offerings like Oracle HCM Cloud, Oracle ERP Cloud, Oracle SCM Cloud, Oracle CX Cloud, Oracle EPM Cloud / Hyperion, Oracle Analytics Cloud, Oracle Digital Assistant, PaaS solutions (including custom-built solutions), AI, IoT and machine learning. Evosys diverse Customer portfolio consisting Government, Healthcare, Finance, Logistics, Manufacturing & Distribution organisations, is a testimony to the expertise and leadership in Oracle Cloud implementation. Evosys was recognised for Gartner Magic Quadrant for Oracle Cloud Application Services, Worldwide 2021.

Mastek is well poised to be among the top providers of agile digital transformation solutions and a significant player within the digital transformation space in retail and financial services.

4. What is the Vision of the Company?

As part of our Strategic Vision 2025 that will drive accelerated growth over the next 3 years, we want to be a USD 1 billion company by FY26. We also want to be among the top 3 in growth among mid-cap IT services as

we continue to deliver differentiated business value for our clients, through our digital and cloud programmes. As we shape the future in partnership with our clients, we will stay focused on delivering business outcomes and solutions, while upholding trust with stakeholders and innovating with disruptive technologies to drive time to value.

5. What are the Core Values of the Company?

The people, referred to as Mastekers are the core of Mastek’s inspirational growth agenda and are conducted by a set of defined ethical values. These values, called PACTS (Passionate, Accountable, Collaborative, Transparent and Sustainable), are imbued across the organisation, and ensure that no member of the team indulges in outrageous or discriminatory behaviour towards anyone within the organisation. This value system, which all Mastekers are required to uphold at all times, is rooted in respect for its heritage. More importantly, however, it serves as the framework for the behaviour of current and future generations of Mastekers, enabling quicker and better integration of new Mastekers into its family.

Passionate - Mastek is fired-up about finding novel ways to exceed customers’ expectations.

Accountable - Mastek 4.0 (people transformation programme) empowers to excel and accept individual ownership.

Collaborative - Mutual respect and teamwork enrich business outcomes with unique perspectives and experiences.

Transparent - Open and honest behaviour is core to earn trust and deliver exceptional results for stakeholders.

Sustainable - Mastek increases social dividend, investing as much in communities as in business improvements.

6. What is the Quality Policy of the Company?

Building and delivering systems, services and processes that help customers deliver their Digital vision through

- Aligning to customers’ objectives, being proactive and taking actions to exceed their business impact,
- Providing innovative digital solutions and building software using latest delivery methodology & engineering practices to deliver superior value to customers,
- Effective practice of “Quality Management System” ensuring quality standards of products and services are met prior to delivery through appropriate quality assurance and quality control,
- Practicing risk management as inherent part of operations with appropriate mitigation planning and regular risk tracking, and;
- Striving for continual improvement of the Quality Management System.

7. What are the Quality Objectives of the Company?

The Quality objectives are-

- Customer Experience - Satisfaction, Advocacy, Loyalty and Value for Money
- Quality of Deliverables
- Timeliness of Deliveries
- Productivity and Throughput

8. Who are your Auditors?

Statutory Auditors: Walker Chandio & Co. LLP

Secretarial Auditors: P. Mehta & Associates

Members Related

9. Which are the Stock Exchanges where the Company's equity shares are listed?

The Company's equity shares are listed in India on BSE Limited since March 30, 1992 and the National Stock Exchange of India Limited since May 10, 1995. (BSE Scrip Code: 523704; NSE Symbol: MASTEK).

10. What is face value of the Company's Equity Shares and What is the Authorised Share Capital of the Company?

The face value of the Company's Equity Share is ₹5 per share. The Authorised Share Capital is divided into 40,000,000 Equity Shares of ₹5 each and 2,000,000 Preference Shares of ₹100 each.

11. Has the Company issued any bonus shares in past? Has there been any stock split?

The Company had issued bonus shares in the ratio of 1:1 in January 2000 and also in April 2006. The Company's shares were sub-divided from ₹10 to ₹5 since November 2000.

12. Where one can obtain details of the Company's Shareholding?

The Shareholding Pattern can be obtained from the website of the Company. These are also available on the websites of BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com), where the shares of the Company are listed.

13. How do I buy Company's shares?

The Company's shares can be purchased in the open market in India either through a stockbroker or through any Financial Institution that provides brokerage services at the BSE or NSE. The Company does not offer a direct share purchase plan to outsiders.

14. Does the Company have a quiet period? When is that?

Yes. The Company follows quiet periods i.e. Trading Window Closure, which is made every quarter prior to its release of Quarterly Results. During the quiet period, the Company or any of its designated officials will not discuss earning expectations with any external parties. As per Company's Code of Conduct for Prevention of Insider

Trading, the Trading Window Closure of the Company for every quarter starts from last day of any fiscal quarter and will continue till 48 hours after the disclosure of such financial results / information to the concerned Stock Exchanges.

Dividend, IEPF Authority, Registrar and Share Transfer Agent (RTA) Related

15. Does Mastek pay dividends? What is the dividend policy of Mastek?

Mastek pays dividends to its Members. The policy for dividend can be accessed here: <https://www.mastek.com/wp-content/uploads/2022/07/Dividend-Distribution-Policy.pdf>

16. What is the past 10 (ten) years' dividend track record of the Company?

The past 10 (ten) years' dividend track record of the Company is given below:

Fiscal Year	Shares Outstanding (in lakhs)	Dividend (₹ per share)	Total Dividend Paid (₹ in lakhs)
2013	246.38	3.00	739.15
2014	221.61	4.50	1,040.59
2015	225.47	2.50	563.94
2016	229.97	2.50	574.41
2017	233.78	3.50	817.41
2018	236.92	6.00	1,422.00
2019	239.73	8.50	2,035.00
2020	242.89	8.00	1,945.59
2021	252.33	14.50	1,361.72
2022*	300.18	7.00	4,752.64

* Final Dividend of ₹12.00 per share for the financial year 2021-22 is subject to Members approval in the ensuing AGM and not included above.

17. Does the Company have a dividend reinvestment programme or dividend stock purchase plan?

The Company does not offer a dividend reinvestment programme or dividend stock programme at present.

18. Who are Company's Registrar and Share Transfer Agents (RTA) ? and How to contact them ?

KFIN TECHNOLOGIES LIMITED (Formerly known as KFIN TECHNOLOGIES PRIVATE LIMITED)

Unit: Mastek Limited, Selenium Building, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda Mandal, Hyderabad - 500 032, Telangana; E-mail: einward.ris@kfinotech.com.

19. Whom does one contact in case of non-receipt of dividend, loss of share certificates, etc.?

You may contact Company's RTA, as mentioned above, who will advise you accordingly. You may also communicate with the Company in the event of any unresolved issues via E-mail at investor_grievances@mastek.com with all supporting documents.

20. How can the shares be dematerialised and who are the Depository Participants (DP)?

The Company's shares are traded only in electronic form since June 2000. Shares can be dematerialised by opening the demat account with any of the Depository Participant (DP). DPs are some of the banks, brokers and institutions who have been registered with National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL). A comprehensive list of DPs is available at <https://nsdl.co.in/> and <https://www.cdslindia.com/>.

21. Is Automated Clearing House (ACH) mode facility available for payment of dividend?

The Company extends ACH mode facility to all its Members since longtime. The dividend amount of Members availing ACH mode facility is directly credited to their Bank accounts. Members holding shares in physical form may submit ECS mandate form with copy of cancelled cheque to RTA for availing ACH mode facility. Those holding shares in demat form are advised to please update their Demat Account details with proper and correct Bank account details with their Depository Participant.

22. If dividend warrant is lost / was never received / has expired, how do I get a fresh demand draft re-issued?

Please give your request in writing to the Company's RTA with details of your folio number/s and cancelled cheques along with your E-mail id and PAN number also to be registered (in the case of physical holdings) or the DP ID and account number in the case of dematerialised holdings. After verification, they will register the said details and will arrange to initiate NEFT directly to your designated Bank Account through Dividend Banker.

To avoid this problem in the future, you can use the ECS / ACH facility in which the dividend amount is automatically credited to the Bank Account of your choice. To avail of this facility, give your request to RTA in writing.

Also, you should consider dematerialising your holdings through a Depository Participant. This would not only eliminate the issues of storage and risk of loss of paper certificates but also ensure automatic crediting of dividends to your Bank Account in time.

23. Where can I find details of the dividends unclaimed for 7 (seven) consecutive years, the shares in respect of which are liable to be transferred to the Investor Education and Protection Fund Authority (IEPF Authority)?

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer

and Refund) Rules, 2016, ("the Rules") notified by the Ministry of Corporate Affairs effective September 7, 2016 and amendments made thereunder all the concerned shares in respect of which dividend had not been claimed or remained uncashed for 7 (seven) consecutive years or more is required to be transferred by the Company to IEPF Authority in specified Demat Account.

The web link to find out the detailed list of Equity Shares / Dividends transferred to IEPF Authority is available on the website of the Company at <https://www.mastek.com/investor-information> as mandated by Ministry of Corporate Affairs ('MCA').

The Company has already transferred following equity shares to IEPF Authority Demat Account to comply with the said Rules.

Related Financial Year	Transfer Month	No. of Equity Shares transferred to IEPF Authority
2009-10	November, 2017	48,285
2009-10	January, 2018	7,033
2012-13	September, 2020	16,922
2013-14	December, 2020	1,335
2013-14	September, 2021	2,719
2014-15	February, 2022	947

In case the Members have any queries on the subject matter and the Rules, they may contact the Company's RTA. The Members / Claimants whose shares, unclaimed dividend, etc. have been transferred to IEPF Authority can claim the concerned shares and unclaimed dividend by making an application to IEPF Authority in IEPF Form-5 (available on www.iepf.gov.in). The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

24. How does one transfer his / her shares or change the address with the RTA?

SEBI has mandated that, effective April 1, 2019, no share can be transferred in physical mode. Hence, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. For the transmission of shares in physical form and noting your change of address, PAN and E-mail ID, you need to write to Company's RTA.

Transfer of shares in the electronic mode is effected through your Depository Participant only.

Please write to your Depository Participant (DP) intimating them of the change and ask for a confirmation that their records reflect the new address.

Financial Related

25. What are the Financial Highlights of the Company's Performance this year?

₹ in Lakhs

Particulars	Consolidated		Standalone	
	Year Ended March 31, 2022	Year Ended March 31, 2021	Year Ended March 31, 2022	Year Ended March 31, 2021
Revenue from operations	218,384	172,186	25,670	18,714
Profit after tax	33,342	25,175	7,711	1,887

26. How does one get the Annual Report and Quarterly Results of the Company?

The Annual Report as well as Quarterly Results along with Analysis, Press Release and Analyst Presentation are available on the website of the Company at <https://www.mastek.com/investor-financial-information/>.

These are also available on the websites of BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com), where the shares of the Company are listed.

27. Does the Company organise any Investors Day / Analysts meetings?

Conference calls with the Investors / Analysts are held immediately after the announcement of Quarterly Results and the transcript of the said calls are shared with the Stock Exchanges and also displayed on the website of the Company at <https://www.mastek.com/financial-information>.

Apart from the quarterly meeting, Investors / Analysts meetings are also held with senior officials of the Company and the Intimation of the said meets are shared with the Stock Exchanges and also disclosed under Investor Information section on the website of the Company at <https://www.mastek.com/investor-information/>.

28. When does Mastek's Financial Year end?

Mastek follows a Financial Year that begins on April 1 and ends on March 31.

General Details

29. How can a Member access information about the Company?

Information about the Company is available on its website. Further, all information that is material in nature is notified to the stock exchanges and appropriate advertisements are also issued in the newspapers from time to time.

Members and Investors are also advised to go through the section on Management Discussion and Analysis

and Investor information provided in the Report on Corporate Governance, as these and other parts of this Annual Report provide substantial information about the Company, that you may find relevant and useful.

30. How does one inform the Company to send the correspondence in electronic form to save the time and have speedy communication?

On account of the threat posed by COVID-19 and in compliance with the MCA Circulars and SEBI Circular, the copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report), Annual Report for Financial Year 2021-22 and Notice of Annual General Meeting is being sent through electronic mode only.

Members are requested to follow the procedures as mentioned in the Notice of 40th Annual General Meeting for registering themselves for receiving the further communications electronically.

31. What are the names of the Subsidiaries of the Company and Where are they located?

The statement attached in Form AOC-1 Annexure to the Directors Report provides all the relevant details of Subsidiaries. The addresses of all the Company's offices are also provided at the end of the Report.

32. What is the Employee strength of the Group?

As on March 31, 2022, the Group had 4,977 employees (including temporary / contractual).

33. What are Mastek's current credit ratings?

Mastek's current credit ratings are as below:

Instrument	Rating Received
Long-term Fund based	[ICRA]AA-(Stable) reaffirmed / assigned
Short-term Non-Fund based	[ICRA]A1+ reaffirmed / assigned
Long-term / Short-term fund based / Non-fund based	[ICRA]AA-(Stable) / [ICRA]A1+ reaffirmed



Office Locations of Mastek Group Entities (including subsidiaries)

India Office Locations

Mastek Limited	Mastek Enterprise Solutions Private Limited
<p>Ahmedabad 804 / 805, President House, Opposite C. N. Vidyalaya, Near Ambawadi Circle, Ahmedabad - 380 006.</p>	<p>Ahmedabad a. 804 / 805, President House, Opposite. C. N. Vidyalaya, Near Ambawadi Circle, Ahmedabad - 380 006.</p> <p>b. 11th Floor, Kataria Arcade, Beside Adani Vidya Mandir School, S.G. Highway, Makarba, Ahmedabad - 380 054.</p> <p>c. Acropolis Mall, C Block, 3rd Floor, Thaltej Cross Road, S.G. Highway - 380 059.</p>
<p>Mumbai a. #106 / 107 / 122 / 122 C, SDF IV, Seepz, Andheri (East), Mumbai - 400 096.</p> <p>b. #183, SDF VI, Seepz, Andheri (East), Mumbai - 400 096.</p> <p>c. # IT 5 / 6 / 7 / 8, SDF VII, Seepz, Andheri (East), Mumbai - 400 096.</p>	<p>Noida Business Suite 1, Vatika Business Centre, 4th Floor, Tower-1, Okaya Centre, B-5, Yoga Nand Marg, Sector - 62, Noida - 201 309.</p>
<p>Navi Mumbai a. A/7, Mastek Millennium Centre, Millennium Business Park, Mahape, TTC, Off Thane Belapur Road, Navi Mumbai - 400 710.</p> <p>b. A/303 Sector 1, Millennium Business Park, Mahape, Navi Mumbai - 400 710.</p>	<p>Gurgaon Unit Nos. 101, 101A, 102A and 102B, IRIS Tech Park, Wing A, First Floor, Sector 48, Sohna Road, Gurgaon - 122 018.</p>
<p>Pune B 1/201, Second Floor, The Cerebrum, Kumar Cerebrum IT Park, Mulik Nagar, IT Park Area, Kalyani Nagar, Pune - 411 014.</p>	<p>Pune Office No. 101 A, Gama - 1, Giga Pace IT Park, Viman Nagar, Pune, Maharashtra - 411 014.</p>
<p>Chennai Mahindra World City, Plot No. TP - 5, 4th Avenue, Nathan Sub (PO), Chengalpattu, Tamil Nadu - 603 002.</p>	<p>Chennai Plot No 40/1, 41/1, 39/1, 42/1 and 43/1, 6th Floor, Kochar Globe, Block 5 of Hamlet Adayar, Alandur Village, Chennai, Tamil Nadu - 600 032.</p>

Office Locations of Mastek Group Entities (including subsidiaries)

International Office Locations

UK

1. **Mastek (UK) Limited**
 - a. Pennant House, 2 Napier Court, Napier Road Reading, RG1 8BW, UK.
 - b. First Floor & Rear Suits, Northspring, 36 Park Row, Leeds, LS1 5JL, UK.
 - c. F04 & F05, Unit 07, Greenways, Business Park, Chippenham, UK - SN15 1BN.
2. **Evolutionary Systems Company Limited**
Harrow Business Centre, 429-433 Pinner Road, North Harrow, Middlesex HA1 4HN.

Middle East

1. **Mastek Arabia FZ LLC**
112, Building 11, Dubai Internet City, PO Box: 500830, Dubai, UAE.
2. **Evolutionary Systems Consultancy LLC**
PO Box 7891, Air Port Road, Abu Dhabi, UAE.
3. **Evolutionary Systems Egypt LLC**
37 Ali Amer Street - Off Makram Ebeed Street, Infront of Child Garden, 6th floor, Flat 603, Nasr City - Cairo - Egypt, PO Box No. 4451021.
4. **Evolutionary Systems Saudi LLC**
Suite #1, Addayel plaza, Dabbab Street, Sulaimaniah, PO Box: 220032, Riyadh - 11311, Kingdom of Saudi Arabia.
5. **Evolutionary Systems Bahrain WLL**
Manama, Hooraa, Block 319, Road 1910, Building 322, Flat no. 69, Building Name: Dar Elizz Tower P.O Box 548.
6. **Evosys Kuwait WLL**
Al-Wataniya Tower, 7th Floor, Al-Qibla, Kuwait, PO Box No. 28702.
7. **Evolutionary Systems Qatar WLL**
1028 Al Shoumoukh Towers, 10th floor, Tower B, C -Ring Road, Al Sadd, Doha, Qatar, PO Box No. 122001.
8. **Mastek Arabia FZ-LLC - Branch**
1407, Grosvenor Business Tower, Plot No. 48-0, Al Thanyah First, Dubai, UAE.

USA

1. **Mastek Inc.**
 - a. 15601 Dallas Parkway, Suite 250, Addison, TX 75001.
 - b. 3333 Warrenville Rd., Suite 550, Lisle, IL 69532.
2. **Trans American Information Systems Inc.**
15601 Dallas Parkway, Suite 250, Addison, TX 75001.
3. **Mastek Digital Inc.**
4 Robert Speck Parkway, 15th Floor Mississauga Ontario L4Z1S1, Canada.
4. **Evolutionary Systems Corp & Newbury Cloud Inc.**
 - a. 400 Trade Center, Woburn, MA 01801, Massachusetts.
 - b. Century Suites, 100 Trade Center, Woburn, MA 01801, Massachusetts.
5. **Evolutionary Systems Canada Limited**
11 Balin Cres. Brampton ON L6X 0V5.

Rest of World

1. **Evolutionary Systems Singapore Pte Ltd**
Level 42-01, Suntec Tower Three 8 Temasek Boulevard, Singapore 038988.
2. **Evosys Consultancy Services (Malaysia) Sdn Bhd.**
Suite B-01096, Dataran 3 Two, No. 2, Jalan 19/1, Petaling Jaya - 46500, Selangor, Malaysia.
3. **Evolutionary Systems Pty Ltd**
Level 26, 44 Market Street Sydney, NSW 2000 Australia.
4. **Evolutionary Systems B.V.**
Haarlemmerweg 331, Amsterdam 1951LH Netherlands.
5. **Evolutionary Systems B.V. - Romania Branch**
22 Tudor Vladimirescu Blvd., Sector 5, Bucharest - 050 883, Romania.