



## ANNUAL ESOP PLAN COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021].

To,  
The Members,  
Mastek Limited  
804/805 President House,  
Opp. C. N. Vidyalaya, Near Ambawadi Circle,  
Ahmedabad, Gujarat – 380 006.

I, Prashant S. Mehta, proprietor of P. Mehta & Associates, Practising Company Secretary, Firm Registration No. S2018MH634500, have been appointed as the Secretarial Auditor by the Board of Directors of **Mastek Limited** (hereinafter referred to as “the Company”), having CIN L74140GJ1982PLC005215 and having its Registered Office at 804/805 President House, Opp. C N Vidyalaya, Near Ambawadi Circle, Ahmedabad, Gujarat- 380006. This certificate is issued under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as “the Regulations”), for the year ended **March 31, 2026**.

### Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records, and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### Verification:

The Company has implemented the ESOP Plan VI, and ESOP Plan VII in accordance with the Regulations and the Special Resolution(s) passed by the Members of the Company at the Annual General Meetings on October 1, 2010, and July 17, 2013, respectively.

For the purpose of verifying the compliance of the Regulations, I have examined the following:

1. Scheme(s) received from the Company;
2. Restated Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders resolutions passed at the Annual General Meeting(s) / Postal Ballot;



5. Shareholders resolution passed at General Meeting's w.r.t variation in the scheme (if any);

- **Not Applicable**

6. Shareholders resolution passed at General Meeting w.r.t approval for implementing the scheme(s) through a trust(s);- **Not Applicable**

7. Minutes of the meetings of the Stakeholders' Relationship Committee;

8. Trust Deed;- **Not Applicable**

9. Details of trades in the securities of the company executed by the trust through which the scheme is implemented;- **Not Applicable**

10. Relevant Accounting Standards as prescribed by the Central Government;

11. Detailed terms and conditions of the scheme as approved by the Nomination and Remuneration Committee;

12. Bank Statements towards Application money received under the scheme(s);

13. Valuation Report;- **Not Applicable**

14. Exercise Price / Pricing formula;

15. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations;-

16. Disclosure by the Board of Directors;

17. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;

18. Other relevant document/ filing/ records/ information as sought and made available to me and the explanations provided by the Company.

Certification:

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented the ESOP Plan VI, and ESOP Plan VII in accordance with the applicable provisions of the Regulations and Resolution(s) passed by the Company through Annual General Meetings, on October 1, 2010, and July 17, 2013, respectively.



# P MEHTA & ASSOCIATES

Practicing Company Secretaries

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Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give a certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

**For P. Mehta & Associates**  
**Practising Company Secretary**

**Prashant S. Mehta**  
**(Proprietor)**  
**ACS No. 5814**  
**CP No. 17341**

**Place: Mumbai**  
**Date: 17<sup>th</sup> April, 2026**

**UDIN: A005814H000132413**  
**PR No. 2354/2022**