

**Date: January 10, 2018**

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

**Sub: - Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the quarter ended December 31, 2017**

Please find attached the Quarterly Corporate Governance Report as per Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for quarter ended on December 31, 2017.

You are requested to, take the same on record.

Thanking you  
Yours truly

**For MASTEK LIMITED**



**Dinesh Kalani**  
Company Secretary



Encl: - As above

## ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Mastek Limited  
2. Quarter ending - 31-Dec-2017

**I. Composition of Board of Directors**

Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure (in years)	No of Directors hip in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	S. Sandilya	00037542	AAQPS9515A	ID,C & NED	01-Apr-2015	31-Mar-2019	Five years ten months	5	3	4
Mr.	Sudhakar Ram	00101473	AAIPR8221N	ED & MD				1	1	0
Mr.	Ashank Desai	00017767	ABNPD9264B	NED				2	4	0
Mr.	Atul Kanagat	06452489	FRKPK9687K	ID	01-Apr-2015	31-Mar-2019	Four years eleven months	1	2	0
Ms.	Priti Rao	03352049	AAUPR6393K	ID	01-Apr-2015	31-Mar-2019	Six years eleven months	1	1	0
Mr.	Keith Selwyn Bogg	07658511	CROPB2338F	ID	17-Jan-2017	16-Jan-2022	Eleven Months	1	1	0

**II. Composition of Committees**

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



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

<b>Risk Management Committee- Not applicable</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

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

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
19-Jul-2017	26-Oct-2017	98

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	26-Oct-2017	Yes	19-Jul-2017	98

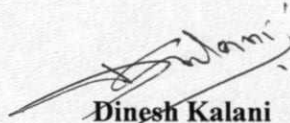
<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by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



VI. Affirmations

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

Name :  
Designation :

  
**Dinesh Kalani**  
**Company Secretary**

