

SEC/78/2019-20

February 8, 2020

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

Sub: Intimation about Proposed Acquisition by Mastek (UK) Limited - Wholly Owned Subsidiary of Mastek Limited through its Wholly Owned Subsidiary Mastek Arabia FZ LLC (Under Incorporation) of the identified UAE Business of Evolutionary Systems Arabia FZ LLC (Wholly Owned Subsidiary of Evolutionary Systems Private Limited (Evosys Group)).

Ref: Regulation 30 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

With reference to the above cited Regulation, we hereby inform you that our material subsidiary i.e. Mastek (UK) Limited at their meeting held on February 8, 2020 has agreed to acquire through its Wholly Owned Subsidiary Mastek Arabia FZ LLC (Under Incorporation), the identified business of Oracle cloud implementation and consultancy services in Middle East of Evolutionary Systems Arabia FZ LLC (Wholly Owned Subsidiary of Evosys Group) *as a going concern* along with its investments by acquiring entire shareholding (100%) in its two subsidiaries, 49% shareholding in its another two subsidiaries and 50% shareholding in one of the subsidiary. Mastek (UK) Limited has entered into a Definitive Business Transfer Agreement for this purpose. The transaction will be completed subject to satisfactory fulfillment and accomplishment of certain conditions precedent and corporate and regulatory approvals under applicable laws.

The Board of Directors of the Company at their meeting held today has noted the above decision taken by our material subsidiary Mastek (UK) Limited.

We are enclosing herewith the prescribed information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular number CIR/CFD/CMD/4/2015 dated September 09, 2015 as **Annexure-I**.

Please also find enclosed a copy of the "Press Release" being issued in this regard.

This is for your information and record.

Thanking you.
Yours Truly

For MASTEK LIMITED


DINESH KALANI
COMPANY SECRETARY
Encl:AA



ANNEXURE I

Disclosure of event and information pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 read with SEBI Circular number CIR/CFD/CMD/4/2015 dated September 9, 2015.

Sr. No.	Particulars	Details												
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Evolutionary Systems Arabia FZ LLC (Wholly Owned Subsidiary of Evosys Group) - entire Oracle cloud implementation and consultancy services business and its investments (equity shareholding) in the following subsidiaries (entire shareholding (100%) in two subsidiaries, 49% in its another two subsidiaries and 50% in one of the subsidiary) to be acquired by Wholly Owned Subsidiary Mastek Arabia FZ LLC (Under Incorporation).</p> <table border="1"> <thead> <tr> <th>Names of Entities to be acquired</th> </tr> </thead> <tbody> <tr> <td>Evolutionary Systems Bahrain SPC</td> </tr> <tr> <td>Evolutionary Systems Egypt LLC</td> </tr> <tr> <td>Evosys Kuwait to Design & Processing of Electronic Computer Centers W.L.L</td> </tr> <tr> <td>Evolutionary Systems Consultancy LLC – UAE</td> </tr> <tr> <td>Evolutionary Systems Saudi Company (Limited Liability Company)</td> </tr> </tbody> </table> <p>The company has more than 120 employees. For the Financial Year ended March 31, 2019, the turnover of the Company was equivalent USD 23.41 million.</p>	Names of Entities to be acquired	Evolutionary Systems Bahrain SPC	Evolutionary Systems Egypt LLC	Evosys Kuwait to Design & Processing of Electronic Computer Centers W.L.L	Evolutionary Systems Consultancy LLC – UAE	Evolutionary Systems Saudi Company (Limited Liability Company)						
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2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”?	The acquisition does not fall within related party transactions. The promoter/promoter group have no interest in the Evosys Group.												
3.	Industry to which the entity being acquired belongs	Software Services and IT Consulting												
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	This acquisition will significantly benefit customers to deliver their digital roadmaps and allow Mastek Group to drive further growth in the Middle East through its Wholly Owned Subsidiary Mastek Arabia FZ LLC.												
5.	Brief details of any governmental or regulatory approvals required for the acquisition	None												
6.	Indicative time period for completion of the acquisition	Closing is expected to complete on or before August 31, 2020 or within extended time as may be mutually agreed												
7.	Nature of consideration - whether cash consideration or share swap and details of the same	All cash US 65 million												
8.	Cost of acquisition or the price at which the shares are acquired	US 65 million												
9.	Percentage of shareholding / control acquired and / or number of shares acquired	<table border="1"> <thead> <tr> <th>Names of Entities to be acquired</th> <th>% of shareholding acquired</th> </tr> </thead> <tbody> <tr> <td>Evolutionary Systems Bahrain SPC</td> <td>100</td> </tr> <tr> <td>Evolutionary Systems Egypt LLC</td> <td>100</td> </tr> <tr> <td>Evosys Kuwait to Design & Processing of Electronic Computer Centers W.L.L</td> <td>49</td> </tr> <tr> <td>Evolutionary Systems Consultancy LLC</td> <td>49</td> </tr> <tr> <td>Evolutionary Systems Saudi Company (Limited Liability Company)</td> <td>50</td> </tr> </tbody> </table>	Names of Entities to be acquired	% of shareholding acquired	Evolutionary Systems Bahrain SPC	100	Evolutionary Systems Egypt LLC	100	Evosys Kuwait to Design & Processing of Electronic Computer Centers W.L.L	49	Evolutionary Systems Consultancy LLC	49	Evolutionary Systems Saudi Company (Limited Liability Company)	50
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10. Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)

BRIEF BACKGROUND

Evolutionary Systems Arabia FZ LLC (Evosys Group) is a leading Oracle services business and is engaged in the business of consultancy and development of computer software and hardware and business of ERP Applications, HCM, PaaS, medical transcription and other information technology enabled services. It caters to 900+ cloud customers and is leading the wave of transformation from on-premise to cloud with 50+ references. Evosys also has a dedicated oracle center of excellence to execute over 250+ projects simultaneously.

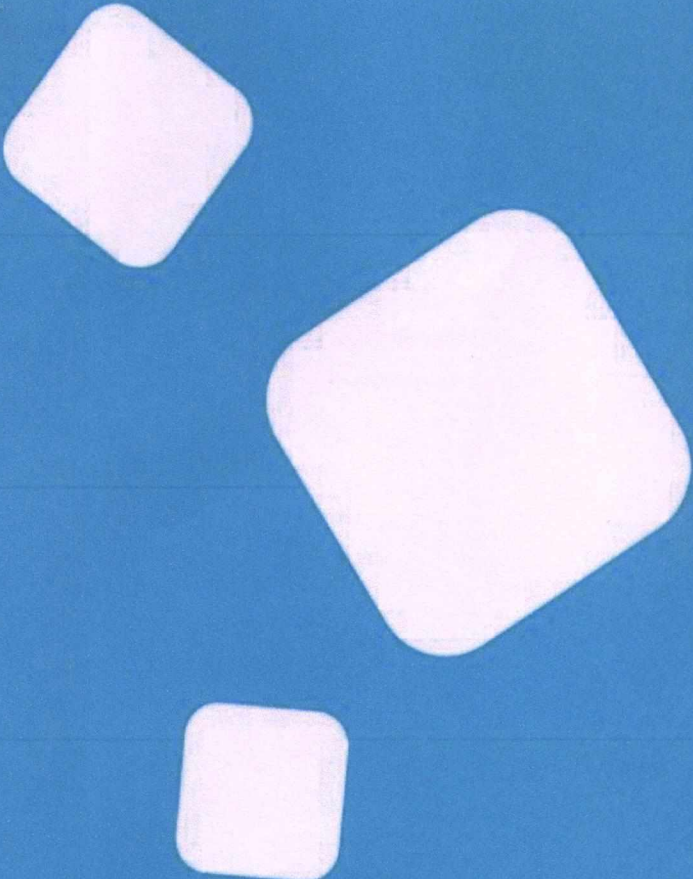
Mastek (UK) Limited through its Wholly Owned Subsidiary Mastek Arabia FZ LLC (under incorporation) will acquire the identified business in Middle East of Evolutionary Systems Arabia FZ LLC as a going concern along with its investments and shareholding in its subsidiaries (complete shareholding (100%) in two subsidiaries, 49% in its another two subsidiaries and 50% in one of the subsidiary). – Details of incorporation and country in which the entities has presence are mentioned as follows;


Names of Entities to be acquired	Country of Incorporation	Date of Incorporation
Evolutionary Systems Bahrain SPC	Bahrain	25.11.2014
Evolutionary Systems Egypt LLC	Egypt	01.10.2014
Evosys Kuwait to Design & Processing of Electronic Computer Centers W.L.L	Kuwait	18.02.2013
Evolutionary Systems Consultancy LLC	Abu Dhabi, UAE	20.10.2009
Evolutionary Systems Saudi Company (Limited Liability Company)	Saudi Arabia	11.09.2012

Consolidated Turnover of above mentioned identified Evosys Group entities for last 3 years are as follows

Financial Year	Amount (equivalent USD)
As on 31 Mar 2017	17.80 million
As on 31 Mar 2018	24.30 million
As on 31 Mar 2019	23.41 million





Mastek 

Press Release



READING – February 08, 2020 – Mastek (UK) Limited, a wholly-owned subsidiary of Mastek Limited, today announced that it has signed a definitive agreement to acquire the Middle East business of Evolutionary Systems Arabia FZ LLC through its group company for USD 65 million. The transaction would be subject to routine regulatory approvals and customary closing conditions.

Evosys is an Oracle Platinum Partner and significant player in delivering ERP cloud application solutions. Evosys, operates in a high growth segment within which it is a recognised leader, with 13 years of experience and 1000+ Oracle Cloud customers across 30+ countries.

The coming together of these companies will benefit customers as they select a new type of long-term service partner to deliver their digital roadmaps. Evosys' proven business model in the in-demand ERP market, which leverages unique IP, and Mastek's broad service offering and delivery reputation creates an ideal combination for acceleration in the digital transformation space.

Evosys' executive team in Middle East led by Co-founder Rakesh Raman, will continue to work for the now larger Mastek organisation reporting to John Owen, Mastek Group CEO.

This transaction allows Mastek to access new geography and mine the strong customer base of Evosys in the Middle East. The successful partnering model that Evosys operates in can scale the combined businesses faster as the market for cloud services continues to expand in the geography.

"The strategic intent is compelling for both companies. We all see a fantastic opportunity to accelerate the digital transformation agenda for many more customers in the Middle East. Evosys has a strong customer base in the Middle East which can be served more with wider range of service offerings from Mastek."

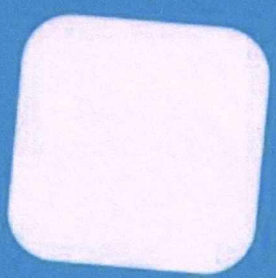
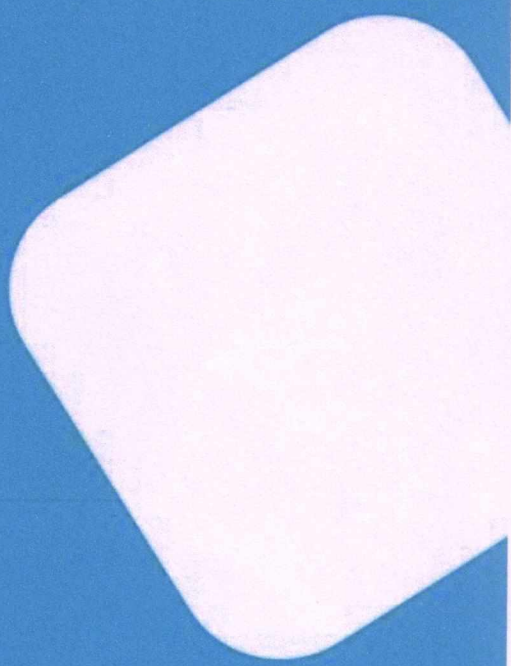
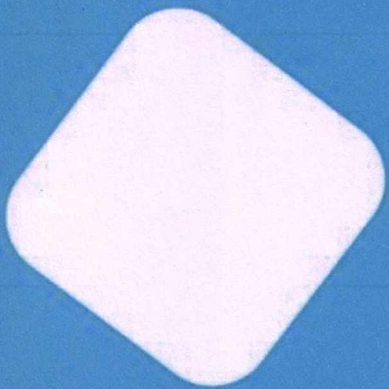
Mastek (NSE: MASTEK; BSE: 523704), voted IT Vendor of the Year at the BCS UK IT Industry Awards 2019, is an enterprise digital transformation specialist that engineers excellence for customers in the UK, US and India. It enables large-scale business change programmes through its service offerings, which include application development, support and testing, BI and analytics, agile consulting and digital commerce. Whether it's creating new applications, modernising existing ones or recovering failing projects, Mastek helps enterprises to navigate the digital landscape and stay competitive. Learn more by visiting www.mastek.com



Evosys is a leading, Oracle Cloud implementation and consultancy company serving 1,000+ Oracle Cloud customers across 30+ countries. An Oracle Platinum partner, Evosys provides solution offerings like Oracle HCM Cloud, Oracle ERP Cloud, Oracle SCM Cloud, Oracle CX, Oracle EPM Cloud, 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 winning three 'Oracle Partner of the Year' Awards at Oracle OpenWorld 2019 and the 'Dream Employer of the Year' award from World HRD in 2019.

Note: Except for the historical information and discussion contained herein, statements included in this release may constitute forward looking statements. These statements involve a number of risks and uncertainties that could cause actual results to differ materially from those that be projected by these forward looking statements. These risks and uncertainties include, but not limited to such factors as competition, growth, pricing environment, recruitment and retention, technology, wage inflation, law and regulatory policies etc. Such risks and uncertainties are detailed in the Annual Report of the company which is available on the website www.mastek.com. Mastek Ltd. undertakes no obligation to update forward looking statements to reflect events or circumstances after the date thereof.





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