Mastek Limited
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Mumbai 400096, Maharashtra, India

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F +91 22 6695 1331
W www.mastek.com

SEC/27/2021-22

May 27, 2021

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**

Dear Sir(s)/Ma'am(s),

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2021.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019; enclosed please find herewith the Annual Secretarial Compliance Report for the Financial Year ended March 31, 2021 issued by Mr. Prashant S. Mehta, Proprietor of P. Mehta & Associates, a Practicing Company Secretary, Mumbai.

This is for your information and record.

Thanking you,

Yours Faithfully,

For **Mastek Limited**

Dinesh Kalani
Company Secretary

Encl: A/A

P. MEHTA & ASSOCIATES
Practising Company Secretaries

SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015)

OF MASTEK LIMITED

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021.

I Prashant S. Mehta, Proprietor of P. Mehta & Associates, a Practicing Company Secretary, have examined:

a) all the documents and records made available to us and explanations provided by Mastek Limited (CIN –L74140GJ1982PLC005215) ("the listed entity"),
b) the filings/ submissions made by the listed entity to the stock exchanges,
c) website of the listed entity,
d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;
b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable during the period under review;**
e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable during the period under review;**
g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; - **Not Applicable during the period under review;**

PRASHANT S. MEHTA ★ PRACTISING COMPANY SECRETARY ★ MUMBAI ACS 5814 CP. NO. 17341

Office Address : F-418, Bussa Apartments, B. M. Bhargava Road, Santacruz (West), Mumbai - 400 054.
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h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, I hereby report that, during the Review Period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from myexamination of those records.

c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars)* under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

BSE vide its letter dated 8th September, 2020 and NSE vide its letter dated 9th September 2020 have levied a fine of Rs. 76,700/- each for non-compliance of Regulation 17(1) with respect to the delay in fulfilling vacant position of a Director. The Company has duly clarified the reasons for such delay to BSE and NSE and has promptly paid the said fine amount and complied with the said requirements.

d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period.

For **P Mehta & Associates**
Practicing Company Secretaries

PRASHANT S. MEHTA ★ MUMBAI ACS 5814 CP. NO. 17341 ★ PRACTISING COMPANY SECRETARY

Prashant S Mehta
(Proprietor)
ACS No. 5814
C.P. No. 17341
UDIN: A005814C000379110

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

Date: 27th May, 2021
Place: Mumbai