

SEC/60/2023-24

August 29, 2023

Listing Department BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai - 400 001 Tel No. 022- 22723121 SCRIP CODE: 523704 / ISIN INE759A01021	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 SYMBOL: MASTEK / ISIN INE759A01021
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Dear Sir(s)/Madam(s),

Sub: Submission of Annual Report of the Company for the Financial Year 2022-23 along with the Notice convening 41st Annual General Meeting ("AGM"), Intimation of Book Closure and Remote E-voting period

Annual Report along with the Notice of the AGM:

We wish to inform you that the 41st AGM of the Members of the Company is scheduled to be held **on Thursday, September 21, 2023, at 5.00 P.M. (IST)** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs. Accordingly, in terms of the requirements of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find herewith the Annual Report of the Company including the Business Responsibility and Sustainability Report for the Financial Year 2022-23 along with the Notice convening 41st AGM of the Company **(The brief details of the agenda items proposed to be transacted thereat are given in "Annexure - A")**.

The aforesaid documents are being dispatched electronically to those Members of the Company, who have registered their e-mail addresses with the Company or Depository Participant(s) on or before **Friday, August 25, 2023**, and are also being uploaded on the website of the Company at www.mastek.com and on the website of National Securities Depository Limited ("NSDL"), at <https://www.evoting.nsdl.com>.

Book Closure:

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Register of Members and the Share Transfer Books of the Company will be closed from **Wednesday, September 20, 2023, to Thursday, September 21, 2023** for the purpose of 41st AGM of the Company and to determine the Members eligible to receive the final dividend.

If the dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be as under:

- In respect of shares held in dematerialised form, the dividend will be payable to the beneficial owners as at the close of business hours on **Tuesday, September 19, 2023**, as per details furnished by the Depositories for this purpose.
- To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as at close of business hours on **Tuesday, September 19, 2023**.



Mastek Limited

804/805, President House, Opp. C. N. Vidyalyaya, Near Ambawadi Circle, Ahmedabad - 380 006
Tel: +91-79-2656-4337 | Email: info@mastek.com | Web: www.mastek.com | CIN: L74140GJ1982PLC005215

Remote E-voting / E-voting at AGM:

We further wish to intimate that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and administration rules), 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall provide its Members the facility to exercise the votes electronically for transacting the items of business, as per details set out in the Notice convening the ensuing 41st AGM of the Company. The brief details are placed below:

Date and time of AGM	Thursday, September 21, 2023, at 5.00 p.m. IST
Mode	Video Conference / Other Audio-Visual Means (VC / OAVM)
Cut-off Date for Remote E-voting / E-voting at AGM	Thursday, September 14, 2023
Remote E-voting start date and time	Sunday, September 17, 2023, 9.00 a.m. IST
Remote E-voting end date and time	Wednesday, September 20, 2023, 5.00 p.m. IST

You are requested to take the above information on record.

Thanking you,

Yours faithfully,
For Mastek Limited



Dinesh Kalani
Vice President - Company S
Encl: AA

CC:

1. Central Depository Services (India) Limited: Marathon Futurex, Unit No. 2501, 25th Floor, A-Wing, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel, Mumbai - 400 013.
2. National Securities Depository Limited: Trade World, A wing, 4th & 5th Floors, Kamala Mills, Compound, Lower Parel, Mumbai - 400 013.
3. KFin Technologies Limited: Karvy Selenium Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500032.

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Annexure - A
Brief Summary of the Resolutions proposed to be transacted at the 41st AGM of the Company.

Resolution No.	Details of the Resolution	Ordinary / Special Resolution
Ordinary Business:		
1.	To receive, consider and adopt Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Statutory Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Statutory Auditors thereon.	Ordinary Resolution
2.	Confirmation of Interim Dividend payment and declaration of a Final Dividend.	Ordinary Resolution
3.	To appoint a Director in place of Mr. Ashank Desai (DIN: 00017767), Non-Executive / Non-Independent Director who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	Ordinary Resolution
Special Business:		
4.	To approve payment of Profit related Commission to Non-Executive Directors (including Independent Directors) of the Company.	Special Resolution
5.	To approve appointment of Mr. Umang Nahata (DIN 00323145) as a Non-Executive, Non-Independent, New Shareholders' Nominee Director of the Company.	Ordinary Resolution



Decomplex Innovation to Build a Sustainable Future





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Our Service Offerings



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Key Strategic Initiatives



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Alliances



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People

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Decomplex Innovation to Build a Sustainable Future

At Mastek, our expert teams leverage our extensive digital and cloud capabilities to help our clients tackle intricate business challenges.

Through Mastek 4.0, we are not only transforming ourselves into self-managed, self-driven teams but are also aiming to streamline the traditional organisational structure through efficient and flexible technologies. Our innovative solutions help us establish long-term, trustworthy partnerships and drive tangible business outcomes tailored to specific industries, thereby creating sustainable value for all stakeholders. Our quest is to make 'Decomplex Digital' with Trust, Value, and Velocity for all our customers, and accelerate growth through accessible digital transformations.

We are deeply committed to shaping a future that is inclusive and beneficial to all. Alongside our focus on diversity and strong governance, we have prioritised advancing towards carbon neutrality.

Our Company's adherence to SASB benchmarking further demonstrates our dedication to Environmental, Social, and Governance (ESG) principles.

The Mastek Foundation's mission is to promote informed philanthropy among corporate professionals and encourage responsible support among non-profit organisations that work towards community development and the upliftment of underprivileged individuals.

Key Highlights of FY23

112

Added new clients across regions, verticals, and service offerings

17.4%

YoY revenue growth

INR 1,794 crores

Order backlog increased by 22.1%

Acquired Meta Soft Tech Solutions, a Salesforce-focused consulting and system integration partner

Strategic partnership with Netait to bring AI-led digital transformation to the retail and consumer industry

Strategic Investment in Volteo Edge, an **EDGE** Intelligence SaaS company in the Connected Enterprise Space and ServiceNow ecosystem

Recognised in ISG's Booming 15 (Americas)



Part of the 2022 Dow Jones Sustainability Indices (DJSI); recognised as a global sustainability leader

About Mastek™

For over 40 years, we have been committed to delivering business value to customers and have gained success through our culture of innovation, entrepreneurship, and teamwork.

By leveraging the expertise of our people across 40+ countries and our Value-Based Delivery (VBD) with an industry-first approach, we are committed to 'Decomplex Digital' for all stakeholders with Trust, Value, and Velocity.





Our Collective Vision and Goals

Be at USD 1 billion
in the 2nd half of
the decade

Top 3 in Growth
among mid-cap IT
Services

Benchmark for Best
Places to Work and
Customer Delight

We Are Accelerating Growth Through



Strategic investments,
partnerships, and
alliances to complement
our capabilities in data,
cloud, and AI



Business outcomes
and value for clients



Innovative platform-led
non-linear growth



Digital Talent—Mastek
4.0, the future of the
workforce



Implementing ESG
including building a
sustainable future
for all stakeholders

Who We Are

Growing with Trust, Value, and Velocity

We are a trusted and turnkey Digital Engineering and Cloud Transformation partner delivering mission-critical projects for our global clients. Our differentiated talent and delivery model deliver customer delight through focused business outcomes.

Mastek gives priority to building an ecosystem of value creation through strategic alliances and growth partnerships. Clients trust us to deliver business value, whereas our employees trust us to deliver career value. Mastek is uniquely positioned to be the business solutions partner of choice, as we collaborate with our clients to decomplex digital.

Purpose

Help our clients save lives, protect citizens and transform business models with long-term partnerships.

Mission

Decomplex digital and delivering sustainable outcomes for all our stakeholders with trust, value, and velocity.

Values



Passionate



Accountable



Collaborative



Transparent



Sustainable





What Drives Us

Trust

Our customers trust us to solve their complex problems and do what is best for them, while our employees trust us to put them on the fastest path to their success.

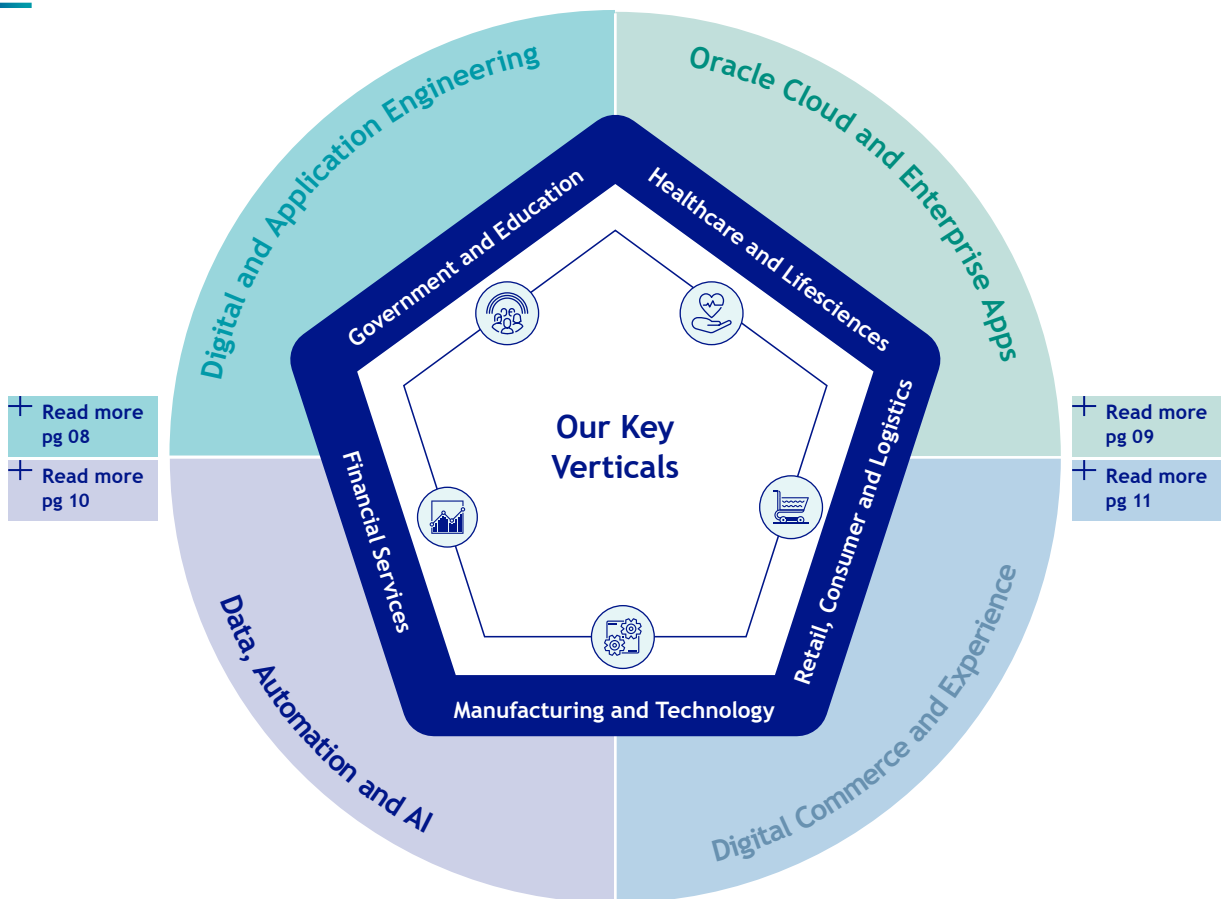
Value

We focus on what matters most to our clients. Our methodology demonstrates the transparency of business impact, while our active sponsorship and conscious advocacy for social development programmes help build societal value.

Velocity

With the early adoption of disruptive technologies and partner platforms, we deliver rapid ROI to our customers, and we provide our employees across all levels diverse opportunities that help fast-track their careers.

Our Service Offerings



Cloud Enhanced (Managed) Services (CES)

We provide support and enhancements to manage the underlying cloud platforms and leverage accelerators to deliver continuous improvement through actionable insights.

Oracle managed services

Salesforce managed services

Digital managed services

Commerce managed services

Who We Are

Our Presence



Key Facts

5,622
Employees

40+
Countries where
Mastek serves

500+
Active customers, 1,000+
cloud implementations

6.0+
C-SAT Index out
of 7.0

1,500+
Customer served

USD 318.1 million
Operating revenue

Certified



UK

INDIA

^All figures relate to FY23



FY23 Revenue Distribution by Geography

62%

UK and Europe

24%

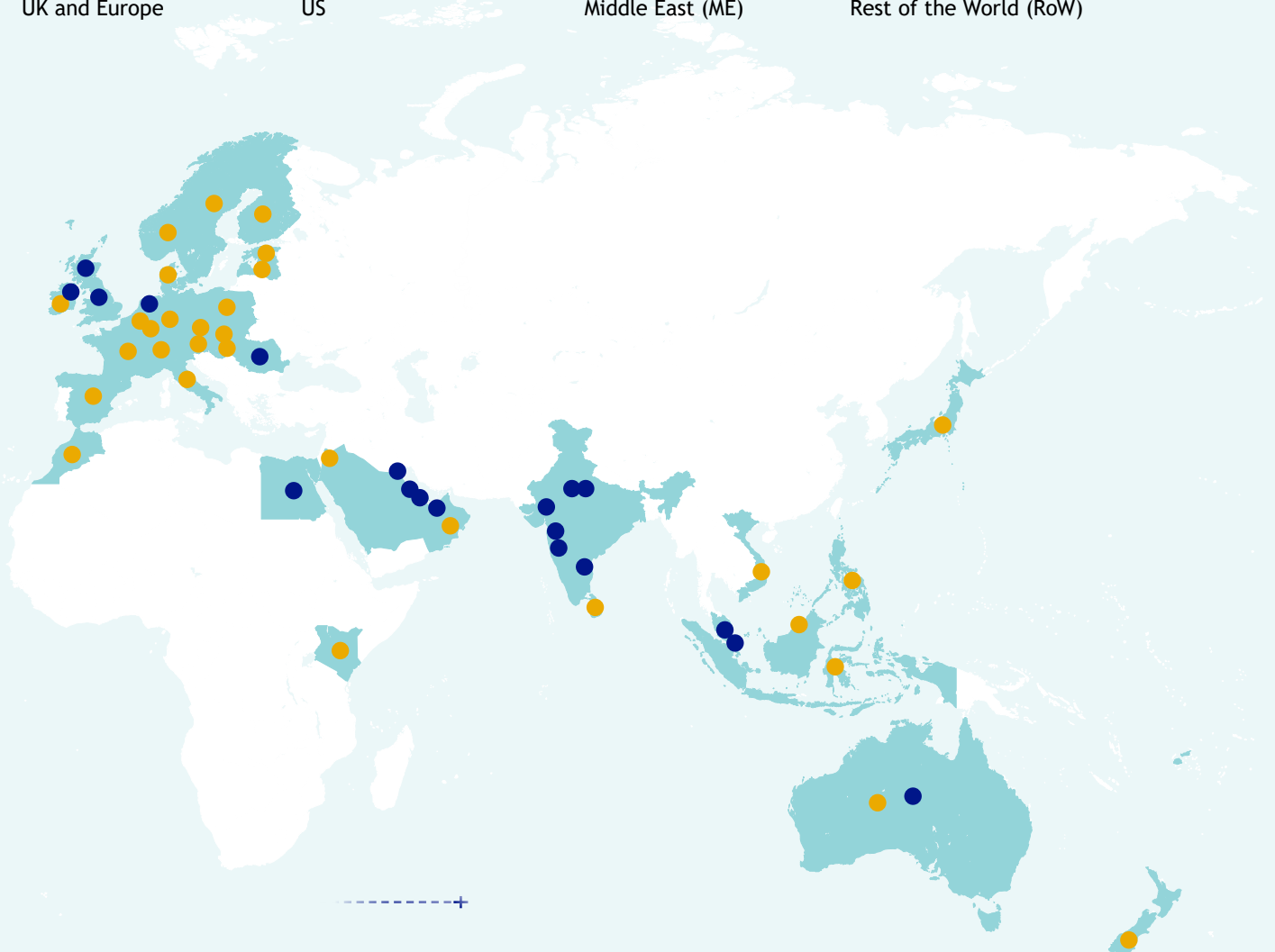
US

9%

Middle East (ME)

5%

Rest of the World (RoW)



Global Coverage

● Offices

Reading, UK	Mumbai, IN	Egypt
Leeds, UK	Ahmedabad, IN	Kuwait
Harrow, UK	Pune, IN	UAE
Chippenham, UK	Chennai, IN	Qatar
Chicago, US	Gurugram, IN	Riyadh
Dallas, US	Noida, IN	
Woburn, US	Australia	
Ontario, CA	Singapore	
Netherlands, EU	Malaysia	
Romania, EU	Bahrain	

● Customers

UK	Malaysia	Luxembourg	Jordan
USA	Singapore	Maldives	Korea
KSA	Denmark	New Zealand	Japan
Australia	Finland	Switzerland	Ireland
UAE	Oman	Uganda	Indonesia
Netherlands	Kuwait	India	
Philippines	Canada	Vietnam	
France	Germany	Cambodia	
Qatar	Morocco	Bangladesh	
Bahrain	Sri Lanka	Egypt	

Note: Map not to scale

Our Service Offerings

Accelerating Digital Transformation

As a trusted digital transformation leader, we are consistent in our efforts to create pioneering strategies and solutions that help our clients attain a competitive edge in the dynamic digital landscape.

Digital and Application Engineering

With our Glide 4.0 framework, we accelerate the digital journey of enterprises through our innovative digital application and cloud engineering services.

We achieve this by building efficient API ecosystems, modernising legacy systems with new-age digital technology platforms using microservices, migrating to cloud platforms, cloud-native development, and assuring successful delivery, following an integrated quality engineering and DevSecOps approach.

Offerings

- Platform development
- Cloud development-Hyperscalers
- Cloud migration
- Microservices/Low code
- IPaaS
- DevOps
- APIs



Key Alliances



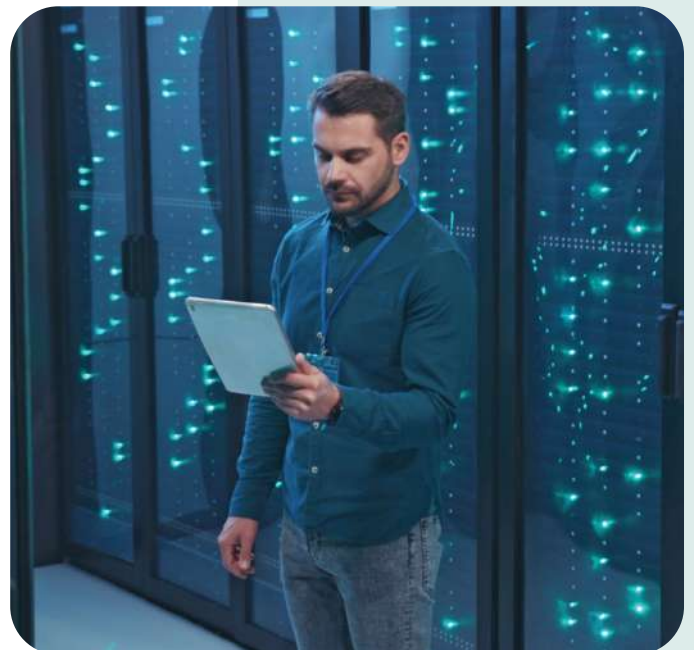
Oracle Cloud and Enterprise Apps

We specialise in providing high-quality, future-proof, Oracle cloud solutions and services, including consultancy, implementation, and long-term support.

With over 1,550 Oracle application customers and 2,500+ consultants, Mastek is one of the fastest-growing Oracle Cloud partners. We were recognised as a niche player in the 2022 Gartner Magic Quadrant for Oracle Cloud Application Services for the fourth year in a row.

Offerings

- Enterprise Resource Planning (ERP)
- Customer Relationship Management (CRM)/CX
- Supply Chain Management (SCM)
- Human Capital Management (HCM)
- Industry cloud
- Oracle-managed services
- Salesforce-managed services
- Digital-managed services
- Commerce-managed services



Key Alliances



ORACLE

Our Service Offerings

Salesforce and Digital Commerce

Our expertise in retail CPG and in-depth knowledge of digital strategy, consulting, brand review and competitor analysis gives us the necessary resources to help design e-commerce for our clients.

Our services draw from various platforms such as Oracle CX Commerce, Salesforce Commerce, Adobe Magento and composable commerce technologies based on MACH (Microservices, API First, Cloud Native, Headless).



Offerings

- Commerce
- Experience platform
- Search and intelligent recommendation
- Modern UI/UX

Key Alliances



Adobe Commerce Cloud



commercetools



bloomreach



magnolia



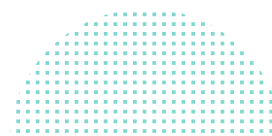
coveo™



fulfillmenttools
SIMPLIFYING RETAIL COMPLEXITY



Lucidworks



Data, Automation and AI

With our Glide 4.0 framework, we accelerate the digital journey of enterprises through our innovative digital application and cloud engineering services.

We achieve this by building efficient API ecosystems, modernising legacy systems with new-age digital technology platforms using microservices, migrating to cloud platforms, cloud-native development, and assuring successful delivery, following an integrated quality engineering and DevSecOps approach.



Offerings

- Data warehousing, Extract, Transform and Load (ETL), Reporting
- Datalakes, Cloud data warehouse
- Data virtualisation
- Analytics/Machine Learning (ML)
- Hyperautomation

Key Alliances



ORACLE



Informatica



snowflake



Microsoft
Azure



denodo



UiPath™

servicenow



Adobe
Analytics

Revenue Distribution by Service Offerings in FY23

(% of revenue)

- DIGITAL AND APPLICATION ENGINEERING
- ORACLE CLOUD AND ENTERPRISE APPS
- DIGITAL COMMERCE AND EXPERIENCE
- DATA, AUTOMATION AND AI



Key Industry Verticals

A Vertical Approach to Growth

Our extensive experience in key industries gives us the capability and expertise to deliver differentiated solutions and value-based outcomes. By channelling our specialised knowledge and adopting a focused approach, we create value for all our stakeholders.



Health and Life Sciences

For over 20 years, Mastek has been working in the healthcare industry. This sector is worth a staggering USD 10 trillion globally and is up to date with the latest technology.

Our multifaceted capabilities, across patient experience, back office and middle office, enables us to aid companies in their digital transformation journey. Having served 60+ Oracle Life Sciences clients worldwide—from services providers to hospitals to developers to manufacturer – We are currently focusing our efforts on expanding in North America.



Government and Education

We have a long-standing relationship with the UK Public Sector, working on framework deals to drive digital transformation. There is great potential in many of the larger government entities, resulting in an estimated GBP 13 billion market.

Furthermore, digital expansion is outstripping growth in the overall market. We are an expert in Oracle Cloud Services and have extensive experience with our proven Oracle Cloud Public Sector tool kit, developed in collaboration with public sector organisations and founded upon a unique level of Oracle Cloud implementation experience. During FY23, we have had several major wins in the government and education sectors globally.



Retail & Consumer

Mastek helps retailers transform their technology by giving them a 360-degree view of consumers and serving them across the entire purchase process, using retail supply management and retail consulting.

Globally, Mastek is a 'Partner of Choice' for consumer-packaged goods (CPG) enterprises. We implement the best cloud strategy to make retailers efficient, cost-effective, and agile, while providing them with analytic capabilities to benefit from in-depth insights once cloud migration is complete. During FY23, our major wins involved services such as global solutions for workforce efficiency, managed services for higher business value, cloud migration and data modelling, BI and reporting, among others.





Manufacturing and Technology

We employ Oracle Cloud, Artificial Intelligence (AI), Internet of Things (IoT) and Data Analytics to enable global manufacturers to automate and scale their operations.

Our tailored solutions help lower the risk of business, while data-based analysis is used on all levels. Our clients benefit from improved customer experiences and the ability to adapt to reduced demands with lean manufacturing processes. Oracle Manufacturing Cloud helps transform any issues into opportunities for success, which Mastek then further enhances by providing digital and cloud transformations through product ideation, execution and maintenance services along with ML & AI-driven product support.



Financial Services

Mastek's finance software solutions provide financial services companies with the secure tools to innovate and execute effective digital strategies.

Our strong history in vehicle leasing, particularly due to the increasing demand for electric cars, has allowed us to develop our skills and collaborate with several platforms. Moreover, we have a network of customers in the mortgage industry. Through cross-vertical solutions, we use our fraud detection experience gained from working with NHS UK across the financial sector. In the past year, we have landed key deals for modernising legacy systems and delivering managed services.

FY23 Revenue Distribution by Industry Segments

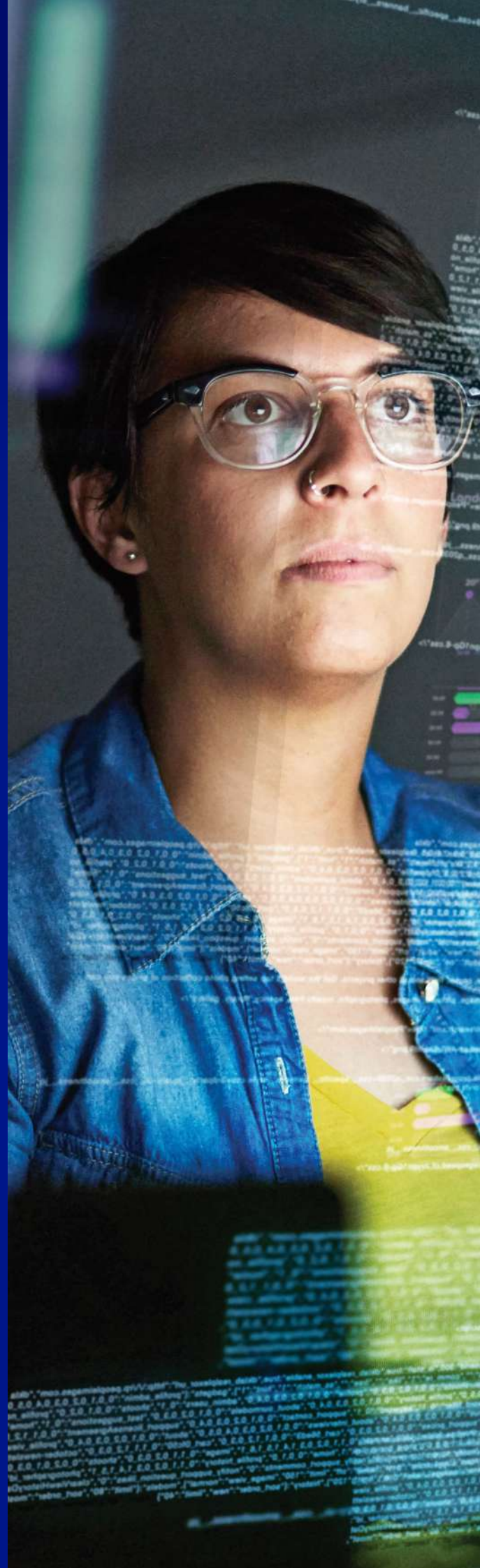
(% of revenue)

- GOVERNMENT AND EDUCATION
- HEALTH AND LIFE SCIENCES
- RETAIL/CONSUMER
- MANUFACTURING AND TECHNOLOGY
- FINANCIAL SERVICES

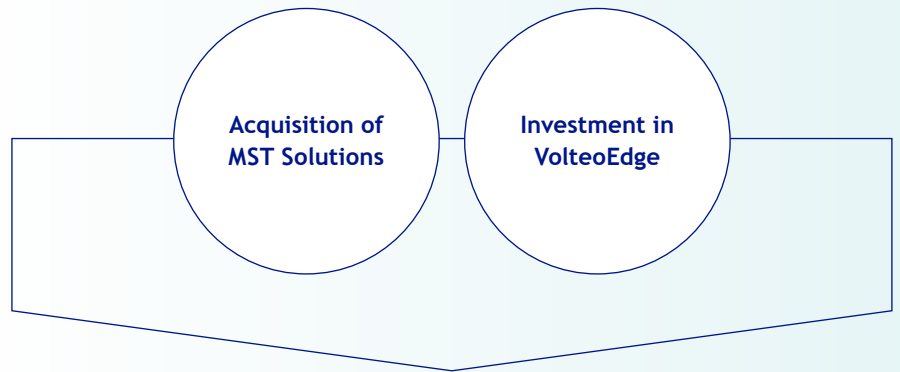


The Year in Review

Despite the prevailing macroeconomic uncertainty, our pipeline and order backlog witnessed a steady expansion in various markets. Additionally, the efforts made in account mining have yielded positive outcomes. In FY23, we made two strategic investments that resulted in a balanced combination of capabilities and resources.



Our Strategic Investments



Advancing Our Journey Towards Vision 2025



Acquisition of MST Solutions

Our acquisition of MST Solutions enhanced our value as the company's proficiency and extensive capabilities in the Salesforce Customer 360 domain augmented our existing presence in the Oracle Cloud Space.



Investment in VolteoEdge

Additionally, our investment in VolteoEdge serves as a significant gateway into the expanding ServiceNow ecosystem, particularly in the areas of customer support and field service.

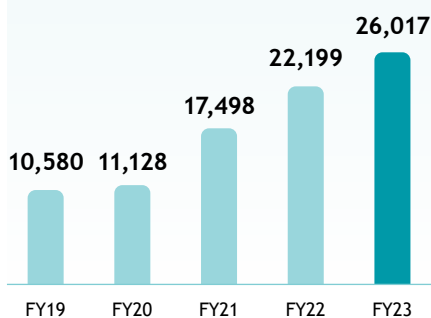
Key Performance Indicators

Creating Consistent Value

Profit and Loss Metrics

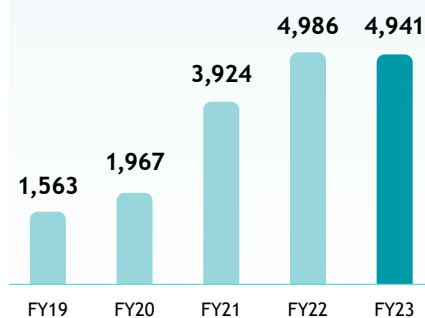
Total Income

(INR in million)

25.2% (5-year CAGR)

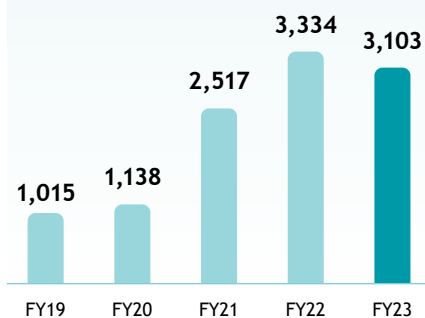
EBITDA

(INR in million)

33.3% (5-year CAGR)

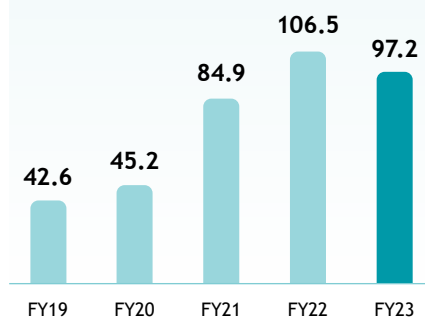
Net Profit

(INR in million)

32.2% (5-year CAGR)

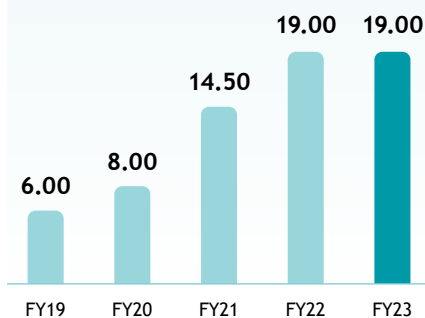
EPS (Basic)

(INR)

22.9% (5-year CAGR)

Dividend Per Share

(INR)

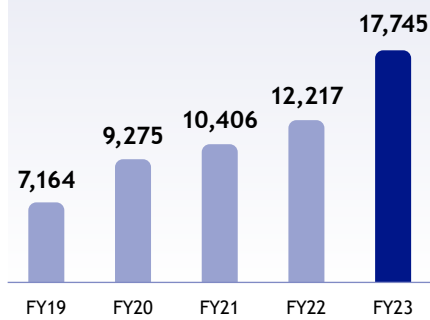
33.4% (5-year CAGR)

Balance Sheet Metrics

Net Worth

(INR in million)

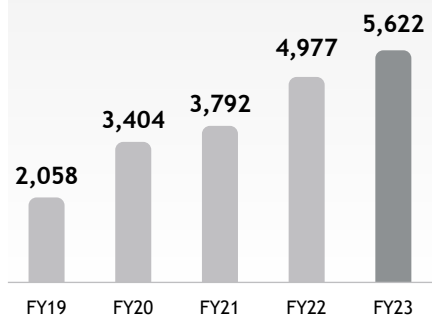
25.5% (5-year CAGR)



Operational Metrics

Total Employees

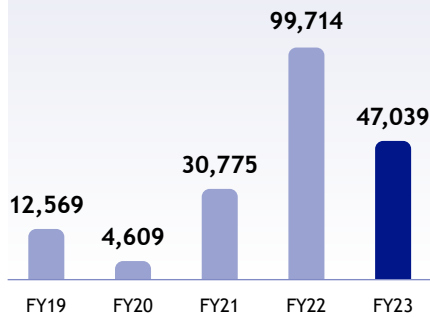
(No.)



Market Capitalisation

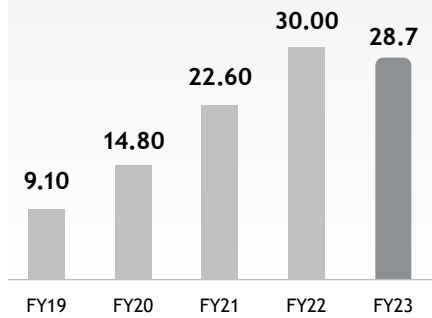
(INR in million)

39.1% (5-year CAGR)



CSR Spend

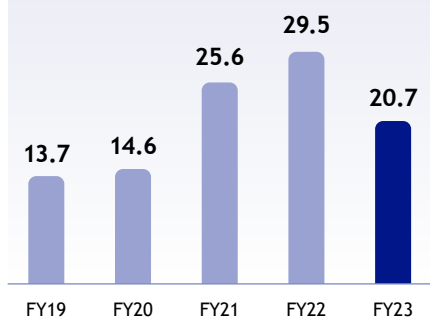
(INR in million)



Return on Equity

(%)

10.9% (5-year CAGR)



Chairman's Message

Driving Digital Innovation.

With Trust. Value. Velocity.

Dear Stakeholders,

The worldwide economy encountered numerous challenges during the year, including increasing geopolitical tensions, stagnating growth, and turbulent financial markets. Despite the unwinding of supply chain disruptions, the year observed the adverse impact of the Russia-Ukraine conflict.

This led to continued higher levels of inflation, leading to rising costs of food, commodities, and energy. However, India showcased remarkable resilience in the face of global uncertainties, setting itself apart from numerous advanced economies. The country maintained a strong performance in FY23 across all sectors, primarily due to robust domestic demand and a supportive policy environment.

In the midst of rapid digital transformation across various industries, leaders, and decision-makers are confronted with a strategic dilemma: how to navigate and succeed in an ever-evolving and unpredictable business landscape.

Technology continues to fuel innovation across various industries, driving businesses to brainstorm, think creatively, and embrace innovation to grow, stay relevant, and differentiate themselves from competitors.

In today's world, some of the trending technologies include cloud technology, Artificial Intelligence, Augmented Reality (AR), and Virtual Reality (VR) technology, as well as Green Technology. With our strong brand reputation, expanding customer base, and cutting-edge technologies, we have successfully maintained our position as a leading global digital transformation Company.

We enable customer success and decomplex digital by partnering with enterprises to unlock the power of data, modernise applications to the cloud, and accelerate digital advantage for all stakeholders.

Through the past year, we have diligently worked on building a Company that is increasingly agile, resilient, and well-prepared for the future. Our strengths lie in superior execution and consistently meeting our client commitments, and we remain fully committed to maintaining an unwavering focus on this crucial aspect of our business.



With the Mastek 4.0 culture, we empower all Masteekers to make the right business decisions to foster long-term relationships and help clients achieve their business goals.

We observed growth in our average deal sizes, driven by our participation in multi-million and multi-year dollar deals. This success can be attributed to our comprehensive and integrated solutions, which include leveraging Oracle Cloud and Mastek digital services. We have remained steadfast in our commitment to enhance shareholder value.

Trust

Our goal is to help our clients save lives, protect citizens and transform business models through long-term partnerships. For us, this means focusing on the results for our customers throughout the collaboration journey. We are proud to have built a strong foundation of trust through our diligent efforts to deliver consistent results. With the Mastek 4.0 culture, we empower all Masteekers to make the right business decisions to foster long-term relationships and help clients achieve their business goals.

Masteekers trust us to find the fastest path to their success with remarkable career growth. Our Mastek 4.0 culture creates a new-age organisation where people across Mastek are organised as self-managed teams, rather than in a command and control-based hierarchical structure.

We are a 'Great Place to Work' certified organisation where employees get nurtured to ensure their well-being, training to upskill, reskill, and cross-skill, and above all, contribute to making decisions concerning their quality of work and life. Mastek fosters a people-first culture that empowers Mastek employees to unlock their true potential.

Value

We have a strong focus on innovation and are constantly developing new solutions that can help customers improve their operations. During the year, we announced a strategic partnership with Netail. Netail is a new-age and AI-led retail software solutions partner, and this partnership will help e-commerce and omnichannel retailers with the transformation. Our determination from the partnership is to expand, enhance the capabilities and impact of the combined company. We specifically look forward to building and continuously developing a wider portfolio of digital services, which deliver added value providing our clients with a 'digital client for life' experience.

For us delivering measurable value to accelerate the maximum realisation of ROI for our customers is of utmost importance. Our Value-Based Delivery (VBD) framework takes from this philosophy to not look at transformation merely as a one-time activity, but rather as a process of re-invention and innovation. Established in 2022 as the strategic investment arm of Mastek Limited, through Mastek Ventures we invest in early to mid-stage companies building innovative enterprise solutions while aligning with our corporate growth strategies, boosting account enablement, and exploring new revenue streams.

In line with our Vision, we acquired MST Solutions, a Summit level Salesforce Consulting partner with a strong presence in the Americas and marquee Fortune 1000 clients. Acquisition of MST Solutions further enhances our integrated offerings across Digital Experience and transformation and strengthens our presence in North America.

Velocity

Today's world speed of change is phenomenal. With a global presence and a large pool of resources, we deliver digital transformation at speed with the right-sized solutions built by the right-sized teams. Our approach to project delivery is centred around accelerated innovation, agile methodologies, and customer-centricity. Our delivery model helps clients achieve faster time-to-market, increased efficiency, and improved customer experience.

Our non-linear platforms provide an ecosystem for start-ups to scale up their solutions using our technological and domain expertise. These solutions become bolt-on seed candidates for broader digital business ventures and are refined to create maximum impact. These point solutions make us further agile and improve our velocity to deliver on customer expectations.

Looking Forward

We are now an enterprise-wide business transformation partner for our clients with our emphasis on expanding partnerships with Oracle and Salesforce will drive



With a global presence and a large pool of resources, we deliver digital transformation at speed with the right-sized solutions built by the right-sized teams.

growth through front-to-back office digital transformation capabilities. We have already embarked on the journey into Generative AI, as we view AI not as an embedded technology, but as a driver of efficiency.

We want to consistently be in the Top 3 in growth among mid-cap IT services and achieve USD 1 billion in the second half of this decade. We intend to build a strong and profitable company now and in the future by connecting our portfolio, customers, and sustainability. We continue to stay invested in enhancing our service offerings with the latest technology expertise, quintessential for customer success.

Today, technology is playing an increasingly important role in our day-to-day lives. That means we have a responsibility to act in ways that benefit people and the environment. We are proud of the progress we have made on our ESG initiatives and achievements like getting listed in Dow Jones Sustainability Indices but remain steadfast in our mission to do more.

I am pleased to inform you that Mr. Suresh Vaswani, Independent Director and Mr. Umang Nahata, New Shareholders' Nominee Director (Non-Executive) have joined the Board of the Company. I would also like to state that Mr. S. Sandilya, Mr. Atul Kanagat and Ms. Priti Rao requested to be relieved from the board and the board accepted their request. The Board express their sincere gratitude for the invaluable contributions made by them during their tenure of more than a decade. I have relinquished the role of Managing Director effective March 31, 2023 and assumed the role of Chairman (Non-executive) effective April 1, 2023.

I thank the Board for its guidance and express my heartfelt appreciation to our shareholders for their continued belief in our abilities and unwavering support for all our endeavours.

Regards,
Ashank Desai

CEO's Message

Decomplex Innovation to Build a Sustainable Future

Dear Stakeholders,

In today's dynamic business landscape, organisations are in search of strategic partners who can not only enhance agility and efficiency but also uncover new avenues for reimagining business models and generating revenue streams. Mastek possesses the essential diversity in scale and digital capabilities necessary to disrupt the status quo and lead transformative initiatives.

Technology-led Innovation Remains a Top priority

During times when macro environment remains uncertain, we see differing priorities based on industries and markets. For example, government in the UK or healthcare sector in the US may strive for productivity improvement in the near-term v/s markets such as middle east are accelerating investments to create new revenue streams. Irrespective, companies continue to leverage data and cloud technologies to differentiate and stay relevant. This imperative extends beyond internal operations and encompasses digital collaboration with customers and partners.

At Mastek, we view digital transformation as a catalyst to streamline business processes, and decomplex innovation. Central to this transformation is the integration of



17.8%

FY23 EBITDA margin



As a dedicated partner committed to building and sustaining critical systems that create lasting value, we bring our extensive domain expertise, innovative assets, and platform-driven approach to serve our clients.

sustainable business solutions, leveraging technological advancements such as AI aligned to customer priorities.

We remain focused on new ways to harness the power of technology, partnerships, investments, and policy to drive tangible impact for all stakeholders. As a dedicated partner committed to building and sustaining critical systems that create lasting value, we bring our extensive domain expertise, innovative assets, and platform-driven approach to serve our clients.

Driven by Purpose

We are driven by our higher purpose of helping our clients save lives, protect citizens, and transform business models across a variety of industries and continents thus enabling success for our customers, Mastekers (employees) and societies we live in. Through trusted, enduring partnerships, we uphold our commitment of delivering business outcomes, thereby generating sustainable value for all our stakeholders with velocity, whether it is digitizing legal immigration systems for the UK government or automating business processes for healthcare clients to provide timely patient home care in the United States. Our unwavering dedication to providing industry-specific digital solutions has played a pivotal role in elevating the overall customer experience we deliver.

Our acquisition of MST Solutions integrated within the Mastek family as our Salesforce business, along with our deep Oracle Cloud capabilities and digital delivery DNA, is a powerful combination to drive front-to-back-office business

transformation for clients. Mastek continues to successfully execute programmes of utmost significance in collaboration with the clients and partners across the value chain of Customer 360, finance, supply chain, HCM, addressing the objectives of multiple CXO stakeholders in Public Sector, Healthcare & Life Sciences, Manufacturing/Tech, Financial Services, and Retail/Consumer segments. We are uniquely positioned to be the digital engineering and cloud transformation trusted partner of choice for our clients.

Strategic Growth Priorities

We have set ambitious goals to drive accelerated growth in the next three to four years. While we are behind on timelines, our aspiration to become a USD 1 billion Company in the second half of the decade is unchanged while setting new benchmarks for customer delight and attractive places to work. We have outlined our strategic priorities and approach to value creation later in this report. We continue to see significant untapped potential in Americas through account mining and larger deals, scaling further in the UK public sector including central and city councils, and growing our market share leadership in Middle East with our differentiated services.

Our investments in innovation and data are yielding results demonstrated by recent wins in Non-linear platform growth and AI pilots with strategic clients. We see continued growth in our Oracle cloud and Salesforce service lines, but also pleased to share good progress with our AWS, ServiceNow, Snowflake and Microsoft partnership expansion globally. Our niche partnerships with Netail.ai and Volteo Edge are showing promise in retail and manufacturing segments. We will continue to invest in two specific areas have exponential potential and help our clients decomplex innovation: a) cloud economics that includes platform investment monetisation and optimising consumption costs; b) data cloud and lakes that sets the foundation for higher impact AI driven uses cases with large language models.

In line with our M&A thesis, we have recently acquired Biz Analytica, a data cloud and modernisation specialist with deep expertise in Snowflake, Databricks and AWS data cloud.

Performance Powered by People

Mastek delivered steady all-round performance in FY23 demonstrated by strong year-on-year growth in 12 months order backlog while maintaining operational rigour to deliver EBITDA margin of 17.8% for the year. We continued to bolster our business with record-breaking delivery go-lives, new business wins, expansion of our leadership bandwidth, industry-wide recognitions & awards and stronger dividend returns to our stakeholders. Over the last year, we are proud of fundamental bold changes we have implemented to build a robust foundation to scale, including recruiting, service offerings and capabilities, delivery tools, marketing, account mining, partnerships, and, most importantly, digital talent.

At Mastek, our work environment allows each individual to be their authentic selves, providing the autonomy to create, and innovate. Our people are driving the culture of change for our Company from within and for our customers. Our employee experience focus led to a reduction in attrition by 700 basis points year on year.

To further reinforce our strategy, we are placing significant emphasis on client account mining especially in our Top 30 accounts globally. We welcomed two strong executives in Q4 FY23, America's President and Chief Operating Officer aligned with our priorities. Our bets on certain industries, like healthcare in the United States, public sector in the UK and Australia, or manufacturing in Europe, continues to be paying off. We are bullish on our Middle East business and our acquisition of MST Solutions (Salesforce business), which was completed last year, has exceeded our expectations. Our continued focus on Oracle Cloud and Cerner surround services will position us well, as Oracle is prioritising Healthcare growth. All this would not be possible without our passionate Masteekers who have delivered on the promise to be customer centric.

Our Commitment to the Planet and Collective Future

ESG forms a fundamental pillar of our strategic agenda, and we are deeply committed to taking meaningful actions towards addressing climate change and energy transition. This focus extends beyond minimising our own environmental footprint, as we actively collaborate with our clients to support their sustainability goals. We are committed to corporate governance best practices and policies that serve the long-term interests of Mastek and its stakeholders.

Our inclusion in the 2022 Dow Jones Sustainability Indices (DJSI) further reinforces our commitment to corporate sustainability and aligns with actions in our ESG roadmap which includes accelerating our transition to a low carbon economy. Our CSR mission is 'Informed Giving; Responsible Receiving' with aspiration to touch a million lives by FY26, and strong social value returns in each geography we operate in.

We are thankful to our Board of Directors for their guidance, investors for placing their trust in us, our customers, partners, advisors for their unwavering support. I am personally grateful to our Masteekers who have continued to deliver excellence for our clients. In conclusion, Mastek is strategically positioned with a wide geographic presence, a diverse clientele, relevant digital and cloud offerings, and a resilient team, enabling us to navigate uncertain times effectively to decomplex innovation and build a sustainable future for all our stakeholders.

Regards,

Hiral Chandrana

Key Strategic Initiatives

Strategy to Boost Our Innovation Efforts

Acquisition of MST: An Impetus to Growth in America

We are another step closer to fulfilling our plans for rapid expansions with MST Solutions joining the Mastek family. MST Solutions is a Salesforce Summit Level Consulting Partner with a focus on Healthcare, Manufacturing/Tech, and State and Local Government in the Americas. They have nearly 325 members across centres in Arizona, US, and offshore centres in Chennai and Tiruchirappalli in India.

MST Solutions is aligned with Mastek's vision and adheres to a similar work culture and values. Like us, they believe in empowering their people. They have an impressive track record of serving Fortune 1000 companies and enjoy a strong reputation in the Healthcare and Public Sector industry verticals.

USD 50 billion

Addressable market for
Salesforce by 2026

Key Rationale

- Salesforce adoption and market are witnessing rapid growth globally
 - Salesforce as an ecosystem will create 9 million jobs by 2026
 - Salesforce aims for 2.5x growth in Salesforce consultants, from the current 200,000 to 500,000 by 2026
 - Total Addressable Market for Salesforce is USD 248 billion, of which they aim to hit USD 50 billion by 2026
- Good strategic and cultural fit supporting Mastek's strategic vision of USD 1 billion and bolstering growth with HLS presence and F1000 clients
- Strengthen Mastek's presence mainly in the Healthcare and Public Sectors in the US
- Support enhanced geographic diversification of the revenue stream
- Strong alignment with the US industry and account mining strategy





Strategic Investment in VolteoEdge

Mastek made a strategic investment in VolteoEdge, a SaaS company with an enterprise-ready Edge Intelligence Platform that enables secure IoT workflows and smarter business workflows. The investment demonstrates our commitment to harness the benefits of Data, AI, and IoT technologies and empower customers in a Connected Economy.

USD 200 billion

Addressable market of ServiceNow in FY24

USD 100 billion

Global Edge Computing Market in FY27

USD ~3 trillion

Connected enterprise market
over the next 5-7 years

Key Rationale

- The investment will accelerate Mastek's ability to penetrate the emerging connected enterprise market
- VolteoEdge investment gives entry into the ServiceNow ecosystem, a fast-growing one, particularly when it comes to customer service and field service (Addressable Market -USD 200 billion in FY24, and 50% shift to Customer and Creator workflows)
- The global Edge Computing Market is expected to grow from USD 45 billion in FY22 to over USD 100 billion by FY27 at a CAGR of ~17%
- Demand for Edge Computing is driven by a rise in the count of use cases requiring low-latency processing, use of big data, growing adoption of AI, IoT, and smart devices
- Demand will be further augmented by the Connected Enterprise market which is expected to reach ~USD 3 trillion over the next 5-7 years

Major Wins

Continuing on the Road to Success

Mastek saw some major wins in the year that reinforced our prominent position in the industry and set us apart from the other players.



Durham University

Durham University, a prominent UK educational institution, has partnered with Mastek to embark on its Oracle Cloud transformation initiative.

Mastek will assist in implementing an agile system that enhances the university's ability to manage cost centres, general ledger, analysis codes, automatic posting rules, control systems, reporting, and the development of analytical and digital skills among its personnel. This collaboration will empower the university to optimise its user experience through streamlined digitisation, leading to enhanced efficiency and improved capabilities in budget planning and forecasting.



The Alternative Parcels Company

Mastek collaborated with the Alternative Parcels Company (APC) to introduce Oracle Cloud Solutions. The primary objective was to enhance efficiency by streamlining and integrating diverse products and platforms within the client's internal departments. Previously, the client relied on disparate systems for HR, Finance, Procurement, and Sales functions, resulting in inefficiencies, delays, and decision-making challenges. Mastek successfully implemented Oracle Cloud-based solutions, including ERP, EPM, SCM, HCM, and UK Payroll.

The implemented solution has provided the client with a unified back-end operation characterised by efficient process workflows, enhanced compliance and regulatory adherence, and an improved user experience for their employees. Additionally, Mastek's Value-Based Analytics (VBA) dashboard plays a crucial role, offering the executive and leadership team a comprehensive overview of data and insights.



King Faisal Specialist Hospital & Research Centre

Mastek joins forces with King Faisal Specialist Hospital & Research Centre (KFSH&RC) to drive healthcare transformation. This partnership establishes Mastek as the inaugural implementation partner of its kind in the Kingdom of Saudi Arabia (KSA) region. As part of the collaboration, Mastek successfully deploys Oracle Hyperion Profitability and Cost Management, enabling the client to standardise costing methodology, streamline decision-making processes for improved healthcare service planning, and facilitate uniform reporting across all facilities.



DulSCO

Mastek entered a new business partnership with DulSCO, a company specialising in people and environmental solutions. The objective of this collaboration is to digitally transform DulSCO's Finance, Enterprise Performance Management (EPM), Supply Chain, Customer Experience, Transportation, and Human Capital Management (HCM) functions through the implementation of an integrated cloud platform. Mastek will integrate DulSCO's disparate systems with a top-tier staffing and ERP solution, bringing exceptional resilience to its extensive customer base. By digitally simplifying DulSCO's back-office operations, Mastek aims to provide sharper business insights, improved productivity, and enhanced operational efficiency. Furthermore, through its 'Glide' framework, we will empower DulSCO with complete autonomy to drive self-growth by leveraging up-to-date versions of Oracle Cloud resources.



FLEXcon

FLEXcon aims to achieve three-fold business growth with Mastek. Its legacy environment poses some inefficiencies that increase the related costs. Trusting our industry expertise and knowledge of its business objectives, FLEXcon partnered with us for the implementation of Oracle ERP, SCM, EPM, CX, Procurement and 29 other modules. FLEXcon will include the element of mobility in its supply chain management operations with the Mastek Warehouse 360 solution.



Home Office

Mastek has won a multi-year contract to deliver Integration services for the Home Office Migration and Borders Portfolio's Future Borders and Immigration Services (FBIS) programme.

FBIS builds on the technology platform used for EU Exit to deliver a points-based immigration service. The system architecture hinges on routes through the immigration process and several cross-cutting technical capabilities, including integration. As part of the FBIS programme, our FBIS Integration Layer (FIL) Team will deliver, maintain and support agreed integration components. This is a new programme entrance for Mastek and this win will be a significant contributing factor in delivering to our SGS Vision 2025 strategy components of end-to-end integration services, biometrics and borders. This contract has been tendered under CCS's flagship framework Technology Services 3. We are taking over from the incumbent BJSS, transitioning the service to Mastek and subsequently operating and delivering the service going forward.

Awards and Accolades

Bestowed with Honours

Our work has consistently garnered recognition and continues to do so on multiple fronts.

SASB

Attained accreditation of ‘Sustainability Accounting Standards Board’ (SASB) to benchmark its Environmental, Social, and Governance (ESG) reporting.



Gartner

Evosys, a Mastek Company, for the 4th year in a row, was recognised in the 2022 Gartner Magic Quadrant for Oracle Cloud Applications Services, Worldwide.



ISG

- Recognised as ‘Product Challenger’ by ISG – Oracle Ecosystem 2022
- Won the ISG Digital Case Study Awards 2022 for Healthcare & Life Sciences
- Recognised in ISG’s Booming 15 – Americas



Fortune India Next 500

Ranked 36 on the prestigious list of Fortune India’s Next 500 for 2022.



ET

Featured in ‘Economic Times Future-Ready Organizations 2022-23’ list.



Dow Jones Sustainability Indices

Named in 2022 Dow Jones Sustainability Indices (DJSI) recognising among global sustainability leaders through the S&P Global Corporate Sustainability Assessment (CSA).



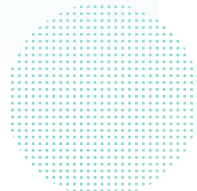
GPTW Certification

Certified 'Great Place to Work' in India and the UK with high ratings on multiple parameters



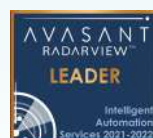
Constellation

Recognised in the latest Constellation ShortList™ for Digital Transformation Services (DTX).



Avasant's RadarView

Recognised as Disruptor in Avasant's RadarView for Oracle Cloud ERP Services.



Lifetime Achievement Award

Ashank Desai, Non-executive Chairman of Mastek and cofounder of NASSCOM, was awarded the Dataquest 'Lifetime Achievement Award' at the 29th edition of the prestigious ICT Business Awards, for his outstanding contribution to the IT industry.



Inspiring CEO Award

Hiral Chandrana, Global CEO - Mastek Group, has been recognised as an Inspiring CEO at the second edition of 'The Economic Times CEO Conclave' with the theme 'Stalwarts in Excellence: Redefining the Future'.



Alliances

Partnering for Growth

We pride ourselves on building close and long-term relationships by nurturing a culture that prioritises collaborations and building trust with stakeholders. We aim to offer flexibility and ensure our partnerships and relationships deliver mutual benefits.

In early FY23, Mastek established its Growth Office, which plays a pivotal role in the Chief Growth Officer's (CGO) mandate. Partnerships form a significant aspect of this charter, as we collaborate closely with our partners to deliver holistic digital transformation solutions to our clients.

Recognising the need for a strong, strategic Global Alliance function that aligns with Mastek's vision, we established a dedicated Global Alliance organisation. In doing so, we formulated a comprehensive alliances strategy, comprising the following key elements, where each pillar saw significant progress:

1 Identifying strategic technology partnerships

2 Elevate our partnership tiers with technology partners

3 Elevate our level of partner engagement

4 Increase the number of certifications, and overall competency around the partner's technology

5 Increase our visibility in the partner ecosystem

6 Increase Go-to-Market (GTM) engagement with the technology partner



Focused Partnership Identification

We chose to prioritise over a wide array of partnerships. Instead, we opted for a select number of non-conflicting alliances, striking a balance between established strategic partners and those demonstrating significant growth potential. Utilising a well-structured framework, we collaborated closely with our Sales and Service Line teams to carefully identify and engage with 20 ecosystem partners and seven strategic partners: AWS, Microsoft, Oracle, Salesforce, ServiceNow, Snowflake, UiPath

Elevate Our Partnership Tiers

- **Snowflake:** We elevated our Snowflake partnership tier in the US as well as in the UK/Europe to Select tier.
- **AWS:** We advanced our partnership by two tiers. We upgraded to Select tier and within four months we upgraded to the Advanced tier—the second highest partnership tier.
- **Microsoft:** In Microsoft's new partner programme, we acquired the 'Solution Partner' designation in two competencies—Data and AI, and Digital and App Innovation. These designations uplift our positioning in the partner tier.
- **ServiceNow:** We once again became the Premier Consulting and Implementation partner in India and the US, while expanding our territories to UAE, Saudi Arabia, Malaysia, and Singapore. In addition, we became the reselling partner in all these territories.

Oracle

Mastek is an internationally acclaimed Oracle Partner that has received multiple awards for its expertise in implementing and supporting Oracle Cloud ERP, EPM, HCM, SCM, and CX solutions.

We specialise in delivering a comprehensive range of services, including Oracle Cloud Transformation & Implementation, Consulting, Migration, Project Recovery, Support, and Managed Services (Application Enhancement Services).

With over 15 years of Oracle partnership, we have successfully catered to more than 1,300 Oracle Cloud customers worldwide. Our expertise lies in harnessing the potential of cutting-edge technologies such as RPA, Chatbots, AI, ML, IoT, and Analytics to unlock the full advantages of cloud transformation and migration. Choosing Mastek guarantees tangible results and significant business value through your Oracle Cloud transformation journey.

- **Salesforce:** We became a Summit level partner, the highest level of partner tier, on the back of the quick and seamless integration of our Salesforce business.
- **UiPath:** We became the Gold partner globally.
- **Oracle:** Oracle partner programme does not have partner tiers. We continue to bring differentiation in the Oracle partner network through expertise across tracks.

Elevate Our Level of Partner Engagement

We intensified our efforts to engage with strategic partners by establishing connections with key leaders in their channels and sales organisations. With a deep understanding of our target industries, regions, and offerings for each partner, we have carefully aligned every interaction with our growth strategy in collaboration with each partner.

Build Competency in Partner Technology

The primary focus of this pillar was to develop distinctive offerings while expanding the pool of our skilled and certified associates in partner technology. We achieved this by actively participating in joint enablement programmes with our partners, resulting in a substantial increase in the number of certified associates.

Additionally, we dedicated efforts to construct frameworks and solutions that leveraged partner technology. For example, in collaboration with Microsoft, we successfully listed six offerings on Microsoft's marketplace, with five of them ready for co-selling. Likewise, our partnership with Oracle witnessed continuous progress in joint solution creation, particularly in the healthcare sector, as we consistently added new solutions to our portfolio.

Increase Our Visibility in the Partner and Customer Ecosystem

We took part in the Annual Summits of AWS, ServiceNow, and Snowflake, marking our inaugural presence at these events. These summits provided us with a valuable opportunity to enhance our visibility within the partner ecosystem. Additionally, we actively attended major industry events such as Salesforce Dreamforce and Oracle Open World, including various regional events hosted by Oracle. Furthermore, we actively participated in the inaugural Microsoft Power Apps conference, further reinforcing our commitment to engaging with diverse partner communities.

Increased Our GTM Motion

- With AWS, we expanded our field engagement to other countries beyond the UK, such as the Netherlands, Nordics and DACH, and the US. Along with Public Sector, we increased our engagement with AWS in verticals such as Retail and Healthcare, including expansion in health tech, genomics, and more.
- With ServiceNow, active field-level engagement started in the Middle East and ASEAN with agreement on accounts and propositions to be driven.
- With Microsoft APAC, we leveraged executive relationships and showcased our capabilities resulting in deal referrals.
- Salesforce engagement in the UK commenced with their Public Sector team for joint opportunity identification and joint campaigns.
- We continue to build our relationship with Oracle Consulting Services (OCS), including mapping Sales and Technical groups within OCS.

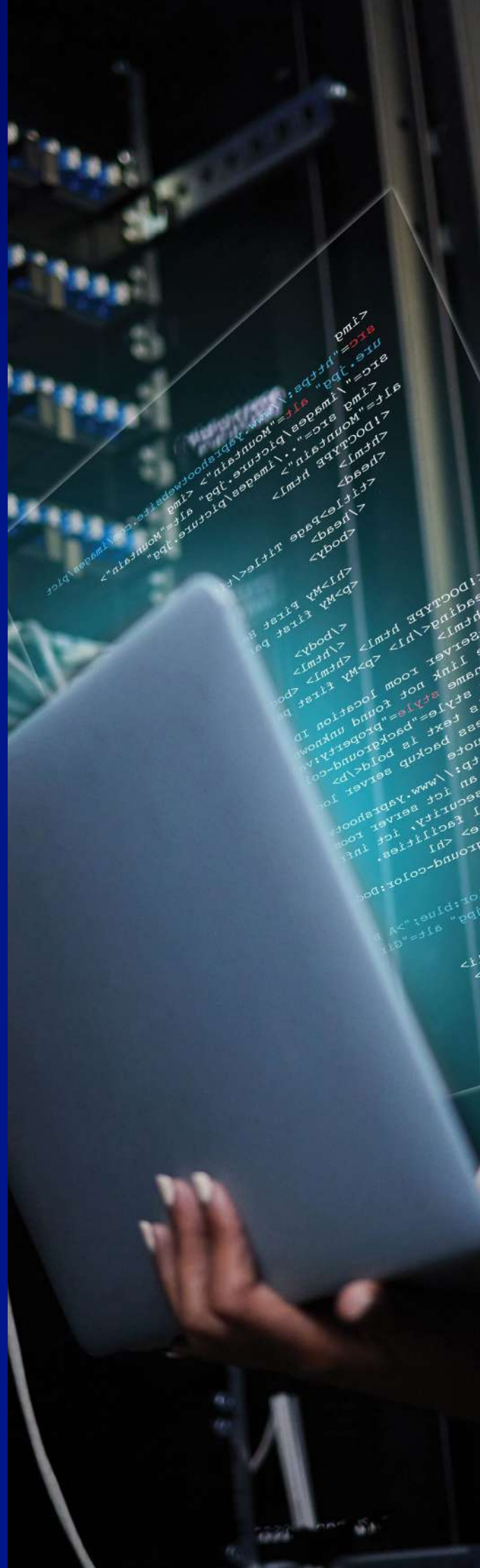
In addition to these strategic partnerships, we have signed up for some niche partnerships with NVIDIA, Fabric, Snyk, Spryker, Magnolia, and Opkey in addition to OutSystems.

Our Strategic Alliances



A Better Future through Value Creation

Mastek remains committed to delivering value to our customers, employees, society, investors, and the regions in which we operate.



How We Operate

Leveraging Our Strengths to Create Sustainable Value

We function in a competitive industry across multiple geographies. To thrive in this environment, our integrated business model is focused on creating value at every point and for every stakeholder.

Megatrends



Data privacy and cyber security



Generative AI



Changing work dynamics



Technology



Sustainability

Our Resources and Assets

People

- 5,622 talented Mastekteers in over 40 countries
- An average age of 33.6 years
- Diverse workforce

Financial

- A strong balance sheet, with a net equity of INR 1,774 crores
- Healthy order backlog of INR 1,794.1 crores

Technology and Platforms

- Recognised for Oracle and Salesforce implementation
- Management of mission-critical projects
- 30+ delivery centres

Intellectual

- Continuous investment in R&D
- Strategic partnerships with technology and business leaders
- Alliances with academics and startups under Launchpad and Project Deep Blue
- Mastek brand value
- Innovation lab as a Service
- Architecture as a Service
- IP 4.0

Social and Relationship

- 579 clients, of which 28 are Fortune 1000
- 83,012 CSR beneficiaries

Environment

- Energy-efficient systems
- Optimum utilisation of natural resources
- Reduced consumption of paper, food waste and plastic
- Adopting eco-friendly refrigerants for air-conditioning systems
- Automating operations

Offerings and Solutions by Vertical

- Digital and application engineering
- Oracle cloud and enterprise apps
- Digital commerce and experience
- Data, Automation and AI
- Cloud enhancement services

[+ Read more on page 8](#)

Our Offerings



Industry Expertise

- Healthcare and Life Sciences
- Public Sector and Government
- Retail and Consumer
- Manufacturing, Engineering and Utilities
- Financial Services

[+ Read more on page 12](#)



Creating Value for Stakeholders

Contribution to SDGs

Clients

4.65/5 Average customer rating
 5.05/7 Average customer satisfaction rating
 400+ Oracle Cloud customers
 63 Salesforce customer
 40.1% Revenue from Top 10 clients
 26% Revenues from managed services



People

INR 1,376 crores In wages and salaries, and benefits
 645 Net new hires (incl MST acquisition)
 29.5% Of women in our teams
 25% Of women in executive leadership positions
 27 hours Of training per employee



Shareholders

INR 2,563 crores Revenue (up 17.4% from FY22)
 INR 95.5 EPS (Diluted)
 INR 57.3 crores Returned to shareholders as dividends in FY23
 17.8% Operating EBITDA margin
 20.7% RoE



Society

83,158 Direct and indirect beneficiaries
 INR 2.87 crores CSR expenditure
 INR 117.1 crores Taxes paid
 960 Volunteer hours



Operating Context

Key Trends that Drive Efficiency

Given our ever-evolving operating landscape, it is crucial we identify the significant trends to capitalise on emerging opportunities and mitigate the risks that could impact our business. We adapt our strategies, business models, and processes to remain innovative and deliver value to our customers and stakeholders. Through a proactive approach to risk management and a keen awareness of market forces, we navigate challenges with resilience and position ourselves for sustainable growth and long-term success.



Data Privacy and Cyber Security

With increased globalisation and interconnectedness, the significance of data privacy has escalated to a strategic level. In order to ensure the utmost protection of customer and employee data, companies adhere to stringent regulations. With the ownership and utilisation of cryptocurrencies expanding to a broader audience, there has been a surge in cybersecurity threats, making data protection and sovereignty more critical than ever.

As businesses strive to determine the appropriate level of investment for cybersecurity initiatives, formal corporate risk analysis is likely to serve as the guiding framework for decision-making. According to Cybersecurity Ventures, the cost of cybercrime is projected to reach USD 8 trillion in 2023 and is expected to grow to USD 10.5 trillion by 2025.



USD 10.5 trillion
Cybercrime costs by 2025



Generative AI

Generative AI refers to a branch of artificial intelligence that enables machines to generate new and original content, such as images, text, music, and even video. This breakthrough technology leverages advanced Machine Learning (ML) algorithms to learn patterns from vast datasets and generate content remarkably close to the human-created output.

The past year has witnessed a surge in the field of generative artificial intelligence, revolutionising how business operations operate and unlock unprecedented opportunities for innovation. Generative AI has gained significant traction across various industries, empowering organisations to automate complex tasks, enhance creativity and drive productivity. According to Grand View Research, the generative AI market size is expected to reach USD 109.37 billion by 2030 at a CAGR of 35.6% from 2023 to 2030.



USD 109.37 trillion
Generative AI market size by 2030



Changing Work Dynamics

The corporate landscape has undergone significant changes due to the pandemic. The gap in talent supply and demand has become more pronounced, further fuelled by the rapid growth of the gig economy. The ever-increasing pace of technological advancements has created a strong need for new and diverse skill sets.

Additionally, there is a renewed emphasis on corporate social responsibility, leading to heightened employee expectations for improved work-life balance. Automation is not a panacea, as its potential for job elimination is the core human question. According to Demand Sage (April 2023), the worldwide freelance market is estimated to be worth USD 1.5 trillion and increasing at a CAGR of 15%.



USD 1.5 trillion
Worldwide freelance market



Convergence of Technologies

Blockchain technology continues to disrupt many traditional industries. The metaverse is gaining momentum, fuelling advances in virtual reality, augmented reality and Web3. The acceleration of cloud adoption has driven demand for Orchestration and FinOps. AI and ML are widely used by organisations across all industries to improve performance, strengthen customer service, and generate higher revenues. The main area to focus in 2023 is the development of decentralised digital identity as the potential application for distributed ledgers in Web3. According to Statista, in 2022, the global metaverse market stood at USD 65.5 billion and is projected to surge to USD 936 billion by 2030.



USD 936 trillion
Global metaverse market by 2030



Sustainability and Energy Transition

As climate change concerns continue to intensify, previously considered fringe initiatives have gained widespread acceptance in society and across businesses. The concept of the circular economy is deeply ingrained in consumption habits, while the preservation of resources and protection of biodiversity are now fundamental principles embedded in the ESG policies of companies globally. At this critical juncture, technology emerges as a pivotal force, poised to play a defining role in combating climate change and driving sustainable solutions.

Accelerating the transition to a circular economy relies on the uptake of innovative new business models and disruptive technological innovation. Going forward there will be an increased focus on promoting awareness of environment friendly practices and utilising technology to align with sustainability-driven performance metrics. According to Fortune Business Insights, the global green technology and sustainability market size is projected to grow from USD 16.50 billion in 2023 to USD 61.92 billion by 2030, at a CAGR of 20.8%.



USD 61.92 trillion
Global green technology and
sustainability market size by 2030

Strategy

A Refined Roadmap for Scaling Capabilities

Focus on Growth Markets, Key Verticals and Massive Untapped Opportunity in Americas

Continued Growth in the UK Public Sector, EU, ME expansion

Strategy bets for FY23

- Hyper-growth in America
- Double down on Healthcare & Life sciences in North America

- Home Office, HMRC, NHS, City Councils
- Scale Top 5 accounts in UK Public Sector
- Financial Services, Retail in UK, Manufacturing in Europe
- Digital enablement
- Accelerating Cloud transformation through Oracle

Progress made during the year

- Acquisition of MST Solutions, a Summit-level Salesforce implementation partner to expand our revenue and client base in Americas region
- Building solutions on Salesforce Industry Clouds—Healthcare and Public Sector, thereby resulting in expansion of footprints in focus verticals
- Strengthened GTM motion for Service lines in Americas
- Won Digital Case Study award from ISG for designing and deploying a Self-service Medicare Shop & Enrollment portal to ease enrollment journey for beneficiaries
- 55.38% revenue growth in FY23 including acquisition of MST
- Continue to invest in US region in leadership across sales, service lines and alliances

- Development of consulting methodology and framework for Financial Crime to drive focus on Financial Services in the UK
- Establishment of process excellence and architecture consulting functions for differentiated and holistic consulting approach
- Local government application rationalisation framework and solution
- Partner ecosystem enhancement with Spryker, Zebra, FourKites, Oracle, Zipped, 101ways for retail engagement
- Shortlisted for Crown Commercial Service's Big Data & Analytics framework with an overall spend value of 1 billion GBP over the next 2-4 years

Plan for FY24

- Driving closer collaboration within business units to leverage capabilities acquired through M&A
- Amplify growth through multiple growth vectors—Service Lines and Alliances
- Continue to strengthen Industry domain capabilities
- In line with our M&A thesis, we have recently acquired Biz Analytica, a data cloud and modernisation specialist with deep expertise in Snowflake, Databricks and AWS data cloud

- Grow our consulting portfolio and enhance Digital Enablement Playbooks to improve GTM
- Focus on Retail, Finance, Healthcare while building on Secure Government Services with domain specialist consulting
- Expand capabilities acquired through M&A into the UK, EU and ME
- Market expansion in ME leveraging pan-Mastek capabilities and expand existing engagements to multiple service lines





Digital and Cloud Services Strategic Partners

- Dominate in Oracle Cloud globally
- Grow Salesforce, Microsoft, AWS, ServiceNow and UiPath+
- Cloud Enhancement Services (CES)

- Recognised as a Product Challenger for Oracle Managed Services in ISG Provider Lens 2022 and as a product challenger for Salesforce implementation in mid-market in ISG
- Named Top 15 Sourcing Standout in Booming category by ISG for Managed Services in Americas and EMEA
- Won a long-term strategic engagement in ME for ServiceNow implementation and managed services support
- A world-class managed services proposition on ServiceNow with 25+ automation accelerators for value add to clients
- Significant progress in partner engagement resulting in upgrade of partner status across major strategic partners

- Global, unified alliances and partnerships team will work with service lines and enable One Mastek motion for clients and partners alike
- Engagement platform for Healthcare and Public Sector on key platforms like Microsoft, Salesforce, Oracle
- Build end-to-end offerings spanning across Service Line portfolio to make the most of our expertise across Digital and Cloud platforms
- Solution for process simplification using automation and AI

Differentiated talent and delivery model/ Talent and Delivery Model, M&A

- Career value to attract/retain
- Value-Based Delivery to drive business outcomes

- 1,600+ employees trained and 730+ certified on digital platforms and technologies in line with our ambition to keep upskilling and providing opportunities for personal and professional growth
- Empowering employees to take control and ownership is key to Mastek 4.0 culture
- MST acquisition has given us an additional delivery center in Tiruchirappalli to expand delivery base to Tier-2 cities and tap more potential
- Expanded delivery centre in Chennai with capabilities across multiple service lines

- Establish digital delivery platform for strengthening Cloud Enhancement Services proposition for clients
- Continue to focus on inorganic opportunities for strengthening capabilities and market reach aligned to Mastek's strategic focus

One Mastek Brand Innovation and ESG/ Innovation and Non-Linear Revenue Streams

- Digital Engineering and Cloud Transformation Partner
- Innovation Labs
- Environment, Social and Governance (ESG)

- Swift integration of Salesforce business (erstwhile MST) under Mastek brand
- Development of capabilities on Data Cloud and Metaverse
- Strategic Partnership with Netail to bring AI-led optimisation across the value chain for retailers

One Mastek

- Establishing a large deals framework to pursue proactive engagements and leverage Mastek's full range of capabilities

Innovation

- Continue to explore emerging technology like Generative AI for boosting internal process efficiency, delivery capabilities and client outcomes

Innovation

Pioneering New Frontiers

We focus on expanding our non-linear business model, primarily driven by innovation, venture capital, launchpad, patenting and architecture as a service model.



CTIO Charter Tracks-5

Applying Technology for Relevant Use Cases

Launchpad

Launchpad provides an ecosystem for start-ups to scale up their solutions using our technological and domain expertise. These solutions become bolt-on seed candidates for broader digital business ventures and are refined to create maximum impact. The following product solutions have been launched from its cohorts.

- WH360-aaS, a cutting-edge solution in the industry, offers a range of advanced inventory management tools such as cycle counting, mobile pick pack slip, and work centre reporting. Numerous Oracle SCM customers have chosen WH360 to enhance operational efficiency by eliminating shipping errors and accelerating their processes. By utilising the multi-tenanted SaaS-enabled EWS (Enterprise Workforce Scheduler) product, enterprises can effectively manage employee time and attendance, track labour, and collect data. EWS integrates automated time-tracking software with Oracle HCM and seamlessly works alongside data collection devices to optimise labour costs, reduce compliance risks, and enhance workforce productivity.
- Mastek's icxPro product offers ready-to-use features that enhance omnichannel customer experience through intelligent conversations powered by GPT-4 and deep learning-based business insights. It provides contextual responses, promotes customer loyalty, and offers alternative suggestions. Mastek's success in winning the Fortive Digital Hack 2023 – Hackathon was attributed to the icxPro product, which showcased its ability to quickly correlate vast amounts of machine parts data and offer replacements for obsolete HD or competitor devices using AI technology.

Impact KPI

Product sale-led non-linear business with outcome and output-driven pricing. We have a run rate of USD 480K.

Mastek Ventures

Mastek Ventures, as our strategic investment arm, bridges the gap between emerging start-ups and enterprise customers. Through non-equity-led partnerships and start-up investments, we support early to mid-stage companies build innovative enterprise solutions that are aligned with our growth strategy. Mastek's Connected Enterprise Service practice is against Mastek Ventures invested, in VolteoEdge and focuses on taking our clients towards this new pane of glass where companies can securely and responsibly share data across organisational boundaries – IT, OT, and ET.

Impact KPI

Catalyse existing businesses in the areas of customer service management and field-engineering service management. Galvanising the Service Now partnership which has a strategic growth focus.

Industry-specific Automation

We focus on solution-led automation with Connected Enterprise Service in our key verticals and align digital assets with hyperscalers and our big bets.

Impact KPI

Our minority investment in an Edge device startup and surrounding services of Discovery, System Integration and Implementation has created a pipeline.



Architecture as a Service

At Mastek, architects are at the heart of innovation to deliver to our clients the most technically complex and cutting-edge solutions. We provide vendor-neutral viewpoints to solutions that our outcome focused on. To nurture our best talents, we created a global MMTS Certification Programme.

Impact KPI

We are scaling on the concept of solution architecting in a shared service model with the primary focus on Edge-2-Service. This addresses the high dearth of architects in the system.

Innovation Lab as a Service

We create rapid prototypes for emerging technology through interactions with industry and catalyse the delivery of products and services that can be applied across multiple domains and use cases.

Impact KPI

Accelerated delivery and upstream innovation have led to the generation of a USD 800K pipeline.

Project Deep Blue

The project is a commitment to questioning established conventions, a resolve to tackle complex problems to effect social change, and a motivation to foster forward-thinking. Recognising the practical knowledge gap among the up-and-coming generation of engineers, 'Project Deep Blue' functions as a conduit between academia and the industry. This endeavour provides engineering students with an opportunity to apply their technical expertise while being guided by experienced industry professionals from Mastek.

Impact KPI

Increase in equity of Mastek brand in the higher education business.

Partnerships and Innovations in FY23

- **Netail's AI technology:** Our partnership with Netail combines our experience in e-commerce and data analytics with Netail's AI technology to help e-commerce and Omnichannel retailers optimise their retail value chain and capitalise on digital consumers. This alliance equips retail clients with the tools to optimally embed AI into transformation projects, increase brand cognizance among customers, and boost ROI.
- Launched an **Innovation Hub in Arizona** that provides services on leading enterprise platforms such as Oracle, Salesforce, ServiceNow.
- **iLeaseFinPro** is an intelligent platform to sell cars, schedule service appointments, and finance deals. This is a straight-through leasing and financing platform enabling clients to convert leads to sales, instantly providing inventory, pricing, and financing and automating processes with better ROI.
- **NVIDIA-led business solutions:** As Mastek embarks on a journey of cross-industry expansion, it is keen on harnessing the power of technology to drive economies of scale, optimise efficiency, accelerate R&D productivity and discovery, and stimulate revenue growth. Recognising the immense potential of AI, our CTIO function has strategically partnered with NVIDIA, a leading high-tech company spearheading a historic wave of tech-driven convergence. By investing outside of its core industries, NVIDIA is unlocking new growth opportunities and paving the way for us to revolutionise business solutions by integrating AI capabilities.
- **CII CES:** Mastek's CTIO function worked with the CII Centre of Innovation, Entrepreneurship and Startups (CII CIES) to bridge critical gaps such as capacity, and accelerated execution, through targeted programmes and interventions. A customised CAP (Corporate Accelerator Programme) was designed to address industry-specific engagements, to provide access to early-stage innovations and ventures to help us drive innovation within the organisation, and access emerging technologies/solutions to scale up and achieve accelerated execution for customers in collaboration with startups.

Innovation

Case Study 1

Modernising the Business Processes Powered by Oracle Cloud

In an ever-evolving world, businesses encounter the challenge of constantly upgrading outdated infrastructure while ensuring optimal performance is maintained. However, only organisations that succeed in effectively integrating performance management with adaptability stand to emerge as leaders in the future. We utilised Oracle SaaS solutions to assist Alternative Parcels Company Limited in simplifying its digital transformation by modernising back-office operations.

The Alternative Parcels Company Limited (APC Overnight) is the largest independent parcel delivery network in the UK. Established in 1994, it serves more than 100 locations across the country and ensures punctual delivery, with flexible options, for millions of urgent packages every month.

Identifying the Problems



APC's legacy landscape was outdated with diminishing returns. It faced multiple challenges, including:

- Clunky, legacy systems with little or no integration
- Limited functionality
- Over-reliance on manual processes
- No single source truth and HR information
- Limited MI reports
- No self-service functionality for employees

How They were Addressed

Transformation of back-office operations on Oracle Cloud

Mastek co-created a unified Oracle environment for APC overnight's back-office operations in close collaboration with the client's teams, including:

- Oracle ERP Cloud
- Oracle HCM Cloud
- Oracle Procurement Cloud
- Oracle EPM Cloud

Mastek's proven and tested methodology helped in enabling APC to fulfil all its requirements seamlessly without any disruption to ongoing business activities. This approach facilitated automated integration, consolidated legacy system integrations error-free, created customised roles for inquiry access, and effectively resolved any issues through a dedicated hyper-care support channel.

Benefits

Mastek provided customised solutions for exceptional business scenarios, swift risk reporting, and mitigation processes. To achieve these outcomes, Mastek executed a global deployment model with effective change management capabilities. This enabled APC overnight to achieve the following results:

- Higher efficiency of integrated operations
- Single experience that minimised training efforts and cost
- Single, cross-modular application for all process needs and business reporting—through customised BI reports developed in Oracle
- Single-pane data, object, and security model to improve workflows and compliance
- Accelerated and improved information gathering for strategic decision-making
- Efficient process for uploading tax returns (due to Mastek's MTD solution)
- Accurate data and information across all functions
- Efficient onboarding process to enhance APC's reputation
- Single system to capture employee time entries, weekly and monthly payroll runs, costs, and reconciliation
- Better visibility for senior management through weekly cost reports

“As we continue to grow rapidly, technology remains a key enabler for us. With Mastek, a partner of choice for APC, given their deep expertise in Oracle Cloud Solutions, we now have a robust, integrated, and connected internal ecosystem that is completely cloud based.”

JONATHON MOSS
Head of Finance, APC

Case Study 2

Transforming the Digital Patient Journey

The increasing demand for patient-focused experience compelled the healthcare industry to transform its technology ecosystems. This transformation, however, has not been easy as it presents several broad and systemic challenges. Regulations, security compliance, technology, and culture all play a role in complexity, adding to the IT mix. Headquartered in Arizona, Banner Health is one of the largest secular non-profit healthcare systems in the United States.

With 30 acute care hospitals, an academic division, a cancer centre, hundreds of care facilities across 6 states, and a health insurance division within the state, Banner is responsible for the care and coverage of hundreds of thousands of people across various age groups.

Identifying the Problems



Banner Health wanted to enhance its Medicare enrolment portal to accommodate the increasing number of people signing up. The client wanted to provide them with a more dynamic user experience while reducing the manual workload of their administrative staff. They partnered with Mastek, based on the credibility of its technical expertise, to help them envision and implement a new portal.

How They were Addressed

Mastek delivered a solution that deployed automation to enable new capabilities in the client's enrolment procedures. This included:

- Full self-service, allowing patients to pick plans and enrol in an end-to-end process
- Plan and drug pricing comparison tools integrated with third-party software
- A new CMS and data system for tracking online enrolments

The platform was also designed with a focus on local and federal healthcare regulations. It was developed with Salesforce as its base.



Benefits

The new platform has made it easier for both users and staff to register patients in Medicare. There are fewer steps and fewer manual interventions, helping the client stand out competitively. The dynamic portal also helped position Banner Health as a technology leader and continue to expand its capabilities.

According to ISG, this case study is an example of how a provider can leverage their unique expertise and platform knowledge to deliver an improved experience for a client.

Towards Long-term Sustainable Impact

Mastek is committed to delivering sustainable value for its business and stakeholders by actively engaging in ESG practices. Through our sustainability strategy, we aim to reduce our environmental footprint and promote the well-being and prosperity of individuals and the communities in which we operate.





ESG Commitments



Aligning our Priorities with UN Sustainable Development Goals (UN SDGs)



Environment

Going Big on the Green Agenda

Recognising the potential of digital technology in transitioning to a low-carbon economy, we adopt and implement smart solutions to help businesses accelerate their transformation. By doing so, we actively contribute to the reduction of their carbon footprint, and advance both environmental and economic causes.

As a responsible organisation, we constantly strive to decarbonise our operations. Our sustainability strategy focuses on environmental responsibility, climate protection, and optimal use of natural resources. Climate change needs global attention and action, and Mastek is cognizant of the role it has to play. We aim to deal with climate action within our operations and engage with stakeholders for the global programme. Our steady focus on responding to the needs of the environment ecosystem will continue in the three main areas:

1 Decreasing carbon emissions through energy efficiency and conservation while shifting to renewable energy

2 Reduce landfill waste

3 Conserving freshwater

For our Mastek UK offices, we have set an objective to become carbon-neutral by 2030. Similarly, across the globe, we aim to achieve carbon-neutral status by 2040.



Energy Efficiency

The initiatives mentioned below will help in reducing our electricity energy consumption.

- Energy-efficient retrofits/utilities system upgradation
- New offices in LEED/Energy-certified buildings
- Switching to renewable energy supply sources wherever feasible

Responsible Sourcing

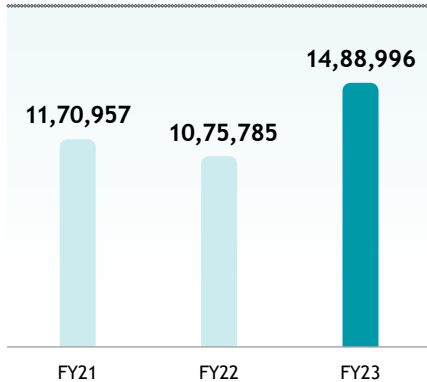
- We are switching to eco-friendly/less-polluting alternatives such as refrigerants with lower ozone depletion potential
- Priority is given to procuring products with high energy/green rating

Carbon Offsets

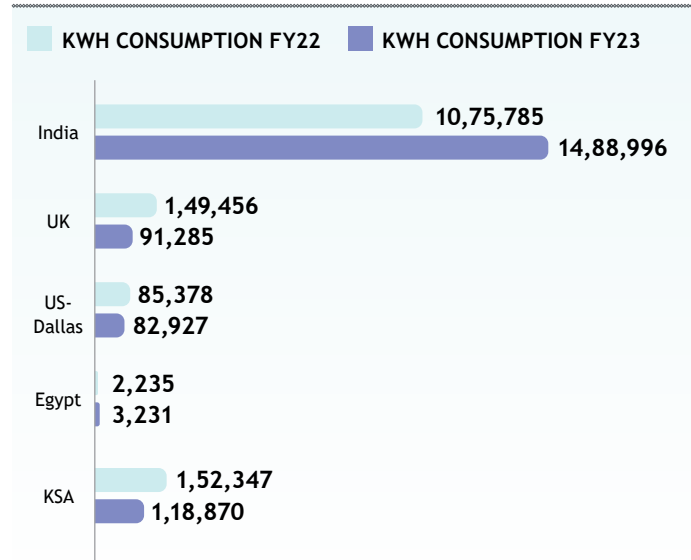
- We have successfully completed carbon offsetting of Mastek UK emissions reported for FY20. We have commenced our carbon offsetting journey by contributing towards solar, wind projects, and energy-efficient cook stoves in various carbon offset projects across India
- We have completed our carbon emissions reporting of Mastek UK for FY22. We also plan to offset these emissions by contributing to carbon offset projects

Electricity Consumption

Pan India KWH Consumption



Global KWH Consumption



Certifications

Our offices at Mahape, Seepz SDF 4, and Acropolis Ahmedabad are accredited by DNV for ISO 14001:2015 (EMS) & ISO 45001:2018 (OHSAS).

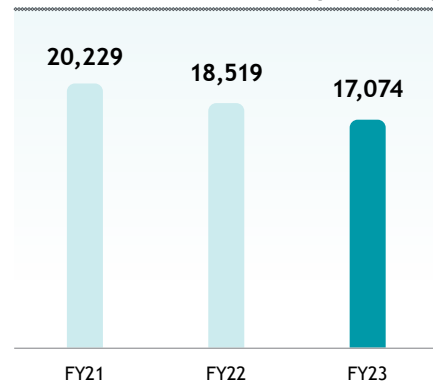
Water Management

In the face of escalating environmental degradation caused by climate change, India is grappling with the pressing issue of diminishing freshwater resources. The scarcity of freshwater is an escalating global challenge in numerous regions. In such situations, water conservation becomes paramount. To achieve this, we diligently oversee our water consumption and discharge practices, ensuring responsible management of this vital resource.

The two crucial steps we have taken to conserve water include:

- Implementation of aerators for faucets to control excess water flow
- Arresting water leakages on time to prevent wastage and loss

Pan-India Water Consumption (KL)



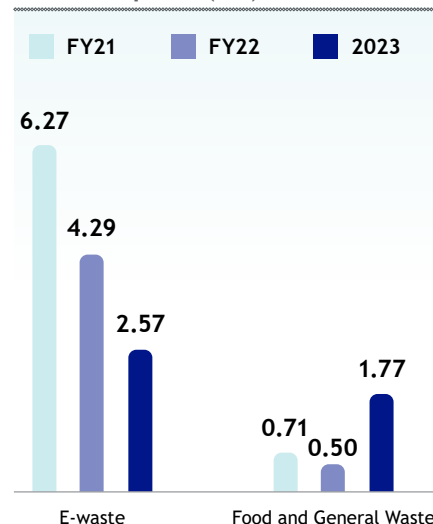
Waste Management

In any industry, waste reduction and effective waste management are crucial objectives. Our strategy is focused on minimising waste generation and ensuring that what we produce is either reused or recycled, whether for its original purpose or for secondary use.

Our unwavering dedication to waste management has contributed to our long-standing success. By employing a comprehensive approach encompassing waste reduction, segregation, recycling, on-site composting, and incineration, we have successfully alleviated the strain on city landfills.

- Reduced use of plastic water bottles
- Reduced use of printing paper
- Disposal of e-waste and hazardous waste as per government approved norms
- Encourage employees to travel economy class
- Encourage carpooling for office commute

Waste Disposal (MT)



People

Creating a Culture of Empowerment

We have an inclusive work environment that develops talent, recognises excellent performance and rewards it. As an organisation, we value diversity in our workforce. We firmly believe that a supportive and empowering workplace is crucial for us to effectively serve our stakeholders, including our Mastekers, customers, shareholders, and the communities we operate in.

Our flourishing people-centric culture encourages Mastekers to unlock their true potential. Mastekers are emboldened to prioritise their well-being, trained to upskill and cross-skill, and above all, empowered to take decisions concerning their quality of work and life.

We have a lean management structure, and all 5,500+ Mastekers are trusted to make informed decisions with accountability. Our inclusive work environment finds its ground in:

- 1 Employee Experience
- 2 Enhancing Learning and Development
- 3 Employee Well-being
- 4 Diversity and Inclusion



Employee Experience Powers Business Strategy

At Mastek, we are committed to create differentiated employee experiences. We are in constant pursuit to deliver a world-class employee experience, allowing our Mastekers to enjoy an integrated, seamless, and rewarding work experience. To help everyone do their best work, we promote and nurture a unique Mastek 4.0 culture based on open engagement, defined ethical values and a high degree of information sharing.

We have achieved the effective establishment of worldwide online help-desk services for all Mastekers. Moreover, we have extended the capabilities of the Mastek BFF Chatbot to encompass our Oracle service line. The implementation of the Genesis HRIS is currently in its final stage, and we have achieved a successful go-live for various modules such as ESS (Employee Self Service), MSS (Manager Self Service), Performance Management System (PMS), Offboarding, LMS (Learning Management System), Succession Planning, Career Development, and Compensation. The integration of HRIS will help us sharpen our strategies, streamline operations, and ultimately fulfil our strategic goals by making informed decisions based on data.



To acknowledge our Masteekers' contributions to their teams and organisation, we introduced a Rewards and Recognition platform called 'MORE'. It has been fully configured to offer both monetary and non-monetary rewards, with around 20% usage.

Enhancing Learning and Development

We are deeply committed to constant learning to help people develop their real potential. To this end, we provide a broad range of training courses and development opportunities that promote upskilling. It also helps us build a talent pool that is prepared, thus creating a leadership line for the future.

94,000+

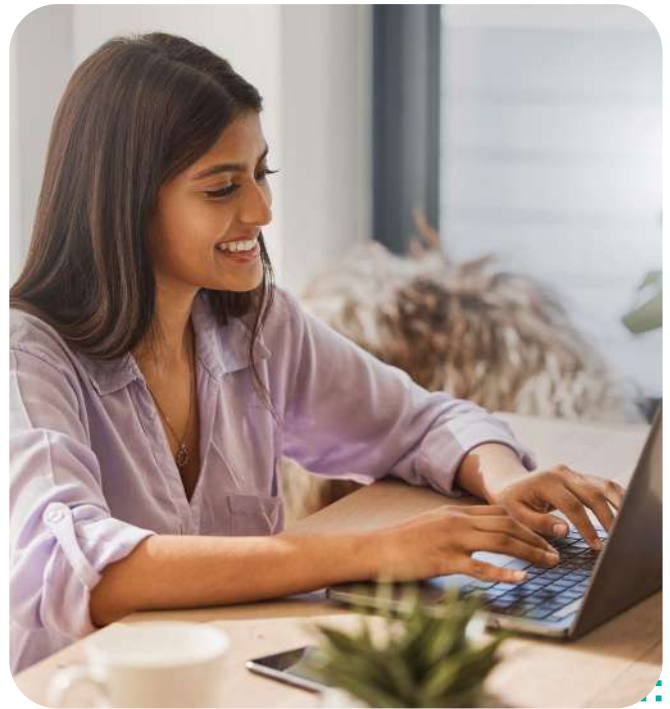
Learning hours

3.58

Overall average training rating

95%

Grads deployed across all businesses



Learn, Explore, Achieve and Progress (LEAP) Programme

Under the LEAP programme, we successfully deployed 91.8% of graduates to projects during the year. The Soft Skill Framework for the LEAP programme was enhanced based on the business needs by introducing one-on-one communication assessments that helped us identify and focus on bridging skills gaps in language and speech clarity for the offshore candidates.

We collaborated with TMG and business teams to expedite the deployment of the graduates by arranging project-driven interventions in areas like AWS Cloud, Power BI, Power Apps, MuleSoft, Salesforce, DevOps, and UI/UX.

A major highlight of the LEAP programme was the celebration of the 'Graduation Ceremony' for Digital Business. This ceremony was conducted in-person at the Mahape office in Mumbai and saw a footfall of 220+ graduates who completed their training during FY22 in various technology stacks.

To acknowledge our Masteekers' contributions to their teams and organisation, we introduced a Rewards and Recognition platform called 'MORE'.

The Learn Anytime Anywhere Platform—Udemy for Business

The Learn Anytime Anywhere Platform—Udemy for Business, has been driving continuous self-learning across Mastek. During the year, our learners clocked in 93,618 learning hours, of which 60% were unique learners with an average of 27 learning hours.

Overall, we have 122 full stack-certified engineers, with 70 added in this fiscal. Our Masteekers are in the process of concluding their full stack journeys. The top learning areas included Spring Hibernate, React, Java, AWS, Testing, Javascript, Snowflake, NodeJS, Azure, Python, Power BI, Oracle & C#. On the certification front, 328 new certifications were added: Agile, AWS, Snowflake, Commerce Tools, Microsoft, Testing, Oracle, Project Management, Salesforce, UiPath and Snyk.

- Launched 'Communication Booster' theme-based quarterly calendar programme that includes sessions on creative confidence building, email communication, and assertiveness skills.
- Organised a dedicated in-person soft skills training programme, spread across three months, for the first time in Ahmedabad.
- A programme on Business Etiquette was facilitated for 169 Oracle Business graduates.

People



Employee Well-being

For us, employee well-being has been at the core of our initiatives and policies. We have always acknowledged and appreciated our Mastekeepers' commitment and long-term association with our organisation. Continuing with this tradition, we recently organised a Fellowship Awards ceremony to celebrate the service milestones of our Mastekeepers, and several were awarded for their long-spanning careers at Mastek. The awardees shared their excitement about receiving the awards and also shared their experiences of being associated with Mastek.

The overall well-being of our people is a vital aspect that determines the success of our organisation. By investing in their physical, mental, social, and emotional health, we create a positive work environment that promotes productivity, engagement, and job satisfaction.

- In the UK, we implemented a Mental Health First Aid Programme to support the Mastekeepers who needed assistance. We have 10 trained Mental Health First Aiders (MHF) who help Mastekeepers access the support they need during emotional distress.
- Globally, we organised 74 emotional wellness sessions that were attended by 3,225 Mastekeepers, 72 physical wellness sessions that were attended by 5,586 Mastekeepers, 6 financial wellness sessions that were attended by 1,738 Mastekeepers and 4 social wellness sessions attended by 382 Mastekeepers.
- The UK Pension regulator conducted an enrolment drive, which was an important step in ensuring employee welfare. In terms of insurance, we renewed the insurance plan for Mastekeepers in Egypt effective February 2023. For Mastekeepers in India, the insurance policies are renewed effective April 2023.
- The Mastek Premier League (MPL) cricket tournament was successfully conducted in Mumbai, Ahmedabad, and Noida locations after a three-year hiatus. The response was overwhelming, with over 200 Mastekeepers participating in Mumbai, 205 in Ahmedabad, and 45 in Noida.
- In the UK, we opened a new office in Reading. This was followed by the launch of an Innovation Hub for Salesforce and Oracle business units in Arizona.
- Flabbergasted Friday: We organised Flabbergasted Friday events every month to bring employees together and conduct fun activities.

Diversity and Inclusion

We aim to attract and develop a diverse talent pool through our inclusive culture that is designed to make every Mastekeer feel valued. At Mastek, inclusion means respect, belongingness, empowerment, and progress. The Diversity & Inclusion Council ensures strong governance and guidance for the promotion of D&I activities.

Through consistent efforts, we seek to improve the gender ratio at our Company, through various initiatives, including recruiting more women in leadership roles. In FY23, our diversity ratio improved from 27% women at the beginning of the fiscal to 30% across Mastek Group. Our focused diversity efforts are reflected in the graduate women hiring as well wherein we hired 61% men and 39% women. We are also very proud to report that 100% women Mastekeers have returned to work with us following their maternity breaks.

We instated the 'ReShine' initiative to support the women keen on restarting their careers by inviting them to join Mastek. The initiative stems from Mastek's strong belief in diversity and creating equal opportunities for all. We are keen to build a culture that enables and empowers women to make a meaningful comeback to their careers.

Our commitment to ensure Mastek remains an inclusive, new-age, and safe place for all Mastekeers is acknowledged in several industry recognitions, including the 'ET Best Organisation for Women 2022-23' and 'ET Future-Ready Organisation 2022-23, as well as the recent Great Place to Work certification we received.

100%

Women rejoined post-maternity break

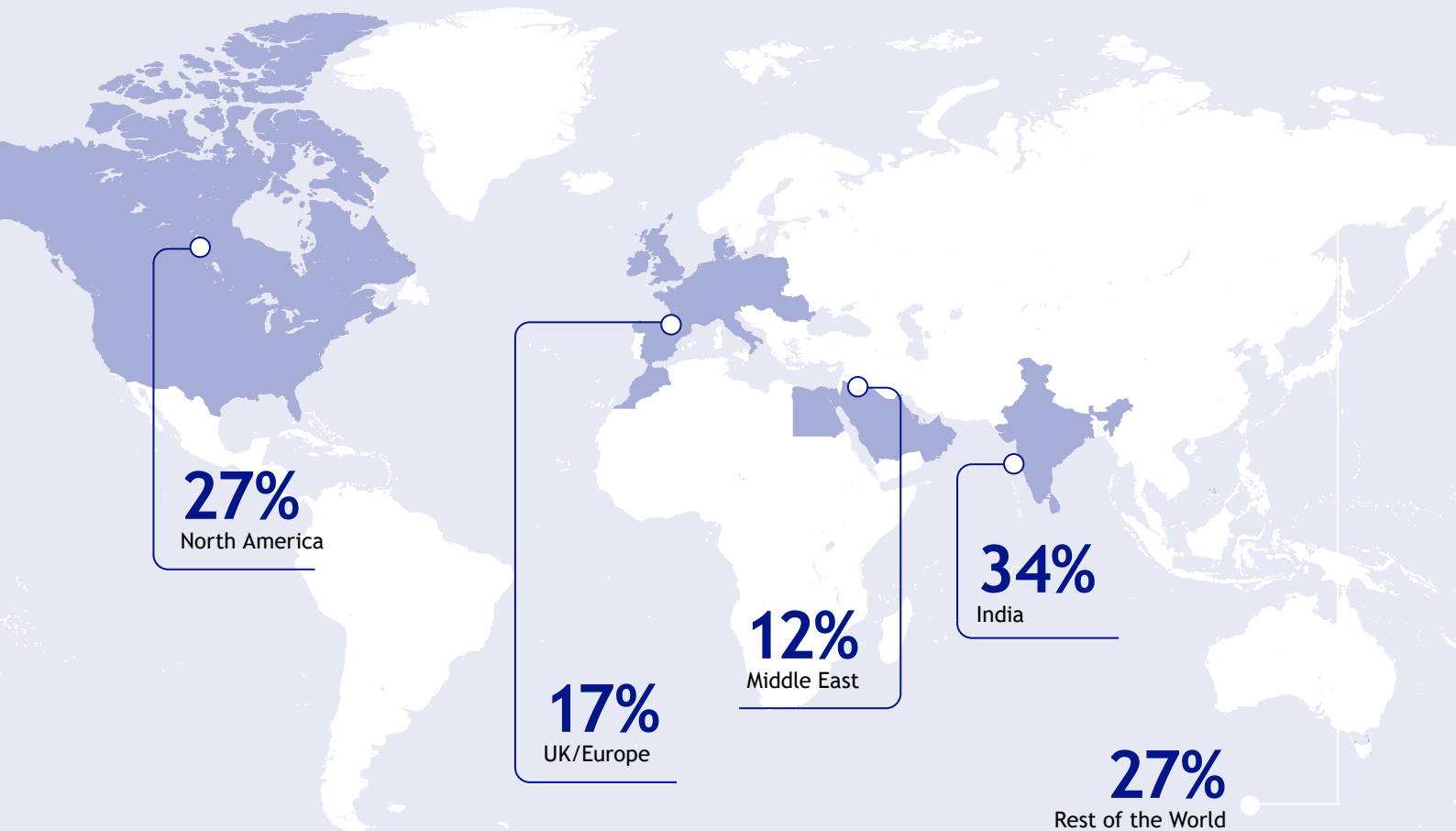
20%

Women within Executive Leadership Team (ELT)

Great Place to Work®

We have been officially certified as Great Place to Work in India and the UK. This recognition is a testament to our collective commitment to ensure Mastek remains a conducive, empowering, and inclusive workplace where people are appreciated and respected for being their authentic selves and everyone comes together to drive excellence, lead from the front and live our values while doing so.

Diversity at Various Locations



Community

Leading a Responsible Business

Engaging with social matters drives positive transformation. Mastek understands the significance of actively participating in the communities it belongs to. By doing so, we grow responsibly and foster the creation of shared value for everyone involved.



Founded in 2002, Mastek Foundation is the CSR arm of Mastek in India that works closely with Masteekers to encourage them to give back to the society through volunteering opportunities, donations, and payroll giving.

The Mastek Foundation operates with defined objectives and strategies aligned with the pillar principles of Give, Engage, and Build. The social initiatives comprise community development projects, fundraising, and assisting non-profit organisations to enhance their governance and scalability by providing IT support through consulting, and encouraging budding engineers to create solutions for emerging social issues. Mastek's CSR vision is aligned with Informed Giving and Responsible Receiving by all its stakeholders.

INR 2.9 crore

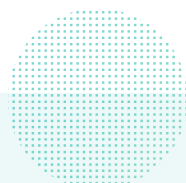
CSR spent

83,012

Beneficiaries

16

No. of projects



Key Initiatives

- Supported 16 charity organisations from 6 states across India by granting financial aid of around INR 3 crores. The amount benefitted approximately 50,000 individuals and 146 birds/animals.
- The Global 'Gratitude is Attitude' event was conducted twice during the year. Our charity partners included Sangopita & Cuddle (India), Ronald McDonald House Charities (US) and Mind—for better mental health, and British Heart Foundation (UK). We are at 40.2% in Payroll Giving for digital (India), and over 214 Masteekers who were part of the event donated around INR 11 lakhs to Indian charity partners.
- Mastek celebrates DaanUtsav every October (inviting Masteekers to donate in-kind or cash to charitable organisations). This year, we partnered with 10 NGOs across India that are enabling people's participation in community development through volunteering opportunities and donations to the various causes they support—Child Welfare, Elderly Care, Education, Women's Welfare People with Disabilities (PWD) Care, and Farming. Mastek Foundation will match the total sum of donations received from Masteekers. The Mastek Foundation matched the INR 1.31 lakhs, with employee donations, and a total fund of INR 2.62 lakhs was disbursed to 11 NGOs.

- Tata Mumbai Marathon 2023: Our Mastekers participated in TMM to support underprivileged children fighting cancer and for animal welfare and rehabilitation.
- A Christmas fundraiser was organised to share the joy of giving with the underprivileged community. Mastekers donated old clothes to the slum community, helping 45 families in Mumbai and 50 families in Surendranagar, Gujarat.
- This year, a musical event was organised to raise INR 1 crore, and the Mastek Foundation matched the donations up to INR 50 lakhs. The funds raised were donated to Malvi Educational and Charitable Trust and Adhyayan Sanstha for education.
- Physically visited 10 out of 16 organisations to ensure the support/aid extended is being utilised for the purposes for which the grant was made.
- In line with the ESG Sustainability Goals adopted by us, we have extended support to 16 projects. These include 10 Quality Education, 3 Good Health and Well-being, 1 Promoting Gender Equality, empowering women, eradicating poverty, 1 Clean Water and Sanitation, and 1 Eradicating Hunger, Poverty and Malnutrition, Promoting Healthcare including Preventive Healthcare and Sanitation.

The Mastek Foundation operates with defined objectives and strategies aligned with the pillar principles of Give, Engage, and Build. The social initiatives comprise community development projects, fundraising, and assisting non-profit organisations to enhance their governance and scalability by providing IT support through consulting, and encouraging budding engineers to create solutions for emerging social issues.

Activities Undertaken by MST Solutions/ Salesforce Business

- Recognised as a 'Blood Leader' by Red Cross for hosting blood donation drives every quarter.
- Partnered with Blue Cross Blue Shield of Arizona to offer free Opioid Overdose Prevention training and Mental Health First Aid training.
- Partnered with Blue Cross Blue Shield to volunteer for the 'Operation Santa Claus' telethon and 'Stuff the Sleigh' events, supporting the Walmart Community Champion and providing toys, clothing, monetary donations, and food to the Valley Children's charities.
- Hosted a Women in Tech (WIT) Heart Health discussion with Dr. Sushmitha Patibandla, MD, FHRS, a clinical cardiac electrophysiologist who is affiliated with Honor Health.
- Hosted a virtual food drive to support the Matthew's Crossing Food Bank.



Adhyayan Foundation

Through a partnership with Adhyayan Foundation, Mastek Foundation supports the Systemic School Improvement Programme in Goa that strives to enhance the quality of leadership and learning outcomes in schools.

The quality cell is implementing the Systemic School Improvement Programme across the state's 824 government schools, which have been structured into 144 hubs. The schools have been a part of orientations, refreshers, hub meetings, support visits, confirming shifts evaluations, planning, etc., as activities that they are required to do, for which the Quality Cell manual provides resources and structures.

Impact

In FY23, the confirming shifts evaluations started in October, and, to date, nearly 498 schools have gone through the evaluations and showed improvement in 980 standards. For FY24, the target is 1,800 standard improvements across 600 schools throughout the year.

Governance

Working with Integrity

At Mastek, we believe that strong corporate governance plays a pivotal role in augmenting trust and securing the long-term interests of our shareholders and other stakeholders. We continue to improve systems and processes that integrate ESG priorities into our overall business and ensure accountability to our Board of Directors and Senior Management.

At Mastek, we are aware of the significant impact of strong corporate governance practices on fostering trust and safeguarding the long-term interests of our shareholders and stakeholders. We are committed to continuously enhancing our systems and processes to integrate ESG priorities into our overall business conduct.

Through robust governance mechanisms, we ensure our Board of Directors and Senior Management are actively engaged in setting strategic goals, monitoring performance, and making informed decisions that align with our ESG commitments. By embedding ESG considerations into our governance framework, we ensure sustainability and responsible business practices are at the forefront of our decision-making processes.

Governance Structure

Mastek's Corporate Governance Structure broadly consists of the Board of Directors and the Committees of the Board at the Apex level and the Management Structure at the Operational level.

This layered Structure brings about a harmonious blend in Governance as the Board sets the overall Corporate Objectives and gives direction and freedom to the Management to achieve these Corporate Objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable and profitable growth.

Continuously Enhancing Our Systems and Processes Through



Strategic Supervision

- By the Board of Directors comprising the Executive, Non-executive and Independent Directors
- Conducts overall strategic supervision and control by setting goals and targets, policies, governance standards, reporting mechanism and accountability and decision-making process to be followed



Executive Management

- By the corporate management team comprising the Managing Director and Executive Committee team consisting of the functional heads of Mastek
- Management reviews and monitors monthly performances addresses challenges faced by the business, draws strategies and policies, and keeps the Board apprised of important developments



Operational Management

- By the business unit head of the respective geography
- Account leadership team and geo leadership team look at all the functional aspects of customer and geography

Board's Role

The Board is responsible for determining the strategic direction of our Company and exercising prudent control over our affairs. The process involves the Board deciding on the direction for the corporation; reviewing, assessing, and approving the strategic direction and initiatives; and assessing and understanding the issues, forces, and risks that define and drive our long-term performance.

In a supervisory role, the Board monitors corporate performance and executive team behaviour. The Board is there to ensure that the organisation and executives function ethically and in accordance to the well-defined course of action. This supervision includes strategy development, design and implementation. The Board members actively discuss the various ESG initiatives of Mastek and encourage the senior management to go beyond regulatory requirements.

Expertise

Mastek's Board brings together a wealth of knowledge, perspective, professionalism, divergent thinking, and experience. All our Board members inherit a deep understanding of governance, technical, financial, and non-financial issues.

	Ashank Desai	Ketan Mehta	Rajeev Grover	Suresh Vaswani	Umang Nahata
Financial Management	✓	✓	✓	✓	✓
Technology	✓	✓	✓	✓	✓
Mergers and Acquisitions	✓	✓	✓	✓	✓
Global Business Perspective	✓	✓	✓	✓	✓
Strategy and Planning	✓	✓	✓	✓	✓
Governance and Compliance	✓	✓	✓	✓	✓
Risk Management	✓	✓	✓	✓	✓
Operations and General Management	✓	✓	✓	✓	✓

Board Committees

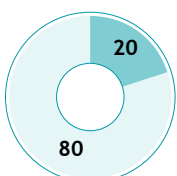
The Board has delegated its authority to various Board Committees with the mandate to deal with governance issues and report to the Board on their activities quarterly. Each committee operates under specific terms of reference that set out its role and responsibilities, composition, and scope of authority. These are reviewed on an annual basis.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management and Governance Committee

Board Experience

(%)

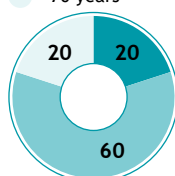
- 11-20 years
- >30 years



Board Age Profile

(%)

- 36-55 years
- 56-70 years
- >70 years



Ethics and Integrity

Our commitment to integrity—acting ethically and treating people, their data, and the environment with respect—is at the heart of our business.

An Ethical Culture

The Board holds the responsibility to drive the strategy, based on an ethical foundation, to support a sustainable business that creates value for Mastek, its stakeholders, society, and the environment. The Board ensures that our Company functions as an ethical organisation and it discharges this responsibility by ensuring that a robust and resilient framework is in place. At Mastek, there are systems, procedures, and monitoring structures to drive the effectiveness of the framework. The Directors are competent and act ethically in discharging their responsibilities to provide strategic direction and effective governance.

Data Privacy and Cybersecurity

Our customers' trust is imperative to us, and are conscious of our responsibility to protect business information, and personal and critical data. As an organisation, we are committed to adopting and implementing methodologies and processes that enhance data privacy and security.

We implement and maintain reasonable cybersecurity practices and procedures appropriate to the nature of the information we maintain, including the relevant technical, administrative and physical procedures to prevent loss, misuse or alteration of personal information. Our platforms enable us to monitor and measure data accuracy on a continuous basis. We only use data from reputable sources, and we have quality control systems to improve accuracy, along with tools to help data providers improve the data they supply to us.

Compliance

At Mastek, we ensure that all regulations are respected in letter and spirit. We abide by all the laws and uphold the highest standards of transparency and accountability. During the reporting period, no significant fines or non-monetary sanctions for non-compliance were levied on our Company. No legal actions were taken regarding anti-competitive behaviour or violation of anti-trust or monopoly legislation. Compliance is an essential element of our culture of integrity that calls for responsible conduct from all our employees, Directors, and third-party business partners are in accordance with all applicable laws, internal codes, and policies.

Internal Control Framework

We have put in place an adequate internal control system to safeguard our Company's assets and to ensure operational excellence. Our internal controls framework covers financial, operational, compliance, and information technology controls, as well as risk management policies and systems. The system also diligently records all transaction details and ensures regulatory compliance. We have well-established risk management processes embedded within the business that enables us to identify, evaluate, record, and monitor significant risks.

Board of Directors

Fostering Shared Success

**Ashank Desai**

Chairman

RMGC SRC AC CSRC

Mr. Ashank Desai is an Information Technology (IT) Industrialist and holds a B.E. from Mumbai University, securing the second rank in the University. Having a M. Tech Degree from the Indian Institute of Technology (IIT), Mumbai, he also holds a Post Graduate Diploma in Business Management (PGDBM) from IIM Ahmedabad.

Mr. Desai is the Principal Founder and Chairman of Mastek and has more than four decades of rich and diverse experience in the IT industry. Mr. Desai held the position of Chairman and Managing Director of Mastek earlier. He brings with him valuable experience in managing the issues faced by large and complex organisations. The Company and the Board immensely benefits by leveraging his demonstrated leadership capability, general business acumen and knowledge of complex financial and operational issues faced by the Company.

Mr. Desai is widely recognised as an IT industry veteran and is one of the founder members and Past Chairman of NASSCOM. He has been felicitated by Prime Minister Shri Narendra Modi for his contribution to NASSCOM & IT Industry.

He also guides Mastek Foundation, whose mission is to enable “Informed Giving and Responsible Receiving”. He has been conferred with the “Distinguished Alumnus” Award from IIT Mumbai and the Computer Society of India (CSI) “Fellow of the Society” honour. He has also been presented with the Honourable Contributors Award by ASOCIO – the only Indian to receive this recognition twice. He was conferred with the much-coveted Outstanding Entrepreneur Award at the Asia Pacific Entrepreneurship Awards (APEA) 2010 India.

**Ketan Mehta**

Non-executive and Non-independent Director

AC NRC SRC

Mr. Ketan Mehta has a Management Degree from the Indian Institute of Management (IIM), Ahmedabad and has significant experience spanning four decades in the Information Technology Industry.

Mr. Ketan Mehta co-founded Mastek in 1982 and is also a Board member. He earlier also served as a member of the Board of Directors of Mastek until June 1, 2015, after which he focused exclusively on the 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 the last thirteen years. Prior to that, he also spearheaded Mastek’s joint venture with Deloitte Consulting.

From October 2018 to September 2020, Mr. Mehta served as Chairman of the Board of Majesco (USA entity), when he played a pivotal role in selling Majesco business to private equity firm—Thoma Bravo. Prior to that, he served as the President of Majesco (USA entity) from 2000 until March 2019, and Chief Executive Officer of Majesco (USA entity) from July 2011 to October 2018.



Rajeev Grover
Independent Director

AC NRC RMGC CSRC

Mr. Rajeev Grover is a B. Com (Hons.) graduate from Shri Ram College of Commerce, University of Delhi. He is a member of The Institute of Chartered Accountants of India and The Institute of Company Secretaries of India and has over 3 decades of rich and diverse experience across Finance, Operations, General Management & Business Transformation. He has worked in multiple Professional Services and Financial Services organisations like Mercer Consulting, Hewitt Associates (now Aon Hewitt), eFunds Corp. (now part of FIS), GE Capital International Services (now Genpact) and American Express.

He has been one of the pioneers of the Business Process Outsourcing industry in India and has led the setup for three organisations in the country. In his last role at Mercer Consulting, he served as the Global Head of Operations wherein he was responsible for driving Operational excellence across multiple lines of business represented by over 9,000 employees, across 25 countries including shared service centres spread across India, Poland, Portugal, China and Ireland.

He is a Founder Director of ExempServ Professional Services Private Limited, which provides value-added financial reporting, compliance and allied services to social sector organisations. He is also a Non-executive Treasurer of SOS Children's Villages of India, which is one of the largest self-implementing independent non-governmental social development organisations focused on children's development.



Suresh Vaswani
Independent Director

NRC AC SRC

Mr. Suresh Vaswani is an independent director at Mastek. He is a seasoned Global Technology and IT services Leader with an exceptional track record for building, scaling, and transforming business. He has served as the President of Dell Services, Co-CEO and board member Wipro and General Manager at IBM Global Technology Services.

He today serves on boards of a spectrum of companies from Publicly Listed to Private Equity owned to next generation growth/early-stage firms. He is an alumni of Indian Institute of Technology, Kharagpur and Indian Institute of Management, Ahmedabad.



Umang Nahata
New Shareholders' Nominee
Director (Non Executive)

Mr. Umang Nahata was the founder and CEO of Evosys (Evolutionary System Private Limited) which under his leadership had grown to become one of the top Oracle Cloud partners globally. He was also the CEO of Mastek's Oracle Business and President of Mastek North America, APAC, and ME. He is a Chartered Accountant by qualification. Mr. Nahata has also worked for other well-known IT Service Companies in the past.

He joined the Board of Mastek as a Non-executive Non-Independent Director in the capacity of New Shareholders' Nominee Director.

Management Team

Delivering Excellence with Expertise



Hiral Chandrana
Chief Executive Officer,
Mastek Group



Abhishek Singh
President UKI & Europe



Arun Agarwal
Chief Financial Officer,
Mastek Group



Prajakta Talvelkar
Chief Marketing Officer



Prameela Kalive
Chief Operating Officer



Raman Sapra
President &
Chief Growth Officer



Ritwik Batabyal
Chief Technology &
Innovation Officer



Surya Nunna
EVP – Asia Pacific,
Middle East and Africa



Vijay Iyer
President Americas



Vimal Dangri
Chief Legal and
Compliance officer

Risk Management

A Proactive and Disciplined Approach to Risk Mitigation

We aim to foster a culture of effective risk management by encouraging appropriate and monitored risk-taking to achieve our strategic priorities.

We analyse internal and external factors that could have an impact on our operations, finances, reputation, and other business areas. The goal of our risk management policies is to develop strategies and plans to mitigate or avoid risks and to ensure that our Company can continue to operate effectively and achieve our goals, even in the face of uncertainty or adverse events.

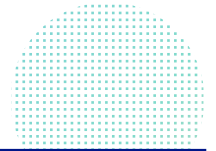
Mastek has established a risk management framework that includes a wide range of protocols and programmes to address potential risks associated with delivering products and services to clients. This framework and our risk management policies has been designed to ensure that risks are effectively managed to meet our business goals. We foster a risk-aware culture that encourages Mastekkeepers to openly discuss risk-related decisions, thereby creating an environment in which they can be transparent about potential hazards and their outcomes. The Risk Management framework has been approved by the Risk Management and

Governance Committee of the Board, and is implemented by the various teams responsible for different aspects of the business, functions, and geographical locations.

- Identification and management of risk at micro, macro, functional, geographic, strategic, and operational levels
- Setting the strategy and process for managing the identified risk
- Implementing a Risk Management process with the proper understanding of the risk and monitoring mechanism
- Driving risk awareness within the organisation that includes appropriate training
- Periodic updates and reviews by local entity Boards and the Mastek Board

A summary of our principal risks and mitigation strategies is provided here:

Risks	Risk Management Plan
<p>Growth Risk</p> <p>We are living in an era of disruption. Our Company is prone to a significant and unfavourable shift in returns on capability investments due to fluctuations in industry or customer preferences. The risk of innovation or change in its customers' business, or product portfolio mix may impact our Company directly or indirectly. We have revenue concentration in few sectors in the UK, and any sector-specific event or risk may affect business of our Company.</p>	<p>We continue to diversify our business and service portfolio along with building deep relationships with our customers at multiple levels, which enables us to understand various factors and create value, supporting the business life cycle of our customers.</p>
<p>M&A-Related Risk</p> <p>A merger or acquisition involves multiple moving parts. New stakeholders, cross country regulations, different cultures, and the need to work seamlessly, add to the complexity and associated risk of limited integration or value extraction.</p> <p>Post-acquisition integration of acquired entities and businesses is as critical as the acquisition itself. A failed integration may devalue not just the acquired business but also have an impact on our Company.</p>	<p>We pursue such deals comprehensively, addressing the identification, agreement, and closing through stringent diligence and valuation criteria and managing the post-closing integration through effective planning, execution, and high standards of corporate governance practices.</p> <p>We recognise this fact and address integration in a comprehensive and methodological manner, with highest focus on the integration of culture and manpower processes.</p>



Risks	Risk Management Plan
<p>Country Risk</p> <p>Our Company has operations in APAC, the UK, Europe, MENA, India, and Americas. Such vast operations across geographies exposes our Company to various political and regulatory risks.</p>	<p>We have a healthy mix of centralised and local processes and resources that enables appropriate responses to any risk event.</p>
<p>Competition-led Risk</p> <p>Our Company operates in a multi-vendor environment. The business faces the risk of ‘consolidation’ with other vendors if customers are looking for single sourcing or vendor consolidation. The business is further at risk due to the innovation and disruption brought on by the competition.</p>	<p>These risks are partially offset by strong domain expertise, robust delivery capabilities and significant project experience.</p>
<p>Dependence on Key Personnel</p> <p>The Information Technology industry is facing acute shortage of talent. With the accelerated adoption of technology owing to the pandemic, the demand for talent has gone up disproportionately that may not match with the talent availability.</p>	<p>We encourage an entrepreneurship culture within the organisation and offer new challenges and opportunities for employees. Significant investments have been made in recruitment and training procedures to enable self-learning and certification tools to increase employability. We continuously endeavour to have an effective succession plan in place to mitigate these risks.</p>
<p>Client and Account Risk</p> <p>Our strategy is to engage with customers and build long-term relationships with them. Any shift in customer preferences, priorities, and internal strategies can have an adverse impact on our operations and outlook.</p>	<p>We have the benefit of being well entrenched with our customers. In most cases, we are involved with the customers’ planning initiatives, thereby addressing any risks arising out of client concentration.</p>
<p>Contractual, Execution and Delivery-Related Risks</p> <p>Our Company faces delivery and execution risk arising out of changing customer requirement, comprehension of those requirements, and timeliness of the response. Any inability to adhere to delivery timelines or requisite quality can adversely affect our relationship with the customer. Any termination or modification of contracts and non-fulfilment of contractual obligations by clients due to their financial difficulties or changed priorities or other reasons, can expose our Company to operational risks.</p>	<p>We have strong operational review and quality check mechanisms in place to mitigate such risks.</p>

Risk Management

Risks	Risk Management Plan
Cyber Security Risk	
<p>The risk of cyberattacks is ever-present. It can cause reputational damage, significant business loss to customers, penalties, and legal and financial liabilities to Mastek, in addition to having an impact on business operations.</p>	<p>At Mastek, we make continuous investments to upgrade our security infrastructure. These include endpoints solution (on desktops/laptops and servers) with enhanced threat monitoring and controls, including Live Malware Protection, Deep Learning Malware Detection, Exploit Prevention, Potentially Unwanted Application (PUA) Blocking, Automated Malware Removal, Malicious Traffic Detection, Ransomware File Protection (CryptoGuard), Download Reputation and Peripheral Control. We also carry out periodic testing to ensure effectiveness through vulnerability assessment and penetration testing, data backup, strict access control, enterprise-wide training and awareness programme on information security, data leak prevention tools, review, and implementation of stringent security policies and procedures, among others.</p>
Litigation Risk	
<p>Considering the scale and geographic spread of the operations, litigation risks can arise from commercial disputes, employment-related matters, a perceived violation of intellectual property rights, among others.</p>	<p>At Mastek, we have in-house legal counsels and a network of reputed global law firms in countries of operations to assist the Management team with any potential and real litigations. We also have a mechanism to track and respond to notices and defend ourselves in all claims and litigation. We continuously strengthen our internal processes and controls to ensure compliance with Contractual obligations, information security, and protection of intellectual property to avoid litigation.</p>
Data Protection Risk	
<p>Protection of personal data continues to attract greater scrutiny by the regulators on the back of extra-terrestrial laws, such as GDPR in Europe, Data Protection Act in the UK, and CCPA in the state of California in the United States. These legislations carry severe consequences for non-compliance or breach and violation of data protection laws or security breaches can result in substantive liabilities, fines or penalties, and reputational impact.</p>	<p>Our Company has various controls in place governed by data privacy policies covering applicable laws and geographies. Policy framework ensures technology controls, training, and awareness of staff when working with privacy data to foster a responsible culture, review, and negotiations of vendor contracts to support compliances, implementation and maintenance of data transfer agreements, and periodic reviews and audits to assure compliance.</p>

Risks

Risk Management Plan

Reputational Risk

Our clientele includes large and reputed organisations. Due to our business and exposure across various sectors and geographies, we could be exposed to scrutiny by government authorities and even the media.

We have strong internal procedures built on ethical principles. Each representative of our Company, whether an employee or a third party, ensures they adhere to these principles when managing our Company and clients' businesses. We have a rich history and are well-known in the industry for our strong governance practices.

ESG Risk

Our Company operates at global scale with diverse workforce, services multiple sectors and is regulated under various jurisdictions. With this exposure, we face a variety of ESG-related risks, with some of them being potentially material, and may cause financial or reputational damage.

As part of our Risk Management framework, ESG is integrated across all elementary actions like the decision-making process, thereby adding ESG risk management within business processes. Our Company treats ESG risks as a regular business risk, and hence, its management is part of our standard risk reduction process.







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Management Discussion and Analysis



Macroeconomic Review

Global Economy

Global economic growth moderated to 3.4% in 2022, as escalating geopolitical tensions, continued dislocation in supply chains and historically high inflation levels weighed down heavily. Although inflation pressures had already built up owing to the massive liquidity injected into the system to tide over the pandemic, the outbreak of the Russia-Ukraine conflict further pushed energy and commodity prices sharply higher. Further, the imposition of economic sanctions on Russia, one of the world's leading oil and gas producers, pushed the Euro Area to the brink of an energy crisis, given the region's excessive dependence on Russian gas. In addition, China adopted a stringent 'Zero Covid' policy to curb the relapse of the Covid-19 spread for most part of the year, keeping supply chains in disarray.

To rein in runaway inflation, central banks of major economies led by the US Fed undertook an aggressive and synchronised monetary tightening, pushing interest rates to multi-decade highs and further dampening the expansion of global economic output. It also raised fears of a financial crisis, with a few banks in the US and Europe collapsing. However, China's earlier-than expected re-opening in November 2022 helped recoup some losses in economic output, while a milder winter in Europe helped avert a near-term energy crisis. Growth was driven by emerging market and developing economies, especially India and China, while advanced economies stagnated.

3.4%

Global economic growth
in 2022

Global GDP Growth Trend (%)

	2022	2023F	2024F
World	3.4	2.8	3.0
Advanced Economies	2.7	1.3	1.4
US	2.1	1.6	1.1
Euro Area	3.5	0.8	1.4
UK	4.0	(0.3)	1.0
Other Advanced Economies	2.6	1.8	2.2
Emerging Market and Developing Economies	4.0	3.9	4.2
China	3.0	5.2	4.5
India	6.8	5.9	6.3

Source: International Monetary Fund (IMF) World Economic Outlook-April 2023

Outlook

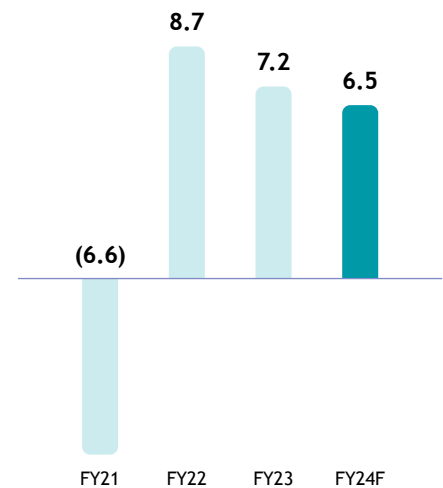
The IMF expects global GDP growth to bottom out to 2.8% in 2023, before stabilising at 3.0% in 2024. The reopening of China's economy has paved the way for a faster-than-expected recovery. Although global inflation is expected to fall from 8.7% to 7% in 2023, and 4.9% in 2024, but still remain above the pre-pandemic levels of about 3.5%. Easing inflation and strong employment data point to a softer landing in the US, while the Euro Area is likely to witness muted growth, with the UK expected to be in a technical recession in the near term. This could prompt the central banks to keep interest rates higher for longer, and any reversal in the 15-month rate hiking cycle will be 'data dependent.'

Indian Economy

The Indian economy grew at a faster-than-expected rate, at 7.2% during FY23, as the domestic tailwinds far outweighed the global headwinds. India also became the world's fifth-largest economy in the world and remained the fastest-growing among the G20. Although India too confronted high inflation, prompting the Reserve Bank of India to undertake a series of policy rate hikes, the intensity and magnitude was much lower than that of other major economies in the world. With robust corporate balance sheets and well-capitalised banks, the higher interest rates were not detrimental to consumption or investments. The Indian rupee weakened relative to the US dollar, which strengthened owing to its 'safe haven' status, but it continued to perform well vis-à-vis other major currencies. Fiscal deficit remained under control.

The Government's continued thrust on massive public capital expenditure to attract private investment and boost demand bodes for its long-term fiscal health. Further, supportive industrial policies such as the Production Linked Incentive (PLI) are playing a major role in enhancing the competitiveness of domestic manufacturing and services. With global business looking at diversifying their supply chains away from chronic China dependence, India could very well emerge as a preferred destination for sourcing. Further, the country's robust digital infrastructure, focus on clean energy transition, and multimodal logistics development have started to boost productivity and improve efficiency. In addition, India has been digitalising at a rapid pace, with growing broadband penetration and falling data usage costs. It is not only revolutionising last-mile delivery of government schemes, but also fuelling entrepreneurship and the emergence of a vibrant startup ecosystem.

India GDP Growth Trend (%)



Source: CSO Estimates/RBI

Outlook

According to the RBI, the Indian economy is projected to grow at 6.5% in FY24, driven by a rebound in rural demand, steady growth in contact-intensive services and easing inflation. The central bank has already taken a pause in its rate hiking cycle, expecting inflation to average 5.1% in FY24, within its comfort range of 2-6%. Strong manufacturing and services PMI point to robust economic activities while buoyant tax collections provide the Government ample headroom to continue spending on infrastructure and logistics development. If the global economic headwinds dissipate earlier than estimated, it could further bolster India's growth prospects.



Industry Review

Global IT Industry

Despite the macroeconomic challenges like high inflation and interest rates, global IT spending is expected to grow by 5.5% to USD 4.6 trillion in 2023, according to the latest Gartner report (April 2023). Businesses are expected to continue on their digital transformation journey to optimise costs, reimagine revenue streams, enhance value proposition of their products and services, though the growth is likely to be divergent across segments. The software segment is projected to grow at 12.3%, as businesses continue to spend on sharpening their competitive edge through increased higher

productivity and automation, among other initiatives.

The IT services segment will continue growing through 2024, largely driven by 30% growth in the Infrastructure-as-a-Service market in 2023. At the same time, spending on devices is likely to contract by 4.3%, as buying decisions are deferred on account of lower purchasing power and the absence of incentives. Further, enterprises will continue spending on maintaining existing on-premises data centres, but new spending will be directed towards cloud options. The cloud services

market is experiencing a notable shift, with price driving incremental spending, rather than increased usage.

Emerging technology like IoT, robotics, and mixed reality are driving additional spending, with IDC projecting that new technologies will hit USD 1.36 trillion¹ in 2023, adding nearly 30% to the expected spending on traditional items.

1 CompTIA Research Report Nov2022

Global IT Spending Forecast (USD million)

	2022		2023		2024	
	Spending	Growth (%)	Spending	Growth (%)	Spending	Growth (%)
Data Centre Systems	216,095	13.7	224,123	3.7	237,790	6.1
Devices	717,048	(10.7)	684,342	(4.6)	759,331	11.0
Software	793,839	8.8	891,386	12.3	1,007,769	13.1
IT Services	1,250,224	3.5	1,364,106	9.1	1,502,759	10.2
Communications Services	1,424,603	(1.8)	1,479,671	3.9	1,536,156	3.8
Overall IT	4,401,809	0.5	4,643,628	5.5	5,043,805	8.6

Source: Gartner (April 2023)

Indian IT industry

The Indian IT industry accounted for nearly 7.4% of India's GDP in FY23, which is expected to grow to 10% by 2025. Gartner forecasts India's IT spending to grow 0.7% in 2023 to USD 108.5 billion, as Indian enterprises

embark on cautious cost optimisation and efficiency programmes, leading to a lower spending on data centre systems and increased spending on IT modernisation and growth initiatives. This typically involves investments in

applications and Software-as-a-Service (SaaS), which will ultimately drive software spending growth in 2023. The acceleration in cloud migration is projected to fuel IT services spending to reach USD 21.9 billion in 2023.

India IT Spending Forecast (USD million)

	2022		2023	
	Spending	Growth (%)	Spending	Growth (%)
Data Centre Systems	3,682	15.3	3,549	(3.6)
Devices	46,397	(3.9)	44,139	(4.9)
Software	12,804	14.1	14,483	13.1
IT Services	20,539	6.9	21,860	6.4
Communications Services	24,427	0.2	24,517	0.4
Overall IT	107,848	1.5	108,547	0.7

Source: Gartner (April 2023)

According to Nasscom, FY23 was a year of sustained revenue growth for the Indian IT industry. The current volatile and uncertain global economic environment fuelled the demand for digital acceleration, making it a strategic imperative to drive innovation, transformation, and cost-efficiency. Nasscom estimates Indian

tech industry revenue to have grown to USD 245 billion, reflecting an addition of USD 19 billion over FY22, driven by IT services, BPM, Software, among others. Exports are expected to have grown by 11.4% in constant currency to reach USD194 billion, driven by growth across all major markets—the US and APAC—and core sectors such as BFSI,

Manufacturing and Telecom/Hi-Tech. The industry remained a net hirer with additions of ~300,000, employees, taking the total employee base to over 5.4 million.





Powered by its robust digital infrastructure and growing digitally skilled workforce, India has emerged as a 'Digital Talent Nation'. Globally, India has the largest pool of AI skilled talent, the second largest AI/ML BDA talent, and ranks third in terms of availability of Cloud professionals. Further, with continued investments by the government and enterprises in emerging technologies, domestic revenues are witnessing a sustained uptick.

Outlook

India's robust technology ecosystem has a significant role to play in sustaining its higher economic growth trajectory in the next decade or so. Further, its new-

age skilled talent pool with a strong entrepreneurial mindset, coupled with cost competitiveness and conducive business environment, provides a springboard to propel future growth. Nasscom estimates that the Indian Industry revenue could accelerate to USD 500 billion by 2030.

Company Overview

Mastek is a trusted digital engineering and cloud transformation partner that delivers innovative solutions and business outcomes for clients across industry verticals: Government/ Public sector, Healthcare and Life Sciences, Retail, Manufacturing and Financial Services. We enable customer success and business change programmes

by partnering with enterprises to unlock the power of data, modernise applications to the cloud, and accelerate digital advantage for all stakeholders.

Our strong engineering mindset and solutions-based approach enable us to expand rapidly and provide clients with innovative capabilities to help them achieve their goals. To drive growth in our front-to-back office digital transformation capabilities, we are focused on expanding partnerships with major technology companies such as Oracle, Microsoft, and Salesforce.

We are on a mission to Decomplex Digital and make businesses future ready.

Business Review

Revenue by Service Offerings

Service Offerings	FY23		FY22	
	Revenue (₹ in lakhs)	Share (%)	Revenue (₹ in lakhs)	Share (%)
Digital & Application Engineering	111,071	43.3	99,428	45.5
Oracle Cloud & Enterprise Apps	81,619	31.8	72,000	33.0
Digital Commerce & Experience	46,263	18.1	25,789	11.8
Data, Automation, and AI	17,386	6.8	21,167	9.7
Total	256,339	100.0	218,384	100.0

Revenue by Geography

For the year ending on March 31, 2023, operating revenue for UK & Europe was ₹ 158,761 lakhs, representing a growth of 6.9% compared to the previous year's operating revenue of ₹ 148,485 lakhs. North America contributed ₹ 62,576 lakhs to the total revenue, showing an increase of 62.3% from the previous year's contribution of ₹ 38,556 lakhs. The Middle East contributed ₹ 23,350 lakhs to the total operating revenue, showing an increase of 22.9% compared to ₹ 19,006 lakhs in the year earlier. The Rest of the World, which includes India and Asia Pacific operations, contributed ₹ 11,652 lakhs to the total operating revenue, down 5.6% from ₹ 12,337 lakhs in the year-earlier period.

Geography	FY23		FY22	
	Revenue (₹ in lakhs)	Share (%)	Revenue (₹ in lakhs)	Share (%)
UK & Europe	158,761	61.9	148,485	68.0
North America	62,576	24.4	38,556	17.7
Middle East	23,350	9.1	19,006	8.7
Rest of the World	11,652	4.6	12,337	5.6
Total	256,339	100.0	218,384	100.0

Revenue by Customer Segment

Customer Segment	FY23		FY22	
	Revenue (₹ in lakhs)	Share (%)	Revenue (₹ in lakhs)	Share (%)
Government & Education	107,132	41.8	82,023	37.6
Health & Life Science	42,482	16.6	51,247	23.5
Retail & Consumers	37,398	14.6	32,548	14.9
Manufacturing & Technology	39,124	15.2	28,254	12.9
Financial Services*	30,203	11.8	24,312	11.1
Total	256,339	100.0	218,384	100.0

*Financial Services includes consultancy/ professional services

Key Highlights for FY23

- Acquisition of MST:** Mastek acquired MST Solutions, a Salesforce consulting firm, in July 2022, which is expected to bolster our presence in the healthcare and public sectors in the US and further diversify our revenue streams geographically. We aim to expand our Salesforce capabilities to other regions, such as the UK and the Middle East, thereby creating a global Salesforce practice. The acquisition was financed by USD 30 million in debt and the rest from internal accruals.
- Strategic investment in Volteo Edge:** An Edge Intelligence SaaS Company in the Connected Enterprise Space and ServiceNow ecosystem, Volteo Edge will accelerate Mastek's ability to penetrate the emerging connected enterprise market. We aim to strengthen our customer service management and field engineering services to a more secure, intelligent, responsive, and connected ecosystem.

UK and Europe

In 2022, the UK's technology industry was valued at USD 1 trillion (€942 billion), significantly above Germany's at USD 467.2 billion, and France's at USD 307.5 billion. This makes the UK's technology industry the top ecosystem in Europe¹. The UK IT spending is expected to grow to USD 218.7 billion² in 2023, despite the turbulence in the global market. This is attributed to the UK's favourable approach to tech regulation that encourages innovation, ongoing support for start-ups, and the government's ambition to enhance the digital skills of its citizens. IT vendor prices are increasing due to inflation compounded by the weakening of the British pound and the Euro relative to the US dollar. The UK's government, education, and healthcare sectors are experiencing significant growth due to increased IT spending, on the back of the rise of remote work, remote education, and telehealth services.

1 <https://www.gov.uk/government/news/uk-tech-sector-retains-1-spot-in-europe-and-3-in-world-as-sector-resilience-brings-continued-growth>

2 <https://www.gartner.com/en/newsroom/press-releases/2022-11-09-gartner-forecasts-it-spending-in-emea-to-grow-3-percent-in-2023>



USD 32 million+

Multi-year deals with the Home Office

Business Performance

Mastek has been present in the UK for over three decades and has established presence across key areas of national infrastructure, such as borders, immigration, defence, custom and security. We are a trusted Digital Engineering and Cloud Transformation Partner for both public and private sector enterprises. Despite the macro uncertainties, we have demonstrated significant resilience, given our strong positioning in digital transformation initiatives. We have been working with top civil servants and the private sector, with the UK and Europe contributing 61.9% to our total revenue.

We offer our services to four of the five major IT spenders in the market and one of the strongest in SaaS offerings. Our UK public sector business, particularly digital services, has a considerable portion onshore. We have successfully transitioned several engagements into reasonably long-term ones, providing us with more visibility and predictability in terms of future revenues. The DSP programme is a multi-phase initiative in the

UK government that spans several departments. Mastek is one of the 20 suppliers chosen for the programme. Nearly 70% of our revenue comes from mission-critical, public-sector businesses, which demonstrates strong momentum, with larger framework and strategic downstream deals. We are emphasising deeper account mining and cross-selling through our service line strategy, with a target to increase the share of Healthcare & Life Sciences.



Key Highlights for FY23

- We won USD 32mn+ multi-year deals with the Home Office. This vertical is expected to be a growth driver in FY24 as well.
- As a strategic partner, we won a multi-year contract to deliver Integration services for migration under Borders Portfolio's Future Borders and Immigration Services (FBIS) programme. FBIS allows the UK government to deliver points-based immigration services.
- Mastek will be a leading MIS provider for 15,000 schools across the UK, providing the tools to efficiently manage daily school life and drive improvement in learning outcomes. We are the sole development partner for the SIMS7 platform, enabling UK schools to comply with statutory changes.
- Working with the Health ALB to build and deliver their new jobs service, we will build a new platform using open-source technologies—more cost-effective than off-the-shelf licensing models. This would improve the quality of applications and reduce the time it takes to hire for new roles in the NHS. This will be used by 6,500 GPs and trusts across the UK.
- Anticipating challenges in securing government service orders due to

the volatile environment in the UK. However, the core public sector service business has demonstrated resilience despite these circumstances.

- Participating in some large framework in the area of border security, immigration, and trade related services, which are likely to drive growth, going forward.
- The UK public sector's significant healthcare project is still experiencing delays. Despite this setback, there is a positive outlook on the overall growth potential of the healthcare vertical. We have won multiple deals with the customer, however, we see consistent delay in commencement and hence impacting revenue realization in the short term. We expect this trend to reverse by the end of FY24 with project commencement/ramp up notifications where contracts have already been awarded to us. Additionally, we are building capabilities to drive expansion into private sector healthcare and life sciences vertical to augment growth in line with our global strategic priority.

24.4%

US market total revenue contribution

United States

According to Forrester, the US' technology spending growth will moderate to 5.4% in 2023 due to the ongoing macroeconomic challenges, from 7.4% in 2022. Businesses have slowed down their spending, as the 450 bps cumulative hike in policy rates by the US Fed to curb inflation has increased the cost of capital. Software has been the largest contributor to the growth in technology spending in the US, accounting for 34% in 2022 and projected to reach 42% in 2027³. Going forward, US businesses are likely to direct their IT spending on increasing productivity, enhance their competitiveness and optimise their domestic and international revenues.

Business Performance

In the US, Mastek has gained market visibility and recognition as we have been acknowledged as a disruptor in the Oracle cloud space and recognised by top advisors and analysts in the US. Our account mining strategy has started to deliver results, with our top 25 clients accounting for 70% of our revenue in the market. Instead of relying only on channel-led pipeline, we are now directly connecting with clients, with an aim to acquire and mine more Fortune 1000 customers. With Acquisition of MST, we have got relationship with state and local government, with deep regards and acknowledgment for the work we do for them. This opens up significant account mining opportunity for Mastek as a group.

We recently introduced Glide 4.0, a framework and platform that will help accelerate cloud transformation and innovation acceleration. We recognise the significant spending and talent gap within the Salesforce ecosystem and are optimistic about medium to longer-term growth prospects. Post the Meta Soft Tech Solutions (MST) acquisition, our integrated offerings across cloud, transformation, architecture, customer experience, data and business intelligence have strengthened significantly. Our focus is on the Healthcare, Hi-tech, Manufacturing verticals, along with the new vertical of

³ <https://www.forrester.com/report/us-tech-market-forecast-2022-to-2027/RES178714>



local/state government solutions, to accelerate growth.

The US market contributed 24.4% to our total revenue in FY23, progressing in line with our strategy.

Key Highlights for FY23

- Mastek was recognised as a 'Product Challenger' in the ISG report 'Oracle Ecosystem 2022' for the US market.
- Appointed Mr. Vijay Iyer as President of Americas who will be driving the entire Americas business leveraging Mastek's differentiated portfolio of offerings in Cloud, Enterprise IT and Digital Engineering and Experience.
- Salesforce Business (MST) and Banner Health launched self-service Medicare shop & Enroll portal. Case Study recognised as 'Standout by ISG'.
- We were chosen as the strategic partner for providing Oracle Financials Cloud and Oracle HCM Cloud support to a government administration in Florida responsible for public services and utilities. Mastek will provide tailored support and flexible services to address the client's most demanding application challenges. We will help optimize technical, staff, and security operations with configurable service options tailored to the organisational needs.
- We will set up the first-ever Offshore Development Centre in India and provide Managed Services for a client that offers individual, family, group, Medicare, and Medicaid health insurance and related services to its nearly 2 million customers in the US. In addition, Mastek will enable the customer to deliver SLAs to their business stakeholders and enhance transparency to their leadership team.
- The acquisition of MST has exceeded expectations according to the acquisition plan, and we remain highly enthusiastic about the potential for synergies. We are currently capitalising on cross-selling and co-selling opportunities, pursuing multiple integrated deals, and experiencing an upward momentum in overall growth.

- Over the next 2-3 years, Mastek would be doing few more acquisitions in areas like cloud platforms (Azure, AWS, etc.) and data/automation to fill gaps in the offerings.

MENA

According to Gartner, IT spending in the Middle East and North Africa region is expected to reach USD 175.5 billion this year, a 2% increase from USD 171.9 billion in 2022⁴. The transition towards a knowledge-based economy was hastened by the increased adoption of renewable energy and the subsequent drop in oil prices. Further, the advent of 5G, the rise in the digitally skilled local workforce, and the rapid digitalisation of banking and retail sectors are creating a conducive environment for growth in IT spending in the region. Communication services will experience the highest IT expenditure in the MENA region in 2023, with an estimated spending of USD 115.13 billion. Meanwhile, software is expected to record the highest growth at 9.8%, with an estimated spending of USD 13.34 billion. In line with global IT spending trends, spending on devices is expected to decrease by 6.4% from

⁴ <https://www.khaleejtimes.com/business/gartner-forecasts-it-spending-in-mena-to-grow-2-in-2023>

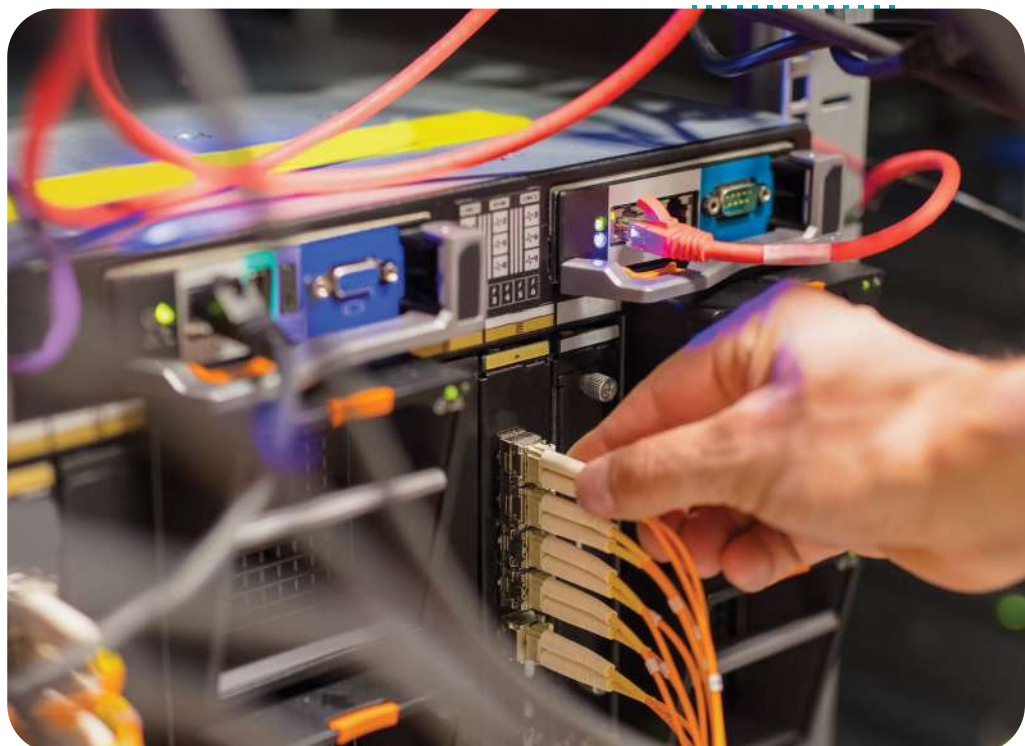
USD 26.68 billion in 2022 to USD 24.97 billion in 2023.

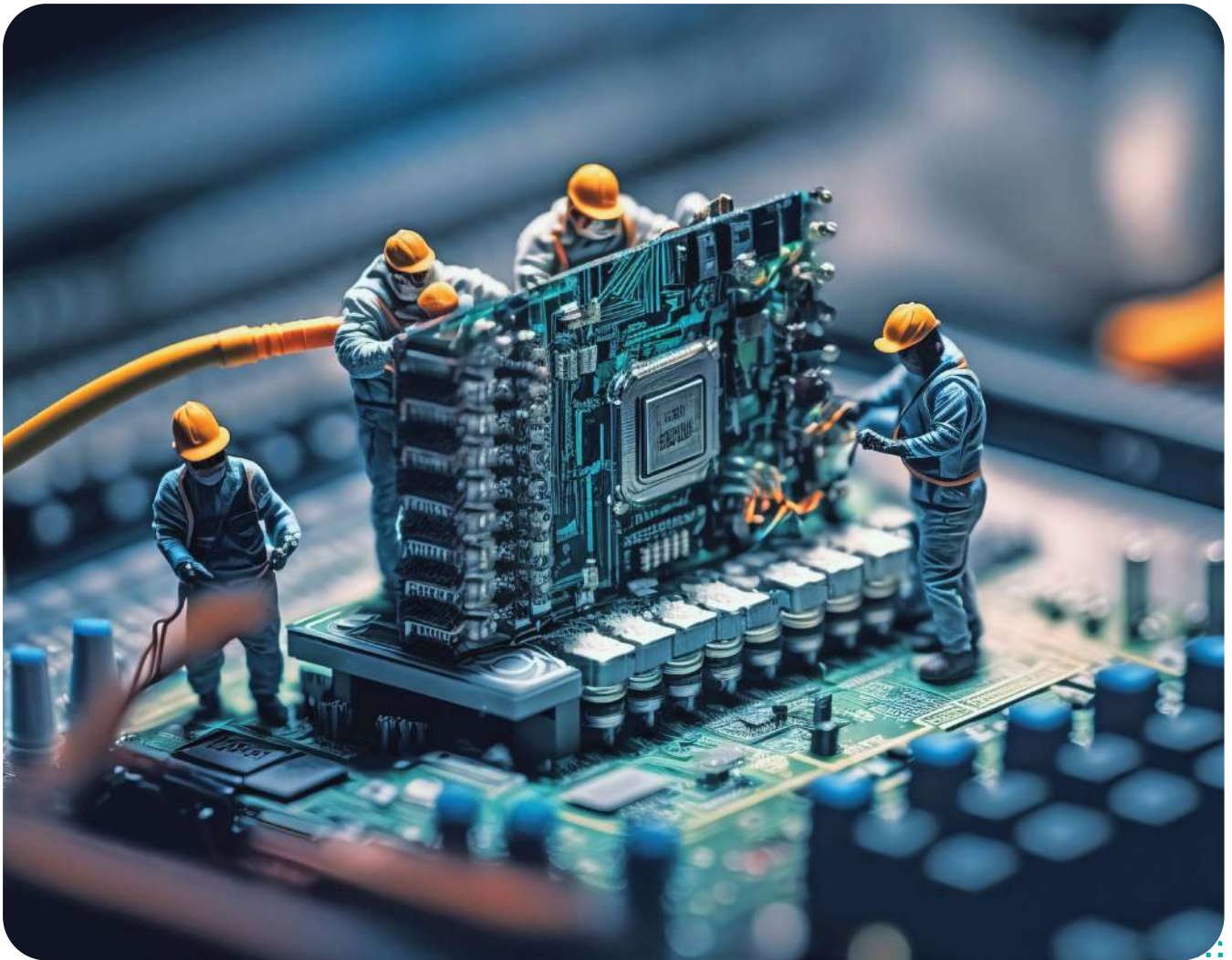
Business Performance

Thanks to our successful partnership with Oracle, our strong focus on industry-specific solutions, and our utilisation of digital services, we are now in an excellent position to compete for and win major deals across various practice lines and industry verticals. We are confident that, besides our Oracle service line, we will expand into digital services and application engineering. Rising tech start-ups as well as increased IT spending is viewed as positive for Mastek providing us growth opportunities. Our operations from the Middle East, and APAC including Australia and India contributed ₹ 35,002 lakhs, representing 13.7% of the total operating revenue in FY23.

Key Highlights for FY23

- Mastek has been involved in a unique endeavour by one of the world's largest sovereign wealth funds, offering a wide range of commercial helicopter transportation services, air ambulance services, as well as luxury and sightseeing trips. We will implement Oracle EPM and





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- HCM Cloud solutions, and manage support for Oracle Financials, SCM, and HCM Cloud. This will enable the client to achieve a more unified user experience and simplified administration across different business functions, accurate and transparent reporting along with a more productive workforce, better customer support, and higher profitability.
- Mastek partnered with a company that is the largest integrated network of hospitals, clinics, diagnostics, insurance, pharmacies, health tech, procurement and more. We will completely transform the client's homegrown ERP system. Mastek will implement an Oracle Cloud solution which will simplify the client's financial processes, enable it to gain better control over data quality and consistency through

Cloud ERP as well as provide better support to its workforce using Cloud HCM.

- Mastek is selected to implement Oracle ERP Cloud, 5 years managed services contract, and 9 years of Mastek Warehouse 360 contract. Through this implementation, the customer will leverage a contemporary system supported by a fit-for-purpose Target Operating Model, promote best practices to achieve efficiencies and cost saving benefits and uplift financial management capabilities to support current and future business needs.
- As a result of the war situation in Europe, we made the decision to reallocate some of our investments from European countries (excluding the UK) to the Middle East. This strategic move yielded significant growth and positive results for us.

Business Outlook

We are optimistic about the strong momentum in business, led by our three year strategy, especially in the healthcare and public sector pipeline, and promising accounts in manufacturing and retail. Demand for Mastek's services across service lines remains healthy, and we expect to continue adding value to our investors. We have several large and integrated deals lined up for FY24, in addition to joint activities with MST Solutions which we acquired in FY23. In terms of order book and revenue, we are seeing momentum building up in our US region together with UK public sector and AMEA region. Our Account mining playbook is deployed in 32 identified accounts globally which will help strengthen our relationship and expand average revenue per customer in FY24. Our Salesforce unit is also expected

to experience high growth across various geographies.

Opportunities and Threats

Despite potential challenges on the horizon, there are compelling reasons to believe that the technology industry will successfully navigate the uncertain business landscape. Technology has evolved from being important to being indispensable in our daily lives, and this trend is expected to persist, especially with the rapid growth of emerging technologies like artificial intelligence (AI). During economic downturns, companies often turn to technology to enhance productivity and reduce costs. This places technology-focused enterprises, particularly those offering cloud computing, SaaS solutions, data cloud modernization and cybersecurity solutions, in a favourable position to capitalise on the ongoing digital transformation, which gained momentum during the pandemic. While the technology sector might not be entirely immune to economic downturns, its resilience is likely to surpass that of many other industries. Its capacity to meet the growing demand for innovation positions it well to tackle economic challenges effectively.

Update on Board of Directors

During the year, Mr. Suresh Vaswani was appointed as an Independent Director of the Company w.e.f. December 11, 2022, which was approved by the Members of the Company on January 11, 2023.

Mr. Atul Kanagat (DIN: 06452489), Independent Director of the Company resigned on January 17, 2023, from the Board of Directors and Board Committees of the Company due to personal and other professional commitments.

Mr. S. Sandilya (DIN: 00037542), Non - Executive Chairman & Independent Director of the Company resigned on March 3, 2023, from the Board of Directors and Board Committees of the Company.

After the end of the Financial Year - on April 19, 2023, Ms. Priti Rao (DIN: 03352049) Independent Director of the Company submitted her resignation which will be effective May 1, 2023 from the Board of Directors and Board Committees of the Company.



Update on Management

- On January 30, 2023, appointed Ms. Prameela Kalive as Chief Operating Officer. In her new role at Mastek, Prameela will spearhead all global delivery, operational excellence and CIO functions. Prameela will work in proximity with the executive leadership to implement the strategic vision and values of Mastek. Prior to joining Mastek, Prameela was the COO at Zensar Technologies and an integral part of their growth story for the past 22 years. During her tenure she handled a wide range of responsibilities, including Software Delivery, Sales & Marketing, Strategy, Innovation, and HR & Practice Development. She started her career as a scientist at the Defense Research & Development Organization (DRDO), where she was part of flagship missile development programs AGNI and AKAASH.
- Mr. Vijay Iyer was appointed as President of Americas, effective February 24, 2023, at Mastek. Spearheading our business strategies, processes, and operations, he is responsible for Mastek's growth, as well as customer success & experience across the US region. Vijay is an industry veteran with over 30 years of diverse global experience in creating, growing & stabilizing new lines of business across

various industry verticals in the Digital Engineering and Enterprise IT Services domain. He began his career as the CIO of SRF, a manufacturing company, and has had successful stints as the Industry Vertical Head at HCL Technologies & DXC Technology, Chief Sales Officer at Hexaware Technologies and CEO of Cignex Datamatics Inc. Before joining Mastek, Vijay was with Persistent Systems. His extensive experience includes strategy development, marketing & sales, organizational development, advisor relationships, leading large deals and delivery execution.

People Strength

As on March 31, 2023, the Group had a total headcount of 5,622 as compared to 4,977 employees at the end of March 31, 2022.

Financial Review

Financial Performance Review

The UK and Europe operations contributed ₹ 1,58,761 lakhs in total operating revenue for FY23 as compared to ₹ 1,48,485 lakhs for FY22, resulting in an increase of 6.9%.

USA operations contributed ₹ 62,576 lakhs in total operating revenue for FY23 as compared to ₹ 38,556 lakhs for FY22, resulting in an increase of 62.3%.

Middle East operations contributed ₹ 23,350 lakhs in total operating

revenue for FY23 as compared to ₹ 19,006 lakhs for FY22, resulting in an increase of 22.9%.

Revenue from Rest of the World (ANZ, APAC etc.) is ₹ 11,652 lakhs for FY23 as compared to ₹ 12,337 lakhs for FY22, decrease of 5.6% YoY.

For the year ended March 31, 2023, the financial and operational performance in revenue saw decent growth while pipeline and order book momentum builds confidence for FY24. However profitability contracted due to GBP depreciation, increasing salary cost and higher attrition, however, operating discipline will help us consistently improve margin profile in coming years.

Financials

On a consolidated basis, the Group registered total operating revenue of ₹ 256,339 lakhs for the year ended March 31, 2023, as compared to ₹ 218,384 lakhs in the year ended March 31, 2022, an increase of 17.4%. The Group registered a net profit of ₹ 31,027 lakhs in the year ended March 31, 2023, as compared to ₹ 33,342 lakhs in the year ended March 31, 2022, thereby registering a decrease of 6.9%.

Profitability

During the year ended March 31, 2023, the Group earned a net profit of ₹ 31,027 lakhs as compared to ₹ 33,342 lakhs for the year ended March 31, 2022. The decline in profit was on account of the following:

- depreciation of GBP impacted overall profitability for Mastek, as UK is a significant market for the Company;
- significant increase in talent cost and increase in cost per hire, led by higher demand for niche and skilled resources in the market; and
- continued investment in sales and capability building.

Balance Sheet

Assets

1. Property Plant and Machinery:

Tangible assets including investment property as on March 31, 2023 were ₹ 8,890 lakhs as compared to ₹ 7,198 lakhs in the previous year. Variance is explained as below:

- Gross additions ₹ 5,241 lakhs and deletions of ₹ 403 lakhs towards Computer, furniture and fixtures and office equipment
- Depreciation charge of ₹ 3,268 lakhs
- Foreign Exchange translation adjustment (net) of ₹ 122 lakhs

2. Other Intangible Assets and Goodwill

Intangible assets and Goodwill as at March 31, 2023 were ₹ 1,65,135 lakhs as compared to ₹ 76,905 lakhs in the previous year. Variance is explained as below:

- Gross additions of ₹ 11,138 lakhs and deletions of Nil lakhs towards computer software, customer contracts and customer relationships
- Gross additions of Goodwill of ₹ 73,108 lakhs
- Depreciation charge of ₹ 3,469 lakhs
- Foreign exchange translation including other adjustments (net) of ₹ 7,453 lakhs

3. Non-Current Financial Assets

A) Investments

Non-Current investment comprises of Investment in Venture and Investment in Bonds. Investment in Venture as at March 31, 2023 were ₹ 1,241 lakhs. Investment in Bonds as of March 31, 2023 were ₹ 53 lakhs.

Under Ind AS 109, financial assets designated at fair value through other comprehensive income (FVTOCI) are fair valued at each reporting date with changes in fair value reported through Other Comprehensive Income (OCI).

B) Other Financial Assets

The loan and other current financial assets as of March 31, 2023 were ₹ 3,130 lakhs as compared to ₹ 4,156 lakhs in the previous year. Decrease is on account of margin money deposits with banks against performance bank guarantee for certain contracts and Foreign exchange forward contract.

4. Other Non-current Assets

The other non-current assets as of March 31, 2023 stood at ₹ 147 lakhs as compared to ₹ 153 lakhs as at March 31, 2022. The increase is primarily on account of capital advances and prepaid expenses.

5. Income Tax Assets/Liabilities

The current Income tax assets balance as of March 31, 2023 was ₹ 323 lakhs as compared to ₹ 322 lakhs in the previous year. The income tax assets represent domestic corporate tax. The current Income Tax liabilities balance as of March 31, 2023 was ₹ 6,192 lakhs as compare to ₹ 6,225 lakhs in the previous year. Current income tax liabilities majorly represents estimated income tax liabilities relating to overseas geography.

6. Deferred Tax Assets/Liabilities

Deferred tax assets as of March 31, 2023 were ₹ 10,485 lakhs as compared to ₹ 7,050 lakhs in the previous year. Deferred taxes assets primarily comprise of deferred tax on MAT credit entitlement, liabilities relating to employee benefits and bonus, exercise of share based options (OCI) and provision against doubtful debts. Deferred tax liabilities were ₹ 2,961 lakhs as compared to ₹ 2,214 lakhs in the previous year. Deferred tax liability



primarily comprises undistributed profit of subsidiaries, amortisation of goodwill, fair value of investments and cash flow hedge.

7. Current Financial Assets

A) Investments

Investments comprised of unquoted mutual fund units and fixed deposits. The Investments balance was ₹ 5,577 lakhs as of March 31, 2023 as compared to ₹ 1,488 lakhs in previous year. Under Ind AS, financial assets and financial liabilities designated at fair value through profit and loss (FVTPL) are fair valued at each reporting date with changes in fair value recognised in the statement of profit and loss.

B) Trade Receivable

Trade receivables as of March 31, 2023 stood at ₹ 50,663 lakhs as compared to ₹ 43,557 lakhs in the previous year. Day's sales outstanding was 93 days compared to 82 days in the previous year.

C) Cash and cash equivalents

The cash and Bank balance as on March 31, 2023 was ₹ 20,764 lakhs as compared to ₹ 72,658 lakhs in the previous year.

D) Other current financial assets

The other current financial assets were ₹ 1,209 lakhs as compared to ₹ 1,381 lakhs in the previous year. The decrease was majorly driven by Foreign exchange forward contracts.

8. Contract Assets

Contract assets were at ₹ 35,080 lakhs as of March 31, 2023, as compared to ₹ 20,181 lakhs in the previous year.

9. Other Current Assets

Other current assets were at ₹ 10,648 lakhs as of March 31, 2023, as compared to ₹ 8,213 lakhs in the previous year. The increase was driven by advances to suppliers, R&D credit receivable and input tax credit.

Equity & Liabilities

10. Total Equity

We have one class of share- equity share capital of par value ₹ 5 each. The issued, subscribed and paid-up capital stood at ₹ 1,526 lakhs as of March 31, 2023, which was ₹ 1,501 lakhs in the previous year.

The Board of Directors of the Company, by virtue of a special resolution passed by the shareholders of the Company through postal ballot on December 11, 2022, approved for allotment and the Company has allotted through the Preferential Allotment Committee 320,752 equity shares of the face value of ₹ 5 (Rupees Five) each at an issue price of ₹ 1,856 per share (including a premium of ₹ 1,851 per share), aggregating to ₹ 59.53 crores on a private placement basis and the preferential allotment was made on January 17, 2023.

11. Non-Current Financial Liabilities

A) Borrowing

The Non-Current borrowing as of March 31, 2023 was ₹ 26,904 lakhs as compared to ₹ 12,080 lakhs in the previous year. The increase is on account of term loan taken during the year.

B) Lease Liabilities

The Lease liabilities as on March 31, 2023 was ₹ 2,249 lakhs as compared to ₹ 804 lakhs in the previous year.

C) Other financial Liabilities

The other financial liabilities as of March 31, 2023 was ₹ 27,617 lakhs as compared to ₹ 23,717 lakhs in the previous year. The increase is on account of contingent consideration payable.

12. Provisions

The long-term provision balance as of March 31, 2023 was ₹ 3,357 lakhs as compared to ₹ 2,720 lakhs in the previous year. The increase is mainly attributable to employee benefits liability.

13. Current Financial Liabilities

A) Borrowing

The current borrowings as of March 31, 2023 were ₹ 10,174 lakhs as compared to ₹ 6,946 lakhs in previous year. The increase is on account of term loan taken during the year.

B) Lease Liabilities

The Lease liabilities as on March 31, 2023 was ₹ 1,007 lakhs as compared to ₹ 453 lakhs in the previous year.

C) Trade Payables

The trade payables as of March 31, 2023 were ₹ 18,294 lakhs as compared to ₹ 18,718 lakhs in the previous year. The decrease is mainly attributable to decrease in Subcon expenses and software purchases.

D) Other Current Financial Liabilities

The other current financial liabilities as of March 31, 2023 were ₹ 20,410 lakhs as compared to ₹ 36,480 lakhs in the previous year. The decrease is attributable to current portion of Put option liabilities-Derivative, employee benefits payable and capital creditors.

14. Other Current Liabilities

The current liabilities as of March 31, 2023 were ₹ 8,223 lakhs as compared to ₹ 7,344 lakhs in the previous year. The increase is attributable to higher statutory dues payable.

15. Contract Liabilities

The contract liabilities as of March 31, 2023, were ₹ 5,927 lakhs as compared to ₹ 6,256 lakhs in the previous year.

16. Provisions

The short-term provision balance as of March 31, 2023 is ₹ 3,324 lakhs as compared to ₹ 2,780 lakhs in the previous year. The increase is mainly due to employee benefits provisions.

Key Financial Ratios

In accordance with the SEBI (Listing Obligations and Disclosure Requirements 2018) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more) as compared to the immediately previous financial year) in key sector-specific financial ratios. The Company has identified the following ratios as key financial ratios:

Particulars	Consolidated	
	FY23	FY22
Revenue Growth (%)	17.4	26.8
Net Profit Margin (%)	11.9	15.0
Operating Profit Margin (%)	17.8	21.2
Debtors Turnover (No. of days)	93	82
EPS Basic (₹)	97.2	106.5
Return on Equity (%)	20.7	29.5
Interest Coverage Ratio*	15.7	54.6

* Interest Coverage Ratio decreased as a result of term loan for MST acquisition



Information Technology

Mastek views digital transformation as the process of incorporating digital technology throughout every aspect of its business, thereby revolutionising operations and enhancing customer value. This approach entails not only adopting new technologies but also fostering a cultural shift that encourages constant questioning of established norms. The ultimate goal is to generate distinct value for the company, its employees, shareholders, and customers.

Research and Development

At Mastek, research and development plays a pivotal role in anticipating market trends and fulfilling the demands of our customers, providing us with a distinct advantage over our rivals. For more details, please refer to page 38

Risk and Concerns

For Risk Management details please refer to page 58

₹ 256,339 lakhs
FY23 Operating revenue

₹ 31,027 lakhs
FY23 net profit

Internal Control System

The Company believes that internal controls are a necessary prerequisite of governance and that freedom should be exercised within a framework of checks and balances. The Company has a well-established internal control framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of corporate, financial and operational controls. The management is committed to ensuring an effective internal control environment, commensurate with the size and complexity of the business, which assures compliance with internal policies, applicable laws, regulations and protection of resources and assets. In response to the COVID-19 pandemic, we initiated our remote working model as a part of our business continuity plans. This has facilitated

our employees to work remotely/ work from home wherever customer-location deliveries are not contractually required or waived by customers during these tough times. The design of our processes allows for such remote execution with accessibility to secure data and ensures there are no events that have materially affected or are reasonably likely to materially affect internal controls over financial reporting during the period. As a group, we have a presence across multiple geographies and a large number of employees, suppliers and other partners collaborate to provide solutions to our customer needs. Robust internal controls and scalable processes are imperative to managing the global scale of operations. The Management has laid down Internal Financial Controls to be followed by the Company. We have adopted policies and procedures for ensuring the orderly and efficient conduct of the business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

Internal Audit

An independent and empowered Internal Audit Firm at the corporate

level carries out risk focused audits across all businesses (both in India and overseas) to ensure that business process controls are adequate and are functioning effectively. These audits include reviewing finance, operations, safeguarding of assets, and compliance-related controls. Areas requiring specialized knowledge are reviewed in partnership with external subject matter experts.

The Internal Audit functioning is governed by the scope of audit duly approved by the Audit Committee of the Board, which stipulates matters contributing to the proper and effective conduct of the audit. As the business expanded with new acquisitions, the scope has been widened to include the internal control framework of the new entities. The corporate-level process controls, including the ERP framework and operating processes, are constantly monitored for effectiveness during such Audits.

The Company's senior management closely monitors the internal control environment and ensures that the recommendations of the Internal Auditors are effectively implemented. The Audit Committee periodically reviews key findings and provides strategic guidance. Internal Auditors report directly to the Audit Committee.

Cautionary Statement

Statements made in the Management Discussion and Analysis Report describing the Company's objective, projections, estimates, expectations may be forward-looking within the meaning of applicable laws and regulations, based on beliefs of the management of the Company. Such statements reflect the Company's current views with respect to future events and are subject to risks and uncertainties. Many factors could cause the actual result to be materially different from those projected in this report, including among others, changes in the general economic and business conditions affecting the segment in which the Company operates, changes in business strategy, changes in interest rates, inflation, deflation, foreign exchange rates, competition in the industry, changes in Governmental regulations, tax laws and other Statutes and other incidental factors. The Company does not undertake any obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Directors' Report

Dear Members,

The Board of Directors (“Board”) of your Company is pleased to present the 41st Annual Report of Mastek Limited (“Mastek” or “the Company” or “Your Company”) on the business and operations together with the Audited Financial Statements (Consolidated and Standalone) for the Financial Year ended March 31, 2023.

In compliance with the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), this report covers the financial results and other developments during the Financial Year ended March 31, 2023.

1. Financial Results

Key highlights of the Financial Results (Consolidated and Standalone) of your Company for the Financial Year ended March 31, 2023, as compared to the previous Financial Year are summarised below:

Summarised Profit and Loss	Consolidated		Standalone	
	Financial Year 2022-23	Financial Year 2021-22	Financial Year 2022-23	Financial Year 2021-22
Revenue from operations	256,339	218,384	31,339	25,670
Other income	3,829	3,608	7,337	7,354
Total Income	260,168	221,992	38,676	33,024
Expenses	210,754	172,133	26,628	22,286
Depreciation and amortisation expenses	6,737	4,287	1,303	1,242
Finance costs	2,472	768	44	54
Exceptional items - (loss) / gain	2,532	-	5,864	145
Profit Before Tax	42,737	44,804	16,565	9,587
Tax expense	11,710	11,462	3,351	1,876
Profit After Tax	31,027	33,342	13,214	7,711
Other Comprehensive Income	6,584	2,573	(139)	554
Total Comprehensive Income	37,611	35,915	13,075	8,265
Attributable to Equity Holders	37,611	35,915	13,075	8,265
Dividend	(5,741)	(4,753)	(5,741)	(4,753)
EPS (in ₹)				
- Basic	97.23	106.52	43.85	27.83
- Diluted	95.53	103.81	43.07	27.13

Note: The above figures are extracted from the Consolidated and Standalone Financial Statements, which have been prepared in compliance with the Indian Accounting Standards (Ind AS), and it complies with all aspects of Ind AS notified under Section 133 of the Act read with [Companies (Indian Accounting Standards) Rules, 2015 (amended)] and other relevant provisions thereof. There are no material departures from the prescribed norms stipulated by the Accounting Standards in preparation for the Annual Accounts. Accounting policies have been consistently applied, except where a newly issued Accounting Standard, if initially adopted or a revision to an existing Accounting Standard, required a change in the Accounting Policy hitherto in use. Management evaluates all recently issued or revised Accounting Standards on an ongoing basis.

2. An Overview of the Company Affairs and Financial / Business Performance

• Mastek Operations

On a Consolidated basis, the Company and its Subsidiaries (“Mastek Group”) registered revenue from operations of ₹ 2,56,339 lakhs for the year ended March 31, 2023 (as compared to ₹ 218,384 lakhs in the previous year ended March 31, 2022), which is an increase of 17.38%. The Mastek Group registered a Net Profit of ₹ 31,027 lakhs for the year ended March 31, 2023 (as compared to ₹ 33,342 lakhs in the previous year ended March 31, 2022), thereby registering a decrease of 6.94%. Further

details are included in notes to the Accounts of Consolidated Financial Statement, which forms part of this Annual Report.

On a Standalone basis, the Company registered revenue from operations of ₹ 31,339 lakhs for the year ended March 31, 2023 (as compared to ₹ 25,670 lakhs in the previous year ended March 31, 2022). The Company also made a Net profit of ₹ 13,214 lakhs for the year ended March 31, 2023 (as compared to a Net Profit of ₹ 7,711 lakhs in the previous year ended March 31, 2022). Further details are included in notes to the Accounts of Standalone Financial Statement, which forms part of this Annual Report.

The Standalone and Consolidated Financial Statements of the Company have been audited by the Statutory Auditors of the Company.

The Company discloses Consolidated and Standalone Financial Results on a quarterly basis, which are subject to limited review, and publishes

Consolidated and Standalone Audited Financial Results on an annual basis.

Further, a detailed analysis of the Company's performance is included in the Management Discussion and Analysis Section, which forms part of this Annual Report.

- Break-up of the Operating Revenue by Geographies**

Geographies	Year ended March 31, 2023		Year ended March 31, 2022	
	₹ in lakhs	% of Revenue	₹ in lakhs	% of Revenue
UKI & Europe	158,761	61.9	148,485	68.0
North America	62,576	24.4	38,556	17.7
Middle East	23,350	9.1	19,006	8.7
Rest of the World	11,652	4.6	12,337	5.6
Total	256,339	100.00	218,384	100.0

The UKI & Europe Geography operations contributed ₹ 1,58,761 lakhs to total Operating Revenue for the year ended March 31, 2023 (as compared to ₹ 148,485 lakhs in the previous year ended March 31, 2022), resulting in a growth of 6.9%.

The North America Geography operations contributed ₹ 62,576 lakhs to total Operating Revenue for the year ended March 31, 2023 (as compared to ₹ 38,556 lakhs in the previous year ended March 31, 2022), resulting in an increase of 62.3%.

The Middle East operations contributed ₹ 23,350 lakhs to total Operating Revenue for the year ended March 31, 2023 (as compared to ₹ 19,006 lakhs in the previous year ended March 31, 2022), resulting in an increase of 22.9%.

Revenue from the Rest of the World's Geographies i.e. India and Asia Pacific operations contributed ₹ 11,652 lakhs to the total Operating Revenue for the year ended March 31, 2023 (as compared to ₹ 12,337 lakhs in the previous year ended March 31, 2022), resulting in a decrease of 5.6%.

- Break-up of the Revenue by Service Lines**

Service Lines	Year ended March 31, 2023		Year ended March 31, 2022	
	₹ in lakhs	% of Revenue	₹ in lakhs	% of Revenue
Digital & Application Engineering	111,071	43.3	99,428	45.5
Oracle Cloud & Enterprise Apps	81,619	31.8	72,000	33.0
Digital Commerce & Experience	46,263	18.1	25,789	11.8
Data, Automation, and AI	17,386	6.8	21,167	9.7
Total	256,339	100.00	218,384	100.00

- Break-up of the Revenue by Customer Segments**

Customer Segments	Year ended March 31, 2023		Year ended March 31, 2022	
	₹ in lakhs	% of Revenue	₹ in lakhs	% of Revenue
Government & Education	107,132	41.8	82,023	37.6
Health & Life sciences	42,482	16.6	51,247	23.5
Manufacturing & Technology	39,124	15.2	28,254	12.9
Retail Consumers	37,398	14.6	32,548	14.9
Financial Services	30,203	11.8	24,312	11.1
Total	256,339	100.00	218,384	100.00

- Consolidated Financial Statements**

The Consolidated Financial Statements have been prepared by the Company in accordance with the requirements of Indian Accounting Standard (IndAS) - 110 "Consolidated Financial Statements" and IndAS - 28 "Investments in Associates and Joint Ventures" prescribed under Section 133 of the Companies Act, 2013, read with the rules thereunder. The Consolidated Financial Statements are provided in the Annual Report.

Profitability

During the year ended March 31, 2023, Mastek Group earned a profit of ₹ 31,027 lakhs (as compared to ₹ 33,342 lakhs for the year ended March 31, 2022). The profits for the Financial Year ended March 31, 2023, witnessed decline on account of the following:

- (a) depreciation of GBP impacted overall profitability for Mastek, as UK is a significant market for the Company;
- (b) significant increase in talent cost and increase in cost per hire, led by higher demand for niche and skilled resources in the market; and
- (c) continued investment in sales and capability building.

3. Acquisition during the year under review

Acquisitions are a key enabler for driving capability to build industry domain, focus on key strategic areas, strengthen presence in emerging technology areas including Digital, and increase market footprint in newer markets. Your Company focuses on opportunities where it can further develop its domain expertise, specific skill sets, and its global delivery model to maximise service and product enhancements and higher margins.

During the year under review, the Company and its US based subsidiary acquired both the MST group Companies business alongwith its employees. The deal had been structured in two stages:

- MetaSoftTech Solutions LLC, US entity, was acquired by Mastek Inc., US based wholly owned First level Step down subsidiary of the Company.
- Meta Soft Tech Systems Private Limited, Indian entity, was acquired by the Company.

These two entities became the subsidiaries of the Company during the financial year 2022-23.

About MetaSoftTech Solutions LLC, USA (MST USA):

Founded in 2012, MST Solutions is the largest independent Salesforce consulting partner in the American Southwest region. With Summit level status in the Salesforce ecosystem and a 5 out of 5 Customer Satisfaction score, they are service experts who take service to a whole new level. Through the framework of a proven effective Roadmap to Results, their team of Salesforce architects, developers, project managers, and administrators add their expertise to clients team to craft agile, innovative solutions that answer client organisation's operational challenges today and as clients grow.

It is based in Chandler, Arizona, USA, and is an independent Salesforce consulting partner in the American Southwest region. MST USA is a trusted partner to a number of Fortune 1000 and has large enterprise clients. MST USA has built a strong reputation for itself, especially in the Healthcare, Public Sector, and Manufacturing Industry verticals. The entire USA

business and membership were acquired for upfront consideration of USD 76.6 million and Earnout - between USD 0 to USD 35 million, subject to achieving targets.

About Meta Soft Tech Systems Private Limited (MST India):

Formed in March 2013, MST is a privately held Indian subsidiary of US-based parent MetaSoftTech Solutions LLC, USA. The Indian entity was set up as an off-shore service provider and is mainly engaged in IT and software support services, to meet overseas client requirements. The entire business and equity shares were bought for all cash consideration of ₹ 27.2 crores, subject to customary closing adjustments as per the terms of the Share Purchase Agreement. The said transaction was a 100% acquisition of shares.

Objects and effects of the acquisition:

Mastek's Business Outcomes and Industry First DNA paired with MST USA's Salesforce-led innovation capabilities will strengthen the value we will deliver to our customers and help them in their journey to Decomplex Digital. This acquisition is expected to significantly increase Company's market share in existing accounts across industries in the Americas and provide a foundation to scale our Digital Transformation business globally.

Strategic Rationale:**a) Ability to address a large high growth new market for the Company;**

- Large Target Addressable Salesforce services market
- Fills up a critical and strategic white space for the Company
- 90% of Fortune 1000 customer use Salesforce
- Strong synergy potential in mutual account base

b) Key Component of Mastek's Vision 2025

- MST is a summit-level Salesforce partner. The Salesforce market continues to expand and is a strategic priority for Mastek in achieving \$1 Bn revenue ambition in a few years.
- Bolsters Mastek tech stack with full suite Salesforce capabilities, critical for customer experience transformation programs.

c) Alignment to US Geo with Global Potential

- MST is focused on US clients and increases Mastek's footprint in the Americas
- Mastek can leverage its global presence for hyper-growth of the Salesforce business

d) Complementary Capabilities

- MST's CX capabilities on various Salesforce clouds are complementary to Mastek's existing Commerce, Oracle Cloud, and Digital Engineering services
- Significant synergy opportunities within existing accounts
- Ability to stitch together larger deals spanning the entire IT landscape

e) Strong cultural fit

- Strong leadership team with experience in growing the business
- Focus on delivering value to customers while enabling growth for employees aligns with Mastek 4.0 culture
- These two entities became the subsidiaries of the Company during the financial year 2022-23.

4. Material Changes and Commitments including Changes in the Nature of Business

There have been no material changes and commitments affecting the financial position of the Company, which have occurred from the end of the Financial Year of the Company to which the Financial Statements relate till the date of this Report.

Except the relinquishment of role of Managing Director by Mr. Ashank Desai w.e.f April 1, 2023 and the resignation of Ms. Priti Rao, Independent Director w.e.f May 1, 2023 there is no other material change.

There has been no change in the nature of business of your Company.

5. Transfer to General Reserves

No part of the profit for the year was transferred to General Reserves during the year under review.

6. Dividend

Pursuant to Regulation 43A of the SEBI Listing Regulations, your Company has a well-defined Dividend Distribution Policy that balances the dual objectives of rewarding Members through dividends whilst also ensuring the availability of sufficient funds for the growth of the Company. The Policy is available on the website of the Company and can be accessed through the web link <https://www.mastek.com/wp-content/uploads/2022/07/Dividend-Distribution-Policy.pdf>

Interim Dividend

The Board of Directors at its meeting held on January 17, 2023, declared an Interim Dividend at the rate of 140% i.e., ₹ 7.00 per equity share (on the face value of ₹ 5.00 per equity share). The above dividend was paid to the Members on February 15, 2023. The Company had deducted tax at source at the time of payment

of dividend in accordance with the provisions of the Income Tax Act, 1961.

Final Dividend

Your Directors are pleased to recommend a Final Dividend at the rate of 240%, i.e., ₹ 12.00 per equity share (on the face value of ₹ 5.00 per equity share) for the Financial Year ended March 31, 2023, which will be paid upon obtaining the Members' approval at the ensuing Annual General Meeting. The Final Dividend, if approved, will be paid (subject to deduction of tax at source) within 30 (thirty) days from the date of the Annual General Meeting to those Members whose name appears in the Register of Members as on the book closure date mentioned in the Notice convening the 41st Annual General Meeting.

The total dividend for the Financial Year ended March 31, 2023, including the proposed Final Dividend, amounts to ₹ 19 per equity share (on the face value of ₹ 5.00 per equity share) or 380% (previous year ₹ 19.00 per share or 380%).

7. Transfer of Unclaimed Dividend Amount and Underlying Shares to Investor Education and Protection Fund Authority

As required under the provisions of Section 125 and other applicable provisions of the Act, dividends that remain unpaid / unclaimed for a period of 7 (seven) consecutive years, are required to be transferred to the account administered by the Central Government viz. Investor Education and Protection Fund ("IEPF"). Further, according to the said Rules, the shares on which dividend has not been encashed or claimed by the Members for 7 (seven) consecutive years or more shall also be transferred to the Demat account of the IEPF Authority.

During the year under review, pursuant to the provisions of Section 124 (5) of the Act, the Unpaid Final Dividend for the Financial Year 2014-15 amounting to ₹ 168,543, and the 1st Unpaid Interim Dividend for the Financial Year 2015-16 amounting to ₹ 267,036 which remained unclaimed for 7 (seven) consecutive years and was lying in the unpaid dividend account, has been transferred by the Company to the designated Bank account of IEPF Authority and the underlying shares on the above-unclaimed amount as dividend aggregating to 156 equity shares and 943 equity shares respectively, have also been transferred to the Demat account of the IEPF Authority.

The Company is in the process of transferring the 2nd Unpaid Interim Dividend for the Financial Year 2015-16 amounting to ₹ 208,311 to IEPF authority shortly, and also the underlying shares on the above-unclaimed dividend aggregating to 612 equity shares.

The relevant dates of the unpaid / unclaimed dividend amount which will be transferred to the IEPF Authority in the current year and subsequent years are given in

the Corporate Governance Report, which forms part of this Annual Report.

8. Management Discussion and Analysis

In terms of provisions of Regulation 34(2) of the SEBI Listing Regulations, a detailed Management Discussion and Analysis given elsewhere in this report, forms an integral part of this Report and, inter alia, gives an update, including Market and Future Prospects and on the following matters.

- Macro economy review
- Industry review
- Company overview
- Financial review
- Business review
- Business outlook
- Information Technology
- Research and Development
- Risks and Concerns
- Internal Control Systems

9. Credit Rating

The Company's financial discipline is reflected in the strong credit rating ascribed to it by ICRA Limited, a reputed credit rating agency. During the year under review, the following ratings ascribed by ICRA Limited reflect that the Company has serviced its financial obligations on time.

Instrument	Rating Received
Long - term Fund-based - Cash Credit	[ICRA]AA-(Stable) reaffirmed / assigned
Long - term Non-fund based Facility - SBLC	[ICRA]AA-(Stable) assigned
Short - term Non-fund based -Working Capital	[ICRA]A1+ reaffirmed
Long - term / Short-term - fund based / Non-fund based	[ICRA]AA-(Stable) / [ICRA]A1+ reaffirmed

The reaffirmation reflects your Company's continued strong parentage, credit profile, liquidity position, strong corporate governance practices, financial flexibility, and prudent financial policies.

The Company has not issued any debt instruments and did not have any fixed deposit programme or any scheme or proposal involving the mobilisation of funds in India or abroad during the Financial Year ended March 31, 2023.

10. Employee Stock Option Plans

The Company has 3 (three) ongoing Employee Stock Option Plans ("ESOPs") at present. The Members approved the ESOP Plan V by way of a Postal Ballot on March 20, 2009, approved the ESOP Plan VI in the Annual General Meeting held on October 1, 2010, and approved the ESOP Plan VII in the Annual General Meeting held

on July 17, 2013, for issuance of the Employee Stock Options ("Options") to the identified employees of the Company. The First 4 (four) Plans I to IV, have been already closed by the Company.

The Nomination and Remuneration Committee of the Company, inter alia, administers and monitors ESOPs, implemented by the Company in accordance with the relevant provisions of the Act and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force) ("SEBI SBEB Regulations"). During the year under review, the Company granted 54,860 Options to its identified employees. The Company has not introduced any new Plan during the year under review.

The Certificate from M/s. P. Mehta & Associates, Secretarial Auditors, confirming the compliance of ESOPs with the provisions of the Act and SEBI SBEB Regulations, will be obtained and shall be available for inspection by the Members. The Members desiring inspection may write to investor_grievances@mastek.com

During the year under review, there were no material changes in the ESOPs of the Company. The details of the Options granted under the aforesaid ESOPs and the disclosure in compliance with SEBI SBEB Regulations for the year ended March 31, 2023, are annexed as "Annexure 1" to this report.

11. Increase in Issued, Subscribed, and Paid-Up Equity Share Capital

During the year, the Company issued and allotted 186,054 equity shares of the face value of ₹ 5 each for a total nominal value of ₹ 930,270 under various Employee Stock Option Plans to the employees who exercised their vested Employee Stock Options. These equity shares ranked pari passu in all respects with the existing equity shares of the Company.

Further, the Board of Directors of the Company, by virtue of a Special Resolution, passed by the Members of the Company through Postal Ballot on January 11, 2023, approved and allotted 320,752 equity shares having the face value of ₹ 5 each at an issue price of ₹ 1,856 per share (including premium of ₹ 1,851 per share), aggregating to ₹ 59.53 crores on a private placement basis through the preferential allotment on January 17, 2023, towards buyout of 2nd tranche of Compulsorily Convertible Preference Shares (CCPS) from CCPS holders of Mastek Enterprise Solutions Private Limited (formerly known as Trans American Information Systems Private Limited), Subsidiary of the Company. The buyout of CCPS was partially in cash and partially through issue of Equity Shares. The issue price was determined in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

The movement of Share Capital during the year was as under:

Particulars	No. of shares issued and allotted	Cumulative outstanding No. of shares	Cumulative outstanding Total share capital (in Rs.)
Share Capital at the beginning of the year, i.e. as on April 1, 2022	-	3,00,18,021	15,00,90,105
Allotment of Shares:			
1. June 10, 2022 - Under ESOP	25,773	3,00,43,794	15,02,18,970
2. July 19, 2022 - Under ESOP	21,971	3,00,65,765	15,03,28,825
3. September 2, 2022 - Under ESOP	9,046	3,00,74,811	15,03,74,055
4. October 19, 2022 - Under ESOP	3,540	3,00,78,351	15,03,91,755
5. December 5, 2022 - Under ESOP	5,784	3,00,84,135	15,04,20,675
6. January 16, 2023 - Under ESOP	8,404	3,00,92,539	15,04,62,695
7. January 17, 2023 - Under Preferential Issue	3,20,752	3,04,13,291	15,20,66,455
8. February 13, 2023 - Under ESOP	30,807	3,04,44,098	15,22,20,490
9. March 20, 2023 - Under ESOP	80,729	3,05,24,827	15,26,24,135
Share Capital at the end of the year, i.e. as on March 31, 2023	-	3,05,24,827	15,26,24,135

The Company now holds 1,00,000 CCPS of Re. 1/- each of Mastek Enterprise Solutions Private Limited (formerly known as Trans American Information Systems Private Limited), Subsidiary of the Company.

Your Company is listed on BSE Limited and National Stock Exchange of India Limited and the Company has not issued any equity shares with differential rights as to dividend, voting, or otherwise, and shares are actively traded on the aforementioned Exchanges and have not been suspended from trading.

Also, the Share Capital Audit as per the SEBI Listing Regulations is conducted on a quarterly basis by M/s. P. Mehta & Associates, Practising Company Secretaries, and the Report is duly forwarded to the aforementioned Exchanges where the equity shares of the Company are listed.

12. Subsidiaries and Material Subsidiaries

A list of Companies which are Subsidiaries/ Step Down Subsidiaries of your Company is provided as part of the notes to the Financial Statements.

In accordance with Section 129(3) of the Act, read with Rule 5 of the Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the financial statements of all Subsidiaries of the Company, in prescribed **Form AOC - 1** is annexed as "**Annexure 2**" to this Report. The statement also provides details of the performance and financial position of each of the Subsidiaries and their contribution to the overall performance of the Company.

During the Financial Year 2022-23, the Company had no Associate or Joint Venture Company.

Further, pursuant to the provisions of Section 136(1) of the Act, the Financial Statements including, Consolidated Financial Statements along with relevant documents and separate Financial Statements in respect of Subsidiaries, are available on the website of the Company and the same are also available for inspection by the Members.

There have been no material change in the nature of the business of any of the Company's Subsidiaries.

Material Subsidiaries

Mastek (UK) Limited, Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited), and Mastek Systems Company Limited (Formerly known as Evolutionary Systems Company Limited) are 'Material Subsidiaries' as per the criteria given under Regulation 16 of the SEBI Listing Regulations. As a good corporate governance practice and as stipulated under the SEBI Listing Regulations, the Company has already appointed at least one Independent Director on the Board of each of these Subsidiaries.

The Company is in the process of appointing an Independent Director on the Board of Mastek Systems Company Limited, as the nominated Independent Director has submitted the resignation.

The Company monitors the performance of its Subsidiaries, inter alia, by the following means:

- The Financial Statements and in particular, investments made by the Unlisted Subsidiary Companies are reviewed by the Audit Committee of the Company.
- The Minutes of the Board Meetings of the Subsidiary Companies are placed before the Board of the Company.
- The details of any significant transactions and arrangements entered into by the Unlisted Subsidiary Companies are placed before the Board of the Company.
- The identified Senior Managerial Personnel of the Company also in some cases are appointed as the Directors of Subsidiary Companies, and they also apprise on a quarterly basis of the Company's Board / Committees.

As required under Regulation 16 of the SEBI Listing Regulations, the Company has formulated a “Policy for determining Material Subsidiaries” and posted the same on the website of the Company, and can be accessed through the web link at <https://www.mastek.com/wp-content/uploads/2022/07/Policy-for-determining-Material-Subsidiaries.pdf>.

13. Sale of Pune Office

During the year under review, the Company sold its small office situated in Pune, as it was not in use by the Company for long.

14. Particulars of Related Party Transactions

During the year under review, the Company has not entered into any material transactions with Related Parties (except with its Subsidiaries, which are exempt for the purpose of Section 188(1) of the Act). As defined under Section 2(76) of the Act, read with Companies (Specification and Definitions Details) Rules, 2014, all of the Related Party Transactions entered into were in the ordinary course of business and on an arm’s length basis and in compliance with the applicable provisions of the Act and the SEBI Listing Regulations. There are no materially significant Related Party Transactions made by the Company with its Promoters, Directors or Key Managerial Personnel, etc., which may have potential conflict with the interest of the Company at large.

All transactions with Related Parties are placed before the Audit Committee for its approval. Omnibus approvals are given by the Audit Committee on yearly basis for transactions, which are anticipated and repetitive in nature. A statement of all Related Party Transactions is presented before the Audit Committee and the Board on a quarterly basis, specifying the nature, value, and terms and conditions of the transactions. A significant quantum of Related Party Transactions undertaken by the Company is with its Subsidiaries. The said transactions were unanimously approved by the Audit Committee as well as by the Board. There are no materially significant Related Party Transactions that may have potential conflict with the interest of the Company at large.

The SEBI vide amendments to the SEBI Listing Regulations has introduced changes in the Related Party Transactions framework, inter alia, by enhancing the purview of the definition of the Related Party, and the overall scope of transactions with Related Parties effective April 1, 2022. Consequently, the Board of Directors on recommendations of the Audit Committee has approved the revised Policy on “Related Party Transactions” of the Company to align it with the amendments notified by the SEBI Listing Regulations.

The details of the Related Party Transactions as per Indian Accounting Standards (Ind AS) - 24 are set out in notes to the Financial Statements of the Company. The Company in terms of Regulation 23 of the SEBI Listing Regulations submits on the same date of declaration of

its Standalone and Consolidated Financial Results for the half-year, disclosures of Related Party Transactions on a consolidated basis, in the format specified in the relevant Accounting Standards to the Stock Exchanges.

Form AOC-2 pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is annexed as “Annexure 3” to this Report.

15. Particulars of Loans, Guarantees, and Investments

The particulars of Loans, Guarantees given, and Investments made by the Company during the year under review and as covered under the provisions of Section 186 of the Act have been disclosed in the notes to the Financial Statements forming part of the Annual Report. In compliance with the provisions of the Act, there were no Loans given by the Company during the year. However, the Company has made investments in subsidiaries and provided a Guarantee / Stand by Letter of Credit and also security / charge / mortgage over its properties as a security for loan facilities availed by its Subsidiaries.

16. Board of Directors and Key Managerial Personnel

There have been changes in the composition of the Board of Directors during the year under review. The details of the Board of Directors and the number of meetings held and attended by the Directors have been given in detail in the Corporate Governance Report, which forms part of this Annual Report.

a. Board’s Composition

The Company has a diverse Board of Directors who believe in good Corporate Governance Practices. The composition of the Board of Directors is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations, with an optimum combination of Executive, Non-Executive, and Independent Directors during the year under review.

As at March 31, 2023 the Board of Directors of the Company consists of 5 (five) Members, out of which there are 3 (three) Independent Directors, including 1 (one) Woman Director. There is 1 (one) Non-Executive Director and 1 (one) Managing Director who are also the Promoters of the Company.

There was change of role from March 21, 2023 of Mr. Ashank Desai, from Vice Chairman & Managing Director to Chairman & Managing Director till March 31, 2023, and from April 1, 2023 he holds the position of Non-Executive Chairman of the Company and has relinquished the role of Managing Director of the Company on March 31, 2023.

The Company is in the process of appointment of new Directors to have a Board composition of minimum 6 (six) Members.

Appointment

Mr. Suresh Vaswani (DIN: 02176528) was appointed as an Additional Director (Non-Executive) with effect from December 11, 2022. The Members of the Company, by way of a special resolution passed through postal ballot on January 11, 2023, approved the appointment of Mr. Suresh Vaswani as a Non-Executive Independent Director, not liable to retire by rotation.

Resignations

During the year under review, Mr. Atul Kanagat (DIN: 06452489), Independent Director of the Company resigned on January 17, 2023, from the Board of Directors and Board Committees of the Company due to personal and other professional commitments.

The Board recalled his contribution and expressed their sincere gratitude for the invaluable contributions of Mr. Atul Kanagat towards the Company during his tenure of more than a decade. His association has helped in reaping benefits and business opportunities to a great extent.

Mr. S. Sandilya (DIN: 00037542), Non - Executive Chairman & Independent Director of the Company also resigned on March 3, 2023, from the Board of Directors and Board Committees of the Company stating that he is no longer aligned with the future direction of the Company.

The Board recalled the selfless and valuable contribution made to the Company by Mr. S. Sandilya as Non-Executive Chairman & Independent Director. His commitment to Mastek's business and upholding the corporate governance principles were the highlight during his more than 11- year-long association with the Company.

After the end of the Financial Year - on April 19, 2023, Ms. Priti Rao (DIN: 03352049) Independent Director of the Company submitted her resignation effective May 1, 2023, from the Board of Directors and Board Committees of the Company stating that her term is nearing its end and having assessed her position in light of the Company's plans for its next growth phase, she has decided to resign.

The Board applauded and wish to place on record that Ms. Priti Rao brought in immense value through her operational expertise and contributed greatly to Mastek during her 12-year stint as Director. Her passion for Social Responsibility and Corporate Governance and her drive to engage organisation in taking the right decisions were the highlights of her association with Mastek.

b. Key Managerial Personnel

Pursuant to the provisions of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules,

2014 (as amended from time to time), the following persons are acting as the Key Managerial Personnel (KMP) of the Company:

1. Mr. Ashank Desai - Chairman & Managing Director (upto March 31, 2023)
2. Mr. Arun Agarwal - Global Chief Financial Officer
3. Mr. Dinesh Kalani - Vice President - Group Company Secretary

Pursuant to Rule 8(5)(iii) of the Companies (Accounts) Rules, 2014, the following change occurred in the composition of KMP during the year under review:

Mr. Ashank Desai relinquished the role of Managing Director of the Company w.e.f. March 31, 2023 from close of business hours, except for this, there was no other change in the composition of KMP.

The Company is in the process of appointing MD / CEO as KMP of the Company.

c. Independent Directors and their Declarations

The definition of 'Independence' of Directors is derived from Regulation 16 of the SEBI Listing Regulations and Section 149(6) of the Act. The Company has received necessary declarations under Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, from the Independent Directors stating that they meet the prescribed criteria for independence. All Independent Directors have affirmed compliance with the Code of Conduct for Independent Directors as prescribed in Schedule IV of the Act. A list of key skills, expertise, and core competencies of the Board of Directors is placed under the Corporate Governance Report, which forms part of this Annual Report.

Based on the confirmations / declarations received from the Independent Directors, your Board of Directors confirms that they are independent of management, are persons of integrity, possess relevant expertise and vast experience, and bring an independent judgment on the Board's discussions (including the proficiency) of the Independent Directors of the Company. Accordingly, the following Non-Executive Directors are Independent of the Management:

1. Ms. Priti Rao,
2. Mr. Rajeev Kumar Grover, and
3. Mr. Suresh Vaswani

None of the Directors of the Company is disqualified from being appointed as Director as specified in Section 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. As required under Rule 6 of the Companies (Appointment

and Qualification of Directors) Rules, 2014, all the Independent Directors have completed the registration with the Independent Directors Databank and also completed the online proficiency test conducted by the Indian Institute of Corporate Affairs, wherever required.

There has been no change in the circumstances affecting their status as Independent Directors of the Company.

d. Director liable to retire by Rotation

In accordance with the provisions of Section 152 and other applicable provisions, if any, of the Act and pursuant to the Articles of Association of the Company, Mr. Ashank Desai (DIN: 00017767) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. In the opinion of the Board, Mr. Desai possesses the requisite qualifications and experience, and therefore, your Directors, based on the annual performance evaluation, and recommend the re-appointment of Mr. Ashank Desai. The necessary resolution for the re-appointment of Mr. Ashank Desai is being placed for the approval of the Members at the ensuing Annual General Meeting.

A brief profile of Mr. Ashank Desai, along with other related information, forms part of the Notice convening the ensuing Annual General Meeting.

e. Performance Evaluation of the Board

In compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board of Directors has carried out an Annual Evaluation of the performance of the Board, the Board Committees, Individual Directors, Chairpersons, and the Managing Director for the year under review.

Board and Committees' functioning was reviewed and evaluated using a peer review process and based on responses received from Directors, Committee Members, and the Managing Director through a structured questionnaire, covering various aspects of the composition and functioning of the Board and its Committees.

The Board expressed its satisfaction with the evaluation results, which reflects the high degree of engagement of the Board and its Committees with the Company and its Management. Based on the outcome of the evaluation and assessment-cum- feedback of the Directors, the Board, and the Management have also agreed on some action points, which will be implemented over an agreed time frame.

f. Familiarisation Programme

All Independent Directors are familiarised with the operations and functioning of the Company at the time of their appointment and on an ongoing basis. The Company has conducted a Familiarisation Programme for the Directors / Independent Directors of the Company covering the matters as specified in Regulation 25(7) of the SEBI Listing Regulations. The details of the training and Familiarisation Programme conducted by the Company are hosted on the Company's website and can be accessed through the web link <https://www.mastek.com/wp-content/uploads/2023/05/Induction-and-Familiarisation-Programme-for-Independent-Directors-2023.pdf>

g. Code of Conduct and Directors' Appointment and Remuneration

The Company has formulated a "Code of Conduct for Directors". The confirmation of compliance with the same is obtained from all the Board Members on an annual basis. All Board Members have given their confirmation of compliance for the year under review. A declaration duly signed by Chairman is given under the Corporate Governance Report, which forms part of this Annual Report. The "Code of Conduct for Directors" is also posted on the website of the Company and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/08/Code-of-Conduct-for-Directors.pdf>

The Nomination and Remuneration Committee of the Company formulates the criteria for determining the qualifications, positive attributes, and independence of Directors in terms of its charter. In evaluating the suitability of individual Board members, the Committee takes into account factors such as educational and professional background, general understanding of the Company's business dynamics, standing in the profession, personal and professional ethics, integrity and values, willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively. The Committee also assesses the independence of Directors at the time of their appointment / re-appointment as per the criteria prescribed under the provisions of the Act and the Rules made thereunder and the SEBI Listing Regulations.

h. Meetings of the Board of Directors

The Board / Committee Meetings are pre-scheduled, and a tentative calendar of the meetings is circulated to the Directors well in advance to help them plan their schedules and ensure meaningful participation. Should the need arise in the case of special and urgent business, the Board's approval is obtained by passing resolutions through circulation, as permitted by law, which is

confirmed in the subsequent Board Meeting. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on the Board Meetings.

The Board of Directors met 10 (ten) times during the Financial Year ended March 31, 2023. The details of the Board Meetings and the attendance of the Directors thereat have been provided in the Corporate Governance Report, which forms part of this Annual Report. The maximum interval between any 2 (two) meetings did not exceed 120 (one hundred and twenty) days as prescribed under the Act.

During the year under review, the Board accepted all recommendations made by its various Committees.

As per Schedule IV of the Act, Secretarial Standards-1 on Board Meetings and SEBI Listing Regulations, during the year under review, 3 (three) Meetings of the Independent Directors were held.

i. Committees of the Board

In terms of the requirements of the Act and the SEBI Listing Regulations, the Board of Directors has constituted the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee, and
5. Risk Management & Governance Committee

The detailed information of the Committees, along with their composition, charter, the number of meetings held, and the attendance at the Meetings held during the year under review, have been provided in the Corporate Governance Report, which forms part of this Annual Report.

j. Company's Policy on Nomination and Remuneration

The Nomination and Remuneration Committee ('NRC') has formulated a Nomination and Remuneration Policy laying out the role of NRC, Policy on Director's Appointment and Remuneration, including the recommendation of remuneration of the Key Managerial Personnel and Senior Managerial Personnel and the criteria for determining qualifications, positive attributes, and independence of a Director. The updated policy is hosted on the website of the Company and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/07/Nomination-Remuneration-Policy-For-Board-of-Directors-Key-Managerial-Personnel.pdf>

Some of the salient features of the policy are as follows:

1. To regulate the appointment and remuneration of Directors, Key Managerial Personnel, and Senior Managerial Personnel (Grade 17 & above) and succession planning;
2. To formulate the criteria for Board Membership, including the appropriate mix of Executive and Non-Executive Directors;
3. To identify persons who are qualified to become Directors as per the criteria / skill matrix as formulated by the Board;
4. To ensure the proper composition of the Board of Directors and Board diversity;
5. To ensure that the level and composition of remuneration are reasonable and sufficient to attract, retain and motivate Key Managerial Personnel and Senior Managerial Personnel and their remuneration involves a balance between fixed and variable (incentive) pay reflecting short-term and long-term performance objectives appropriate to Company's working and its goals.

Additionally, the Board has, on the recommendation of the NRC, reviewed the list of core skills / expertise / competencies required from the Directors, in the context of the Company's business and sector, for it to function effectively.

Please refer to the Notes to Accounts and Corporate Governance Section for the details on the Remuneration of Directors and Key Managerial Personnel.

k. Particulars of Employees and Related Disclosures

The ratio of remuneration of each Director to the median remuneration of Employees as per Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 is annexed as "Annexure 4" to this report.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committees of the Company. The Managing Director of the Company has not received any remuneration or commission from any of the Company's Subsidiaries.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a Statement showing the names and other particulars of the Employees forms part of this report. Having regard to the provisions of the proviso to Section 136(1) of

the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company and others entitled thereto. Details of Employees' remuneration as required under aforesaid provisions are available with the Company and shall be sent to Members electronically who request the same by sending an e-mail to the Company at investor_grievances@mastek.com from their registered e-mail address.

17. Statutory Auditors and their Report

Pursuant to the provisions of Section 139 of the Act, and rules made thereunder, M/s. Walker Chandio & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 001076N / N500013) were re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from the conclusion of the 40th Annual General Meeting, have given their consent for re-appointment as 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.

M/s. Walker Chandio & Co. LLP have confirmed their eligibility and given their consent under Sections 139 and 141 of the Act and the Companies (Audit and Auditors) Rules, 2014 for their continuance as the Statutory Auditors of the Company for the Financial Year 2023-2024. In terms of the SEBI Listing Regulations, the Auditors have also confirmed that they subject 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 the ICAI.

Report of Statutory Auditors

M/s. Walker Chandio & Co. LLP, Chartered Accountants, have submitted their Report on the Financial Statements of the Company for the Financial Year 2022-23, which forms part of this Annual Report. The reports are self-explanatory and there were no observations (including any qualification, reservation, adverse remark, or disclaimer) of the Auditors in the Audit Reports issued by them that calls for any explanation from the Board of Directors, and they also did not report any incident of fraud to the Audit Committee of the Company during the year under review.

18. Secretarial Auditors and their Report

Pursuant to Section 204 of the Act and Rules made thereunder, P. Mehta & Associates, Practising Company Secretaries represented by Mr. Prashant Mehta were appointed as Secretarial Auditors of the Company for the Financial Year 2022-23 to conduct the Secretarial Audit and issue the Secretarial Audit Report in Form MR-3. The Secretarial Audit Report issued by Secretarial Auditors for the Financial Year ended March 31, 2023, is annexed as "Annexure 5" to this report.

There were no qualifications or observations, adverse remarks or disclaimer of the Secretarial Auditors in the report issued by them for the Financial Year ended March 31, 2023, and hence, no explanation was required from the Board of Directors. The said report is self-explanatory and does not call for further comments.

P. Mehta & Associates, Practising Company Secretaries, have been re-appointed to conduct the Secretarial Audit of the Company for the Financial Year 2023-24. They have confirmed that they are eligible for the said re-appointment.

The Company is in compliance with Regulation 24A of the Listing Regulations. The Company's material Indian subsidiary has undergone Secretarial Audit. Copy of Secretarial Audit Report of Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited), Indian Material Subsidiary forms part of this report and annexed as "Annexure 5 A". The Secretarial Audit Report of the material subsidiary does not contain any qualification, reservation, adverse remark or disclaimer.

19. Risk Management

Risk Management is an integral and important component of Corporate Governance. The Company has developed and implemented a comprehensive Risk Management Framework, including Cyber security and ESG for the identification, assessment and monitoring of key risks that could negatively impact the Company's goals and objectives. This framework is periodically reviewed and enhanced under the oversight of the Risk Management & Governance Committee of the Board as well as by the Board of Directors of the Company. The Audit Committee of the Board has additional oversight in the area of financial risks and controls.

Mastek is committed to continually strengthen its Risk Management capabilities in order to protect the interests of stakeholders and enhance shareholder value. The detailed information pertaining to Risk Management is given elsewhere in the Report, which forms part of this Annual Report.

20. Internal Control Systems

Adequacy of Internal Financial Controls

The Company believes that internal control is a necessary prerequisite of governance and that freedom should be exercised within a framework of checks and balances. The Company has a well-established internal control framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of financial and operational controls. The management ensures an effective internal control environment commensurate with the size and complexity of the business, which assures compliance with internal policies, applicable laws, regulations and protection of resources and assets.

Mastek Group has a presence across multiple geographies, and a large number of employees, suppliers and other partners collaborate to provide solutions to customer needs. Robust internal controls and scalable processes are imperative to managing the global scale of operations. The Management has laid down internal financial controls to be followed by the Company. The Company has adopted policies and procedures for ensuring the orderly and efficient conduct of the business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

Internal Audit

An independent and empowered Internal Audit Firm at the corporate level carries out risk focused audits across all businesses (both in India and overseas) to ensure that business process controls are adequate and are functioning effectively. These audits include reviewing finance, operations, safeguarding of assets, and compliance-related controls. Areas requiring specialised knowledge are reviewed in partnership with external subject matter experts.

The Internal Audit functioning is governed by the scope of audit duly approved by the Audit Committee of the Board, which stipulates matters contributing to the proper and effective conduct of the audit. As the business expanded with new acquisitions, the scope has been widened to include the internal control framework of the new entities. The corporate-level process controls, including the ERP framework and operating processes, are constantly monitored for effectiveness during such Audits.

The Company's senior management closely monitors the internal control environment and ensures that the recommendations of the Internal Auditors are effectively implemented. The Audit Committee periodically reviews key findings and provides strategic guidance. Internal Auditors report directly to the Audit Committee.

21. Human Resources

A key area of focus for the Company is to create a performance-driven workforce while ensuring the health and well-being of employees and their families. Many policies and benefits were implemented to maximise employee engagement and welfare. Mastek also continues to endeavor to create a work environment that is collaborative, encourages learning, and is growth-oriented to enable employees to perform at their full potential. Mastek believes in an open and transparent work culture that places adequate emphasis on Mastekers work experience, feedback, and suggestions. Mastek organises regular engagement activities including interactions with all leaders including Executive leaders in the organisation through various forums. In addition, forums such as regular org-wide and function

level connects, and Quarterly Meets, and meetings provide opportunities for Mastekers interaction with the management.

As of March 31, 2023, Mastek Group had a total headcount of 5,622. Mastek Group continues to focus on attracting new talent and helping them to acquire new skills, explore new roles, and realise their potential by providing training and retaining top talent.

22. Management of Equality, Risks of Fraud, Corruption, and Unethical Business Practices

- **Equal opportunity employer**

The Company has always provided a congenial atmosphere for work, free from discrimination and harassment (including but not limited to sexual harassment). It has also provided equal opportunities for employment to all irrespective of their personal background, ethnicity, religion, marital status, sexual orientation, or gender.

- **Code for Prevention of Insider Trading Practices**

The Company has adopted the "Code of Internal Procedures and Conduct for regulating, monitoring and reporting of trading by Insiders" in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 to regulate, monitor and report trading by its Designated Person(s) / and other connected person(s). Further, for effective implementation of the Code, the Company has put in place the penalty framework and the internal guidelines on violation of the said Code.

The Company's "Code of practices and procedures for fair disclosure of unpublished price-sensitive information" is available on the Company's website and can be accessed through the web link <https://www.mastek.com/wp-content/uploads/2021/10/code-of-practices-and-procedures-for-fairdisclosure-of-upsi.pdf>

- **Establishment of Vigil Mechanism (Whistle-Blower Policy)**

The Vigil Mechanism as envisaged under the Act, the Rules prescribed thereunder, and the SEBI Listing Regulations are implemented through the Company's Whistle-Blower Policy which establishes a formal vigil mechanism for the Directors, Mastekers, and Stakeholders and provides a mechanism for reporting concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct and Ethics. It also provides adequate safeguards against the victimisation of the complainant who avails the mechanism and provides direct access to the Chairperson of the Audit Committee in exceptional cases. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy / Vigil Mechanism is placed on the website

of the Company and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/07/Group-Whistle-Blower-Policy.pdf>

- **Anti-Bribery and Corruption Policy**

In furtherance of the Company's Philosophy of conducting business in an honest, transparent, and ethical manner, the Board has laid down the 'Anti-Bribery and Corruption Policy' as part of the Company's Code of Business Conduct and Ethics. Our Company has zero tolerance for bribery and corruption and is committed to acting professionally and fairly in all its business dealings. Awareness of the policy is ensured through mandatory online training and understanding is confirmed through a test that has a minimum threshold for passing and generating a certificate of successful completion.

23. Disclosures as per the Sexual Harassment of Women at the Workplace (Prevention, Prohibition, and Redressal) Act, 2013

The Company has zero-tolerance for sexual harassment in the workplace and has adopted a policy on prevention, prohibition, and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The Company has complied with provisions relating to the constitution of the Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

All women employees, whether permanent, temporary, or contractual, are covered under the above policy. The said policy has been uploaded on the internal portal of the Company for information of all employees. Periodic sessions were also conducted to apprise employees and build awareness of the subject matter. Our key focus is to create a safe, respectful, and inclusive workplace that fosters professional growth for each employee.

Your Company has constituted an Internal Committee (IC) to consider and resolve all sexual harassment complaints if any, reported by women. The IC has been constituted as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, and the committee includes external members from NGOs or with relevant experience. Investigations are conducted, and decisions are made by the IC at the respective locations, and a senior woman employee is a presiding officer over every case. More than half of the total members of the IC are women. The role of the IC is not restricted to the mere redressal of complaints but also encompasses the prevention and prohibition of sexual harassment. In the last few years, the IC has worked extensively on creating awareness of the relevance of sexual harassment issues in the new normal by using new and innovative measures to help

employees understand the forms of sexual harassment while working remotely.

During the year under review, no complaint with allegations of sexual harassment was filed, and there was no complaint or pending investigations at the end of the year.

24. Corporate Social Responsibility (CSR)

Mastek has been an early adopter of CSR initiatives. Mastek Foundation is the CSR wing of the Company. Founded in 2002, the mission of Mastek Foundation is **Informed Giving, Responsible Receiving**. The institution seeks to inspire Company employees by creating awareness among them to give back to the community through mediums such as volunteering and giving opportunities. The Foundation also supports Non - Governmental Organisations (NGOs) to scale and build their capabilities through the core skill of Information Technology. Hence, the Mastek Foundation has 3 (three) clearly defined pillars: **GIVE, ENGAGE, and BUILD**.

The disclosures required to be given under Section 135 of the Act, read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, are annexed as "**Annexure 6**" to this report.

The CSR Policy of the Company is posted on the website of the Company and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/07/Corporate-Social-Responsibility-Policy-2022.pdf>

25. Business Responsibility and Sustainability Report (BRSR)

Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report for the Financial Year ended March 31, 2023 forms part of the Annual Report. The Company continues to execute strong ESG proposition by working with all relevant stakeholders as well as in its own operations. The detailed Report given elsewhere in this report, forms part of this report.

26. Corporate Governance Practices

The Company has a rich legacy of ethical governance practices and follows sound Corporate Governance practices with a view to bringing transparency to its operations and maximising shareholder value. The Company continues to maintain high standards of Corporate Governance, which has been fundamental to and is an integral principle of the business of your Company since its inception. Your Directors reaffirm their continued commitment to good corporate governance practices. A Report on Corporate Governance along with a Certificate from the Secretarial Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under

Schedule V of the SEBI Listing Regulations forms part of this Annual Report.

27. Annual Return

As required under the provisions of Sections 134(3)(a) and 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return in **Form No. MGT-7** (of Financial Year 2022-23) has been made available on the website of the Company and can be accessed through the weblink: <https://www.mastek.com/investor-information/>.

28. Compliance with Secretarial Standards

During the year under review, the Company has complied with the applicable Secretarial Standards on Meetings of the Board of Directors and on General Meetings issued by the Institute of Company Secretaries of India in terms of Section 118(10) of the Act.

29. Directors & Officers Insurance Policy

The Company has sufficiently insured itself under various Insurance policies to mitigate risks arising from third-party or customer claims, property, casualty, etc. The Company also has in place an insurance policy for its "Directors & Officers" with a quantum and coverage as approved by the Board. The policy complies with the requirements of Regulation 25(10) of the SEBI Listing Regulations.

30. Details of Conservation of Energy and Technology Absorption and Foreign Exchange Earnings and Outgo

(A) Conservation of energy

Mastek delivers value and upholds the trust of not only its customers but also of its stakeholders including its employees, its suppliers and partners, the society it has impact on and the shareholders who invest in the company. The ESG roadmap is aimed to lay out the actions that Mastek will take and execute to achieve its sustainability objectives going beyond the minimum disclosure requirements and regulatory compliance.

(i) the steps taken or impact on conservation of energy:

Mastek being an IT/ITES company we mainly focus on reducing energy consumption across all offices. To achieve the same we have prepared action plan 6 years back and same has been implemented in phases.

Action Plan:

1. Survey of electrical infrastructure for breakdown of energy use across the units.
2. Identification of challenges for seamless implementation of the plan. Implementation of Smarter solutions,

3. Processes and Optimal use & Upgrade of the systems
4. Monitor and measure the energy consumption.

To achieve the set target of energy savings, we planned and executed below actions.

- Switching to HT express electricity feeder, wherever feasible to cut down power shutdowns.
- Shutting Down and Switching off the Lights and AC's after working hours.
- Maintenance and Servicing of HT/LT electrical supply systems on periodic basis to minimise breakdowns and thereby reducing DG operations and diesel consumption.
- Upgradation of obsolete HT/LT systems with new energy efficient systems.
- Upgradation of old HVAC with energy efficient HVAC system. Optimization and Upgrade of UPS system.
- Replacement of CFL lights with LED lights across all offices.
- Upgradation of conventional datacenter with energy efficient smart rack system.
- Installation of solar water heaters for cafeteria.

(ii) the steps taken by the Company for utilising alternate sources of energy:

- As a policy our new offices across globe are placed in LEED or Energy certified buildings.
- Refurbishment of existing offices in line with LEED standards.

We have started doing carbon offsetting to compensate GHG emission done by our offices in UK.

- Same will be implemented across all offices in phase manner.
- We are open to adopt renewable power like solar /wind wherever feasible for all our offices.

(iii) the capital investment on energy conservation equipments:

- In line with our energy optimisation plan, we have implemented various initiatives which are mentioned above in point (i). Till Financial Year 2023, we have invested approx. INR 4 Crores for energy conservation initiatives across Mastek's offices.

(B) Technology absorption

We have always been focused for adopting technology to facilitate business growth. In FY23, we continued to invest in digital technologies, which have helped us improve operational efficiencies and customer experiences.

Efforts made towards technology absorption are:-

- For procurement and billing we have implemented procure to pay platform.
- For travel booking and billing we have implemented Travel and Expense management platform.

(C) Foreign exchange earnings and outgo

Total Foreign Exchange used and earned by the Company are as follows:

	(₹ in lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Foreign Exchange Outgo	155	357
Foreign Exchange Earned	28,781	28,317

31. Environmental, Social and Governance (ESG)

While laying out a strategic approach to achieve the ESG goals in all areas and levels in the Company, this year along with prioritising Goal 4 (Quality Education), Goal 5 (Gender Equality), Goal 6 (Clean Water and Sanitation), Goal 8 (Decent Work and Economic Growth) and Goal 13 (Climate Action) of the United Nation's Sustainable Development Goals, we have also focused on aligning to Goal 1 (promotes livelihood and health among women impacted by poverty), Goal 2 (Zero hunger), Goal 7 (affordable, reliable, sustainable and modern energy) and Goal 12 (sustainable consumption and production).

a. Environment

Climate change needs global attention and action and Mastek recognises its role to be part of the solution. We aim to deal with climate action within our operations and engage with stakeholders for the global program.

Our steady focus on responsiveness to the needs of the environment ecosystem will continue to be in three main areas:

- Decreasing carbon emissions through energy efficiency and conservation while moving to renewable energy,
- Minimising waste going to landfills.
- Conserving freshwater.

Mastek (UK) Limited ("Mastek UK"), a Subsidiary of the Company is committed to achieving carbon neutrality by Financial Year 2030 followed by Net-Zero Emissions by Financial Year 2040.

Energy Efficiency:

We are taking initiatives mentioned below that reduce our electricity energy consumption.

- Energy efficient retrofits/utilities system upgradation.
- New offices in LEED/Energy certified buildings.
- Switching to renewable energy supply source, wherever feasible.

Responsible Sourcing:

- We are switching to ecofriendly/less polluting alternatives such as refrigerants with lower ozone depletion potential.
- Priority is given for procuring products with high energy /green rating.

Carbon Offsets:

- We have successfully completed carbon offsetting of Mastek UK emissions reported for FY 2019-20. We have started our carbon offsetting journey by contributing for solar, wind projects and energy efficient cook stoves in various certified carbon offset projects.
- We have completed our carbon emissions reporting of Mastek UK for FY 2021-22. We also plan to offset these emissions by contributing in carbon offset projects.
- Please find below the link w.r.t. Mastek UK carbon assessment:
<https://www.mastek.com/statutory-compliance/>
- We are monitoring our electricity consumption of our global offices.

Health & Safety:

Post pandemic work from office culture is slowly picking up. We are pursuing best housekeeping practices in all our offices to maintain overall hygiene and safety standards.

Our Mahape, Seepz SDF 4 and Acropolis Ahmedabad offices are accredited by DNV for ISO 14001:2015 (EMS) & ISO 45001:2018 (OHSAS).

In view of creating awareness and improving competencies we have regular online sessions by subject experts for employees on the Environment, Health and Safety topics.

b. Social

Mastek has strong and established CSR framework. It drives the CSR through Mastek Foundation (www.mastekfoundation.in), the CSR arm of Mastek was founded in 2002.

Its mission is - 'Informed Giving, Responsible Receiving'.

Mastek has been an early adopter of CSR initiatives. The institution seeks to inspire Company employees by creating awareness among them to give back to the community in ways which would meet the needs and challenges faced by the community members. One such medium could be through volunteering and giving opportunities. Mastek Foundation, together with Mastek has a payroll giving programme which encourages employees to come forward and contribute to society as informed givers. Every quarter-end, since 2017, your Company holds a 'Gratitude is Attitude' event, bringing together all its employees and the charities to present themselves for donations from the employees. Mastek is committed to touch a million lives through its CSR programme by FY 2028. The Foundation also supports Non-Governmental Organisations (NGOs) to scale and build their capabilities through Information Technology skills. Hence, the Foundation has 3 clearly defined pillars: GIVE, ENGAGE and BUILD. In the Financial Year 2022-23, Mastek collaborated with about 28 NGOs which benefited about 43,464 people in need.

The disclosures required to be given under Section 135 of the Act, read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, is annexed as "Annexure 6" to this report.

The CSR Projects and the CSR Policy of the Company is available on the Company's website and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/07/Corporate-Social-Responsibility-Policy-2022.pdf>.

c. Governance

Mastek has a rich legacy of ethical governance practices and follows sound corporate governance practices with a view to bringing transparency to its operations and maximising shareholder value. The Company continues to maintain high standards of corporate governance, which has been fundamental to and is an integral principle of the business of your Company since its inception. Mastek's Directors reaffirm their continued commitment to good corporate governance practices. A report on corporate governance along with a certificate from the Secretarial Auditors of the Company regarding compliance with the conditions of corporate governance as stipulated under Schedule V of the SEBI Listing Regulations forms part of the Annual Report.

32. Other Disclosures

No disclosure or reporting was made with respect to the following items, as there were no transactions during the year under review:

- The Company does not have any scheme or provision of money for the purchase of its own shares by trustees for employee benefit.
- The Company is not required to maintain cost records as per Section 148 of the Act.
- There was no buyback of shares during the year under review.
- The Company has not accepted any deposits from the public under the provisions of the Act and the rules framed thereunder.
- The Company has not failed to implement any corporate action during the year under review.
- The Company's securities were not suspended during the year under review.
- The Company has not issued equity shares with differential rights as to dividend, voting, or otherwise.
- There was no revision of financial statements and the Board's Report of the Company during the year under review requiring shareholders approval.
- No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of the application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the Financial Year is not applicable.
- There are no significant and material orders passed by the Regulators or Courts or Tribunals, which would impact the going concern status of the Company and its future operations and legal compliances. However, Members' attention is drawn to the statement on contingent liabilities, commitment in the notes forming part of the financial statement as.
- The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions.

33. Amendment to the Articles of Association

The Board of Directors of the Company, at their meeting held on March 21, 2023, approved the amendments to the Articles of Association approving the appointment of two Promoter Directors and also agreed to incorporate the relevant amended provisions of the Shareholders' Agreement, which was modified and executed between the Company, its Promoters, and New Shareholders. Accordingly, the Company has proposed the amendments to the Articles of Association of the Company as a consequence of the amendment of the Shareholders' Agreement and also added an article stating the appointment of Two Promoter Directors in

terms of the Articles of Association of the Company, through a said Postal Ballot. The results of the Postal Ballot will be declared on or before May 3, 2023.

34. Directors' Responsibility Statement

Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company, audits, and reviews are performed by the Internal, Statutory, and Secretarial Auditors, and the reviews are undertaken by the Management and the Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls have been adequate and effective during the year under review.

In terms of Section 134(3)(c) of the Act, your Directors would like to make the following statements to the Members, to the best of their knowledge and belief and according to the information and representations obtained by the Management:

- (a) that in the preparation of the Annual Financial Statements for the year ended March 31, 2023, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- (b) that such Accounting Policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently, and judgements and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023, and of the profits of the Company for the year ended on that date;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the Annual Financial Statements have been prepared on a going concern basis;
- (e) that proper Internal Financial Controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively; and
- (f) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

35. Industry Recognition:

During the year under review, your Company, Subsidiaries and its officials received various awards and felicitations conferred by reputable Organisations. The detailed updates on the same is included elsewhere in this Annual Report.

36. Acknowledgements

Your Directors thank all the customers, associates, vendors, investors, and bankers across the globe, for their continued support during the year under review. Your Directors place on record their sincere appreciation for the enthusiasm and the commitment for the growth and also the contribution made by the employees at all levels. The Company's consistent growth was made possible by their hard work, solidarity, co-operation, and support.

Your Directors are grateful to the Investors for their continued support, trust, patronage and confidence in the Company over last more than 4 (four) decades. Your directors would like to make a special mention of the support extended by the various Departments of the Central and State Governments, particularly the Software Technology Parks of India, Development Commissioners - SEZ, the Department of Communication and Information Technology, the Direct and Indirect Tax Authorities, the Ministry of Commerce, the Reserve Bank of India, Ministry of Corporate Affairs / Registrar of Companies, Securities and Exchange Board of India, the Stock Exchanges and others and look forward to their continued support in all future endeavors.

With continuous learning, the skill upgradation and technology development, Company will continue to provide world class professionalism and services.

Your Directors look forward to the long-term future with confidence.

For and on behalf of the Board of Directors

Ashank Desai
Chairman
(DIN: 00017767)

Date: April 19, 2023
Place: Mumbai

“Annexure 1” to Directors’ Report

THE DISCLOSURE PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2021 READ WITH SEBI CIRCULAR DATED AUGUST 13, 2021 FOR THE YEAR ENDED MARCH 31, 2023.

- A. Relevant disclosures in terms of the Accounting Standards prescribed by the Central Government and Section 133 of the Companies Act, 2013 including the ‘Guidance note on accounting for employee share-based payments’ issued in that regard from time to time.**

Refer to Note No. 35 forming part of the Standalone Financial Statements and Note No. 32 of the Consolidated Financial Statements for the Financial Year 2022-23. Please note that the said disclosure is provided in accordance with Indian Accounting Standards (Ind AS) 102 -Share-Based Payment.

- B. Diluted EPS on the issue of shares pursuant to all the schemes covered under the Regulations shall be disclosed in accordance with ‘Indian Accounting Standard 33 - Earnings Per Share’ issued by the Central Government or any other relevant Accounting Standards as issued from time to time.**

Refer to Note No. 26 forming part of the Standalone Financial Statements and Note No. 23 of the Consolidated Financial Statements for the Financial Year 2022-23. Please note that the said disclosure is provided in accordance with Indian Accounting Standards (Ind AS) 33 - Earnings per share.

C. Details related to Employee Stock Option Plans (ESOP).

(i) General terms and conditions of ESOP

Sr. No.	Particulars	Plan V	Plan VI	Plan VII
(a)	Date of Shareholders’ Approval	March 20, 2009	October 1, 2010	July 17, 2013
(b)	Total number of Options / RSU’s approved under the Schemes	1,500,000	2,000,000	2,500,000
(c)	Vesting Requirements	Options: The first vesting of the Stock Options / RSU’s shall happen only on completion of 1 (one) year from the date of grant. The maximum vesting period is 4 (four) years from the date of Grant. RSU’s: Applicable to all employees. The vesting period will be 3 (three) years and the vesting schedule would be 20% at the end of first year, 30% at the end of second year, and 50% at the end of third year. The price of Options / RSU’s would be ₹ 5 per share (Face value).		
(d)	Exercise Price or Pricing Formula	The exercise price is determined by the Nomination and Remuneration Committee and such price may be the face value of the share from time to time or maybe the Market Price or any price as may be decided by the Committee		
(e)	Maximum Term of Options / RSU’s Granted	11 years from the date of Grant		
(f)	Source of Shares	Primary		
(g)	Variation in terms of Options / RSU’s	The Company implemented the Scheme of Arrangement in the Financial Year 2015-16, effective April 1, 2014. Mastek Limited got split into Mastek Limited and Majesco Limited. Subsequent to this arrangement, the exercise price has been proportionately revised for the Options outstanding on the date of arrangement. Ratio of split up was 37:63.		

(ii) Method used to account for ESOS = Fair Value

- (iii) Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company. = Not Applicable

(iv) Options / RSU's Movement during the year and weighted average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock

Particulars	Year ended March 31, 2023		Year ended March 31, 2022		Year ended March 31, 2023		Year ended March 31, 2022		Year ended March 31, 2023		Year ended March 31, 2022	
	No. of share options/RSU's	Weighted average Exercise price (in Rs.)	No. of share options/RSU's	Weighted average Exercise price (in Rs.)	No. of share options/RSU's	Weighted average Exercise price (in Rs.)	No. of share options/RSU's	Weighted average Exercise price (in Rs.)	No. of share options/RSU's	Weighted average Exercise price (in Rs.)	No. of share options/RSU's	Weighted average Exercise price (in Rs.)
	Plan V											
Outstanding Options/RSU's at the beginning of the year	6,725	47	10,475	63	73,309	120	1,18,091	114	6,33,770	83	10,18,646	96
No. of Options/RSU's Granted during the year	-	-	-	-	-	-	-	-	54,860	5	14,530	5
No. of Options/RSU's Exercised during the year and No. of shares arising as a result of exercise of options/RSU's	(6,225)	47	-	-	(9,296)	130	(20,769)	142	(1,70,533)	134	(2,74,314)	53
No. of Options/RSU's Lapsed/Forfeited during the year	(500)	47	(3,750)	91	(24,094)	72	(24,013)	73	(48,133)	89	(1,25,092)	28
No. of Options/RSU's Forfeited / revoked during the year	-	-	-	-	-	-	-	-	-	-	-	-
No. of Options/RSU's Vested during the year	-	-	-	-	-	-	-	-	-	-	-	-
No. of Options/RSU's Outstanding at the end of the year	-	-	6,725	47	39,919	147	73,309	120	4,69,964	55	6,33,770	83
No. of Options/RSU's Exercisable at the end of the year	-	-	6,725	47	39,919	147	73,309	120	3,26,700	77	4,48,225	116
Money realised by exercise of Options/RSU's during the year	2,92,513	-	-	-	12,12,153	-	29,42,020	-	2,29,22,468	-	1,44,25,374	-

Loan repaid by the Trust during the year from exercise price received - Not Applicable

(v) Employee-wise details of Options / RSU's granted during the year to

	Plan V	Plan VI	Plan VII	Exercise Price
(a) Senior Managerial Personnel				
Hiral Chandrana (Global Chief Executive Officer)	-	-	10,230	Face Value of ₹ 5 per option
Abhishek Singh (President UKI & Europe)	-	-	2,180	
Arun Agarwal (Global Chief Financial Officer)	-	-	1,130	
Maninder Kapoor Puri (Group Chief Human Resources and Diversity Officer)	-	-	1,580	
Vimal Dangri (Global Chief Legal and Compliance Officer)	-	-	890	
(b) Employees who were granted, during any 1 (one) year, Options / RSU's amounting to 5% or more of the Options / RSU's granted during that year				
Hiral Chandrana (Global Chief Executive Officer)	-	-	10,230	
(c) Identified employees who were granted Options / RSU's, during any 1 (one) year, equal or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	-	-	-	-

(vi) Description of the method and significant assumptions used during the year to estimate the fair value of options including the following information

- (a) **The weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate, and any other inputs to the model and the method used, and the assumptions made to incorporate the effects of expected early exercise;**

The weighted average fair value of each unit under the plan, granted during the year ended was ₹ 2,091 using the Black-Scholes model with the following assumptions:

Particulars	As at March 31, 2023
Weighted average grant date share price (₹)	2,091
Weighted average exercise price (₹)	5
Dividend yield (%)	0.73%
Expected life (years)	3-7 Years
Risk free interest rate (%)	7.03%
Volatility (%)	50.04%

Volatility: Volatility is a measure of the amount by which a price hedge fluctuated or is expected to fluctuate during the period. The measure of volatility used in the Black Scholes option-pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. Company considered the daily historical volatility of the Company's stock price on NSE over the expected life of each vest.

Risk free rate: The risk-free rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the Options / RSU's based on the zero-coupon yield curve for government securities.

Expected life of the Options / RSU's:

Expected life of the Options / RSU's is the period for which the Company expects the Options / RSU's to be live.

The minimum life of Options / RSU's is the minimum period before which the Options / RSU's cannot be exercised and the maximum life of the Option is the maximum period after which the Options / RSU's cannot be exercised. The Company has calculated expected life as the average of the minimum and the maximum life of the Options / RSU's.

Dividend yield: Expected dividend yield has been calculated as a total of interim and final dividends declared in the last year preceding the date of grant.

- (b) **How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and**

The Black-Scholes model is used for the valuation of stock options and the expected volatility is considered based on the historical trend.

- (c) **Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.**

Not Applicable to current Options / RSU's.

For and on behalf of the Board of Directors

Ashank Desai
Chairman
(DIN: 00017767)

Date: April 19, 2023
Place: Mumbai

“Annexure 2” to Directors’ Report

FORM AOC-1

(Pursuant to the first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

A Statement containing salient features of the Financial Statements and the brief business of Subsidiaries Pursuant to sub-section (3) of Section 129 of the Companies Act, 2013.

Sr. No.	Name of Subsidiaries	Brief business of Subsidiaries
1.	Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited)	is a Company with deep-rooted capability in providing highly skilled resources and end-to-end services including strategy, creative design, implementation, and managed services for Digital commerce and Enterprise applications. Having a presence in India and supporting the US, ME, and India-based Customers.
2.	Mastek (UK) Limited	is a niche digital transformation services provider, which uses agile methodologies to service customers across sectors through the App Development, Managed Services, Data Warehouse, Business Intelligence, and Testing Services. The Company is a provider of Software Solutions, which enable customers to solve their complex, mission-critical business problems with innovative solutions that sustain and grow their business in the UK market.
3.	Mastek Inc.	is a niche digital transformation services provider, which uses agile methodologies to service customers across sectors through the App Development, Managed services, Data Warehouse, Business Intelligence, and Testing Services. The Company is a provider of Software Solutions, which enable customers to solve their complex, mission critical business problems with innovative solutions that sustain and grow their business in the US market.
4.	Trans American Information Systems Inc.	is a global digital services firm focused on implementing the Digital Commerce applications including manages services, as well as integrating them with the full suite of Oracle Customer Experience Products.
5.	IndigoBlue Consulting Limited	is specialising in Agile Programme and project management. It entered into Business Transfer Agreement in June 2018, with its parent company to merge itself (transfer of its business, assets, and liabilities) to enable greater synergies between them and also achieve higher operational efficiencies.
6.	Mastek Arabia FZ - LLC	is a niche digital transformation services provider, which uses agile methodologies to service customers across sectors through the App Development, Managed services, Data Warehouse, Business Intelligence and Testing Services.
7.	Mastek Digital Inc.	is a niche digital transformation services provider, which uses agile methodologies to service customers across sectors through the App Development, Managed services, Data Warehouse, Business Intelligence and Testing Services in the Canada market.
8.	Evolutionary Systems Egypt LLC	
9.	Evolutionary Systems Consultancy LLC	
10.	Evolutionary Systems Bahrain WLL	
11.	Evosys Kuwait Company for designing and equipping Computer Centers LLC	
12.	Evolutionary Systems Saudi LLC	
13.	Mastek Systems Pty. Ltd. (Formerly Evolutionary Systems Pty Ltd.)	
14.	Evosys Consultancy Services (Malaysia) SDN. BHD.	are in the business of IT consulting, Implementation and Managed services for Enterprise applications using best in class automation and methodologies to drive business outcome.
15.	Newbury Cloud INC	
16.	Evolutionary Systems B.V.	
17.	Evolutionary Systems Qatar WLL	
18.	Evolutionary Systems (Singapore) Pte. Ltd.	
19.	Evolutionary Systems Company Limited	
20.	Evolutionary Systems Corp.	
21.	Evolutionary Systems Canada Limited	
22.	Meta Soft Tech Systems Private Limited	is an off-shore service provider and is mainly engaged in IT and software support services, to meet overseas client requirements.
23.	Metasoftech Solutions LLC	is the Salesforce consulting partner having Summit level status in the Salesforce ecosystem with a strong reputation in Americas especially in the Healthcare, Public Sector, and Manufacturing Industry verticals. Through the framework of a proven effective Roadmap to Results, the team of Salesforce architects, developers, project managers, and administrators add their expertise to clients team to craft agile, innovative solutions that answer client organisation’s operational challenges today and grow as clients grow.

**Part "A": Subsidiaries**

Sl. No.	Name of Subsidiaries	The Date since when subsidiary was acquired	Reporting Currency/ Exchange Rate in INR	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments	Turnover	PBT / (Loss)	Provision for Taxation	PAT / (Loss)	Proposed Dividend	% of Share-holding
									(₹ in lakhs)					
1	Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Systems Private Limited)	23-12-2016		5	52,510	64,301	11,786	42,876	41,303	6,754	1,785	4,969		90%
2	Mastek (UK) Limited	01-10-2001	1 GBP = 101.65	203	1,15,362	1,51,985	36,420	1,13,817	1,26,235	26,735	5,095	21,640	6,099	100%
3	IndigoBlue Consulting Limited	01-05-2015	1 GBP = 101.65	-	-	-	-	-	-	-	-	-	-	100% Note 3
4	Mastek Inc.	17-11-2015	1 USD = 82.17	58,628	(13,519)	1,09,881	64,772	1,03,331	3,982	(5,399)	(1,472)	(3,927)	-	100%
5	Trans American Information Systems Inc	23-12-2016	1 USD = 82.17	4	8,496	18,808	10,308	1,330	20,510	(2,146)	(467)	(1,679)	-	100%
6	Mastek Digital Inc.	30-04-2020	1 CAD = 60.67	243	504	825	79	-	628	41	14	27	-	100%
7	Mastek Arabia - FZ LLC	01-03-2020	1 AED= 22.37	53,298	(2,266)	60,800	9,768	9,419	5,514	(842)	242	(1,084)	-	100%
8	Evolutionary Systems Consultancy LLC	01-03-2020	1 AED= 22.37	34	(3,042)	2,098	5,106	-	4,985	(1,465)	591	(2,056)	-	49%
9	Mastek Systems Pty. Ltd. (Formerly Evolutionary Systems Pty Ltd.)	01-02-2020	1 AUD = 55.03	28	2,829	4,510	1,654	-	4,612	(429)	(122)	(307)	-	100%
10	Evolutionary Systems Bahrain WLL	01-03-2020	1 BHD = 217.94	109	552	789	129	-	1,013	(133)	-	(133)	-	100%
11	Evolutionary Systems Egypt LLC	01-03-2020	1 EGP = 2.67	0	263	347	84	-	830	199	44	155	-	100%
12	Evosys Kuwait Company for designing and equipping Computer Centers LLC	01-03-2020	1 KWD = 267.80	54	685	1,155	416	-	873	604	(22)	626	-	49%
13	Evosys Consultancy Services Malaysia SDN. BHD.	01-02-2020	1 MYR = 18.62	1	756	1,294	537	-	1,367	234	65	170	-	100%
14	Newbury Taleo Group, Inc	01-02-2020	1 USD = 82.17	0	157	198	41	-	78	42	103	(61)	-	100%
15	Evolutionary Systems BV	01-02-2020	1 EUR = 89.44	0	4,201	8,006	3,805	-	11,038	1,365	341	1,024	-	100%
16	Evolutionary Systems Qatar WLL	01-02-2020	1 QAR = 22.48	45	674	1,759	1,040	-	1,060	(354)	(70)	(283)	-	49%
17	Evolutionary Systems Saudi LLC	01-03-2020	1 SAR = 21.89	109	4,226	14,405	10,069	-	15,355	2,258	412	1,846	-	100%
18	Evolutionary Systems (Singapore) Pte. Ltd.	01-02-2020	1 SGD = 61.79	62	(353)	4,209	4,500	1	4,002	(349)	(65)	(284)	-	100%
19	Evolutionary Systems Company Limited	01-02-2020	1 GBP = 101.65	0	26,121	31,734	5,613	0	32,734	7,090	1,356	5,733	-	100%

Sl. No.	Name of Subsidiaries	The Date since when subsidiary was acquired	Reporting Currency/ Exchange Rate in INR	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments	Turnover	PBT / (Loss)	Provision for Taxation	PAT / (Loss)	Proposed Dividend	% of Share-holding
(₹ in lakhs)														
20	Evolutionary Systems Corp.	01-02-2020	1 USD = 82.17	2	3,354	13,159	9,803	1,859	19,667	(2,852)	(1,047)	(1,805)	-	100%
21	Evolutionary Systems Canada Limited	17-05-2021	1 CAD = 60.67	30	35	566	501	-	531	34	11	23	-	100%
22	Meta Soft Tech Systems Private Limited	01-08-2022		54	1,752	3,669	1,863	-	3,218	580	141	439	-	100% Note 4
23	Metasofttech Solutions LLC	01-08-2022	1 USD = 82.17	191	6,118	13,560	7,251	-	23,182	4,298	933	3,365	-	100% Note 4

Notes:

- Names of subsidiaries which are yet to commence operations: NA
- Names of subsidiaries which have been liquidated or sold during the year: NA
- IndigoBlue Consulting Limited business has been merged into Mastek (UK) Limited with effect from June 30, 2018.
- On August 1, 2022 the Company acquired 100% capital / interest in these entities.
- The figures reported above are based on unaudited financial statements of the subsidiaries.

Part “B”: Associates and Joint Venture

The Company does not have any Associates and/or Joint Venture Company during the year. Notes:

- Names of associates or joint ventures, which are yet to commence operations - NA
- Names of associates or joint ventures which have been liquidated or sold during the year - NA

For and on behalf of the Board of Directors

Ashank Desai
Chairman
DIN: 00017767

Rajeev Grover
Director
DIN: 00058165

Arun Agarwal
Global Chief Financial officer
Place: Mumbai
Date: April 19, 2023

Dinesh Kalani
Vice President - Group Company Secretary

“Annexure 3” to Directors’ Report

FORM AOC-2

(Pursuant to clause (h) of sub section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 which are in the ordinary course of business and at arm’s length basis

1. Details of contracts / arrangement / transactions not at arm’s length basis: NIL
2. Details of material contracts / arrangements / transactions at arm’s length basis:

Sr. No.	Name of Related Party	Nature of Relationship	Nature of contracts / arrangements / transactions	Amount ₹ in lakhs	Amount paid as an advance, if any	Duration of Contracts / arrangements / transactions	Date of approval by the board	Salient Terms of Contract / Arrangement / Transaction including the value
1	Mastek (UK) Limited	Wholly owned Subsidiary	Information Technology Services ^	24,865	-	2022-23	19.04.2022	
			Other Income	49	-			
			Dividend received from subsidiary	5,714	-			
			Reimbursable / Other expenses recoverable	531	-			
			Guarantee commission ^	203	-			
2	Mastek Inc.	Step down Subsidiary	Information Technology Services ^	447	-			
			Reimbursable / other expenses recoverable	164	-			
			Reimbursable / other expenses Payable	18	-			
			Guarantee given against loan availed by subsidiary*	24,651	-			
3	Trans American Information Systems Inc.	Step down Subsidiary	Information Technology Services^	430	-			
			Others	36	-			
			Reimbursable / other Expenses recoverable	19	-			
4	Mastek Digital Inc.	Step down Subsidiary	Reimbursable / other Expenses recoverable	4	-			
5	Mastek Enterprise Solution Private Limited (formerly known as Trans American Information Systems Private Limited)	Wholly Owned Subsidiary	Information Technology Services (excluding GST)	2,472	-			
			Reimbursable / other expenses recoverable (excluding GST)	412	-			
			Reimbursable / other expenses Payable (excluding GST)	167	-			
			Guarantee commission ^	33	-			
			Consideration paid on behalf of subsidiary^^	18,095	-			
6	Mastek Arabia FZ LLC	Step-down Subsidiary	Information Technology Services ^	7	-			
			Reimbursable / other expenses recoverable	0	-			
7	Evolutionary Systems Consultancy LLC	Step-down Subsidiary	Information Technology Services ^	59	-			
			Reimbursable / other expenses recoverable	8	-			
8	Evosys Consultancy Services (Malaysia) Sdn Bhd.	Step-down Subsidiary	Information Technology Services ^	192	-			
			Reimbursable / other expenses recoverable	3	-			

As per Transfer Pricing guidelines

Sr. No.	Name of Related Party	Nature of Relationship	Nature of contracts / arrangements / transactions	Amount ₹ in lakhs	Amount paid as an advance, if any	Duration of Contracts / arrangements / transactions	Date of approval by the board	Salient Terms of Contract / Arrangement / Transaction including the value
9	Evolutionary Systems (Singapore) Pte. Ltd.	Step-down Subsidiary	Information Technology Services ^	54	-	2022-23	19.04.2022	As per Transfer Pricing guidelines
			Reimbursable / other expenses recoverable	5	-			
10	Evolutionary Systems Corp.	Step-down Subsidiary	Reimbursable / other expenses recoverable	38	-			
11	Evolutionary Systems Company Limited	Step-down Subsidiary	Reimbursable / other expenses recoverable	11	-			
12	Mastek Systems Pty Ltd (Formerly known as Evolutionary Systems Pty Ltd)	Step-down Subsidiary	Reimbursable / other expenses recoverable	8	-			
13	Evolutionary Systems B.V.	Step-down Subsidiary	Reimbursable / other expenses recoverable	6	-			
14	Evolutionary Systems Qatar WLL	Step-down Subsidiary	Reimbursable / other expenses recoverable	3	-			
15	Evolutionary Systems Saudi LLC	Step-down Subsidiary	Reimbursable / other expenses recoverable	8	-			
16	Meta Soft Tech Systems Private Limited	Wholly owned Subsidiary	Information Technology Services ^^^	4	-			
			Reimbursable / other expenses recoverable	73	-			
17	Mastek Foundation	-	Contribution towards CSR activities	240	-			
18	Compensation of key management personnel and directors of the Company	-	-	644	-			

^ This includes foreign exchange adjustment.

^^ Consideration paid on behalf of Subsidiary is pursuant to acquisition (Refer note 40 of Standalone Financial Statement).

^^^ During the year under review, the Company acquired Meta Soft Tech Systems Private Limited and MetaSoftTech Solutions LLC.

* The guarantees/security have been given for loans availed by the subsidiary [refer Standalone Financials notes 3(a)(i) and 39B].

Justification: The Company, being a provider of IT services, participates in the initiatives of entities within Mastek group and partners with respective entities' growth and during the course of rendering such services, the Company also leverages niche skills, capabilities and resources of its offshore employees. These transactions aim at providing enhanced level of user experience to the end-consumers of Mastek group and provide the entities within the group cutting edge technologies to sustain and grow their business.

For and on behalf of the Board of Directors

Ashank Desai
Chairman
(DIN: 00017767)

Date: April 19, 2023
Place: Mumbai

“Annexure 4” to Directors’ Report

(Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- The ratio of the remuneration (including perquisite value of stocks exercised during the year) of each Director and Key Managerial Personnel to the median remuneration of the employees of the Company for the Financial Year 2022-23 and percentage increase / (decrease) in remuneration of each Director and KMP.

Name of Directors and KMP	Designation	The ratio of Remuneration of each Director / KMP to the median Remuneration	% Increase in Remuneration for Financial Year 2022-23 over Financial Year 2021-22
Mr. S. Sandilya	Non-Executive Chairman (Independent) (Resigned w.e.f. March 3, 2023)	4.99	-8%
Mr. Ashank Desai	Managing Director	39.47	25%
Mr. Ketan Mehta	Non-Executive Director (Non-Independent) (w.e.f. December 29, 2020)	4.05	-17%
Ms. Priti Rao	Non-Executive Director (Independent) (Resigned w.e.f. May 1, 2023)	3.81	-13%
Mr. Atul Kanagat	Non-Executive Director (Independent) (Resigned w.e.f. January 17, 2023)	2.62	-47%
Mr. Rajeev Kumar Grover	Non-Executive Director (Independent)	5.39	-4%
Mr. Suresh Vaswani	Non - Executive Director (Independent) (Appointed w.e.f. December 11, 2022)	0.73	NA
Mr. Arun Agarwal	Global Chief Financial Officer (w.e.f. May 31, 2021)	14.78	-25%
Mr. Dinesh Kalani	Vice President - Group Company Secretary	6.78	0%

* The % change in Remuneration is not comparable, as the said Directors / Key Managerial Personnel held their respective positions for a part of the year in either Financial Year 2022-23 or in Financial Year 2021-22.

Notes:

- The increase in the remuneration of Non-Executive Directors is on account of an increase in the number of Board and Committee meetings and commissions during the year under review, vis-a-vis the preceding Financial Year .
- The median remuneration of the Company for all its employees is ₹ 8,20,939 for the Financial Year 2022-23.

- The Percentage increase / decrease in the median remuneration of employees in the Financial Year 2022-23**

The percentage Increase in the median remuneration of all employees in the Financial Year was 20.2% which is on account of increased lateral hires during the Financial Year 2022-23.

- The number of permanent employees on the rolls of the Company as on March 31, 2023**

The number of permanent employees on the rolls of the Company as on March 31, 2023, was 1,367.

- Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration**

The average percentile increase in the salaries of employees other than the Managerial Personnel in the Financial Year was 4.9% vis-a-vis an increase of 5% in the Managerial remuneration.

- Affirmation that the remuneration is as per the Nomination and Remuneration Policy of the Company:**

It is affirmed that the remuneration is as per the Nomination and Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Ashank Desai

Chairman

(DIN: 00017767)

Date: April 19, 2023

Place: Mumbai

“Annexure 5” to Directors’ Report

Form No. MR-3

Secretarial Audit Report

For the Financial Year ended March 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
Mastek Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mastek Limited** (hereinafter called the “Company”), incorporated on May 14, 1982 having CIN: **L74140GJ1982PLC005215** and Registered Office at 804/805, President House, Opp. C. N. Vidyalaya, Near Ambawadi Circle, Ahmedabad - 380006. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 as amended (‘SEBI Act’):-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding Companies Act and dealing with the Client;

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 as amended (‘SEBI Act’) were **not applicable** to the Company during the audit period:-

- a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

3. I have relied on the representation made by the Company and its officers for systems and the mechanism formed by the Company and having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- a. The Information Technology Act, 2000;
- b. The Special Economic Zone Act, 2005;

- c. Policy relating to Software Technology Parks of India and its regulations;
- d. All applicable Labour Laws and other incidental laws related to Labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation, etc;
- e. Income Tax Act, 1961 and other Indirect Tax laws;
- f. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- g. Bombay Shops and Establishments Act, 1948;

I have also examined compliance with the applicable clauses of the Secretarial Standards in respect of Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and to the best of my knowledge and belief, during the period under review, the Company has generally complied with the provisions of the Act, Rules, applicable Regulations, Guidelines, Standards, etc. mentioned above.

I further report that based on the information provided and the representation made by the Company and also on the review of the compliance reports of Chairman and Chief Financial Officer taken on record by the Board of Directors of the Company in our opinion adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws like labour laws, etc.

I further report that:

As at March 31, 2023 the Board of Directors of the Company consists of 5 (five) Members, out of which there are 3 (three) Independent Directors, including 1 (one) Woman Director. There are 2 (two) Non-Executive Directors who are also the Promoters of the Company. There were changes in the composition of the Board of Directors as mentioned below during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors and the Committees of the Company were carried unanimously / by majority.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year following special events had occurred:

The Company has informed the stock exchanges the below mentioned events during the year under review:

(a) Changes in Board of Directors:

During the year under review following are the changes that took place in the Board of Directors:

- i. Mr. Suresh Choithram Vaswani was appointed as additional Director w.e.f December 11, 2022 and further his appointment was regularised through Postal ballot held on January 11, 2023;
- ii. Mr. Atul Kanagat, Independent Director resigned w.e.f January 17, 2023;
- iii. Mr. S. Sandilya, Non-Executive Chairman & Independent Director resigned w.e.f March 3, 2023;
- iv. Mr. Ashank Desai relinquished the role of Managing Director w.e.f March 31, 2023;

(b) Conducted Postal Ballot for the following items which has been completed by the Company on January 11, 2023:

- Appointment of Mr. Suresh Choithram Vaswani (DIN: 02176528) as an Independent Director of the Company;
- To Offer, Issue and Allot Equity Shares on a Private Placement Basis.

(c) The Company had also issued Postal Ballot Notice dated March 21, 2023 for the following items the results of which will be declared on or before May 3, 2023:

- To approve amendments to the Articles of Association of the Company with respect to the appointment of Promoter Directors.
- To approve amendments to the Articles of Association of the Company as a consequence of the amendment of the Shareholders' Agreement.

(d) The Company has declared the Final Dividend for Financial Year 2021-22 and paid the Interim Dividend for the year under review.

(e) All transactions with Related Parties are placed before the Audit Committee for its approval. Omnibus approvals are given by the Audit Committee on yearly basis for transactions, which are anticipated and repetitive in nature. There are no materially significant Related Party Transactions that may have potential conflict with the interest of the Company at large.

- (f) During the year under review, the Company sold its small office situated in Pune, as it was not in use by the Company for long.
- (g) During the year under review, the Company has acquired entire business and equity shares of Meta Soft Tech Systems Private Limited. The entire business and equity shares were bought for all cash consideration subject to customary closing adjustments as per the terms of the Share Purchase Agreement. The said transaction was a 100% acquisition of shares.

I further report that during the audit period the Company and its officers has co-operated with me and have produced before me all the required forms, information, clarifications, returns and other documents as required for the purpose of my audit.

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

Prashant S Mehta

(Proprietor)
ACS No. 5814
C.P. No. 17341

Date: April 19, 2023
Place: Mumbai

UDIN: A005814E000140256
PR NO.: 2354/2022

To
The Members
Mastek Limited
Mumbai.
CIN: L74140GJ1982PLC005215

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records, I believe that the processes and practices, I followed provide reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company. I have relied on the statutory report provided by the Statutory Auditors as well as Internal Auditors of the company for the Financial Year ended March 31, 2023.
4. I have obtained the management representation wherever required about the compliance of laws, rules and regulations and happening of events etc.
5. Compliance of the provision and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The secretarial audit reports are neither an assurance as to the future liability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

Prashant S Mehta

(Proprietor)
ACS No. 5814
C.P. No. 17341

Date: April 19, 2023
Place: Mumbai

UDIN: A005814E000140256
PR NO.: 2354/2022

“Annexure 5 A” to Directors’ Report (Secretarial Audit Report of Material Indian Subsidiary)

Form No. MR-3

Secretarial Audit Report

For the Financial Year ended March 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Mastek Enterprise Solutions Private Limited
(Formerly known as Trans American Information Systems Private Limited)

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited)** (hereinafter called the “Company”) incorporated on March 5, 1999 having CIN: U51505GJ1999PTC112745 and its Registered Office at 804/805, President House, Opp. C. N. Vidyalaya, Near Ambawadi Circle, Ahmedabad - 380006. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during

the audit period covering the Financial Year ended March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended March 31, 2023 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - Not applicable to the Company during the Financial Year under review;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 as amended (“SEBI Act”):-

SEBI Regulations	Applicability
The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);	
The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;	
The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;	
The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;	
The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;	Not Applicable
The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;	
The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding Companies Act and dealing with the Client;	
The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;	
The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.	

2. I have relied on the representation made by the Company and its officers for systems and the mechanism formed by the Company and having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- a. The Information Technology Act, 2000;
- b. Policy relating to Software Technology Parks of India and its regulations;
- c. All applicable Labour Laws and other incidental laws related to Labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc;
- d. Income Tax Act, 1961 and other Indirect Tax laws;
- e. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards in respect of Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s), - **Not Applicable**
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)- **Not Applicable**

and to the best of my knowledge and belief, during the period under review, the Company has generally complied with the provisions of the Act, Rules, applicable Regulations, Guidelines, Standards, etc. mentioned above.

I further report that based on the information provided and the representation made by the Company and also on the review of the compliance reports taken on record by the Board of Directors of the Company in our opinion adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws like labour laws, etc.

I further report that:

The Board of Directors of the Company is duly constituted as required under the Companies Act, 2013. The changes that took place in the composition of the Board of Directors and Key Managerial Personnel were carried out in accordance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision is carried out through the unanimous consent of all the Board of Directors and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company and its officers has co-operated with me and have produced before me all the required forms, information, clarifications, returns and other documents as required for the purpose of my audit.

- a) The Company has approved appointment and remuneration of Ms. Apeksha Raichura as the Company Secretary of the Company w.e.f. May 1, 2022.
- b) Mr. S. Sandilya resigned as a Director of the Company w.e.f. March 3, 2023.
- c) Mr. Umang Tejkaran Nahata resigned as Chief Executive Officer (Key Managerial Personnel) of the Company w.e.f. March 31, 2023 and he continues as the Director of the Company.
- d) The Company has appointed Ms. Prameela Kalive (DIN: 07892295) as a Director of the Company w.e.f. April 12, 2023.
- e) The Company has adequate internal audit system in place commensurate with the size and operations of the Company.
- f) The Company is material subsidiary of Mastek Limited, the holding Company.

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

Prashant S Mehta

(Proprietor)

ACS No. 5814

C.P. No. 17341

Date: April 12, 2023

Place: Mumbai

UDIN: A005814E000068448

PR NO.: 2354/2022

This report is to be read with our letter of even date which is annexed herewith and forms an integral part of this report.



To,

The Members,

Mastek Enterprise Solutions Private Limited

(Formerly known as Trans American Information Systems Private Limited)

CIN: U51505GJ1999PTC112745

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records, I believe that the processes and practices, I followed provide reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company. I have relied on the information provided to me by the Company for the Financial Year ended March 31, 2023.
4. I have obtained the management representation wherever required about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The secretarial audit reports are neither an assurance as to the future liability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **P Mehta & Associates**

Practising Company Secretaries

Prashant S Mehta

(Proprietor)

ACS No. 5814

C.P. No. 17341

Date: April 12, 2023

Place: Mumbai

UDIN: A005814E000068448

PR NO.: 2354/2022

“Annexure 6” to Directors’ Report

Annual Report on Corporate Social Responsibility (CSR) Activities / Initiatives

[Pursuant to Rules 8 & 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline of CSR Policy of the Company, including an overview of projects or programmes proposed to be undertaken and a reference to the web link to the CSR policy and projects or programmes.

The CSR policy has been developed for the Company to comply with the provisions of Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules 2014. Mastek is committed to spending up to 2% of the average net profit for the preceding 3 (three) Financial Years on CSR projects or programmes related to activities specified in Schedule VII to the Act or such activities as may be notified from time to time. A CSR committee was constituted since 2014, to meet the requirements of the Act.

2. Composition of CSR Committee

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ms. Priti Rao	Chairperson, Independent Director	2	2
2.	Mr. Ashank Desai	Member, Vice-Chairman & Managing Director	2	2
3.	Mr. Rajeev Kumar Grover	Member, Independent Director	2	2

3. Provide the web link where the Composition of the CSR committee, CSR Policy, and CSR projects approved by the board are disclosed on the website of the Company.

<https://www.mastek.com/wp-content/uploads/2022/07/Corporate-Social-Responsibility-Policy-2022.pdf>

4. Provide the details of the Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). Not Applicable.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and the amount required for set off for the Financial Year, if any. NIL

6. Average net profit of the Company as per Section 135(5): ₹ 5,619.8 Lakhs

7. (a) Two percent of the average net profit of the Company as per Section 135(5): ₹ 112.40 lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous Financial Year s: NIL

(c) Amount required to be set off for the Financial Year, if any: NIL

(d) Total CSR obligation for the Financial Year (7a+7b- 7c): ₹ 112.40 lakhs

8. (a) CSR amount spent or unspent for the Financial Year: ₹ 240 lakhs - Spent

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (₹ in lakhs)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per the second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 240 lakhs	N/A	N/A	N/A	N/A	N/A

(b) Details of CSR amount spent against ongoing projects for the Financial Year :

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)		
Sr. No	Name of the Project	The item from the list of activities in schedule VII to the Act	Local area (Yes / No)	Location of the project		Project duration	The amount allocated for the project (in ₹)	Amount spent in the current Financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct	Mode of Implementation - Through Implementing Agency	
				State	District					Yes / No	Name	CSR Registration number
NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

(c) Details of CSR amount spent against other than ongoing projects for the Financial Year :

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)			
Sr. No	Name of the Project	The item from the list of activities in schedule VII to the Act	Local area (Yes / No)	Location of the project		Amount spent in the current Financial Year (in ₹)	Mode of Implementation Direct Yes / No	Mode of implementation - Through implementing agency			
				State	District			Name	CSR Registration number		
1	Maternal and Newborn health	Good Health and Well-being	Yes	Maharashtra	Mumbai	35,23,609	No	Apnalaya	CSR00003515		
2	School Sanitation Project	Clean Water and Sanitation	Yes	Maharashtra	Palghar and Thane	25,50,000	No	PRASAD Chikitsa	CSR00006132		
3	Food Heals® Program	Good Health and Well-being	Yes	Maharashtra	Mumbai	26,29,862	No	Cuddles Foundation	CSR00001473		
4	Goa Systemic School Improvement Program: Handing over for sustainable school improvement	Quality Education	No	Goa	North & South Districts	13,91,000	No	Adhyayan Foundation	CSR00002080		
5	Room to Read Library Program in Pune	Quality Education	No	Maharashtra	Pune	7,81,812	No	Room to Read	CSR00000493		
6	VigyanGanga: Science on Wheels	Quality Education	No	Gujarat	Narmada	10,00,000	No	Jeevantirth	CSR00001798		
7	Training Underprivileged Children under Jeevika Skill Development Programme	Quality Education	No	Haryana	Gurugram	25,02,302	No	Lotus Petal Foundation	CSR00001939		
8	Treatment Cost of Animal & Birds for Shrimad Rajchandra Nursing Home	Good Health and Well-being	No	Gujarat	Valsad	7,32,000	No	Shrimad Rajchandra Jivadaya Trust	CSR00003177		
9	Upgradation of Information technology laboratory	Quality Education	Yes	Maharashtra	Mumbai	1,50,000	No	The Kelkar Education Trust	CSR00031388		
10	Hostel for tribal community boys	Quality Education	No	Gujarat	Navsari	25,00,000	No	Malvi Educational and Charitable Trust	CSR00003450		
11	<ul style="list-style-type: none"> • Reading - Writing - Numerical Abilities • School Mathematics Improvement Program (SMIP) • Geography Park 	Quality Education	Yes	Maharashtra	Palghar & Sindhudurg	25,00,000	No	ADHYAYAN SANSTHA	CSR00017983		
12	Project proposal for Bankra School Construction	Quality Education	No	West Bengal	Howrah	20,96,415	No	Samaritan Help Mission	CSR00000896		
13	*Administrative Overheads			Maharashtra	Mumbai	16,43,000	-	Mastek Foundation	CSR00001859		
						2,40,00,000					

*Administrative overheads incurred through Mastek Foundation for implementation of the Project by the above agencies includes expenditure incurred on voluntary CSR spent.

(d) Amount spent on Administrative Overheads: ₹ 16.43 lakhs (includes expenditure incurred on voluntary CSR spent)

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 240 lakhs

(g) Excess amount for set-off, if any

Sr. No.	Particulars	Amount (in ₹ lakhs)
(i)	Two percent of the average net profit of the Company as per Section 135(5)	112.4
(ii)	Total amount spent for the Financial Year	240.0
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	127.6
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	The amount available for set off in succeeding Financial Year s [(iii)-(iv)]	127.6

9. (a) Details of Unspent CSR amount for the preceding three Financial Years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			The amount remaining to be spent in succeeding Financial Years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
Nil							

(b) Details of CSR amount spent in the Financial Year for ongoing projects of the preceding Financial Year (s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	The total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project -Completed / Ongoing
Nil								

10. In case of creation or acquisition of a capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year .

(Asset-wise details)

- (a) **Date of creation or acquisition of the capital asset(s):** Not Applicable
- (b) **Amount of CSR spent for the creation or acquisition of the capital asset:** Not Applicable
- (c) **Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc.:** Not Applicable
- (d) **Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset):** Not Applicable

11. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5): Not Applicable - In fact the Company has spent much more than the mandatory 2% of the average net profit amount under its CSR initiatives.

Ashank Desai

Member

(DIN: 00017767)

Date: April 19, 2023

Place: Mumbai

Corporate Governance Report

In terms of Regulation, 34(3) read with Section C of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), a Report on Corporate Governance for the Financial Year ended March 31, 2023, is presented below:

Corporate Governance is the mechanism by which the values, principles, management policies, and procedures of the Company are made manifest in the real world. It contemplates fairness, transparency, accountability, and responsibility in the functioning of the Management and the Board of Companies. Corporate Governance is based on preserving core beliefs and ethical business conduct while maintaining a strong commitment to maximise long-term stakeholder value. Effective corporate governance practices constitutes the strong foundation on which successful commercial enterprises are built to the last. Therefore, the Companies Act, 2013 [hereinafter referred to as “the Act”], and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as “SEBI Listing Regulations”] have innovative means to make Corporate Governance in India optimally progressive, transparent and beneficial to all the stakeholders.

Mastek Limited (“Mastek” or “Company”) promotes a culture based on the principles of good Corporate Governance - integrity, equity, fairness, transparency, individual accountability, and commitment to values.

The Company’s Philosophy on Code of Corporate Governance

Your Company’s philosophy on Corporate Governance envisages accomplishment of high level of transparency, integrity and accountability in the conduct of its businesses and accords importance to regulatory compliances. These principles have evolved, over the years, from the Company’s culture of continuous innovation and rich experiences gathered from the past. The Company recognises that good governance is a continuing exercise and reiterates its commitment to pursue the highest standards of corporate governance in the overall interest of its stakeholders. Corporate Governance implies an accurate, adequate and timely disclosure of relevant information. It includes the processes through which organisation’s objectives are set and pursued in the context of the social, regulatory and market environment. Efficient, transparent and impeccable Corporate Governance is vital for stability, profitability and desired growth of the business of any organisation. The importance of such Corporate Governance has now become more intensified, owing to ever-growing competition and rivalry in the businesses in almost all economic sectors, both at national and international levels.

We believe that good Corporate Governance is a continuing exercise and the Company is committed to ensure the same by focusing on strategic and operational excellence and

also believe that integrity and transparency are key to our Corporate Governance practices which ensure us to gain and retain the trust of our stakeholders.

Mastek is committed to helping individuals and institutions to become the best that they can be. To strengthen the foundation of its engagement with all its Stakeholders, we have defined a set of ethical values called PACTS (Passionate, Accountable, Collaborative, Transparent, and Sustainable) and encourage every Mastekeer to follow its set of defined ethical values. More importantly, they serve as a framework for the behaviour of current and future generations of Mastekees.

Mastek’s Corporate Governance system provides a fundamental framework to execute its business in line with business ethics. Mastek not only adheres to the prescribed Corporate Governance Practices as per the SEBI Listing Regulations but is also committed to sound Corporate Governance Principles and Practices.

The Corporate Governance Structure

Sustaining a culture of integrity along with high-performance orientation and an adaptive management style in today’s dynamic business environment needs a robust Governance Structure. The Corporate Governance Structure of the Company is multi-tiered, comprising governing / management boards at various levels, each of which are interlinked in the following manner:

Mastek has three-tier of Corporate Governance Structure, viz.:

- 1. Strategic Supervision** - by the Board of Directors comprising the Non-Executive and Independent Directors. The primary role of the Board is to protect the interest and enhance value for all the Stakeholders. It conducts overall strategic supervision and control by setting the goals and targets, policies, governance standards, reporting mechanism, and accountability and decision-making process to be followed. The Committees of the Board such as Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders’ Relationship Committee and Risk Management & Governance Committee are focused on financial reporting, audit and internal controls, appointment and remuneration of Directors, Key Managerial Personnel and Senior Managerial Personnel, identifying, implementing and monitoring of ESG and CSR activities, the Risk management, operational, legal and compliances including sustainability framework.
- 2. Executive Management** - by the Corporate Management team comprising of the Managing Director, Chief Executive Officer and Executive Leadership consisting of the functional heads of the Company. They meet at regular intervals, wherein all important business issues are discussed and decisions are taken. Management

reviews and monitors monthly performances addresses challenges faced by the business draw strategies and policies and keeps the Board informed about important developments having bearing on the operational and financial performance of the Company.

3. **Operational Management** - The three-tier Corporate Governance Structure, besides ensuring greater Management Accountability and Credibility, facilitates increased autonomy to the businesses, performance discipline, and development of business leaders, lead to an increased operational efficiency and client satisfaction.

The Compliance Framework

The Company has a robust and an effective framework for monitoring compliances with the applicable laws within the organisation and also to provide regular updates through Senior Management to the Board and the Risk Management & Governance Committee on a quarterly basis. The Audit Committee, the Risk Management & Governance Committee and the Board collectively reviews the status of compliances with the applicable laws and provide valuable guidance to the Management team, wherever necessary.

Best Corporate Governance Practices

Mastek maintains the highest standards of Corporate Governance. It is the Company's constant endeavor to adopt the best Corporate Governance practices keeping in view the international codes of Corporate Governance and practices of well-known global companies. Some of the best-implemented global governance norms include the following:

- The Company has the following Board Committees: Audit Committee, Risk Management and Governance Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, and Corporate Social Responsibility Committee.
- The Company also undergoes a Secretarial Audit conducted by an independent firm of Practising Company Secretaries. The Secretarial Audit Report is placed before the Board and forms part of the Annual Report.
- Observance and adherence of all applicable Laws including Secretarial Standards issued by the Institute of Company Secretaries of India.

Board of Directors ("Board")

Corporate Governance is also about what the Board does and how they set the values of the Company. The Company recognises and embraces the importance of a diverse Board in its success and it believes that a truly diverse

Board would leverage differences in thought, perspective, knowledge, skill, and industry experience, which will enrich Board discussions and enable effective decision-making. The responsibilities of the Board thus include setting the Company's strategic aims, providing the leadership to put them into effect, supervising the Management of the Company, and reporting to the Members on the governance.

Mastek's Board is an ideal mix of knowledge, perspective, professionalism, divergent thinking, and experience. Mastek Board's uniqueness lies in the fact that the Board balances several deliverables, achieves sound Corporate Governance objectives in a promoter-owned organisation, and acts as a catalyst in the creation of Stakeholder value. This is reflected in the Company's Governance Practices, through which it strives to maintain an active, informed and independent Board. The Board ensures that the Company complies with all relevant laws, regulations, governance practices, accounting and auditing standards, etc. It identifies key risk areas and key performance indicators of the Company's business and constantly monitors these factors.

Composition of the Board

The Composition of the Board of Directors is made up of eminent and qualified persons who ensure that the long-standing culture of maintaining high standards of Corporate Governance is further nurtured. The Board effectively separates the functions of governance and management and balances deliverables. The Composition and size of the Board is reviewed periodically to ensure that the Board is a wholesome blend of Directors with complementary skill- sets.

The Directors on the Board have considerable expertise in the respective fields including competencies required in context of Company's businesses. The Non-Executive Directors including Independent Directors on the Board are well qualified, experienced, competent and highly renowned persons with varied professional background in the field of Information Technology, Finance, General Management, Marketing Strategy and Planning, Mergers and Acquisitions, Brand Development, Risk Management, etc. They take active part at the Board and Committee Meetings by providing valuable guidance and expert advice to the Management on various aspects of business overview and play a critical role on strategic issues, which enhances the transparency and adds value in the decision-making process of the Board of Directors.

The Board has unfettered and complete access to any information within the Company. Members of the Board have complete freedom to express their views on agenda items and draft minutes and can discuss any matter at the Meeting with the permission of the Chairperson.

As on March 31, 2023, the Board composition and category of the Board of Directors were as follows:

Sr. No.	Name of the Directors	Promoter / Non-Promoters	Category
1.	*Mr. Ashank Desai	Promoter	Chairman & Managing Director
2.	Mr. Ketan Mehta		Non-Executive & Non-Independent Director
3.	[§] Ms. Priti Rao		
4.	Mr. Rajeev Kumar Grover	Non - Promoter	Non-Executive & Independent Director
5.	[#] Mr. Suresh Vaswani		

*Mr. Ashank Desai relinquished the position of Managing Director with effect from March 31, 2023, and has been appointed as Chairman (Non - Executive) with effect from April 1, 2023.

[§]Ms. Priti Rao, Non-Executive & Independent Director submitted resignation from the Directorship of the Company to be effective from May 1, 2023.

[#]Mr. Suresh Vaswani was appointed as an Additional Director of the Company w.e.f. December 11, 2022, which was approved by the Members of the Company on January 11, 2023.

During the year under review, Mr. Atul Kanagat (DIN: 06452489), Independent Director of the Company resigned on January 17, 2023, from the Board of Directors and Board Committees of the Company due to personal and other professional commitments.

The Board recalled the contribution and expressed their sincere gratitude for the invaluable contributions of Mr. Atul Kanagat towards the Company during his tenure of more than a decade. His association has helped in reaping benefits and business opportunities to a great extent.

Mr. S. Sandilya (DIN: 00037542), Non - Executive Chairman & Independent Director of the Company resigned on March 3, 2023, from the Board of Directors and Board Committees of the Company stating that he is no longer aligned with the future direction of the Company.

Board applauded the selfless and valuable contribution made to the Company by Mr. S. Sandilya as Non-Executive Chairman & Independent Director. His commitment to Mastek's business and upholding the corporate governance principles were the highlight during his more than 11-year-long association with the Company.

After the end of the Financial Year - on April 19, 2023, Ms. Priti Rao (DIN: 03352049) Independent Director of the Company submitted her resignation which will be effective May 1, 2023 from the Board of Directors and Board Committees of the Company stating that her term is nearing its end and having assessed her position in light of the Company's plans for its next growth phase, she has decided to resign.

Board applauded and wish to place on record that Ms. Priti Rao brought in immense value through her operational expertise and contributed greatly to Mastek during her 12-year stint as Independent Director. Her passion for Social Responsibility and Corporate Governance and her drive to engage organisation in taking the right decisions were the highlights of her association with Mastek.

The Board is in the process of filling up the Board vacancies.

Board Diversity

Your Company over the years has been fortunate to have eminent persons from diverse fields as Directors on its Board. Pursuant to the SEBI Listing Regulations, the Nomination and Remuneration Committee of the Board has formalised a policy on Board Diversity to ensure diversity of experience, knowledge, perspective, background, gender, age and culture. The policy is made available on the website of the Company and can be accessed through the web link [weblink https://www.mastek.com/wp-content/uploads/2022/07/Board-Diversity-Policy.pdf](https://www.mastek.com/wp-content/uploads/2022/07/Board-Diversity-Policy.pdf).

The brief profiles of the Directors are mentioned elsewhere in this Report, and forming part of this Annual Report gives an insight into the education, expertise, skills and experience of Directors, thus bringing in diversity to the Board's perspectives.

Board Membership Criteria

The Board has adopted the Nomination and Remuneration Policy to ensure that the Board Composition is well-balanced with the requisite skill sets, so that the Company benefits from new insights, guidance and challenges to business proposals. The updated Policy outlines the appointment criteria and qualifications of the Directors on the Board of Mastek and the matters related to remuneration of the Directors. The said Policy is available on the Company's website and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/07/Nomination-Remuneration-Policy-For-Board-of-Directors-Key-Managerial-Personnel.pdf>.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

The skill profile of Independent Board Members is driven by the key performance indicators defined by the Board, broadly based on:

- Independent Corporate Governance;
- Guiding strategy and enhancing shareholders' value;
- Monitoring performance, Management development & compensation; and
- Control and compliance.

Matrix highlighting Core Skills / Expertise / Competencies of the Board of Directors

The Board of the Company is structured by having the requisite level of qualifications, professional background, sector expertise, special skills, nationality, and geography. The approach to the selection and appointment of Directors on the Board ensures that their specific skills, knowledge, and experience fulfill a particular skill-set requirement of the Board. The Board after taking into consideration the Company's nature of business, core competencies, and

key characteristics has identified the following Core Skills / Expertise / Competencies as required in the context of its business(es) and sector(s) for it to function effectively and in the opinion of the Board is currently available. It is acknowledged that not all Directors will have each necessary skill, but the Board as a whole must have them, as also that the expertise, knowledge, and experience required for the Board will change as the organisation evolves and grows.

The Board annually reviews the below Skills and Competencies Matrix. The below table summarises the key qualifications, skills, and attributes which are taken into consideration while nominating to serve on the Board. The specific areas of focus or expertise of individual Board Members have been highlighted. However, the absence of a mark against a Member's name does not necessarily mean the Member does not possess the corresponding qualification or skills:

Skills and their Description	Mr. Ashank Desai	Mr. Ketan Mehta	Ms. Priti Rao	Mr. Rajeev Kumar Grover	Mr. Suresh Vaswani
Financial Management A wide-ranging knowledge and financial skills, oversight for risk management and internal controls, and proficiency in financial management and financial reporting processes.	✓	✓		✓	✓
Technology Reasonable knowledge and experience in technology with an ability to foresee technological trends and changes, apply new technology, and bring about innovations in business strategies.	✓	✓	✓	✓	✓
Mergers and Acquisitions Significant experience in mergers and acquisitions and other business combinations, with strong insight of risks and opportunities, valuations and diligence processes, structural impact on the organisation, and ability to leverage integration planning.	✓	✓	✓	✓	✓
Global Business Perspective Understanding of diversified business environments, economic, political, cultural, and regulatory frameworks across the globe and a broad perspective on global market opportunities and experience of overseeing and managing businesses across multiple countries and environments.	✓	✓	✓	✓	✓
Strategy and Planning Ability to critically identify and assess strategic opportunities and threats and develop effective strategies in the context of long-term objectives and the organisation's relevant policies and priorities.	✓	✓	✓	✓	✓
Governance and Compliance Understanding of the various governance and compliance requirements under various applicable laws, supporting a strong Board base and management accountability, transparency, and protection of Members' interests. A strong understanding of the regulatory environment across securities laws, data protection and privacy, and cyber security for India and countries where business is transacted.	✓	✓	✓	✓	✓
Risk Management Identification and Management of risk at micro & macro, functional & geographic, and strategic & operational levels and implementing risk management process with the proper understanding of the risk and monitoring mechanism.	✓	✓	✓	✓	✓
Operations and General Management Capacity to perform executive duties in an organisation while avoiding crisis situations and promptly solving problems when they occur.	✓	✓	✓	✓	✓

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity, and competence required for it to function effectively.

Declarations

In the opinion of the Board, all the Independent Directors of the Company have the relevant integrity, qualifications, expertise, and experience and they also fulfill the criteria of independence as defined under Section 149(6) of the Act read with Rule 5 of Companies (Appointment and Qualification of Directors) Rules 2014, Regulation 16(1) of the SEBI Listing Regulations and are independent of the management of the Company. The Company has also received declarations from the Independent Directors that they meet the criteria of Independence.

Further, in terms of Section 150 of the Act, read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA) and also completed the online proficiency test conducted by the IICA, wherever required.

The Company had also issued formal appointment letters to all the Independent Directors at the time of their appointment in the manner provided under the Act read with the Rules issued thereunder. A sample letter of appointment containing the terms and conditions, issued to the Independent Directors, is made available on website of the Company and can be accessed through the web link: <https://www.mastek.com/wp-content/uploads/2021/12/Appointment-Letter-to-Independent-Director.pdf>

The name and category of the Director, DIN, number of Directorships and Committee positions held in the Companies, and the list of other Listed Entities where he /she is a Director along with the category of their Directorships as on **March 31, 2023**, are given below:

Name of the Director and DIN	Category of Directorship	Date of Appointment / Re-appointment in the current term	Directorship held in other listed entities along with Category	No. of Listed Companies Committee Memberships (including Mastek)	No. of Listed Companies Committee Chairmanships (including Mastek)
*Mr. Ashank Desai (DIN: 00017767)	Chairman & Managing Director (Promoter)	08.11.2020	NRB Bearings Limited - Independent Director	3	1
Mr. Ketan Mehta (DIN: 00129188)	Non-Executive Director (Non-Independent) (Promoter)	29.12.2020	-	1	0
§Ms. Priti Rao (DIN:03352049)	Non-Executive Director (Independent)	01.04.2019	Union Bank of India - Shareholder Director	2	1
Mr. Rajeew Kumar Grover (DIN:00058165)	Non-Executive Director (Independent)	28.01.2020	-	1	1
#Mr. Suresh Vaswani (DIN: 02176528)	Non-Executive Director (Independent)	11.12.2022	Vodafone Idea Limited - Independent Director	3	0

*Mr. Ashank Desai relinquished the role of Managing Director with effect from March 31, 2023, and has been appointed as Chairman (Non - Executive) with effect from April 1, 2023.

§Ms. Priti Rao, Non-Executive & Independent Director submitted resignation from the Directorship of the Company to be effective from May 1, 2023.

#Mr. Suresh Vaswani was appointed as an Additional Director of the Company w.e.f. December 11, 2022, which was approved by the Members of the Company on January 11, 2023.

Notes:

- The data presented above is after taking into account, the disclosures furnished by the continuing Directors in the first Board Meeting of the Financial Year 2023-24.
- None of the Directors is a Member of more than 10 (ten) Board-level Committees, or a Chairman of more than 5 (five) such Committees, which is, in compliance with the SEBI Listing Regulations and Act. Further, none of the Directors acts as Independent Directors in more than 7 (seven) Listed Companies.
- The Committees considered for the purpose of calculation of Membership and / or Chairmanship as discussed above are those as specified in Regulation 26 of the SEBI Listing Regulations i.e. Audit Committee and Stakeholders' Relationship Committee only.
- None of the Directors has any inter-se relationship among themselves or with any employees of the Company.

Induction Programme for New Directors and On-going Familiarisation Programme for Existing Independent and Non-Independent Directors.

At the time of appointing a Director, a formal letter of appointment is given to the concerned Director, which inter-alia explains the role, function, duties, and responsibilities as expected from a Director of the Company. The Director is also

explained in detail, the Compliance required from him under the Act, the SEBI Listing Regulations, and various statutes and thereafter an affirmation is obtained on the same.

All new Directors are taken through a Formal Induction and Familiarisation Programme when they join the Board of the Company. The Induction Programme is an exhaustive one that covers the history and culture of Mastek, the background of the Company and its growth over the last 4 (four) decades, various milestones in the Company's existence since its incorporation, the present structure, and an overview of the businesses, functions and IT Industry scenario.

All Directors are familiarised at regular intervals on various topics specifically relating to:

- a) nature of the industry in which the company operates;
- b) the business model of the company;
- c) about their roles, rights, and responsibilities in the company;
- d) any other relevant information, through various initiatives; and
- e) Regulatory Framework within which the Company and its other subsidiaries operate.

Every new Director of the Board needs to attend a Review / Orientation Program organised by the Company. Global Chief Executive Officer, Global Chief Financial Officer, and Senior Managerial Personnel & Leadership Team, provides an overview of the Strategy, Operations and Functions of the Company by making presentations. An opportunity is provided to the Directors to interact with Senior Managerial Team of the Company which helps them to get ground level information on the Company's services offering, Markets, Software Delivery, Organisation Structure, Finance, HR, Technology, Quality Facilities, Risk Management, Client and Employee Satisfaction Surveys, BCP, DR Measures, and Regulatory Compliances, etc.

The above initiatives help the Directors to understand the Company, its business and the Regulatory framework in which the Company operates and equips them to effectively fulfil their role as a Director of the Company.

Further, as an on-going process, the Board is updated on a quarterly basis through presentations and discussions on the overall economic trends, the performance of the IT Industry and that of the Company, analysis of the circumstances which helped or adversely impacted the Company's performance and the initiatives taken / proposed to be taken to bring about an overall improvement in the performance of the Company, comparison of the Company's performance with its peers in the Industry as available in public domain, Marketing Strategy, Business Risks and Mitigation Plan, etc. The Directors are also periodically updated on the regulatory changes and their impact on the Company.

Details of the Programme for Familiarisation of Independent Directors with the working of the Company are available on the website of the Company and can be accessed through the web link mastek.com/wp-content/uploads/2023/05/

[Induction-and-Familiarisation-Programme-for-Independent-Directors-2023.pdf](#)

Key Functions of the Board

The Board performs various statutory and other functions for managing the affairs of the Company. The key functions includes the following:-

- reviewing and guiding corporate strategy, annual budgets and business plans, setting performance objectives;
- monitoring effectiveness of the Company's Governance Practices and making changes as needed;
- monitoring corporate performance and overseeing major capital expenditures, acquisitions and divestments;
- ensuring integrity of the Company's accounting and financial reporting system, financial and operating controls, compliance with applicable laws;
- ensuring a transparent Board nomination process with the diversity of thought, experience, knowledge and gender in the Board;
- selecting, compensating, monitoring and when necessary, replacing key Managerial Personnel and Succession Planning; and
- evaluating the performance of Board, its Committees and individual Directors.

Manner of Performance Evaluation of the Board, Committees and Directors

In compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board of Directors has carried out an Annual Evaluation of the performance of the Board, the Board Committees, Individual Directors, Chairpersons, and the Managing Director for the year under review.

Board and Committee's functioning was reviewed and evaluated using a peer review process and based on responses received from Directors, Committee Members, and the Managing Director through a structured questionnaire, covering various aspects of the composition and functioning of the Board and its Committees.

The Board expressed its satisfaction with the evaluation results, which reflects the high degree of engagement of the Board and its Committees with the Company and its Management. Based on the outcome of the evaluation and assessment- cum- feedback of the Directors, the Board, and the Management have also agreed on some action points, which will be implemented over an agreed time frame.

The Nomination and Remuneration Committee of the Company identifies and ascertains the Integrity, Qualification, Expertise, Positive attributes, and Experience of a person for Appointment as Director and thereafter recommends the candidature for election as a Director on the Board of the Company. The Committee follows defined criteria in the process of obtaining optimal Board diversity, which, inter alia, includes an optimum combination of Executive and

Non-Executive Directors, appointment based on specific needs and business of the Company, qualification, knowledge, experience, and skill of the proposed appointee, etc.

The criteria for Performance Evaluation of Independent Directors, *inter alia*, is as follows:

- a) Helps in bringing an independent judgment to bear on the Board's deliberations.
- b) Brings an objective view in the evaluation of the performance of the Board and management.
- c) Undertakes to regularly update and refresh his / her skills, knowledge, and familiarity with the Company.
- d) Seeks appropriate clarification / information and, where necessary, take appropriate professional advice and the opinion of outside experts at the expense of the Company.
- e) Strives to attend all meetings of the Board of Directors / Board Committees of which he / she is a Member, and General Meetings.
- f) Communicates governance and ethical problems to the Chairman of the Board.
- g) Pays sufficient attention and ensures that adequate deliberations are held before approving Related Party Transactions.
- h) Ensures that the Company has an adequate and functional Vigil Mechanism.
- i) Satisfies herself / himself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible.
- j) Assists in determining the appropriate policy of remuneration of Executive Directors, Key Managerial Personnel and other employees.
- k) Refrains from any action that may lead to loss of her / his independence and immediately informs the Board where circumstances arise which makes her / him lose her / his independence.
- l) Adheres to all other standards of the Code for Independent Directors as per Schedule IV to the Act.
- m) Assists the Company in implementing the best Corporate Governance Practices.
- n) Prepares for the Board Meeting by reading the materials distributed before the Board Meeting.

Board Meeting Procedure

The Board / Committee Meetings are pre-scheduled and tentative quarterly calendar of the Board and Committee Meetings is circulated to the Members well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the Meetings. However, in case of a special and urgent business, which needs special meetings of the Board / Committees, are held or their approval is taken by passing resolutions by Circulation, as

permitted by law, which are noted and confirmed in the subsequent Board / Committee Meetings. All Board Meetings are governed by a structured agenda which is backed by comprehensive background information and presentations, thereto, are drafted and circulated to each Members well in advance before the date of the Board Meetings and of the Committee Meetings. The Company always ensures that Board / Committee Members are presented with all the relevant information on vital matters affecting the working of the Company including the information as inter-alia specified under the SEBI Listing Regulations. The Members of the Board have access to all the information and are free to recommend inclusion of any matter in the Agenda for discussion. Any additional Agenda items in the form of "Other matters" are included with the permission of the Chairperson and majority of the Directors present at the Meeting.

There is a clear demarcation of responsibility and authority amongst the Board Members.

- **The Chairman** - his primary role is to provide leadership to the Board in achieving goals of the Company. As Chairman of the Board, he is responsible for all the Board matters including the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the Meetings of the Board. He is also responsible for review of the corporate strategy along with other Members of the Board of Directors. His role, inter alia, includes:
 - Provide leadership to the Board and preside over all Board and General Meetings.
 - Achieve goals in accordance with Company's overall vision.
 - Ensure that Board decisions are aligned with Company's strategic initiatives.
 - Oversee and evaluate the overall performance of the Board and its Members.
 - Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
 - Monitor the performance of the Executive Leadership Team.
- **Global Chief Executive Officer** is responsible for the implementation of corporate strategy, brand equity planning, external contacts and other management matters which are approved by the Board. He is also responsible for achieving the annual long- term business plans. His role, inter alia, includes:
 - Crafting of vision and business strategies of the Company.
 - Clear understanding and accomplishment of goals set by the Board.
 - Responsible for overall performance of the Company in terms of revenues and profits and goodwill.

- Acts as a link between Board and Management.
- Ensure compliance with statutory provisions under multiple regulatory enactments.
- Non-Executive Directors (including Independent Directors) play a critical role in balancing the functioning of the Board by providing independent judgements on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter alia, includes:
 - Impart balance to the Board by providing independent judgement.
 - Provide feedback on Company's strategy and performance.
 - Provide effective feedback and recommendations for further improvements.

The maximum interval between any 2 (two) consecutive Board Meetings was well within the maximum allowed gap of 120 (one hundred and twenty) days. The necessary quorum was present for all the Board / Committee Meetings.

With the unanimous consent of the Board, all information which is in the nature of Unpublished Price Sensitive Information is circulated to the Board and its Committees at a short notice before the commencement of the respective Meetings in a secured manner.

The Company adheres to the provisions of the Act read with the Rules issued thereunder, Secretarial Standards and the SEBI Listing Regulations with respect to convening and holding the Meetings of the Board of Directors, its Committees and the General Meetings of the Members of the Company.

Invitees and Proceedings

Apart from Board Members and the Vice President - Group Company Secretary, the Board and Committee Meetings are generally also attended by the Global Chief Executive Officer (GCEO), Global Chief Financial Officer (GCFO), Global Chief Legal and Compliance Officer (GC-LCO) and wherever required by the Executive Leadership Council of the Group.

GCEO and GCFO apprises the Board, at each of its Meeting about the overall performance of the Company with presentations on business operations and financial affairs

on a regular basis. The Members of Executive Leadership Council are invited to the Board / Committee Meetings to provide necessary insights into the business performance of the Company and for discussing corporate strategies with the Board / Committee Members.

The annual strategic and operating plans of the business are presented to the Board. The Quarterly Financial Statements and Annual Financial Statements are first presented to the Audit Committee and subsequently to the Board for their approval. Also, the Risk Management & Governance Committee, Audit Committee and Board periodically reviews compliance reports with respect to laws and regulations applicable to the Company. Important managerial decisions, material developments and statutory matters are presented to the Committees of the Board and the Committees' recommendations are placed before the Board. As a system, information is submitted along with the agenda papers well in advance of the Meetings.

The Chairperson of various Board Committees brief the Board on all the important matters discussed and decided at their respective Committee Meetings, which are generally held prior to the Board Meeting.

Post Meeting Action and Follow-up system

Post Meetings, all important decisions taken at the Meeting are communicated to the concerned officials and departments. The Company has an effective post Board Meeting follow up procedure. Action taken report on the decisions taken in a Meeting is placed at the immediately succeeding Meeting for information of the Board.

The Board has established procedures to periodically review compliance report pertaining to all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliance, if any.

Number of Board Meetings and Attendance of each Director at the Meeting of the Board of Directors and the last Annual General Meeting

During the year under review, 10 (ten) Board Meetings were held. The dates and attendance of each Director in these Meetings and last AGM are appended as follows.

Sr. No.	Name of Director	Attendance in Board Meetings and AGM held during the year under review										
		Apr 19, 2022	Jul 18, 2022	Jul 20, 2022	Sep 19, 2022	Oct 20, 2022	Dec 11, 2022	Jan 17, 2023	Feb 23, 2023	Mar 5, 2023	Mar 21, 2023	AGM - Sep 14, 2022
1	⁵ Mr. S. Sandilya	✓	✓	✓	✓	✓	✓	✓	✓	NA	NA	✓
2	Mr. Ashank Desai	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
3	Mr. Ketan Mehta	✓	×	×	✓	✓	✓	✓	✓	✓	✓	✓
4	Ms. Priti Rao	✓	✓	✓	✓	✓	✓	✓	✓	✓	×	×
5	[#] Mr. Atul Kanagat	✓	✓	✓	✓	✓	×	✓	NA	NA	NA	✓
6	Mr. Rajeev Kumar Grover	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
7	[*] Mr. Suresh Vaswani	NA	NA	NA	NA	NA	NA	✓	✓	✓	✓	NA

⁵Mr. S. Sandilya ceased to be the Member of the Board due to resignation w.e.f. March 3, 2023.

[#]Mr. Atul Kanagat ceased to be the Member of the Board due to resignation w.e.f. January 17, 2023.

^{*}Mr. Suresh Vaswani was appointed as an Independent Director of the Company w.e.f. December 11, 2022.

✓ - Present, × - Absent

NA - Not Applicable

Separate Meetings of the Independent Directors

Pursuant to Schedule IV of the Act and as per Regulation 25(3) of the SEBI Listing Regulations, a Separate Meetings of Independent Directors of the Company were held on three occasions, amongst themselves without the presence of the Company Executives and the following items were discussed / assessed:

- a) the financials of the Company;
- b) Assessment of the quality, quantity, and timelines of the flow of information between the Company management and the Board that is necessary for the Board Members to effectively and reasonably perform their duties;
- c) Evaluation of Performance of Non-Independent Directors and the Board as a whole;
- d) Evaluation of Performance of Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors; and
- e) Other related matters.

All the Independent Directors were present throughout the Meeting. They expressed satisfaction on the Board Members' freedom to express views on the business transacted at the various Board and Committee Meetings and the openness with which the Management discussed various subject matters on the agenda of the Meetings.

Role of the Vice President - Group Company Secretary in overall Governance Process

The Vice President - Group Company Secretary plays a pivotal role in ensuring that the Board and Committee procedures are followed and regularly reviewed. The Vice President - Group Company Secretary interfaces between the Management and the Board and ensures that all relevant information is made available to the Board for effective decision-making at the meetings and important decisions of the Board / Committee meetings are communicated to the Management teams promptly for action. The Vice President - Group Company Secretary facilitates convening of meetings and attends Board, Committee and General Meetings of the Company and maintains the Minutes of these meetings.

Mr. Dinesh Kalani is the Vice President - Group Company Secretary of the Company.

Committees of the Board - as on March 31, 2023

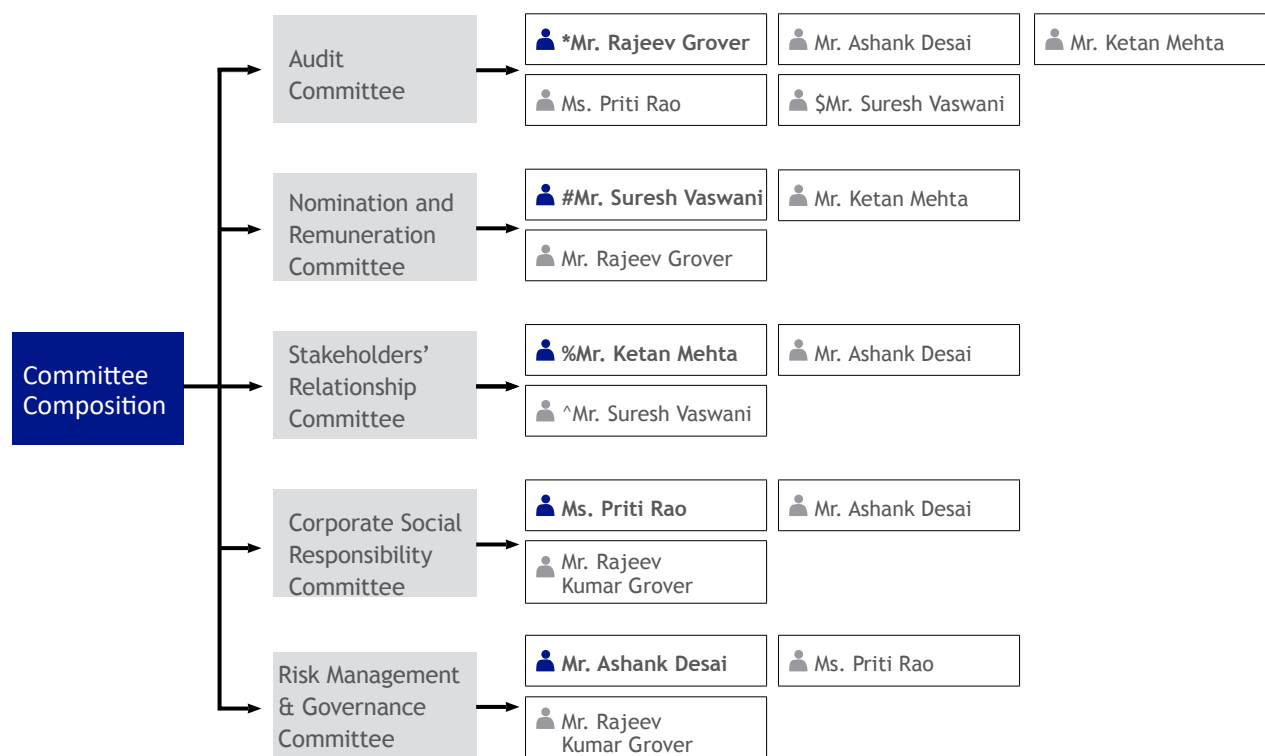
The Board Committees are set up by the Board and governed by its terms of reference which exhibit the scope, composition, functioning and reporting parameters. The Board has constituted various Committees to deal with specific business areas. These Committees play an important role in the governance process. All these Committees have been formed with proper Board authority defining their composition, quorum requirements and the roles and responsibilities. These Committees decide or provide recommendations to Board on the matters referred to them. All the process and governance guidelines applicable and followed by the Board are also applicable and followed by the Committees.

The Board Committees play a crucial role in the Governance Structure of the Company and are being set out to deal with specific areas / activities which concern the Company and need a closer review. The objective is to focus effectively on specific areas and ensure expedient resolution and decision-making. The Committees operate as the Board's empowered agents according to their Charter / Terms of Reference. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action.

The Recommendation and / or Observations and Decisions are placed before the Board for information or approval. The Minutes of the Board / Committee Meetings are sent to all Directors individually for their approval / comments as per prescribed Secretarial Standards and after the Minutes are duly approved, these are circulated to the Members and presented at the Board / Committee Meetings. The Board has constituted the following Mandatory Committees.

During the year, all recommendations of the Committees were approved by the Board. Generally, Committee meetings are held prior to the Board meeting and the Chairperson of the respective Committees updates the Board about the deliberations, recommendations, and decisions taken by the Committee.

Details on the composition of these Committees as of March 31, 2023, are given hereunder:



- Chairperson

- Member

* The Board of Directors appointed Mr. Rajeev Kumar Grover as the Chairperson of the Audit Committee with effect from March 5, 2023.

⁵ The Board of Directors appointed Mr. Suresh Vaswani as the Member of the Audit Committee with effect from January 17, 2023.

The Board of Directors appointed Mr. Suresh Vaswani as the Member of the Nomination and Remuneration Committee w.e.f. January 17, 2023, and as the Chairperson of the Nomination and Remuneration Committee with effect from March 5, 2023.

% The Board of Directors appointed Mr. Ketan Mehta as the Chairperson of the Stakeholders' Relationship Committee with effect from March 5, 2023 and he occupied Chairmanship till March 31, 2023 and thereafter Mr. Ashank Desai was appointed as the Chairperson of the Stakeholders' Relationship Committee with effect from April 1, 2023.

^ The Board of Directors appointed Mr. Suresh Vaswani as the Member of the Stakeholders' Relationship Committee with effect from January 17, 2023.

During the year under review, Mr. Atul Kanagat and Mr. S. Sandilya resigned from the Directorship / Chairmanship and Membership of the Board / Committees with effect from January 17, 2023, and March 3, 2023, respectively.

Ms. Priti Rao, Non-Executive & Independent Director submitted resignation from the Directorship of the Company to be effective from May 1, 2023.

The Board is responsible for constituting, assigning, co-opting, and fixing the Terms of Reference of various Committees. Details on the role and composition of these Committees, including the number of meetings held during the Financial Year and the related attendance are provided below.

Audit Committee

The Audit Committee acts as an interface between the Statutory and Internal Auditors, the Management, and the Board of Directors. The primary objective of the Audit Committee is to act as a catalyst in helping the Company to achieve its objectives by overseeing the Integrity of the Company's Financial Statements; Adequacy and Reliability of the Internal Control Systems of the Company; Compliance with Legal and Regulatory Requirements and the Company's Code of Conduct; Review of Performance of the Company's Statutory, Secretarial and Internal Auditors. The Audit Committee monitors and provides effective supervision of the financial reporting process of the Company with a view to ensure accurate and timely disclosures with the highest level of transparency, integrity and quality. The Audit Committee

currently comprises 3 (three) Independent Directors, 1 (one) Non-Executive Director, and 1 (one) Executive Director.

The Independent Directors are accomplished professionals from the corporate fields and are financially literate and have experience in financial management. The Role, Powers, and Functions of the Committee are in accordance with Regulation 18 (Part C of Schedule II) of SEBI Listing Regulations and Section 177 of the Act as applicable, besides other terms as referred by the Board of Directors.

The former Chairman of the Committee was present at the 40th Annual General Meeting of the Company held on September 14, 2022. Executive Leadership Council and representatives of the Internal Auditors and Statutory Auditors also attend the Audit Committee Meetings

depending on the agenda. The Committee's observations are followed up with the respective departments and the follow-up actions are reported to the Committee at the subsequent Committee Meetings. The Committee, along with the Statutory Auditors, reviews the quarterly, half-yearly, and Annual Financial Results at the Audit Committee Meetings before recommending them to the Board of Directors. All the recommendations of the Committee have been accepted by the Board, during the year under review.

The particulars of Meetings held and attended by Members during the year under review are given herein. The quorum as required under Regulation 18(2) of the SEBI Listing Regulations was maintained at all the Meetings.

Name of Members	No. of Meetings		Date of Meeting
	Held	Attended	
% Mr. Rajeev Kumar Grover	8	8	April 19, 2022 July 18, 2022 July 20, 2022
§ Mr. S. Sandilya	7	7	September 19, 2022
Mr. Ashank Desai	8	8	October 20, 2022
Mr. Ketan Mehta	8	6	December 11, 2022
Ms. Priti Rao	8	7	January 16, 2023
# Mr. Atul Kanagat	7	6	March 27, 2023
* Mr. Suresh Vaswani	1	1	

%The Board of Directors appointed Mr. Rajeev Kumar Grover as the Chairperson of the Committee with effect from March 3, 2023.

§Mr. S. Sandilya ceased to be the Chairperson of the Committee due to resignation w.e.f. March 3, 2023.

#Mr. Atul Kanagat ceased to be the Member of the Committee due to resignation w.e.f. January 17, 2023

* The Board of Directors appointed Mr. Suresh Vaswani as the Member of the Committee with effect from January 17, 2023.

In addition to the Members of the Audit Committee, these meetings were attended by the Global Chief Executive Officer / Global Chief Financial Officer / Global Chief Legal and Compliance Officer as permanent invitees, and the Statutory Auditor, Internal Auditor and / or their representatives, wherever necessary and those Executives of the Company who were considered necessary for providing inputs to the Committee.

Mr. Dinesh Kalani - Vice President - Group Company Secretary, acts as the Secretary to the Committee.

The Terms of Reference of the Audit Committee, as approved by the Board and amended from time to time, are as follows:

a) Composition

- The Committee shall have a minimum of 3 (three) directors as Members.
- At least 2/3 (two-thirds) of the Members of the Committee shall be Independent Directors.
- The Chairperson of the Committee shall be an Independent Director.

b) Quorum and Conduct of the Meetings

- The quorum for Committee Meetings shall either be 2 (two) Members or 1/3 (one-third) of the Members of the Committee, whichever is greater, with at least 2 (two) Independent Directors.
- The Committee shall meet at least 4 (four) times in a year and not more than 120 (one hundred and twenty) days shall elapse between 2 (two) Meetings.

- c) Reviewing the utilisation of loans and / or advances from investment by the holding Company in the subsidiary exceeding ₹100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

- d) Approval of any material modification of transaction of the Company and / or Subsidiaries with Related Parties.

- e) Review at least once in a Financial Year compliance with the code of conduct for regulating, monitoring, and reporting of trading by insiders and the code of fair disclosure of the Company and shall verify that the systems for internal control to comply with the codes are adequate and are operating effectively.

- f) Oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

- g) Recommendation for appointment, remuneration and terms of appointment of Auditors (Internal / Statutory / Secretarial).

- h) Reviewing with the management the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:-

- matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
- changes, if any, in accounting policies and practices and reasons for the same;
- major accounting entries involving estimates based on the exercise of judgement by management;
- significant adjustments made in the Financial Statements arising out of audit findings;
- compliance with listing and other legal requirements relating to Financial Statements;
- disclosure of any related party transactions;
- modified opinion(s) in the draft audit report.

- i) Reviewing with the Auditor and Management the quarterly / half yearly / Annual Financial Statements before submission to the board for approval.

- j) Reviewing with the management the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than

- those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, or preferential issue, or qualified institution placement, and making appropriate recommendations to the board to take up steps in this matter, if any.
- k) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
 - l) Approval of any subsequent modification of transactions of the Company with related parties.
 - m) Valuation of undertakings or assets of the Company, wherever it is necessary.
 - n) Reviewing, with the management, performance of Statutory Auditors and Internal Auditors of the Company and adequacy of the internal control systems.
 - o) Evaluation of internal financial controls and risk management systems.
 - p) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors; if any.
 - q) To review the functioning of the whistle blower mechanism and complaints; if any.
 - r) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
 - s) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors or its group firms.
 - t) Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any areas of concern; if any.
 - u) Discussion with Internal Auditors of any significant findings and follow up there on.
 - v) Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing, and seniority of the official heading the department, reporting structure coverage, and frequency of internal audit.
 - w) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of material nature and reporting the matter to the board.
 - x) Scrutiny of inter-corporate loans and investments.
 - y) Consider and comment on rationale, cost-benefits, and impact of schemes involving merger, demerger, amalgamation, etc., on the listed entity and its shareholders.

- z) All other matters incidental or related to the above issues.
- aa) Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications and / or amendments, as may be applicable.

In line with its Terms of Reference, during the year under review the Audit Committee, at each meeting reviewed operations, and audit reports for businesses pursuant to audits undertaken by internal auditors under the audit plan approved at the commencement of the year. The quarterly financial results were reviewed and recommended by the Committee before submission to the Board. Independent sessions were held with statutory and internal auditors to assess the effectiveness of the audit process. The Committee reviewed the adequacy of internal financial controls on a Company-wide basis and provided its recommendations on internal control processes to the Board. The Committee also reviewed the system and processes in place for risk management, insider trading compliance, and information technology. On a quarterly basis, the Committee continues to review whistle-blower complaints with corrective actions and controls put in place, material litigations / notices, and related- party transactions.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for drawing up selection criteria and evaluating the balance of skills, experience, independence, diversity and knowledge, ongoing succession planning, and appointment procedures for both internal and external appointments. The Committee is also responsible for administering the Stock Option Plans of the Company and determining the eligibility of employees for allocating stock options.

All the recommendations of the Committee have been accepted by the Board during the year under review. The Nomination and Remuneration Committee currently comprises of 2 (two) Independent Directors and 1 (one) Non-Executive Director. The Chairman of the Committee is Non-Executive and Independent Director. The Role, Powers and Functions of the Committee are in accordance with the Regulation 19 (clause A of part D of schedule 11) of the SEBI Listing Regulations and Section 178 of the Act as applicable, besides other terms as referred by the Board of Directors.

The former Chairman of the Committee was present at the 40th Annual General Meeting of the Company held on September 14, 2022 to respond to the queries of the Members with respect to functioning of the Nomination and Remuneration Committee.

The particulars of Meetings held and attended by Members during the year under review are given herein. The quorum as required under Regulation 19 of the SEBI Listing Regulations was maintained at all the Meetings.

Name of Members	No. of Meetings		Date of Meeting
	Held	Attended	
#Mr. Atul Kanagat	9	8	April 1, 2022 April 18, 2022
§Mr. S. Sandilya	9	9	May 24, 2022 June 29, 2022
Mr. Ketan Mehta	10	8	July 19, 2022 August 2, 2022
Mr. Rajeev Kumar Grover	10	10	October 19, 2022 December 11, 2022
*Mr. Suresh Vaswani	1	1	January 11, 2023 March 9, 2023

#Mr. Atul Kanagat ceased to be the Chairperson of the Committee due to resignation w.e.f. January 17, 2023.

§Mr. S. Sandilya ceased to be the Member of the Committee due to resignation w.e.f. March 3, 2023.

* The Board of Directors appointed Mr. Suresh Vaswani as the Member of the Committee w.e.f. January 17, 2023, and as Chairperson of the Committee with effect from March 5, 2023.

In addition to the Members of the Nomination and Remuneration Committee, these meetings were attended by the Vice-Chairman & Managing Director, Global Chief Executive Officer / Global Chief Financial Officer / Global Chief Legal and Compliance Officer / Global Chief Human Resources and Diversity Officer as invitees.

Mr. Dinesh Kalani - Vice President - Group Company Secretary, acts as Secretary to the Committee.

The Terms of Reference of the Nomination and Remuneration Committee, as approved by the Board and amended from time to time, are as follows:

a) Composition:

- The committee shall comprise of at least 3 (three) directors;
- all directors of the committee shall be Non- Executive directors; and
- at least 2/3 (two-thirds) of the directors shall be Independent Directors.

b) Quorum and Conduct of the Meetings:

The quorum for a meeting of the committee shall be either 2 (two) Members or 1/3 (one-third) of the Members of the committee, whichever is greater, including at least 1 (one) Independent Director in attendance. The committee shall meet at least once in a year.

c) To recommend to the Board, all remuneration /

compensation and the terms of it in whatever form, payable to Directors / KMP / Senior Managerial personnel of the organisation to ensure that:

- the level and composition of remuneration are reasonable and sufficient to attract, retain and motivate directors, of the quality required to run the Company successfully.
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- remuneration to directors, key managerial personnel, and senior managerial personnel involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

d) To identify the persons who are qualified to become Director, or who may be appointed in senior managerial position of the Company and shall specify the manner for effective evaluation of the performance of Board, its Committees and Independent Directors and CEO, to be carried out either by the Board, by the Committee or by an independent external professional / agency and review its implementation and compliance.

e) For every appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge, and experience on the Board and based on such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended for such a role shall meet the description. For the purpose of identifying suitable candidates, the Committee may

- use the services of external agencies, if required
- consider candidates from a wide range of backgrounds, having due regard to diversity, and their time commitments.

f) To review

- all documents pertaining to candidates and conduct evaluation of candidates in accordance with a process and if deemed fit and appropriate, make recommendation for the nomination to the Board or for the senior managerial personnel of the Company and their removal, if any, and oversee the implementation thereof.
- and formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and senior employees.
- the yearly performance of senior managerial personnel.

g) To decide and formulate or clarify detailed terms and conditions of the Employee Stock Option Plans, governed by the guidelines issued by SEBI and as amended from time to time (including extension of time to exercise, extension due to sabbatical leave / acceleration of the options granted and issuance of RSUs etc.) subject to compliance with the applicable laws.

h) To approve:

- the new ESOP / RSUs plans for implementation including its framework.
- the new stock options to be granted to the eligible employees of the Company / Group under the scheme.

- i) To frame policy and recommend the amount of Bonus / Variable Pay / Performance award / incentive plan to be paid to Whole Time Director and eligible employees.
- j) To devise a policy on diversity of board of directors.
- k) To recommend:
 - the perquisites / sitting fees for Non-Executive Directors for attending Board as well as Committee Meetings.
 - yearly commission to be paid to Non-Executive Directors out of the distributable profits of the Company.
- l) To consider Succession planning of the Board of Directors, Key / Senior Managerial Personnel.
- m) All other matters incidental or related to the above issues.
- n) Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications / amendments as may be applicable.

Nomination and Remuneration Policy for the Directors, Key Managerial Personnel (KMPs) and Senior Managerial Personnel (SMPs)

The Nomination and Remuneration Committee has reviewed the policy which deals with the manner of selection of Board of Directors and KMPs and their remuneration.

a) Pecuniary Relationship or Transactions with Non-Executive Directors.

During the year, there were no pecuniary relationships or transactions entered into between the Company and any of its Non-Executive / Independent Directors apart from payment of sitting fees and / or commission / perquisites as approved by the Members.

b) Criteria of selection of Non-Executive Directors

- Non-Executive Independent Directors are expected to bring in objectivity and independence during Board deliberations around the Company's Strategic approach, Performance and Risk Management. They must also ensure very high standards of Financial Probity and Corporate Governance.
- The Independent Directors are also expected to commit and allocate sufficient time to meet the expectations of their Role as Non- Executive Independent Directors, to the satisfaction of the Board.
- Conflict of Interest: The Independent Directors are not to involve themselves in situations, which may, directly or indirectly conflict with the interests of the Company. It is accepted and acknowledged that they may have business interests, other than those of the Company. As a pre-condition to their appointment / re-appointment as Independent Directors, they shall be required to declare any such conflicts to the Board, in writing and / or as

and when there is any change in the directorship and also on yearly basis.

- The key elements in which every Independent Director will be expected to contribute are: Strategy, Performance, Risk, People, Reporting and Compliance.

c) In determining the remuneration of Directors, KMPs and SMPs, the Nomination and Remuneration Committee considers the following:

- While fixing the Remuneration of Directors, KMPs and SMPs, the Company considers industry benchmarks and the competence of the persons and ensure that the level and composition of the remuneration is reasonable and sufficient to attract, retain and motivate them.
- The compensation structure of Directors, KMPs and SMPs is benchmarked with industry trends and has components of fixed / basic salary as well as variable pay, wherever applicable. The variable pay will be linked to business performance parameters, as separately outlined in Variable Pay Plan guidelines of the Company. The Non-Executive directors are paid sitting fees for attending the Board and the Committee Meetings and commission, wherever applicable.

The amended Policy of the Company on Remuneration for Board of Directors, KMPs and SMPs as required under Section 178 of the Act, is available on the website of the Company and can be accessed at web link <https://www.mastek.com/wp-content/uploads/2022/07/Nomination-Remuneration-Policy-For-Board-of-Directors-Key-Managerial-Personnel.pdf>. It is affirmed that the remuneration paid to the Directors, KMPs and SMPs are as per the policy.

d) Criteria for making payment of remuneration to Non- Executive Directors and their Commission:

The Board of Directors decides and Members approve the Remuneration of Non-Executive Directors based on the recommendation from Nomination and Remuneration Committee.

Subject to availability of profits, calculated under Section 197 read with Section 198 of the Act, the Non-Executive Directors of the Company are also entitled to Commission and the same is being paid taking into consideration, the amount of time spent on the critical policy decisions and higher degree of engagement by the Board Members.

Further, the Members have approved the payment of remuneration by way of Commission to Non-Executive Directors for 5 (five) years from April 1, 2018 till March 31, 2023, a sum not exceeding 1% (one percent) per annum of the Net Profits of the Company (Sitting fees excluded) calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Non - Executive Directors of the Company

(other than Managing Director) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year.

Since the validity of the Members approval for the payment of remuneration by way of Commission to Non-Executive (including Independent Directors) is upto the Financial Year 2022-23, approval is now sought from Members at the ensuing Annual General Meeting for renewal of the approval for next 5 (five) years commencing from April 1, 2023, to March 31, 2028.

Details of Remuneration paid to the Non-Executive Directors for the Financial Year ended March 31, 2023, are stated below:

Name of the Directors	Commission Payable (₹ in lakhs)
Mr. S. Sandilya	15.00
Mr. Ketan Mehta	11.25
Ms. Priti Rao	11.25
Mr. Atul Kanagat	-
Mr. Rajeev Kumar Grover	11.25
Mr. Suresh Vaswani	-
Total	48.75

Note: Commission for Financial Year 2022-23 has been provided for in the books of account for the year under review and will be paid after ensuing Annual General Meeting.

Details of Sitting Fees paid to the Non-Executive Directors for the Financial Year ended March 31, 2023, are stated below:

Name of the Directors	Sitting Fees (₹ in lakhs)
Mr. S. Sandilya	26.00
Mr. Ketan Mehta	22.00
Ms. Priti Rao	20.00
Mr. Atul Kanagat	21.50
Mr. Rajeev Kumar Grover	33.00
Mr. Suresh Vaswani	6.00
Total	128.50

The Non-Executive Directors are entitled to Sitting Fees for attending the meetings of the Board of Directors and Committees thereof. Sitting fees paid to Non-Executive Directors are within the prescribed limits under the Act and as determined by the Board of Directors from time to time.

Shareholding of the Directors:

Details of Number of Equity Shares held by the Directors as on March 31, 2023 are stated below:

Name of the Directors	No. of Equity Shares Held
Mr. Ashank Desai	33,84,167
Mr. Ketan Mehta	22,74,100
Ms. Priti Rao	29,600
Mr. Rajeev Kumar Grover	NIL
Mr. Suresh Vaswani	NIL
Total	56,87,867

e) Details of Remuneration Paid / payable to Vice-Chairman & Managing Director for the period under review:

The Remuneration paid / payable to Mr. Ashank Desai, Vice- Chairman & Managing Director upto March 21, 2023 and thereafter he continued as Chairman and Managing Director for the period under review, is given in Notes to Accounts on the financial statements as attached herewith elsewhere. The relevant details are as follows:

Sr. No.	Particulars of Remuneration	Amount (₹ in lakhs)
1.	Gross salary	199.96
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	-
5.	Others, please specify (Perquisites)	0.30
6.	Contribution to Provident Fund and Other Fund	0
7.	Variable Pay	87.75
	Total	288.01

Service Contracts, Notice Period, Severance Fees

The Company does not have any policy for service contracts, notice period and severance fees or any other payment to the Independent Directors when they leave the Company.

In case of Executive Directors, it is three months' notice on either side or basic pay in lieu thereof as per agreed terms & conditions.

Stakeholders' Relationship Committee

Stakeholders' Relationship Committee comprises 2 (two) Non-Executive Directors and 1 (one) Executive Director. The Chairman of the Committee is Non-Executive Director.

The Role, Powers and Functions of the Committee are in accordance with the Regulation 20 (Clause B of Part D of Schedule II) of the SEBI Listing Regulations and Section 178 of the Act, besides other terms as referred by the Board of Directors.

The former Chairman of the Committee was present at the 40th Annual General Meeting of the Company held on September 14, 2022 to respond to the queries of the Members with respect to functioning of the Stakeholders Relationship Committee.

This Committee deals with stakeholder relations and grievances raised by the investors in a timely and effective manner and to the satisfaction of investors. The Committee oversees performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement. All the recommendations of the Committee have been accepted by the Board during the year under review.

The particulars of Meetings held and attended by Members during the year under review are given herein. The requisite quorum was present in all Meetings.

Name of Members	No. of Meetings		Date of Meeting
	Held	Attended	
*Mr. S. Sandilya	4	4	
Mr. Ashank Desai	4	4	April 18 , 2022
*Mr. Atul Kanagat	4	3	July 19, 2022
#Mr. Suresh Vaswani	NA	NA	October 19 , 2022
§Mr. Ketan Mehta	NA	NA	January 16 , 2023

*During the year under review, Mr. Atul Kanagat and Mr. S. Sandilya resigned from the Directorship / Chairmanship and Membership of the Board / Committees with effect from January 17, 2023, and March 3, 2023 respectively.

#The Board of Directors appointed Mr. Suresh Vaswani as the Member of the Committee with effect from January 17, 2023.

§The Board of Directors appointed Mr. Ketan Mehta as the Chairperson of the Committee with effect from March 5, 2023 and thereafter Mr. Ashank Desai was appointed as the Chairperson of the Committee w.e.f April 1, 2023.

Global Chief Executive Officer, Global Chief Financial Officer and Global Chief Legal and Compliance Officer also attend the Committee meetings as invitees and Mr. Dinesh Kalani - Vice President - Group Company Secretary acts as Secretary to the Committee.

The broad terms of reference of the Stakeholders' Relationship Committee, as approved by the Board and amended from time to time, includes the following:

- Composition**
 - The Committee shall comprise at least 3 (three) Directors as members, with at least 1 (one) being an Independent Director.
 - The members of the Committee shall elect a Chairperson from amongst themselves, who should be a Non-Executive Director.
- Quorum and Conduct of the Meetings**
 - The quorum necessary for transacting business at a meeting of the Committee shall be 2/3 (two-thirds) of the members of the Committee.
 - The Committee shall meet at least once a year.
- To resolve the grievances of the security holders including complaints related to transfer / transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of split / duplicate share certificates for shares reported lost / defaced / destroyed, as per the laid down procedure and to authorise the Company Secretary and Registrar and Share Transfer Agent to attend to such matters.
- To review the measures taken by the Company for effective exercise of voting rights by members.
- To review adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent (RTA).

- To review measures / initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the members of the Company.
- To issue and allot shares on exercise of vested Stock options by Employees under various ESOP Schemes, subject to completion of necessary formalities.
- To issue and allot right shares / bonus shares pursuant to a Rights / Bonus Issue subject to such approvals as may be required.
- To approve and monitor dematerialisation / rematerialisation of shares and all matters incidental thereto and authorise the Company Secretary and Registrar and Share Transfer Agent to attend to such matters.
- All other matters incidental or related to issued / outstanding securities of the Company; and
- Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications / amendments as may be applicable.

The status of Members' complaints received and resolved by the Registrar & Transfer Agent during the Financial Year is given below:

Status	No. of complaints
As on April 1, 2022	Nil
Received during the year	5
Resolved during the year	5
As on March 31, 2023	Nil

During the year under review, the Company has received requests / queries / complaints from Shareholders / Investors relating to non receipt of declared dividend / shares certificates / annual report, change of bank account details / address, transfer / transmission of shares / rematerialisation / dematerialisation, buyback of equity shares, etc. The same were addressed and resolved by the Company. The detail is provided in Shareholders' Information section of this Report. As on March 31, 2023, no complaint was pending for redressal.

Corporate Social Responsibility (CSR) Committee

Corporate Social Responsibility Committee comprises 2 (two) Non-Executive Independent Directors and 1 (one) Executive Director. The Chairperson of the Committee is Non -Executive and Independent Director. The Role, Powers and Functions of the Committee are in accordance with the Section 135 of the Act and rules framed under Schedule VII as applicable, besides other terms as referred by the Board of Directors.

The Chairperson of the Committee was not present at the 40th Annual General Meeting of the Company held on September 14, 2022.

The role of CSR Committee includes formulating and recommending to the Board, the CSR Policy and activities to be undertaken by the Company, recommending the amount of expenditure to be incurred on CSR activities of

the Company and reviewing the performance of Company in the areas of CSR. All the recommendations of the Committee have been accepted by the Board during the year under review.

The particulars of Meetings held and attended by Members during the year under review are given herein. The requisite quorum was present at the Meetings.

Name of Members	No. of Meetings		Date of Meeting
	Held	Attended	
§Ms. Priti Rao	2	2	April 19 , 2022
Mr. Ashank Desai	2	2	October 20 , 2022
Mr. Rajeev Kumar Grover	2	2	

§Ms. Priti Rao, Non-Executive & Independent Director submitted resignation from the Directorship of the Company to be effective from May 1, 2023.

Global Chief Executive Officer, Global Chief Financial Officer, Global Chief Legal and Compliance Officer, and Global Chief Human Resources and Diversity Officer and Executive Leadership Council also attends the Committee meeting as invitees and Mr. Dinesh Kalani - Vice President - Group Company Secretary acts as Secretary to the Committee.

The terms of reference of the Corporate Social Responsibility Committee, as approved by the Board and amended from time to time, are as follows:

- a) **Composition**
 - The committee shall consist of three or more Directors; and
 - At least one director shall be Independent Director.
- b) **Quorum and Conduct of the Meetings**
 - The quorum for a meeting of the committee shall be 1/3 (one-third) of its total strength or two whichever is higher.
 - The committee shall meet at least once a year.
- c) Review the existing Corporate Social Responsibility Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act.
- d) Decide CSR projects or programmes or activities to be taken up by the company.
- e) Place before the board the CSR activities proposed to be taken up by the company for approval each year.
- f) Oversee the progress of the initiatives rolled out under this policy on half yearly basis.
- g) Define and monitor the budgets for carrying out the initiatives.
- h) Submit a report to the Board of Directors on all CSR activities during the Financial Year .

- i) Monitor and review the implementation of the CSR policy.
- j) To recommend an annual action plan to the Board of Directors of the Company in pursuance of the CSR policy and any modification as may be required.
- k) To undertake impact assessment, if required through an independent agency as per the requirements of the Companies Act, 2013 and CSR rules made thereunder; and
- l) To ensure the compliance of Section 135 read with Schedule VII of Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 and subsequent amendments thereto.

The details of the CSR initiatives as per the CSR Policy of the Company forms part of the CSR Section in the Annual Report. The CSR Policy of the Company has been uploaded on the website of the Company and can be accessed at: <https://www.mastek.com/wp-content/uploads/2022/07/Corporate-Social-Responsibility-Policy-2022.pdf>

Risk Management & Governance Committee

Risk Management & Governance Committee comprises 2 (two) Non-Executive / Independent Directors and 1(one) Executive Director.

Board of the Company has renamed the Governance Committee as Risk Management & Governance Committee as it has been reviewing the Risk Management aspects already as a part of its terms of reference.

The Risk Management & Governance Committee administers compliance of various applicable Policies, Procedures, Statutes, Corporate Policies and Business Governance Practices including Subsidiaries and Offshore Legal Compliances and framework of the Enterprise Risk assessment including cyber security, business continuity plan, etc.

The particulars of Meetings held and attended by Members during the year under review are given herein. The requisite quorum was present in all Meetings.

Name of Members	No. of Meetings		Date of Meeting
	Held	Attended	
Mr. Ashank Desai	4	4	April 19 , 2022
§Ms. Priti Rao	4	4	July 20 , 2022
Mr. Rajeev Kumar Grover	4	4	October 19, 2022
			January 16, 2023

§Ms. Priti Rao, Non-Executive & Independent Director submitted resignation from the Directorship of the Company to be effective from May 1, 2023.

Executive Leadership Council Members also attend this Committee meeting as permanent invitees and Mr. Dinesh Kalani - Vice President - Group Company Secretary acts as Secretary to the Committee.

The terms of reference of the Risk Management & Governance Committee, as approved by the Board and amended from time to time, are as follows:

- a) **Composition**
- The majority of the Committee shall comprise members of the Board including at least one independent director.
 - The Chairperson of the Committee shall be a member of the Board.
- b) **Quorum and Conduct of the Meetings:**
- The quorum necessary for transacting business at a meeting of the Committee shall be any 2 (two) members or 1/3 (one-third) of the members of the Committee, whichever is greater, including at least one member of the board of directors in attendance.
 - A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions vested in or exercisable by the Committee.
 - The meetings of the Committee shall be conducted in such a manner that on a continuous basis not more than 180 (one hundred and eighty days) shall elapse between any two consecutive meetings.
 - The committee shall meet at least twice in a year.
- c) The Committee shall coordinate its activities with other committees, in instances where there is any overlap with the activities of such committees, as per the framework laid down by the board of directors;
- d) The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval;
- e) To develop and review a set of Corporate Governance principles, policies and processes for Group Entities in order to improve monitoring and ongoing business related concerns;
- f) To review physical Infrastructure and Crisis Management Planning;
- g) To develop norms for evaluation of the Board / Directors / Chairperson / Committees and to recommend the areas of training needed for Board members;
- h) To review ongoing legal compliances, ongoing court cases and any business / legal dispute related matters with stakeholders;
- i) To review plans / status / concerns and access on steps taken to mitigate the exposures in timely manner with respect to department of Communication Technology including cyber security issues;
- j) The Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;
- k) To review Risk Management Plan, its framework and related matters including the Business Continuity Plan, Disaster Recovery Plan, Client Satisfaction and Employee Satisfaction Survey activities, etc.;
- l) The Committee shall review the Strategic and Operating plan of Enterprise Risk Management Function of the Company;
- m) To formulate a detailed Risk Management policy and monitor and oversee its implementation which shall include:
- A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business Continuity Plan
- n) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- o) The appointment, removal, and terms of remuneration of the Chief Risk Officer, if any, shall be subject to review by the Committee;
- p) The Risk Management Policy shall be subjected to review at least once every two years;
- q) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- r) All other matters incidental or related to the above issues; and
- s) Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications / amendments as may be applicable.

The Committee reviewed the Risk Management framework and its operation and risk heat maps and deliberated over the mitigation plans for key risks. More details on the key risks and mitigation actions in respect thereto are provided elsewhere, forming part of this Report.

Policies, Affirmations, and Disclosures Code of Conduct for Directors and Senior Management

The Company has prescribed a “Code of Conduct for Directors and Senior Management” of the Company. The Code lays down the Code of Conduct which is expected to be followed by the Directors and the Senior Managerial Personnel in their business dealings and in particular on matters relating to integrity at the workplace, in business practices, and in dealing with Stakeholders. The declarations with regards to its compliance have been received for the year under review from all the Board Members and Senior Managerial Personnel. There were no material financial and commercial transactions, in which Board Members or Senior

Managerial Personnel had a personal interest, which could lead to a potential conflict of interest with the Company during the year.

It is hereby declared that the members of the Board of Directors and Senior Managerial Personnel have affirmed Compliance with the Code during the Financial Year under review and is annexed to this report as “Annexure A”.

Chairman and Global Chief Financial Officer Certification

In terms of Regulation 17(8) of the SEBI Listing Regulations, the Chairman and Global Chief Financial Officer submitted a certificate to the Board of Directors in the prescribed format for the year under review, which has been reviewed by the Audit Committee and taken on record by the Board and is annexed to this report as “Annexure B”.

Disclosures by Board Members & Senior Management

The Board Members and Senior Managerial Personnel make disclosures to the Board on yearly basis regarding

- their dealings in the Company’s shares; and
- all material, financial and commercial and other transaction with the Company;

Where they have personal interest, stating that the said dealings and transactions, if any, have no potential conflict with the interests of the Company at large.

In accordance with the provisions of Regulation 26(6) of the SEBI Listing Regulations, the Key Managerial Personnel, Director(s), Promoter(s) and Employees including Senior Managerial Personnel of the Company have affirmed that they have not entered into any agreement for themselves or on behalf of any other person, with any member or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

Compliance Certificate on Corporate Governance

M/s. P. Mehta & Associates, Practising Company Secretaries, has provided Certificate on Corporate Governance as stipulated under Schedule V of the SEBI Listing Regulations and is annexed to this report as “Annexure C”.

The Company is in compliance with Regulation 24A of the Listing Regulations. The Company’s material subsidiary undergo Secretarial Audit. Copy of Secretarial Audit Report of Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited), an Indian Material Subsidiary forms part of Directors’ Report. The Secretarial Audit Report of the material subsidiary does not contain any qualification, reservation, adverse remark or disclaimer.

Certificate from Practising Company Secretary

The Company has received certificate as required under Part C of Schedule V of the SEBI Listing Regulations from M/s. P. Mehta & Associates, Practising Company Secretaries, confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or

continuing as directors of the Company by the SEBI / Ministry of Corporate of Affairs or any such statutory authority was placed before the Board of Directors and is set out as “Annexure D” to this Report.

Related Party Transactions

The Company has not entered into any Material Related Party Transaction (RPT) during the year under review. In line with requirements of the Act and SEBI Listing Regulations, the policy is available on the website of the Company and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/09/RelatedPartyTransactionsPolicy.pdf>.

During the year under review, the Board reviewed the Policy on ‘Related Party Transactions’ as per the SEBI Listing Regulations and made relevant changes to bring it in line with the recent regulatory changes.

The Policy intends to ensure that proper reporting, disclosure and approval processes are in place for all transactions between the Company and Related Parties.

This Policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the ordinary course of business and are at arm’s length. All Related Party Transactions entered during the year were in ordinary course of business and on an arm’s length basis. No Material Related Party Transactions as defined in the SEBI Listing Regulations were entered during the Financial Year by your Company.

Material Subsidiary Companies

The Company has adopted a policy on Material Subsidiary in line with the requirements of the SEBI Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with Material Subsidiaries and to formulate a governance framework for Subsidiaries of the Company. The Policy on Material Subsidiary is available on the website of the Company and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/07/Policy-for-determining-Material-Subsidiaries.pdf>.

The relevant details of each of the Subsidiaries are provided in the Directors’ Report, which forms part of this Annual Report.

The Company’s material subsidiaries as mentioned below are subject to special governance norms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Minutes of the meetings of the Board of Directors of all subsidiaries are placed before the Board of Directors of the Company for their review and noting. Disclosure requirements pertaining to material

unlisted subsidiary companies prescribed under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are as follows:

Name of unlisted Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditor	Date of appointment of Statutory Auditor
Mastek (UK) Limited	15.07.1992	UK	Grant Thornton UK LLP	25.05.2017
Mastek Systems Co. Limited (Formerly known as Evolutionary Systems Co. Limited)	10.03.2011	UK	Grant Thornton UK LLP	29.04.2021
Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Systems Private Limited)	05.03.1999	India	M/s. Walker Chandiok & Co. LLP	01.02.2018

Disclosure of Accounting Treatment in preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed u/s 133 of the Act.

Disclosure on compliance with Corporate Governance Requirements specified in SEBI Listing Regulations

The Company has complied with the requirements of Part C (Corporate Governance Report) of Sub-Paras (2) to (10) of Schedule V of the SEBI Listing Regulations. The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of Sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations and necessary disclosures thereof have been made in this Corporate Governance Report.

Legal Compliance Reporting

The statutory compliance has become a catalyst for Corporate Governance. A good statutory compliance system has become vital for effective conduct of business operations. As a major portion of the Company's business is conducted abroad, apart from ensuring compliance with Indian statutes, the Company also complies with the statutes of the countries where the Company and its Subsidiaries have presence.

With a view to strengthen this system, the Company has taken steps to automate the said system and has framed a web-based portal which will provide the users a web-based access, controls based on a defined authorisation matrix.

Besides connecting all the compliance owners across time zones to a common corporate platform, the portal is expected to serve as a repository of the compliance exercise yielding substantial saving in resources and efforts for tracking compliance. During the year under review, the Company has enhanced the existing Statutory Compliance Monitoring system to extend the scope of the system by including all overseas entities / locations of the Company as well to monitor the compliance more effectively and make it more user-friendly.

Establishment of Vigil Mechanism / Whistle-Blower Policy

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected Companies in India, the Company is committed to high standards of Corporate Governance and Stakeholder

responsibility. The Company has a Whistle-Blower Policy to deal with instances of fraud and mismanagement, leakage of Unpublished Price Sensitive Information (UPSI), if any, etc. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns raised by any stakeholder and also that, no discrimination will be meted out to any person for a genuinely raised concern. Pursuant thereto, a dedicated hotline is provided which can be directly reached and any Whistle Blower's complaint can be registered. Calls to the Hotline during work hours will be directed by the Operator to any of the Ombudspersons or Compliance Committee members, as desired by the caller. Complainants can also raise their concern through E-mails to the Ombudspersons or Compliance Committee members or Chairperson of Audit Committee (if the complaint is against a Director or by a Director). If, for any reason, the complainant does not wish to write to any of these entities, he / she can write an E-mail at whistleblower@mastek.com. The Company Secretary, will appropriately direct it to any of the Ombudspersons or Compliance Committee member/s or Chairperson of the Audit Committee, after ascertaining the nature, identity and sensitivity of the concern raised.

No personnel were denied access to the Audit Committee of the Company with regards to the above.

Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an effective mechanism (Formed Internal Complaints Committee with external member) for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the Financial Year 2022-23 are as under:

- Number of complaints filed during the Financial Year : NIL
- Number of complaints disposed of during the Financial Year : NIL
- Number of Complaints Pending at the end of the Financial Year : NIL

Code for Prevention of Insider Trading Practices

The Company has adopted a Code of Regulating, Monitoring and Reporting of trading by Designated Persons (Insider Trading Code) under SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI Insider Trading Regulations) which

inter alia includes Policy for determination of “Legitimate Purpose” and “Code of Fair Disclosure”. The same has been uploaded on website of the Company and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2021/10/code-of-practices-and-procedures-for-fairdisclosure-of-upsi.pdf>. In accordance with the SEBI’s Prevention of Insider Trading Regulations, the Company has established systems and procedures to prohibit insider trading activities.

The Insider Trading Code has been formulated to regulate, monitor and ensure reporting of trading by the Designated Persons and their immediate dependent relatives towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable. The Code lays down Guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the consequences of violations.

The Company has set forth procedures and implementation of the Code for trading in the Company’s securities. PAN based tracking mechanism for monitoring the trade in the Company’s securities by the “Designated Persons” and their immediate dependent relatives has also been put in place to ensure detection and taking appropriate action, in case of any violation / non-compliance of the Company’s Prevention of Insider Trading Code.

Directors and Senior Managerial Personnel of the Company provide disclosure on an annual basis about the number of shares held by them along with their immediate dependent relatives in the Company. Further, they also declare that they have not traded in the shares of the Company based on the UPSI and on buying / selling any number of shares, have not entered into an opposite transaction i.e. sell / buy during the six months from the date of the erstwhile transaction as per the provisions of the Code and guidelines issued by SEBI.

The Company ensures compliance with the provisions of the Company’s Prevention of Insider Trading Code so as to manage, monitor, track and report the dealings in equity shares of the Company by the designated insiders, if any, during the trading window closure period or without prior approvals. The Compliance Officer and the management conducted trainings and workshops with the Designated Person(s) to create awareness on various aspects of the Prevention of Insider Trading Regulations, so that the internal controls are adequate and effective to ensure compliance.

The Audit Committee reviews cases of non-compliances, if any, and makes necessary recommendations to the Board / Management w.r.t. action taken against such defaulters. The said non-compliances, if any, will be promptly intimated to exchanges in the prescribed format.

Dividend Distribution Policy

To bring transparency in the matter of declaration of dividends and to protect the interests of investors, the Company has already adopted the Dividend Distribution Policy. The Policy is in line with Regulation 43A of the SEBI Listing Regulations and the Act which has been displayed

on the Company’s website, and can be accessed through the weblink <https://www.mastek.com/wp-content/uploads/2022/07/Dividend-Distribution-Policy.pdf> and is also available in the Director’s Report which forms part of the Annual Report.

Details of preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the SEBI Listing Regulations

The Company has not raised funds through qualified institutional placement during the year under review, except from its employees under the ongoing ESOP plans. However, the Company has carried out a Preferential allotment (for consideration other than cash) of 3,20,752 equity shares at ₹ 1,856 per share to a select group of Compulsorily Convertible Preference Shares (CCPS) holders of Company’s Subsidiary i.e. Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited) to buy out the Second tranche of 50,000 CCPS from them in cash and issue of Company’s equity shares to some of them.

Total fees for all services paid to the Statutory Auditors by the Company and its Subsidiaries for the Financial Year 2022-23

Total fees paid by the Company and its Subsidiaries on a consolidated basis, to the Statutory Auditor viz. M/s. Walker Chandiook & Co. LLP, Chartered Accountants, Firm Registration No. 001076N / N500013:

Particulars	Amount (₹ in lakhs)
Audit Fees	89.74
Certifications and Out of Pocket expenses	16.78
Total	106.52

Disclosure in relation to recommendations made by any Committee which was not accepted by the Board

During the year under review, there were no such recommendations made by any Committee of the Board, that were mandatorily required and not accepted by the Board.

Changes amongst Directors and KMP

- Mr. Suresh Vaswani was appointed as an Independent Director of the Company w.e.f. December 11, 2022, the Shareholders approved the same on January 11, 2023.
- Mr. Atul Kanagat (Non-Executive) Independent Director ceased to be the Member of the Board w.e.f. January 17, 2023 due to personal and other professional commitments.
- Mr. S. Sandilya, Chairman (Non-Executive) and Independent Director ceased to be a Member of the Board due to resignation w.e.f. March 3, 2023, citing the reason that he is no longer aligned with the future direction of the Company.
- Mr. Ashank Desai relinquished the role of Managing Director with effect from March 31, 2023, and has been

appointed as Chairman (Non - Executive) with effect from April 1, 2023.

- Ms. Priti Rao, (Non-Executive) Independent Director submitted resignation from the Directorship of the Company effective from May 1, 2023, stating that her term is nearing its end and having assessed her position in light of the Company's plans for its next growth phase, she has decided to resign.

Management Discussion & Analysis

Management Discussion & Analysis Section forms part of the Annual Report and is annexed elsewhere in this Report.

Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last 3 (three) years

The Company has complied with all requirements specified under the SEBI Listing Regulations as well as other Regulations and guidelines of SEBI. No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the SEBI or by any statutory authority on any matters related to capital markets during the last 3 (three) years.

Compliance Report on Discretionary Requirements under Regulation 27(1) Of SEBI Listing Regulations

Among the adoption of Non-Mandatory / Discretionary requirements as per Part E of Schedule II to SEBI Listing Regulations, the Company has complied with the following:

- The Board - As per para A of Part E of Schedule II of the SEBI Listing Regulations, the Chairman has his own office. However, an office is made available for his use, if required by him, during his visit to the Company for attending meetings. One of the Promoter of the Company is the Non-Executive Chairman effective April 1, 2023.
- Shareholders Rights - Quarterly results are subjected to limited review by Statutory Auditors and are generally published in the Financial Express (Mumbai English edition), Mumbai Lakshadeep (Mumbai Marathi edition) and Financial Express (Ahmedabad Gujarati edition) having wide circulation. The Quarterly Unaudited Results along with the press releases are made available on the website of the Company (<https://www.mastek.com/investor-financial-information/>). The Company also holds the Analyst meet every quarter after declaration of financial results and answers the questions raised by the participants. Other information relating to Shareholding Pattern, compliance with the requirements of Corporate

Governance, Investor Grievances, Reconciliation of Capital, etc. are uploaded on BSE and NSE websites. No separate Half-yearly financial performance reports, are sent to Members.

- Modified opinions in Audit Report - The Auditors have issued an un-modified opinion on the financial statements for the Financial Year 2022-23 of the Company.
- Separate posts of Chairman and Chief Executive Officer (CEO) - The position of Chairman and Managing Director / CEO is bifurcated in the Company, for significant part of the year.
- Reporting of Internal Auditor - The Internal Auditor reports directly to the Audit Committee, attends the Audit Committee meetings, and interacts directly with the Audit Committee members.

Website

The Company has its own functional website www.mastek.com as required by the SEBI Listing Regulations, where information about the Company, quarterly and Annual Audited Financial Results, Annual Reports, distribution of shareholding at the end of each quarter, official press releases, and information required to be disclosed under Regulations 30 and 46 of the SEBI Listing Regulations, etc. are regularly updated. All material events / information relating to the Company that could influence the market price of its securities or investment decisions are disclosed timely to the Stock Exchanges as per the Company's Policy on the determination of materiality of events framed under the SEBI Listing Regulations. All disclosures under this policy are also displayed on the Company's website and hosted for a minimum period of 8 (eight) years and thereafter as per the Archival Policy of the Company. The Policy on the determination of materiality of events and Archival Policy of the Company is available on the Company's website and can be accessed through the web link https://www.mastek.com/wp-content/uploads/2022/07/Policy-on-Determination-of-Materiality-for-Disclosure-of-Events-or-Information_0-1.pdf and <https://www.mastek.com/wp-content/uploads/2022/07/Archival-policy.pdf> respectively.

The Company actively communicates its Strategy and the Developments of business to the financial markets. The Top Executives of the Company along with Company's investor relations advisor, regularly meet the analysts every quarter to brief the financial position after the publication of the same. The Press release, analysts / conference calls are organised from time to time. Discussions in such meetings are always limited to information that is already in the public domain.

General Body Meetings

a) Details of location, time, date, and special resolutions passed during the last 3 (three) years:

Financial Year	Date	Time	Location	Special Resolutions Passed
2021-22	September 14, 2022	5.00 p.m.	Through Video Conferencing Deemed Location: Registered office of the Company	<ul style="list-style-type: none"> Approval to give authority to the Board to create mortgage and / or charge over the movable and immovable properties of the Company upto ₹ 1,500 crores Approval to give authority to the Board to increase the borrowing limits of the Company upto ₹ 1,500 crores.
2020-21	September 28, 2021	5.00 p.m.	Through Video Conferencing Deemed Location: Registered office of the Company	<ul style="list-style-type: none"> Appointment of Mr. Ashank Desai (DIN: 00017767) as Managing Director designated as Vice-Chairman & Managing Director of the Company. Consider payment of Remuneration to Mr. Ashank Desai (DIN: 00017767) as Managing Director designated as Vice-Chairman & Managing Director of the Company. Enabling resolution for payment of Remuneration to Mr. S. Sandilya (DIN: 00037542), Chairman (Non-Executive) & Independent Director of the Company for the Financial Year 2020-21, which may exceed 50% of the total Annual Remuneration payable to all the Non-Executive Directors of the Company.
2019-20	October 29, 2020	5.30 p.m.	Through Video Conferencing Deemed Location: Registered office of the Company	<ul style="list-style-type: none"> Re-appointment of Mr. Sudhakar Ram as a Whole Time Director designated as Vice-Chairman & Managing Director for a period of 5 (five) years from July 1, 2020 up to June 30, 2025 and remuneration to be paid to him. Enabling Resolution for payment of Remuneration to Mr. S. Sandilya (DIN: 00037542), Chairman (Non-Executive) & Independent Director in excess of the limits prescribed under SEBI Regulations. Enabling Resolution for giving loans and guarantees and make investment in securities (up to ₹ 1,000 crores). Enabling Resolution for Creation of Charge / Mortgage on the Assets of the Company, both present and future (up to ₹ 750 crores) Enabling Resolution for borrowings to be made by the Company (up to ₹ 750 crores).

All the resolutions as set out in the notices were passed with requisite majority by the Members of the Company.

b) Extra Ordinary General Meeting

There was no Extra Ordinary General Meeting held during the Financial Year 2022-23.

c) Details of the Resolution passed through Postal ballot, the person who conducted the postal ballot exercise and details of the voting pattern:

During the year under review, the Company conducted 2 (two) Postal Ballots, the details of which are as follows;

Postal Ballot 1: The Company had issued the Postal Ballot Notice dated December 11, 2022, proposing the following 2 (two) Special Resolutions which were approved by the Members of the Company on January 11, 2023.

Sr. No.	Businesses being transacted through Postal Ballot	Resolution Type
1.	To appoint Mr. Suresh Choithram Vaswani (DIN: 02176528) as an Independent Director of the Company.	Special Resolution
2.	To issue, offer and allot 320,752 Equity Shares of the Company on a Private Placement Basis (Consideration other than cash).	Special Resolution

Postal Ballot 2: The Company has issued the Postal Ballot Notice dated March 21, 2023 proposing the following 2 (two) Special Resolutions which, if passed by the requisite majority, shall be deemed to have been

passed on the last date specified by the Company for Remote E-voting i.e. April 28, 2023.

Sr. No.	Businesses being transacted through Postal Ballot	Resolution Type
1.	To approve amendments to the Articles of Association of the Company with respect to the appointment of Promoter Director.	Special Resolution
2.	To approve amendments to the Articles of Association of the Company as a consequence of the amendment of the Shareholders' Agreement.	Special Resolution

Person Conducting the Postal Ballot Exercise

M/s. P. Mehta & Associates, Practising Company Secretaries were appointed as the Scrutiniser, for conducting these Postal Ballot process, in a fair and transparent manner.

Procedure followed

1. In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108, 110, and other applicable provisions of the Act, read with the rules made thereunder, the Company provided the electronic voting facility to all its Members, to enable them to cast their votes electronically.
2. The Company engaged the services of National Securities Depository Limited for the purpose of providing an e-voting facility.
3. Dispatch of Postal Ballot Notices dated December 11, 2022, and March 21, 2023, respectively;
 - a. **Postal Ballot 1:** The Company dispatched the postal ballot notice dated December 11, 2022, containing draft resolutions together with the explanatory statements to the Members whose names appeared in the register of members / list of beneficiaries as on the cut-off date i.e. Friday, December 2, 2022 ("cut-off date"). The Company also published a notice in the newspaper on December 14, 2022, declaring the details of the completion of dispatch of the Postal Ballot Notice on December 11, 2022 and other requirements as mandated under the Act and applicable rules.
 - b. **Postal Ballot 2:** The Company dispatched the postal ballot notice dated March 21, 2023 containing draft resolutions together with the explanatory statements to the Members whose names appeared in the register of members / list of beneficiaries as on cut-off date i.e. Friday, March 24, 2023 ("cut-off date"). The Company also published a notice in the newspaper on March 31, 2023 declaring the details of completion of dispatch of the Postal Ballot Notice on March 29, 2023 and other requirements as mandated under the Act and applicable rules.
4. Pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Act and rules made thereunder read with General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 8, 2021; 3/2022 dated May 5, 2022; and 11/2022 dated December 28, 2022 ("MCA Circulars") issued by Ministry of Corporate Affairs, the Notice was sent only by email to all its Members who have registered their email addresses with the Company or depository(ies) / depository participants and whose names are recorded in the Register of Members / Beneficial owners of the Company as on the respective Cut-off dates.
5. Remote E-voting Period / Postal Ballot Form
 - a. **Postal Ballot 1:** Members exercised their vote by Remote E-voting during the period from 09:00 a.m. on Tuesday, December 13, 2022, to Wednesday, January 11, 2023, at 5.00 p.m. and also through Postal Ballot Forms on or before 5.00 p.m. (IST) on January 11, 2023.
 - b. **Postal Ballot 2:** Members to exercise their vote by Remote e-voting during the period from 09:00 a.m. on Thursday, March 30, 2023, to Friday, April 28, 2023, till 5.00 p.m.
6. Scrutiniser's Report
 - a. **Postal Ballot 1:** The Scrutiniser submitted his report on January 12, 2023, after the completion of scrutiny.
 - b. **Postal Ballot 2:** The Scrutiniser will be submitting his report on or before May 3, 2023, after the completion of scrutiny.
7. Results of Postal Ballot
 - a. **Postal Ballot 1:** The results of the Postal Ballot 1 were announced by on Thursday, January 12, 2023. The last date specified for receipt of duly completed Postal Ballot Forms and closure of e-voting i.e. January 11, 2023, was taken as the date of passing the resolution.

The consolidated summary of the results of postal ballot is as under:

Details of Agenda	No. of valid votes	Votes cast in favour of the Resolution (No. & %)	Votes cast against the resolution (No. & %)
To approve appointment of Mr. Suresh Vaswani as an Independent Director.	187,45,397	1,80,85,795(96.48%)	6,59,602(3.52%)
To issue, offer and allot Equity Shares of the Company on Private Placement Basis (for buyout of 2 nd tranche of CCPS of Subsidiary).	187,45,392	1,81,71,026(96.94%)	5,74,366(3.07%)

Accordingly, both the special resolutions as stated herein above have been passed with requisite majority.

- b. **Postal Ballot 2:** The results of the Postal Ballot 2 will be announced on or before May 3, 2023. The last date specified for receipt of duly completed Postal Ballot Forms and closure of e-voting i.e. April 28, 2023.

The Scrutiniser will be submitting his report on or before May 3, 2023, after the completion of scrutiny.

- c. **Details of special resolution proposed to be conducted through postal ballot:** None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

8. The results of the postal ballots along with the scrutiniser's report is displayed at the registered office of the Company, hosted at the Company's website at www.mastek.com and on the website of NSDL i.e. www.evoting.nsdl.com and was / will be communicated to the Stock Exchanges.

Means of Communication with Members

Location / Mode	Purpose
Quarterly / Annual Results	Quarterly / Half-yearly / Annual results subject to Limited Review / Audit Report by Statutory Auditors are generally published in the Financial Express (in English) and Mumbai Lakshadeep (in Marathi) Mumbai edition and in Financial Express (in Gujarati) Ahmedabad edition. These along with the Press Releases and Analyst Presentations are made available on the website of the Company at https://www.mastek.com/financial-information . No unpublished price-sensitive information or future financial projections are discussed in the presentations made to institutional investors and financial analysts.
Website	The Company's website contains a separate dedicated section "Investors" where information for Members' is available. Besides mandatory documents required to be uploaded on the Company's website under SEBI Listing Regulations, details of earnings call, presentations, press releases, factsheets, and quarterly reports of the Company are made available on the website: www.mastek.com
Filing with Stock Exchanges	The Company discloses to the Stock Exchanges, information required to be disclosed under Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations, including material information which has a bearing on the performance / operations of the Company or which is price sensitive in nature. The Company electronically files / XBRL data such as shareholding patterns, corporate governance report, quarterly and annual financial results, corporate announcements, etc. on the online portals of BSE Limited and National Stock Exchange of India Limited viz. https://listing.bseindia.com/home.htm and neaps.nseindia.com/NEWLISTINGCORP/ respectively within the time frame prescribed in this regard.
Annual Report	The Company's Annual Report containing, inter alia, Letter / message from the Managing Director, Letter / message from the Global Chief Executive Officer, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report along with all the relevant documents, Auditors' Report, Report on Corporate Governance, Risk Management, Financial Highlights, Management Discussion and Analysis, Business Responsibility and Sustainability Report, and other important information is circulated to all the Members. The Annual Report of the Company is also available on the Company's website. Annual Report is circulated to all the Members and all others like Shareholders, auditors, equity analysts, Banks, etc.
SEBI Complaints Redress System (SCORES)	Investor complaints are processed at SEBI in a centralised web-based complaints redress system. The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaints and their current status.
Interaction with Institutional investors, analysts, etc.	<ul style="list-style-type: none"> The Investor Relations team of the Company conducts regular meetings and conference calls of the Company Management with the institutional investors, analysts, etc. Quarterly / annual financial results and press releases are sent to all institutional investors, and analysts who are registered in the Company database, to keep them abreast of all significant developments. The investor presentations made to institutional investors or analysts are displayed on the Company's website.

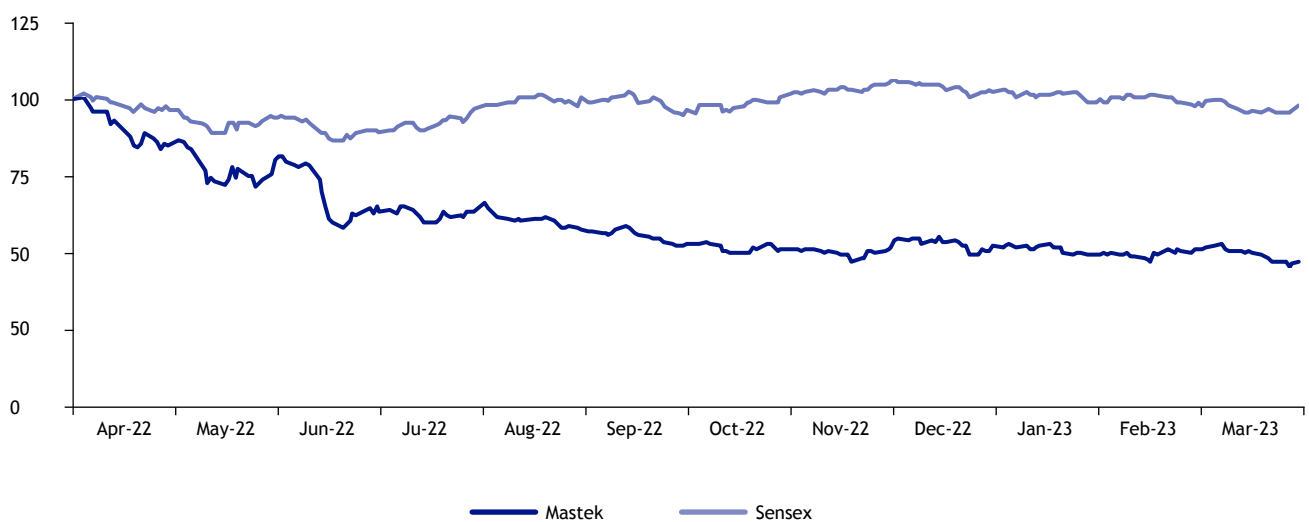
Distribution of Shareholding as on March 31:

Range between of Shareholding	2023				2022			
	No. of Shareholders	%	No. of shares	%	No. of Shareholders	%	No. of shares	%
1 - 500	1,02,804	97.87	39,09,673	12.81	1,02,105	97.82	36,14,645	12.04
501 - 1000	1,269	1.21	9,19,951	3.01	1,212	1.16	8,94,940	2.98
1001 - 5000	770	0.73	14,93,929	4.89	816	0.78	16,35,650	5.45
5001 - 10000	90	0.09	6,24,990	2.05	105	0.10	7,46,054	2.49
10001 - above	110	0.10	2,35,76,284	77.24	138	0.13	2,31,26,732	77.04
Total	1,05,043	100.00	3,05,24,827	100.00	1,04,376	100.00	3,00,18,021	100.00

Monthly Volumes and Prices: Financial Year 2022-23
Market Price data:

Month and Year	BSE Limited			National Stock Exchange of India Limited		
	High (₹)	Low (Rupee)	Volume (Total Traded Quantity)	High (₹)	Low (Rupee)	Volume (Total Traded Quantity)
April 2022	3,410.85	2,763.25	1,33,781	3,413.10	2,735.00	15,21,054
May 2022	2,913.00	2,325.00	1,66,981	2,906.95	2,326.55	19,52,714
June 2022	2,817.75	1,851.00	1,32,160	2,820.00	1,850.70	22,77,519
July 2022	2,167.30	1,942.00	1,06,763	2,160.30	1,942.00	16,59,635
August 2022	2,200.60	1,864.00	3,16,632	2,202.60	1,860.00	33,32,555
September 2022	1,974.95	1,700.00	9,72,468	1,973.95	1,700.00	23,10,757
October 2022	1,788.35	1,612.00	88,874	1,788.75	1,600.00	9,73,874
November 2022	1,721.20	1,492.00	90,775	1,722.25	1,490.15	13,97,954
December 2022	1,850.00	1,590.05	1,23,690	1,848.70	1,599.00	14,15,589
January 2023	1,748.00	1,596.50	66,834	1,749.00	1,595.70	9,47,194
February 2023	1,728.95	1,523.00	99,767	1,724.40	1,523.05	11,51,934
March 2023	1,749.00	1,475.45	99,808	1,749.90	1,475.10	11,26,979

 Source: BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com)

Mastek Share price and BSE Sensex Movement


In case the Securities of the Company are suspended from trading, the reasons thereof

The Securities of the Company are not suspended from trading on the stock exchanges.

Share Transfer System / Unclaimed Dividend and other related matters

Share Transfer System

The Board has delegated the authority for approving transfer, transmission, dematerialisation of shares etc. to the Stakeholders Relationship Committee. The Company obtains an annual certificate from Practising Company Secretaries as per the requirement of Regulation 40(9) of SEBI Listing Regulations and the same is filed with the Stock Exchanges and also available on the website of the Company.

In terms of amended Regulation 40 of Listing Regulations w.e.f. April 1, 2019, transfer of securities in physical form shall not be processed unless the securities are held in the demat mode with a Depository Participant. Further, with effect from January 24, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange / sub-division / splitting / consolidation of securities, transmission / transposition of securities. SEBI has clarified vide its Circular dated January 25, 2022, that listed entities / RTAs shall now issue a "Letter of Confirmation" in lieu of the share certificate while processing any of the investor service request for issue of securities.

The transfer requests are processed within 15 days of receipt of the documents, if documents are found in order. Shares under objection are returned within 15 days. The Board has delegated the authority for approving transfers, transmissions, etc. of the Company's shares in physical form to the Stakeholders Relationship Committee. The minutes of Stakeholders Relationship Committee are placed before the Board at the subsequent Board meeting.

Details of Unpaid / Unclaimed Dividend

The following table provides dates on which unpaid / unclaimed dividend and the corresponding eligible shares would become liable to be transferred to the IEPF Authority for Member's information.

Particulars / Financial Year	Date of Declaration	Date of Payment	Tentative dates for transfer to IEPF Authority
2 nd Interim Dividend 2015-2016	March 12, 2016	March 29, 2016	April 17, 2023 (Transfer is in process)
Interim Dividend 2016-2017	October 18, 2016	November 9, 2016	November 23, 2023
Final Dividend 2016-17	June 22, 2017	July 10, 2017	July 28, 2024
Interim Dividend 2017-18	October 26, 2017	November 15, 2017	December 02, 2024
Final Dividend 2017-18	July 19, 2018	July 31, 2018	August 24, 2025
Interim Dividend 2018-19	October 25, 2018	November 15, 2018	November 30, 2025
Final Dividend 2018-19	July 23, 2019	July 30, 2019	August 28, 2026
1 st Interim Dividend 2019-20	October 17, 2019	October 31, 2019	November 22, 2026
2 nd Interim Dividend 2019-20	March 17, 2020	March 30, 2020	April 22, 2027
1 st Interim Dividend 2020-21	October 29, 2020	November 24, 2020	November 10, 2027
Final Dividend 2020-21	September 28, 2021	October 16, 2021	November 3, 2027
Interim Dividend 2021-22	January 19, 2022	February 15, 2022	February 24, 2028
Final Dividend 2021-22	September 14, 2022	September 29, 2022	October 18, 2029
Interim Dividend 2022-23	January 17, 2023	February 15, 2023	February 20, 2030

Simplified Norms for processing Investor Service Request

SEBI has made it mandatory for holders of physical securities to furnish PAN, contact details, bank details, specimen signature, KYC and Nomination details to avail any investor service. Folios wherein any one of the above-mentioned details are not registered by September 30, 2023 shall be frozen.

The concerned Members are therefore urged to furnish above details by submitting the prescribed forms duly filled by e-mail from their registered email id to einward.ris@kfintech.com or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to the following address:

Name	KFin Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
Email ID	einward.ris@kfintech.com
Toll Free	1800 309 4001
WhatsApp Number	(91) 910 009 4099
KPRISM	https://kprism.kfintech.com
KFin Corporate Website Link	https://www.kfintech.com
Corporate Registry (RIS) Website Link	https://ris.kfintech.com
Investor Support Centre Link	https://ris.kfintech.com/clientservices/isc

Nomination facility for Members

As per the provisions of the Act, facility for making Nomination is available for the Members in respect of shares held by them. Members holding shares in physical form may obtain Nomination form, from the RTA of the Company. Members holding shares in dematerialised form should contact their Depository Participants (DP) in this regard. For more details please refer the FAQs section which forms part of this Annual Report.

Guidelines for Investors to file claim in respect of the unclaimed dividend or shares transferred to the IEPF

Pursuant to the provisions of Sections 124 and 125 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, and amendments made thereunder all the concerned shares in respect of which dividend had not been claimed or remained unpaid for 7 (seven) consecutive years or more had been transferred by the Company to the Investor Education and Protection Fund Authority (“IEPF Authority”) in their Demat Account. Members are advised to follow the procedures / guidelines stated as follows to claim the dividend and share from the IEPF Authority:

- Login to the website of MCA at <https://www.mca.gov.in/content/mca/global/en/home.html> and click on ‘Investor Relations’ tab under ‘MCA Services’ section for filing the web-based form IEPF-5 for the refund of dividend / shares. Read the instructions provided on the website / instruction kit carefully before filling the form.
- Submit the duly filled form by following the instructions given on the website. On successful uploading, an acknowledgement will be generated indicating the SRN. Please note down the SRN details for future tracking of the form.
- Take a print out of the duly filled Form No. IEPF-5 and the acknowledgement issued after uploading the form.
- Submit an indemnity bond in an original, copy of the acknowledgement and self-attested copy of the Form, along with other documents as mentioned in the Form No. IEPF-5 to the Nodal Officer (IEPF) of the Company at its Registered Office in an envelope marked ‘Claim for a refund from IEPF Authority / Claim for shares from IEPF’ as the case may be. Kindly note that submission of documents to the Company is necessary to initiate the refund process.
- Form IEPF-5 completed in all respects will be verified by the Company and on the basis of Company’s Verification Report, refund will be released by the IEPF Authority in favour of claimants’ Aadhaar linked bank account through electronic transfer and / or the shares shall be credited to the Demat account of the claimant, as the case may be.

The Nodal Officer of the Company for the IEPF refunds process is Mr. Dinesh Kalani, Vice President - Group Company Secretary, and the e-mail id of the Nodal Officer is Investor_grievances@mastek.com.

The List of concerned shares already transferred to demat account of the IEPF Authority is also available on the website of the Company at weblink <https://www.mastek.com/investor-information>. E-mail reminders will be sent to the Members who have not claimed their dividends and whose shares are due to be transferred to IEPF in accordance with provisions of the Act and IEPF Rules made thereunder. In case

the Members have any queries on the subject matter and the Rules, they may contact the Company’s RTA.

Disclosures with respect to Demat Suspense Account / Unclaimed Suspense Account

The Company does not have any demat Suspense Account, therefore as on March 31, 2023, there are no outstanding shares credited / lying in the demat suspense account / unclaimed suspense account.

Pending Investor Grievances

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary at the Registered (or email at investor_grievances@mastek.com) with a copy of the earlier correspondences and relevant supporting’s for quick resolution.

Reconciliation of Share Capital Audit

As required under Regulation 76 of the SEBI (Depositories and Participants) Regulation, 1996 as amended, quarterly audit of the Company’s share capital is being carried out by Independent Company Secretary in Practice with a view to reconcile the total Share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Certificate in regard to the same has been submitted to BSE Limited and the National Stock Exchange of India Limited and is also placed before the Board of Directors.

Payment of Dividend through Automated Clearing House

The Company provides the facility for direct credit of the dividend to the Members’ Bank Account. The SEBI Listing Regulations also mandate Companies to credit the dividend to the Members electronically. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their dividend into their Bank account through the Banks’ “Automated Clearing House” mode. Members who hold shares in Demat mode should inform their Depository Participant, whereas Members holding shares in physical form should inform the Company / RTA about their core banking account details allotted to them by their bankers. In cases where the core banking details are not available with the Company, then the Company will issue a demand draft mentioning the registered address / bank details to the concerned Members. Any further processing of unpaid dividend amount will be credited in electronic mode only, after updating the necessary bank details of the Member.

Green Initiatives for sending a communication

The Company sent a communication through Annual Report to all the Members requesting them to give their e-mail ID’s to the Company / RTA (for physical shares held) and their Depository Participants (DPs), so that Annual report and other communications can be sent electronically to all the

Members. Members, who have so far not informed the E-mail ID's to their DP's, are requested to do the same in the interest of environment.

Shareholding Pattern as at March 31:

Sr. No.	Category	2023		2022	
		No. of Shares	% of Holding	No. of Shares	% of Holding
1.	Promoters / Promoters Group*	11,218,275	36.75	11,197,436	37.30
3.	FII's	4,011,249	13.14	1,986,132	6.62
4.	Bodies Corporate (Indian / Overseas)	650,082	2.13	619,942	2.06
5.	Resident Individuals / HUF	10,674,080	34.97	13,540,777	45.11
6.	NRIs / Foreign Nationals	2,408,442	7.89	578,227	1.93
7.	Investor Education and Protection Fund Authority (IEPF)	74,900	0.25	75,103	0.25
	Total	30,524,827	100	30,018,021	100

* Promoters / Promoters Group shareholding % has been reduced mainly due to issuance of shares under preferential allotment and ESOP plans.

Dematerialisation of Shares

Details of Shares held in Physical & Electronic Mode

The Company has established connectivity with Central Depository Services (India) Limited and National Securities Depository Limited for dematerialisation of shares and the same are available in electronic segment under ISIN: INE759A01021. Equity Shares representing about 99.68% of total equity share capital are dematerialised as on March 31, 2023.

As on Date	Status of Shares - Physical versus Electronic mode		
	Physical	Electronic	Total
March 31, 2023	96,809 (0.32%)	30,428,018 (99.68%)	30,524,827
March 31, 2022	110,720 (0.37%)	29,907,301 (99.63%)	30,018,021

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which after April 1, 2019, transfer of securities cannot be processed unless the securities are held in the dematerialised form with a depository.

List of Members other than Promoters holding more than 1% shareholding as of March 31, 2023:

Sr. No.	Name of the Members	No. of Shares	% of Holding
1.	Smallcap World Fund, Inc.	2,403,500	7.87
2.	Umang Nahata	1,655,840	5.42
3.	Umed Nahata	1,273,849	4.17
4.	Rakesh Raman	1,226,813	4.02
5.	Abakkus Growth Fund-1	497,090	1.63
6.	Abakkus Emerging Opportunities Fund-1	489,599	1.60

Outstanding GDRs / ADRs / Warrants or any Convertible Instruments

There are no outstanding GDRs / ADRs / Warrants except the Stock Options granted to the Employees of the Company and its Subsidiaries. However, the outstanding ESOP Options after vesting, when exercised, shall increase the Equity Share Capital of the Company to that extent.

Development Centres

In view of the nature of the Company's business viz. Information Technology (IT) Services, the Company operates from various offices in India and abroad. The Company has Software Development Centres at Mumbai and Chennai. The full address of the Company's centres / offices is available elsewhere in the Annual Report.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company is exposed to foreign exchange risk on account of import and export transactions entered. The Company is proactively mitigating these risks by entering into commensurate hedging transactions with banks as per applicable guidelines and group risk management instructions. Please refer to notes to the Financial Statements in this regard. The Company does not have any hedged exposure through Commodity derivatives. The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018, is not required to be given for commodity hedging activities.

History of Issue of Equity Shares

Particulars / Financial Year	No. of shares of Face value
Prior to the Initial Public offer	2,397,000 shares of ₹ 10 each
Initial Public Offer in December 1992	603,000 shares of ₹ 10 each
Issued under Employees' Stock Option Plan till 1995	56,640 shares of ₹ 10 each
Second Public Offer in March 1996	400,000 shares of ₹ 10 each
Bonus Shares issued in January 2000 (1:1)	3,456,640 shares of ₹ 10 each
Adjusted the above in view of the Sub-Division of shares of ₹ 10 each into two shares of ₹ 5 each in November 2000	13,826,560 shares of ₹ 5 each
Issued under Employees' Stock Option Plans in Financial Years	
2000-01	57,083 shares of ₹ 5 each
2001-02	85,396 shares of ₹ 5 each
2002-03	144,882 shares of ₹ 5 each
Buy-Back and Extinguishment of shares in Financial Year 2003-04	300,898 shares of ₹ 5 each
Issued under Employees' Stock Option Plans in Financial Year 2003-04	66,913 shares of ₹ 5 each
Buy-Back and Extinguishment of shares in Financial Year 2004-05	98,950 shares of ₹ 5 each
Issued under Employees' Stock Option Plans in Financial Years 2004-05	88,412 shares of ₹ 5 each
Bonus Shares issued in April 2006 (1:1)	14,054,594 shares of ₹ 5 each
Issued under Employees' Stock Option Plans in Financial Years	
2005-06	213,642 shares of ₹ 5 each
2006-07	326,547 shares of ₹ 5 each
2007-08	76,115 shares of ₹ 5 each
Buy-Back and Extinguishment of shares in Financial Year 2007-08	915,714 shares of ₹ 5 each
Issued under Employees' Stock Option Plans in Financial Year 2008-09	19,293 shares of ₹ 5 each
Buy-Back and Extinguishment of shares in Financial Year 2008-09	744,381 shares of ₹ 5 each
Issued under Employees' Stock Option Plans in Financial Years	
2009-10	44,443 shares of ₹ 5 each
2010-11	7,250 shares of ₹ 5 each
2011-12	75,000 shares of ₹ 5 each
Buy-Back and Extinguishment of shares in Financial Year 2012-13	2,388,000 shares of ₹ 5 each
Issued under Employees' Stock Option Plans in Financial Year 2013-14	6,500 shares of ₹ 5 each
Buy-Back and Extinguishment of shares in Financial Year 2013-14	2,484,007 shares of ₹ 5 each
Issued under Employees' Stock Option Plans in Financial Years	
2014-15	385,992 shares of ₹ 5 each
2015-16	450,602 shares of ₹ 5 each
2016-17	380,259 shares of ₹ 5 each
2017-18	314,523 shares of ₹ 5 each
2018-19	280,747 shares of ₹ 5 each
2019-20	316,669 shares of ₹ 5 each
2020-21	943,417 shares of ₹ 5 each
2021-22	295,083 shares of ₹ 5 each
Issued under Scheme of Arrangement Financial Year 2021-22	4,235,294 Shares of ₹ 5 each
Issued under Preferential Allotment Financial Year 2021-22	254,755 shares of ₹ 5 each
Issued under Employees' Stock Option Plans in Financial Year 2022-23	186,054 shares of ₹ 5 each
Issued under Preferential Allotment Financial Year 2022-23	320,752 shares of ₹ 5 each

Investor Information

Company Overview

Mastek (NSE: MASTEK; BSE: 523704), is a turnkey and trusted digital engineering and Cloud transformation partner that delivers Innovative solutions and business outcomes for clients in Healthcare & Life Sciences, Retail, Manufacturing, Financial Services, Government/Public Sector, etc. It enables customer success and de-complexes digital for enterprises by enabling them to unlock the power of data, modernise applications to the Cloud, and accelerate digital advantage. A preferred Oracle partner with a strong pool of 2000+ Oracle experts and 100+ industry-specific solutions, Mastek delivers the right-fit solutions to more than 1500 clients globally, leveraging its Glide framework for a seamless transition to the Cloud. Mastek's ~6000 strong workforce operates out of 40+ countries (in the UK, Americas, Europe, Middle East, and APAC) to deliver business value with velocity. MST Solutions, a Mastek company, is a Summit-level Salesforce consulting partner trusted by several Fortune 1000 enterprise clients.

For more information and past results & conference calls / audio recordings / transcripts, please visit the web site of the Company at www.mastek.com.

Credit Rating

The Company enjoys a good reputation for its sound financial management and the ability to meet its financial obligations.

During the year under review, ICRA Limited, a Credit Rating Agency, had assigned / reaffirmed the following rating:

Instrument	Rating Received
Long - term Fund-based - Cash Credit	[ICRA]AA-(Stable) reaffirmed / assigned
Long - term Non-fund based Facility - SBLC	[ICRA]AA-(Stable) assigned
Short - term Non-fund based -Working Capital	[ICRA]A1+ reaffirmed
Long - term / Short-term - fund based / Non-fund based	[ICRA]AA-(Stable) / [ICRA]A1+ reaffirmed

Compliance Officer of the Company / Address for Correspondence

Name	Dinesh Kalani, Vice President - Group Company Secretary
Address for correspondence	Mastek Limited, #106/107, SDF-IV, SEEPZ, Andheri (East), Mumbai - 400 096
	Phone No: + 91-22-6722-4200
E-mail	investor_grievances@mastek.com



“Annexure A” to Report on Corporate Governance

Declaration regarding Compliance with the Code of Conduct of the Company by Board of Directors and Senior Managerial Personnel

To the Members of **Mastek Limited**,

In terms of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the affirmations provided by the Board of Directors and Senior Managerial Personnel of the Company to whom the Code of Conduct is made applicable, I declare that the Board of Directors and Senior Managerial Personnel have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended March 31, 2023.

Yours faithfully,

Ashank Desai

Chairman

(DIN: 00017767)

Date: April 19, 2023

Place: Mumbai

“Annexure B” to Report on Corporate Governance

Chairman and Global Chief Financial Officer Certification

We the undersigned, in our respective capacities as Chairman and Global Chief Financial Officer of Mastek Limited (“the Company”) to the best of our knowledge and belief, certify that:

1. We have reviewed financial statements and the cash flow statement for the Financial Year ended March 31, 2023, and to the best of our knowledge and belief, we state that:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, laws, and regulations.
2. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal, or which violate the Company’s Code of Conduct.
3. We hereby declare that all Board of Directors and Senior Managerial Personnel have confirmed compliance with the Code of Conduct as adopted by the Company.
4. We are responsible for establishing and maintaining Internal Controls for financial reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
 - a) significant changes, if any, in internal controls over financial reporting during the year;
 - b) significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

This certificate is being given to the Board pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours faithfully,

Ashank Desai
Chairman
(DIN: 00017767)

Arun Agarwal
Global Chief Financial Officer

Date: April 19, 2023

Place: Mumbai



“Annexure C” to Report on Corporate Governance

Certificate on Corporate Governance

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

I have examined the compliance of the conditions of Corporate Governance by **Mastek Limited** (‘the Company’) for the Financial Year ended March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D, and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Compliance of the conditions of Corporate Governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and representations made by the Directors and the Management, I certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated and is generally in compliance with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D, and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

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

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

UDIN: A005814E000140410
PR No.: 2354/2022

Date: April 19, 2023
Place: Mumbai

“Annexure D” to Report on Corporate Governance

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Mastek Limited having CIN L74140GJ1982PLC005215 and having Registered Office at 804/805 President House, Opp. C N Vidyalaya, Near Ambawadi Circle, Ahmedabad, Gujarat - 380006 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Director of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Directors	DIN	*Date of Appointment in the Company
1	S. Sandilya [‡]	00037542	19/01/2012
2	Ashank Desai	00017767	06/06/1982
3	Priti Rao	03352049	17/01/2011
4	Atul Kanagat [^]	06452489	21/01/2013
5	Rajeev Kumar Grover	00058165	28/01/2020
6	Ketan Mehta	00129188	29/12/2020
7	Suresh Vaswani [#]	02176528	11/12/2022

*the date of Appointment is as per the Ministry of Corporate Affairs Portal.

[^] Mr. Atul Kanagat resigned w.e.f January 17, 2023.

[‡] Mr. S. Sandilya resigned w.e.f March 3, 2023.

[#] Mr. Suresh Vaswani was appointed as additional Director w.e.f December 11, 2022 and his appointment was regularised through Postal ballot process on January 11, 2023.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. 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.

For P Mehta & Associates
Practising Company Secretaries

Prashant S Mehta

(Proprietor)
ACS No. 5814
C.P. No. 17341

Date: April 19, 2023

Place: Mumbai

UDIN: A005814E000140443

PR No. : 2354/2022



Business Responsibility and Sustainability Report

SECTION A – GENERAL DISCLOSURES

I. Company Details

1	Corporate Identity Number	L74140GJ1982PLC005215
2	Name of the Listed Entity	Mastek Limited
3	Year of Incorporation	1982
4	Registered Office Address	804 / 805 President House, Opposite C. N. Vidyalaya, Near Ambawadi Circle, Ahmedabad - 380006, Gujarat.
5	Corporate Address	#106, SDF IV, Seepz, Andheri (East), Mumbai - 400 096, India.
6	Email Id	investor_grievances@mastek.com
7	Telephone	022- 6722 4200
8	Website	www.mastek.com
9	Financial Year for which reporting is being done	2022-23
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange of India Limited
11	Paid-up Capital (in ₹)	15,26,24,135
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Vimal Dangri Global Chief Legal & Compliance Officer investor_grievances@mastek.com
13	Reporting boundary	Standalone Basis

II. Products / Services

14. Details of business activities (accounting for 90% of the turnover)

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the Entity
1	Information and Technology	Software application development and maintenance, IT consulting and related activities	100%

15. Products / Services sold by the entity (accounting for 90% of the entity's Turnover)

Sr. No.	Product service	NIC code	% of total Turnover contributed
1	Computer Programming, consultancy and related activities	62020	100%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated

	Number of Plants	Number of Offices*	Total
National	Not Applicable	12	12
International	Not Applicable	22	22

*National / International Operations are carried out by the Company through its subsidiaries.

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of states)	5 (Five)
International (No. of countries)	15 (Fifteen)*

*International markets served by the entity includes countries in which business is done through its subsidiaries.

- b. What is the contribution of exports as a percentage of the total turnover of the entity?
93%
- c. A brief on types of Customers
- Private entities
 - Public entities

IV. Employees

18. a. Employee & Worker Details as at the end of the Financial Year (including differently abled)

Particulars	Total (A)	Male		Female	
		No. (B)	% (B/A)	No. (C)	% (C/A)
Employees					
Permanent	1,367	845	62%	522	38%
Other than Permanent	30	21	70%	9	30%
Total	1,397	866	62%	531	38%
Workers					
Permanent	Nil	Nil	NA	Nil	NA
Other than Permanent	55	50	91%	5	9%
Total	55	50	91%	5	9%

b. Employee & Worker details as at the end of Financial Year (only differently abled)

Particulars	Total (A)	Male		Female	
		No. (B)	% (B/A)	No. (C)	% (C/A)
Employees					
Permanent	6	6	100%	Nil	NA
Other than Permanent	Nil	Nil	NA	Nil	NA
Total	6	6	100%	Nil	NA
Workers					
Permanent	Nil	Nil	NA	Nil	NA
Other than Permanent	Nil	Nil	NA	Nil	NA
Total	Nil	Nil	NA	Nil	NA

19. Participation/Inclusion/Representation of women

Particulars	Total (A)	No. of Females	
		No. (B)	% (B/A)
Board of Directors	5	1	20%
Key Managerial Personnel	2	Nil	NA

20. Turnover rate for permanent employees and workers

Particulars	2022-23			2021-22			2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent employees	23.2%	19.4%	21.9%	13.0%	10.4%	12.0%	13.0%	10.4%	12.0%
Permanent workers	3.0%	1.3%	2.4%	Nil	Nil	Nil	Nil	Nil	Nil

V. Holding, Subsidiary, and Associate Companies (including Joint Ventures)

21. Names of subsidiary / associate companies

Sr. No.	Name of the company	CIN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held	Does the company participate in the Business Responsibility initiatives of the parent company?
Refer to Annexure 2 to the Board's report for information on holding / subsidiary / associate companies / joint ventures.					All subsidiaries participate in the Business Responsibility initiatives of the parent Company

VI. CSR Details

22. Whether CSR is applicable as per section 135	Yes
Turnover (₹)	3,13,38,59,278
Net-worth (₹)	7,42,73,36,615

VII. Transparency and Disclosure Compliances
23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom the complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If yes, then provide web link for grievance redress policy)	Current Financial Year			Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities		Nil	Nil	-	Nil	Nil	-
Investors (other than shareholders)		Nil	Nil	-	Nil	Nil	-
Shareholders	https://www.mastek.com/investors-corporate-governance/	For details on investor complaints received and resolved, refer to the 'Investor complaints' available in the corporate governance report of this Annual Report.					
Value Chain Partner		Nil	Nil	-	Nil	Nil	-
Employees and workers		Nil	Nil	-	Nil	Nil	-
Customers		Nil	Nil	-	Nil	Nil	-
Other - please specify		Nil	Nil	-	Nil	Nil	-

24. Overview of the entity's material responsible business conduct issues.

(Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, and approach to adapt or mitigate the risk along with its financial implications, as per the following format)

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
1	Aged Building	Risk	Few identified offices of the Company are situated in buildings that are more than 30 years old posing health and safety risk to employees and third parties visiting these offices.	Company is limiting and/ or reducing the risk probability by continuing analysing unsafe areas within the building, monitoring the movement of material and individuals, institutionalising multiple exit paths, and enabling effective response strategy in case of a mishap. Company is in constant touch with building owner who is a Government authority to carry out structural repairs and maintenance work in the building.	Negative implications as any single event may cause serious injury to an individual.
2	Skill availability and retention	Risk, Opportunity	Growing market with newer business models require specific skills with lesser lead time. This gets further challenging as the organisations are adopting remote or hybrid ways of working. At the same time, this is an opportunity to source talent from newer locations not tried before, opening up a much wider talent landscape.	Company continues to evolve ways to engage and cross-skill or upskill individuals in emerging technologies and skills that are in demand or may potentially come in demand given the evolving business models and customer needs. Company understands the needs of newer generation and strives to offer a work culture that excites and provides greater autonomy and empowerment. For more details, please read 'Unlocking our People Value' in Management's Discussion and Analysis Report.	Positive as a broader talent pool can be tapped. Negative owing to increase in choices available to an individual in the market.

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity
3	Cyber Security and Privacy incidents	Risk, Opportunity	Covid-19 pandemic forced the industry to adopt and allow its workforce to work remotely, which expose the Company, its network and systems to the risk of cyber security threats.	Company continues to maintain systems and processes that reduce the probability of a threat occurring by applying Zero Trust Security framework. We have attested on ISO 27001 by independent firm and are compliant with SSAE 18 SOC 1 and SOC 2. These systems and processes are monitored internally and externally and benchmarked against best industry practices. As per the General Data Protection Regulation, its not mandatory to appoint a Data Protection Officer (DPO) for our size of business, however, Company still appointed a DPO in 2020 itself to ensure data privacy remains our key priority. Company is conscious of its obligations both as a controller and processor of data.	Positive implications as strong cyber security and privacy framework instils confidence/ trust in our clients. Negative implications in case of an unauthorised breach.

SECTION B – MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

The National Guidelines for Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates nine principles referred to as P1-P9 as given below:

P1	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent, and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive towards all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect, protect and make efforts to restore the environment
P7	Businesses when engaging in influencing public and regulatory policy should do so in a manner that is responsible and Transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Sr. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	N	Y	Y
		Company engages with various industry bodies in reviewing and making recommendations as part of joint industry effort, as and when such views are sought by the Government in multiple areas covering technology, bi-lateral trade relations with other countries, and labor.								
	b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	N	Y	Y
	c. Web Link of the Policies, if available	https://www.mastek.com/investors-corporate-governance/								
2	Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	N	Y	Y
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	N	Y	Y
4	Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9001 and OHSAS 18001:2007. ISO 20000, Zero Trust Security Framework, SSAE 18 SOC 1 and SOC 2, CSR disclosures pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, United Nations Sustainable Development Goals (UNSDG), ILO Declaration on Fundamental Principles and Rights at Work, UN Guiding Principles on Business and Human Rights, Principles of Corporate Governance.								



Sr. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9												
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company is in the process of measuring the carbon emissions for all its offices globally. While this assessment is complete for our office in the UK, it will be completed for all other locations in FY23-24.																				
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	<p>Overall, the Company has committed itself to the following goals:</p> <ul style="list-style-type: none"> • Achieve carbon neutrality by FY25 followed by Net-Zero Emissions by FY40 • Achieve gender diversity at 40% by FY26 • Touch a million lives through CSR programmes by FY26 • Achieve 25% SROI (Social Return on Investment) <p>These are further covered in detail at https://www.mastek.com/esg/</p>																				
Governance, leadership and oversight																						
7	Statement by director responsible for the Business Responsibility Report, highlighting ESG related challenges, targets and achievements (Listed entity has flexibility regarding the placement of this disclosure)	<p>Mastek remains deeply invested in Environment (E), Social (S), and Governance (G), the three pillars of the Sustainability Framework. Board independence and governance, ethical business conduct, shareholder transparency, etc., which form key attributes under G, have been Mastek's hallmark since its listing in 1982. Mastek Foundation for CSR, another key aspect under S, was established with the goal of "Informed Giving, Responsible Receiving" more than two decades ago. We have been consistently working towards reducing waste, efficient water and energy usage as part of E for many years.</p> <p>With this solid background, onboarding ESG and incorporating benchmark metrics was the natural next step. Mastek's Sustainability Framework adopts and aligns with United Nation's five SDGs (Sustainable Development Goals) i.e., Quality Education in the communities it engages (SDG 4), promoting Gender Equality amongst its workforce (SDG 5), provide Clean Water and Sanitation Facilities (SDG 6), provide Decent Work and Economic Growth (SDG 8) and Climate Action (SDG 13). We are progressing well on CSR, covering various initiatives, including granting financial aid to at least 10 charity organisations across 5 states in India, benefitting 47000 individuals and 150 birds/ animals. We organise a quarterly Gratitude is Attitude event, bringing together all employees and charities to present themselves with donations from the employees.</p> <p>Gratitude is Attitude saw 40% participation from Mastekers in India. Under Social Value in the UK, Mastek supported a number of bootcamps, and hosted multiple events for disadvantaged individuals to help them in various ways, including a CV workshop, recruitment, or a discovery day at our offices. Carbon Net-Zero Emissions assessment and benchmarking were undertaken for the UK office. We have committed to being Net Zero by 2030 in the UK. We are already offsetting 100% of carbon emissions in the UK as of 2022. Our offices in India are accredited with ISO 14001 - Environment Management System and ISO 45001 - Occupational Health & Safety Management System. There has been a drastic reduction in electricity consumption, total GHG emissions, and water consumption. We have partnered with One Tree Planted, a not-for-profit NGO and the official partner of the United Nations Decade on Ecosystem Restoration, to boost the environmental agenda and occasionally ensure employee engagement through their services.</p> <p>Ashank Desai Chairman</p>																				
8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies)	<p>The following people of highest authority shall be responsible for the implementation and oversight of the Business Responsibility policy:</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of person</th> <th>Designation</th> <th>DIN / Employee Id</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr. Ashank Desai</td> <td>Chairman</td> <td>DIN-00017767</td> </tr> <tr> <td>2</td> <td>Mr. Hiral Chandarana</td> <td>Group CEO</td> <td>Employee Id - 83030</td> </tr> </tbody> </table>									Sr. No.	Name of person	Designation	DIN / Employee Id	1	Mr. Ashank Desai	Chairman	DIN-00017767	2	Mr. Hiral Chandarana	Group CEO	Employee Id - 83030
Sr. No.	Name of person	Designation	DIN / Employee Id																			
1	Mr. Ashank Desai	Chairman	DIN-00017767																			
2	Mr. Hiral Chandarana	Group CEO	Employee Id - 83030																			
9	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? If yes, provide details	Yes; Board, Audit Committee, Nomination and Remuneration Committee, CSR Committee and Risk Management & Governance Committee take decisions related to various aspects of Environment, Social and Governance.																				

10. Details of Review of NGRBCs by the Company

Sr. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action										
a	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee	Board	Board Committee	Board Committee	Board Committee	Board Committee	Board Committee	NA	Board	Board
	Frequency (Annually / Half yearly / Quarterly / Any other - please specify)	Quarterly	Quarterly	Annually	Annually	Quarterly	Quarterly	NA	Need based	Need based
b	Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Status of compliance with all applicable statutory requirements is reviewed on-a quarterly basis by the Board. Quarterly Compliance Certificate on applicable laws is provided by respective department heads and placed before the Board by the Company Secretary.								
11.	Has the company carried out independent assessment/ evaluation of the working of this policy by an internal or external agency?	All policies are evaluated/ reviewed internally at defined intervals. Certain identified policies/ procedures like anti bribery, privacy, cyber security, health & safety are reviewed by third parties on a periodic basis. Ernst & Young was engaged by the Company to help establish the ESG framework and also carry out a risk assessment of its Privacy framework. Company engages KPMG for independent checks on its Cyber Security framework. The Company continues to sustain its commitment to the highest levels of quality, superior service management, robust information security practices and mature business continuity management.								

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	Yes*	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next Financial Year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason	None								

* Company engages with various industry bodies in reviewing and making recommendations as part of joint industry effort, as and when such views are sought by the Government in multiple areas covering technology, bi-lateral trade relations with other countries, and labor.

SECTION C – PRINCIPLE-WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities that aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

Principle 1 - Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent and accountable.

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any or all the Principles in the Financial Year

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	NA	NA	NA
Key Managerial Personnels	4	POSH, Anti Bribery, GDPR, Information Security	99%
Employees other than BoD and KMPs	4	POSH, Anti Bribery, GDPR, Information Security	99.6%
Workers	4	POSH, Anti Bribery, GDPR, Information Security	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the Financial Year , in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Particulars	NGRBC Principle	Adjudicating Authority	Amount (In INR)	Brief of the Judgement/Award	Has an appeal been preferred?
Monetary					NA
Penalty/Punishment/Fine	None	None	Nil	None	None
Award	None	None	Nil	None	None
Computing fee	None	None	Nil	None	None
Non-monetary					
Imprisonment	None	None	Nil	None	None
Punishment	None	None	Nil	None	None

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed - NA
4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.
- Yes. Company has zero tolerance to any form of bribery or corruption and is committed to acting professionally, fairly, and with integrity in all its business dealings. All individuals, whether employee or third parties engaged in the business of the Company, are required to comply with the policy. These policies set out in detail the behavior expected of our employees, contractors, agents and suppliers and what should one do if confronted with an instance of corruption or bribery. Company expects all individuals associated with the business of the Company to embrace these policies and inculcate its principles within their day-to-day work.
- Our Code of Business Conduct and Ethics, Anti Bribery and Gifts & Entertainment policies are compliant with relevant and applicable laws of India, US and UK. The policies are available on the company website at: <https://www.mastek.com/investors-corporate-governance/>
5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption - None
6. Details of complaints with regards to conflict of interest - None
7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest - NA

LEADERSHIP INDICATORS

8. Awareness programmes conducted for value chain partners on any of the Principles during the Financial Year - Not Applicable
9. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/ No) If Yes, provide details of the same - Yes. The Company receives an annual declaration (including changes from time to time) from its Board members and KMPs / SMPs on the entities they are interested in and ensures requisite disclosure, if any, as required under the statute as well as the Company's policies are in place before transacting with such entities / individuals.

Principle 2 - Businesses should provide goods and services in a manner that is sustainable and safe.

ESSENTIAL INDICATORS

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Particulars	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	NA	NA	NA
Capex	10%	43%	Newer models of Laptop and Air Conditioners are purchased and installed to replace the older models.

2. Does the entity have procedures in place for sustainable sourcing? If yes, what percentage of inputs were sourced sustainably?

Most of our operational sourcing is local, which reduces time, cost and efforts in procurement. We require our suppliers to abide by our Sustainable Procurement Guidelines and other matters such as anti-bribery, no child labour employment, no modern slavery, anti-harassment, etc.

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (b) E-waste (c) Hazardous waste (d) Other waste

Not Applicable. Mastek is in the digital service business; it does not manufacture products. However, E-waste and hazardous waste is disposed-off through Pollution Control Board approved vendor.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities. If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not Applicable as Mastek is in the digital service business, it does not manufacture products.

LEADERSHIP INDICATORS

5. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format? - Company monitors emissions from its facilities, usage of water in its offices and follows strict waste disposal guidelines as part of its operations on a continuous basis. For its services, Company assesses its performance by applying industry-leading service delivery metrics ensuring highly efficient process outcomes.
6. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same - Nil.
7. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry) - Not Applicable. The Company encourages all its suppliers to commit to sustainable procurement practices including supply of recycled or reused input material.
8. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format

Particulars	Current Financial Year				Previous Financial Year			
	Collected	Re-Used	Recycled	Safely Disposed	Collected	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	NA	NA	NA	NA	NA	NA	NA	NA
E-waste	Nil	Nil	Nil	2.6	Nil	Nil	Nil	4.6
Hazardous waste	NA	NA	NA	NA	NA	NA	NA	NA
Other waste	Nil	Nil	Nil	0.7	Nil	Nil	Nil	0.5

9. Reclaimed products and their packaging materials (as percentage of products sold) for each product category - NA

Principle 3 - Businesses should respect and promote the well-being of all employees, including those in their value chains.

ESSENTIAL INDICATORS

1. A. Details of measures for the well-being of employees

Category	% of employees covered by										
	Total	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No.	%	No.	%	No.	%	No.	%	No.	%
Permanent											
Male	845	845	100%	845	100%	NA	NA	845	100%	845	100%
Female	522	522	100%	522	100%	522	100%	NA	NA	522	100%
Total	1,367	1,367	100%	1,367	100%	522	100%	845	100%	1,367	100%
Other than Permanent (Contractual)											
Male	29	Nil	NA	Nil	NA	Nil	NA	Nil	NA	Nil	NA
Female	51	Nil	NA	Nil	NA	Nil	NA	Nil	NA	Nil	NA
Total	80	Nil	NA	Nil	NA	Nil	NA	Nil	NA	Nil	NA

- B. Details of measures for the well-being of workers - Company has ensured that workers have the same level of access to the facilities in its offices as its employees. Further, Company requires the supplier organisations to adhere to laws and rules that ensure health benefits to its employees.

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year

Benefits	Current Financial Year			Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	95%	Yes	100%	95%	Yes
Gratuity	100%	Nil	NA	100%	Nil	NA
ESI	Nil	Nil	NA	1%	73%	Yes

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard

The Company's main delivery center at Mahape, Navi Mumbai has features that enable access of the office and its amenities to differently abled employees and workers. The company is taking steps to build such features across all its offices.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016. If so, provide a web-link to the policy

The Company is an equal opportunity employer and the policy statement finds place in our employee Code of Business Conduct and Ethics Policy. The same can be accessed through the weblink <https://www.mastek.com/investors-corporate-governance/>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	NA	NA	NA
Female	100%	NA	NA	NA
Total	100%	NA	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, please name the mechanism

Details of Mechanism available	
Permanent Workers	Company strongly believes in equal opportunity principles and ensures there is no discrimination at any stage of the business or operations of the Company. Employees and workers can reach out to their reporting managers to redress their grievances in accordance with Company's Code of Business Conduct and Ethics. Further, Internal Complaints Committee is accessible via email and phone to all including visitors to seek redressal in case of sexual harassment as per the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. In addition, all employees, workers, suppliers, consultants, and third parties have access to whistleblower@mastek.com to raise complaints in line with Company's whistleblower policy available at https://www.mastek.com/investors-corporate-governance/
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity - Company respects rights of each employee and does not restrain any action that is sought by its employees or workers to seek collective representation in accordance with local laws.

8. Details of training to employees and workers (% to total no. of employees/workers in the category)

Category	Current Financial Year					Previous Financial Year				
	Total	On Health and safety measures		On skill upgradation		Total	On Health and safety measures		On skill upgradation	
		No.	%	No.	%		No.	%	No.	%
Employees										
Male	845	Nil	Nil	615	73%	876	Nil	Nil	610	70%
Female	522	Nil	Nil	408	75%	540	Nil	Nil	400	74%
Total	1,367	Nil	Nil	1,023	71%	1,416	Nil	Nil	1,010	71%
Workers										
Male	50	50	100%	Nil	Nil	43	43	100%	Nil	Nil
Female	5	5	100%	Nil	Nil	4	4	100%	Nil	Nil
Total	55	55	100%	Nil	Nil	47	47	100%	Nil	Nil

9. Details of performance and career development reviews of employees and worker

Category	Current Financial Year			Previous Financial Year		
	Total (A)	No. (B)	% (B/A)	Total (A)	No. (B)	% (B/A)
Employees						
Male	845	845	100%	876	876	100%
Female	522	522	100%	540	540	100%
Total	1,367	1,367	100%	1,416	1,416	100%
Workers						
Male	NA	NA	Nil	NA	NA	Nil
Female	NA	NA	Nil	NA	NA	Nil
Total	NA	NA	Nil	NA	NA	Nil

10. Health and safety management system

1	Whether an occupational health and safety management system has been implemented by the entity	Yes. Company understands its obligations around occupational hazards and has always prioritised actions towards health and safety of its employees, workers and all individuals engaged in its business. Three out of six offices employing more than 80% of the employee and worker population India are accredited to OHSAS 45001 standard. In addition, Company carries out multiple events to raise awareness around emotional and physical well-being, lifestyle diseases, safety, etc. Company also conducts regular doctor consultation sessions for its employees and families. Company sponsored Covid-19 vaccination for all its employees in addition to enabling a relaxed leave policy to allow recovery from Covid-19 illness.
2	What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?	Mastek encourages proactive counselling and reporting through defined channels available to employees and workers. In addition, Company conducts time-to-time employee surveys to understand the gaps in processes that address and mitigate the occupational hazards.
3	Whether you have processes for workers to report the work related hazards and to remove themselves from such risks.	Yes. All health & safety related concerns can be raised on helpdesk portal available to all employees and workers.
4	Do the employees/ worker of the entity have access to non- occupational medical and healthcare services?	Healthcare Insurance is provided to employees. All workers in India are mandatorily enrolled in state sponsored insurance scheme as per the provisions of the Employee State Insurance as per the provisions of Employees' State Insurance Act, 1948.

11. Details of safety related incidents

Category	Category	Current Financial Year	Current Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	None	None
	Workers		
Total recordable work-related injuries	Employees		
	Workers		
No. of fatalities	Employees		
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees		

12. Describe the measures taken by the company to ensure a safe and healthy workplace

In line with its objective to provide a safe and healthy environment to its employees and workers, Company carries out following actions. More details are covered in its health & safety policies.

- A comprehensive 52 week cleaning calendar for maintaining hygiene & cleanliness at workplace.
- Carrying out periodic maintenance of critical equipment like AC & Fire Equipments monitoring, second Water, Food & Air Testing and periodic office lighting level.
- Carrying out periodic health & safety trainings of contractual staff/ workers.
- Display of safety and health related information, guidelines and do's and don'ts for creating awareness amongst employees and workers.
- Instituted a Health & Safety Committee to assess, monitor, control and oversee the implementation of processes that mitigate the occupational health & safety issues.

**13. Number of Complaints on the following made by employees and workers**

Particulars	Current Financial Year			Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions		None			None	
Health & Safety						

14. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	17.00%
Working Conditions	17.00%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

There were no safety-related incidents during the year. However, the Company has undertaken the following measures proactively:

- Hazard identification & risk assessment (“HIRA”) is updated as per new standard requirements to cover additional risks and mitigation plan.
- Tie ups with Nearby hospital to attend medical emergencies.
- Onsite vaccination camp for employees and contractual staff.

LEADERSHIP INDICATORS**16. Does the entity extend any life insurance or any compensatory package in the event of death of employee / workers**

All employees except those covered under Employee State Insurance are covered for death in Company sponsored health insurance scheme. Employees and workers covered under Employee State Insurance Scheme are covered for death as per Employees’ State Insurance Act, 1948.

17. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company ensures that all the statutory dues such as Income tax, ESIC, Provident Fund, Professional tax, GST, etc. have been deducted and deposited on time by value chain partners. The Company also files required statutory returns viz. GSTR, ITR, TDS returns etc. from time to time.

18. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment placed in suitable employment or whose family members have been placed in suitable Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment - None**19. Details on assessment of value chain partners - All major suppliers of the Company have their respective processes to address the health & safety concerns of its employees.****20. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners arising from assessments of health and safety practices and working conditions of value chain partners**

There were no incidents noted arising from assessment of health and safety practices and working conditions of value chain partners.

Principle 4 - Businesses should respect the interests of and be responsive to all its stakeholders.**ESSENTIAL INDICATORS****1. Describe the processes for identifying key stakeholder groups of the entity**

Mastek engages with various stakeholders, to understand their needs and expectations, and to develop sustainable engagement strategies. The key stakeholders identified in consultation with the company’s management are customers, employees, shareholders, suppliers/ partners, governments, NGOs, and communities that Mastek engages with.

The Stakeholder interactions are through several channels including meetings, and surveys.

2. List stakeholder groups identified as key for your company and the frequency of engagement with each stakeholder group

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website)	Return to work rate	Retention rate
Investors & Shareholders	No	Email, Newspaper, Stock exchange websites and Company Website	Annually / Half yearly / Quarterly and as and when required	Investor Complaints, queries, Shareholder complaints, corporate governance
Customers	No	Email, direct interactions, Company website	As and when required	Customer needs, complaints
Employees	No	Email, Notice Board, Company website, direct interactions, intranet	As and when required	Grievance redressal, assignments, trainings, rewards
Value Chain & Business Partners	No	Email, direct interactions	Quarterly	Business needs
Communities	No	Email, SMS, Company Website, direct interactions	As and when required	Looking at needs, volunteer, donation, support, quality checks.

LEADERSHIP INDICATORS

3. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Company has established ESG framework wherein representatives from each E, S and G consult both internal and external stakeholders and implement necessary procedures and reporting mechanism to advance the objectives of ESG collectively. These procedures are reviewed by the Risk Management & Governance Committee. Additionally, the CSR Committee, the Nomination & Remuneration Committee and Audit Committee reviews the action taken under respective pillars within the ESG framework.

Company has engaged with industry including its clients and agencies like NASSCOM to understand and align the ESG procedures.

4. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics. If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity

Yes - The respective policies within ESG framework are updated through time-to-time consultation with stakeholder including the client, government agencies, and through CSR channels.

5. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups - NA

Principle 5 - Businesses should respect and promote human rights.

ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format for current and previous FY.

Category	Current Financial Year			Previous Financial Year		
	Total	No. of employees / workers covered	%	Total	No. of employees / workers covered	%
Employees:						
Permanent	1,367	1,367	100%	1,342	1,324	99%
Other than permanent	Nil	Nil	NA	Nil	Nil	NA
Total	1,367	1,367	100%	1,342	1,324	99%
Workers:						
Permanent	Nil	Nil	Nil	Nil	Nil	Nil
Other than permanent	55	55	100%	47	47	100%
Total	55	55	100%	47	47	100%



2. Details of employees and workers in terms of minimum wages paid

Category	Current Financial Year					Previous Financial Year				
	Total	Equal to Minimum Wage		More than Minimum Wage		Total	Equal to Minimum Wage		More than Minimum Wage	
		No.	%	No.	%		No.	%	No.	%
Employees:										
Permanent										
Male	845	Nil	Nil	845	100%	852	Nil	Nil	852	100%
Female	522	Nil	Nil	522	100%	498	Nil	Nil	498	100%
Other than permanent										
Male	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Workers:										
Permanent										
Male	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Other than permanent										
Male	50	49	98%	1	2%	43	43	100%	Nil	Nil
Female	5	5	100%	Nil	Nil	4	4	100%	Nil	Nil

3. Details of remuneration/salary/wages (including differently abled)

Stakeholder Group	Male		Female	
	No.	Median remuneration/ salary/ wages of	No.	Median remuneration/ salary/ wages of
Board of Directors	4	Refer to Annexure 4 of Board's Report	1	Refer to Annexure 4 of Board's Report
Key Managerial Personnel	2	Refer to Annexure 4 of Board's Report	Nil	NA
Employees other than BoD and KMP	844	8,28,755	444	6,64,230

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

Yes - The Human Resource Department is the focal point responsible for addressing Human Rights impacts or issues caused or contributed to by the business.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Company has Grievance Redressal mechanism that is governed in accordance with the Code of Business Conduct and Ethics. In addition, Company has Whistleblower mechanism to report and take remedial action on any ill practices.

6. Number of Complaints made by employees and workers - None

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

Company has zero tolerance to any retaliatory action of behavior. Accordingly, Company has addressed this in various policies including the Code of Business Conduct and Ethics, the Policy on Prevention of Sexual Harassment (POSH) and extensively in the Whistleblower Policy.

8. Do human rights requirements form part of your business agreements and contracts? Yes

9. Assessments for the year

% of your plants and offices that were assessed
(by entity or statutory authorities or third parties)

Child Labor

Forced / Involuntary labor

Sexual harassment

Discrimination at workplace

Wages

Others - please specify

None

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question above - NA

LEADERSHIP INDICATORS

11. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints - None
12. Details of the scope and coverage of any Human rights due-diligence conducted - None
13. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016 Yes. Company's main office is accessible to differently abled visitors. Company is taking necessary actions to equip all its offices or where required moving out of offices that are not equipped to provide access to differently abled visitors.

	% of value chain partners (by value of business done with such partners) that were assessed
Child Labor	
Forced / Involuntary labor	
Sexual harassment	
Discrimination at workplace	None
Wages	
Others - please specify	

14. % of value chain partners (by value of business done with such partners) that were assessed - NA
15. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessment in question 14 above - NA

Principle 6 - Businesses should respect and make efforts to protect and restore the environment.

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity

Parameter	Current Financial Year	Previous Financial Year
Total electricity consumption (A)	5,36,03,85,600	3,872,826,000
Total fuel consumption (B)- Diesel in Ltrs.	24,49,02,840	24,67,40,760
Total fuel consumption (C)- Petrol in Ltrs.	1,77,68,780	1,64,94,792
Energy consumption through other sources [D]	Nil	Nil
Total energy consumption (A+B+C+D)	5,623,057,220	4,136,061,552
Energy intensity per rupee of turnover	NA	NA
(Total energy consumption/ turnover in rupees)		
Energy intensity (optional) - the relevant metric may be selected by the entity	NA	NA
Note: Indicate if any, Independent evaluation done by external agencies	None	None

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any - NA

3. Provide details of the following disclosures related to water withdrawal by source (in kiloliters)

Parameter	Current Financial Year	Previous Financial Year
(i) Surface water	17,074	18,519
(ii) Groundwater	0	0
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others- Drinking Water Jars	75,000	42,000
Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v)	17,149	18,561
Total volume of water consumption (in kilolitres)	Nil	Nil
Water intensity per rupee of turnover (Water consumed / turnover)	Nil	Nil
Water intensity (optional) - the relevant metric may be selected by the entity	Nil	Nil
Note: Indicate if any, Independent assessment / evaluation / assurance has been carried out by an external agency	None	None

4. Has the entity implemented a mechanism for Zero Liquid Discharge? - No

5. Please provide details of air emissions (other than GHG emissions) by the entity

Parameter	Unit	Current Financial Year	Previous Financial Year
NOx	mg/m3	21.3	3.28
SOx	mg/m3	12.84	1.41
Particulate matter (PM)	mg/Nm3	39.61	26.12
Persistent organic pollutants (POP)	-	Nil	Nil
Volatile organic compounds (VOC)	-	Nil	Nil
Hazardous air pollutants (HAP)	-	Nil	Nil
Others - please specify CO	Ppm	43.08	1.09
Note: Indicate if any, Independent assessment / evaluation / assurance has been carried out by an external agency		YES - DG stack emission sample is checked by external testing lab agency.	None

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity in (Metric tonnes of CO2 equivalent) - NA
7. Does the entity have any project related to reducing Green House Gas emission? NO
8. A. Provide details related to waste management by the entity, Total Waste generated (in metric tonnes)

Parameter	Current Financial Year	Previous Financial Year
Total Waste generated (in metric tonnes)		
Plastic waste	0	0
E-waste	4.6	6.27
Bio-medical waste	0	0
Construction and demolition waste		
Battery waste	0	0
Radioactive waste	0	0
Other Hazardous waste. Please specify, if any.	0	0
Other Non-hazardous waste generated. Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) Food & General waste	0.5	0.71
Total	5.1	6.98

B. For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes) - None
C. For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes) - None
9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

General waste like food waste and daily office waste is disposed of through local municipal corporation agencies. Being an IT/ITES company we do not deal with chemicals. Chemicals required for housekeeping are ecofriendly in nature. E-waste is disposed of through MPCB/CPCB approved recyclers/collectors.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hot-spots, forests, coastal regulation zones wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hot-spots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required - NA
11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current Financial Year - NA
12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format - NA

LEADERSHIP INDICATORS

13. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources

Parameter	Current Financial Year	Previous Financial Year
From renewable sources		
Total electricity consumption	-	-
Total fuel consumption Diesel	-	-
Total fuel consumption Petrol	-	-
Energy consumption through other sources	-	-
Total energy consumed from renewable sources	-	-
From non-renewable sources		
Total electricity consumption	5,36,03,85,600	3,87,28,26,000
Total fuel consumption	26,26,71,620	26,32,35,552
Energy consumption through other sources	Nil	Nil
Total energy consumed from non-renewable sources	5,62,3,057,220	4,13,60,61,552

14. Provide the details related to water discharged

The Company uses local government/ municipal provided channels like common sewer to discharge waste water generated from its offices.

15. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres), For each facility / plant located in areas of water stress, provide the following information - NA

16. Please provide details of total Scope 3 emissions & its intensity (Metric tonnes of CO2 equivalent) - The Company has carried out assessment of Scope 3 emissions for its office in the United Kingdom and has plans to carry out similar assessment for major offices across India and US in FY 23-24.

17. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Electrical consumption reduction	<p>We have taken various initiatives for our India offices for reduction of GHG consumption. Few are mentioned below.</p> <p>Our office at Mahape, India is accredited by DNV-GL for ISO 14001:2015 & OHSAS 45001 standards.</p> <p>* We have implemented below activities for reduction of electrical consumption in offices at India.</p> <p>* LEDification of offices.</p> <p>* Upgradation of old UPS with energy efficient modular UPS systems.</p> <p>* Upgradation of AC systems with energy efficient systems which are using ecofriendly refrigerant gas.</p> <p>* Upgradation of conventional datcenter with smart rack solution.</p> <p>* Installation solar water geysers for cafeteria.</p> <p>* Upgradation of Electrical power systems.</p>	Approx savings of INR 86.94 million and 11.27 million KWH units from Jan. 2017 to Dec. 2022.

18. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link
Mastek addresses the Business Continuity requirement to meet various business demands as follows:

Organisation Business Continuity Plan: The plan addresses the requirements by identifying critical internal and project specific data, system, people, process and its impact on overall business Project/Account specific Business Continuity Plan (BCP): The plan addresses the project specific requirements which calls for a customised Business Continuity setup. Key activities within our Business Continuity Management Program are undertaken on an ongoing basis and have been conducted within a year. Technical Disaster Recovery (DR) for Mastek Critical Services: These include testing alternative methods for critical services during the failure. The critical services are Firewalls, SAP etc. Sample Full Interruption tests for Customers: As part of the BCP, Mastek has conducted a sample full interruption test for our customers. During DR the associates working for the customer travel to DR site and work at the alternative site.

19. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard. - Not Applicable
20. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts. - Not Applicable

Principle 7 - Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

ESSENTIAL INDICATORS

1. A. Number of affiliations with trade and industry chambers/ associations

Sr. No.	Parameter	Reach of trade and industry chambers / associations
1	Bombay First	National
2	Bombay Management Association (BMA)	National
3	British Council Division	International
4	Bombay Chamber of Commerce & Industry (BCCI)	National
5	British Business Group (BBG)	International
6	Computer Society of India (CSI)	National
7	Confederation of Indian Industry (CII)	National
8	Electronics And Computer Software Export Promotion Council (ESC)	National
9	Federation of Indian Chambers of Commerce & Industry (FICCI)	National
10	Indo German Chambers of Commerce (IGCC)	International
11	Indo-American Society (IAS)	International
12	National Association of Software and Service Companies (NASSCOM)	International
13	The Indus Entrepreneurs-Mumbai (TiE)	National
14	The Council of EU Chambers of Commerce in India	International

B. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to - None

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities - None

LEADERSHIP INDICATORS

3. Details of public policy positions advocated by the entity - NA

Principle 8 - Businesses should promote inclusive growth and equitable development.

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current Financial Year - None
2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity - None
3. Describe the mechanisms to receive and redress grievances of the community
A community member may register their grievances through either Mastek Foundation or write directly to whistleblower@mastek.com or call on dedicated hotline +91 22 67914675. Detailed mechanism to register grievances is outlined in the Whistle Blower Policy of the Company.
4. Percentage of input material (inputs to total inputs by value) sourced from suppliers

	Current Financial Year	Previous Financial Year
Directly sourced from MSMEs/ small producers	Nil	44%
Sourced directly from within the district and neighbouring districts	Nil	Nil

LEADERSHIP INDICATORS

5. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments - None
6. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies

The Company undertakes CSR projects in the designated districts. Refer to Annexure 6 of the Board's Report

7. Preferential procurement policy

a	Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised /vulnerable groups? (Yes/No)	No
b	From which marginalised /vulnerable groups do you procure?	NA
c	What percentage of total procurement (by value) does it constitute?	NA

8. Details of the benefits derived of the various intellectual properties owned or acquired by your company based on traditional knowledge been shared equitably - Nil
9. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved - Nil
10. Details of beneficiaries of CSR Projects
Refer to Annexure 6 of the Board's Report

Principle 9 - Businesses should engage with and provide value to their consumers in a responsible manner.**ESSENTIAL INDICATORS****1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback**

Amongst various channels Mastek uses to connect and understand complaint/ feedback from its customers, the annual survey conducted by a third party firm to collect and report client feedback remains a primary channel for us to know and take action to improve the client experience. We have instituted this survey through Customer Relationship Engagement Satisfaction Survey (CRESS) policy. This procedure outlines the process for administering, measuring, monitoring and improving satisfaction of Mastek's Customers and thereby leading to Advocacy and improved Customer Experience.

In addition, Mastek's Whistleblower Policy provides additional channel to all its stakeholders including clients to report any acts motivated by ill intentions. Data Privacy policy provides mechanism to report data privacy breach and other requests concerning privacy information of clients, third parties and employees.

Mastek's client relationship teams are empowered to take necessary action when faced with situations involving a disgruntled client.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about

	As a percentage to total turnover
Environmental and social parameters relevant to the product	NA
Safe and responsible usage	NA
Recycling and/or safe disposal	NA

3. Number of consumer complaints in respect of the following:

	Current Financial Year			Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Data privacy						
Advertising						
Cyber-security						
Delivery of essential services		None			None	
Restrictive Trade Practices						
Unfair Trade Practices						



- 4. Details of instances of product recalls on account of safety issues - NA
- 5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? If available, provide a web-link of the policy

Yes. Being in the business dealing with clients information, Mastek takes safeguarding of privacy as one of its highest priority. Mastek’s Data Protection framework has detailed Privacy Notice that is reviewed and updated regularly and provides necessary notice on how Mastek collects, stores and processes privacy information of third parties. Please refer given link for more details. <https://www.mastek.com/privacy-notice/>

- 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services
The Company has not received any complaints during the year.

LEADERSHIP INDICATORS

- 7. Channels / platforms where information on products and services of the entity can be accessed

LinkedIn	https://www.linkedin.com/company/mastek/
Company Website	www.mastek.com

- 8. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services - None
- 9. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services - NA
- 10. Does the entity display product information on the product over and above what is mandated as per local laws. If yes, provide details in brief - NA
- 11. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole?
- 12. Yes. Company carries out an annual survey conducted by a third party firm to collect and report client feedback and takes necessary action to improve the client experience. This survey is instituted through Customer Relationship Engagement Satisfaction Survey (CRESS) policy which outlines the process for administering, measuring, monitoring and improving satisfaction of Mastek’s Customers and thereby leading to Advocacy and improved Customer Experience
- 13. Information relating to data breaches
 - a. Number of instances of data breaches along-with impact - None
 - b. Percentage of data breaches involving personally identifiable information of customers - 0%

Independent Auditor's Report

To the Members of Mastek Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of **Mastek Limited** (the 'Company'), which comprise the Standalone Balance Sheet as at 31 March 2023, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements ('financial statements') give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit (including Other Comprehensive Loss), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by the ICAI. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p>Revenue from contracts with customers (Refer notes 2d(xii) and 19 to the accompanying standalone financial statements)</p> <p>Revenue is recognised basis the terms of each contract with customers wherein certain commercial arrangements involve complexity and significant judgements relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation and the appropriateness of basis used to measure revenue recognised over the time period is applied in selecting the accounting basis in each case.</p> <p>We identified revenue of the Group as a key audit matter in the audit of standalone financial statements of current year because of the significant judgement/ estimates used in accounting of revenue contracts.</p>	<p>Our audit procedures relating to revenue recognition included, but were not limited to the following:</p> <ul style="list-style-type: none"> • Evaluated the design and operating effectiveness of internal financial controls relating to the revenue recognition of the Group. • Selected samples from all streams of contracts and performed detailed analysis on recognition of revenue as per the requirement of Ind AS 115, 'Revenue from Contracts with Customers' which involved testing of inputs to revenue recognition including estimates used. • Evaluated appropriateness and adequacy of disclosures made in the standalone financial statements with respect to revenue in accordance with the requirements of applicable financial reporting framework.

Key audit matter
How our audit addressed the key audit matter
Valuation of put option liability

As described in note 41 to the accompanying standalone financial statements, the Holding Company has written a put option over the equity instrument of a subsidiary, where the holders (non-controlling interests) of that instrument have the right to put their instrument back to the Holding Company at its fair value on specified dates. The amount that may become payable at each reporting date under the option upon its exercise is recognised at present value as a written put option financial liability with a corresponding debit to investment as deemed investment in the subsidiary company.

Management has appointed an independent valuation expert to value the put option liability at each reporting period. The processes and methodologies used for assessing and determining the value involves use of assumptions and is based on complex management's judgement and estimates.

Considering put option liability is significant to the standalone financial statements and auditing management judgement and estimates as stated above involves high degree of subjectivity and require significant auditor judgement, valuation of put option liability is considered as a key audit matter for the current year audit.

Our audit procedures in relation to valuation of put option liability included but were not limited to the following:

- Evaluated appropriateness of the Group's accounting policy in respect of recognition and measurement of put option liability in accordance with Ind AS 109, 'Financial Instruments'.
- Obtained the understanding of the process of identification, recognition, and measurement of derivative financial instruments. Evaluated the design and implementation of internal financial controls implemented in such process and tested their operating effectiveness during the year.
- Obtained the management's external valuation specialist's report on determination of fair value of put option liability and assessed the professional competence and objectivity of the management's expert.
- Involved auditor's experts to assess the valuation assumptions used and methodology considered by the management's expert to calculate the put option liability and the mathematical accuracy of these calculations.
- Assessed the reasonability of the assumptions and estimates made by the management considered in the valuation of the put option liability basis our understanding of the business and external market conditions to the extent relevant.
- Evaluated the appropriateness and adequacy of disclosures given in the standalone financial statements, including disclosure of significant assumptions and judgements used by management, in accordance with applicable financial reporting framework.

Information other than the Standalone Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Loss, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that

give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the standalone financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate Internal Financial Controls with reference to standalone financial statements in place and the operating effectiveness of such controls;
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2020 (the 'Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the **Annexure - I**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure - I, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;
 - f) With respect to the adequacy of the Internal Financial Controls with reference to standalone financial statements of the Company as on 31 March 2023 and the operating effectiveness of such controls, refer to our separate Report in **Annexure - II** wherein we have expressed an unmodified opinion; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigation which would impact its financial position as at 31 March 2023;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023;
 - iv.
 - a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 44(i) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person or entity, including foreign entity (the 'intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (the 'Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 44(ii) to the standalone financial statements, no funds have been received by the Company from any person or entity, including foreign entity (the 'Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any

- guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The interim dividend declared and paid by the Company during the year ended 31 March 2023 and until the date of this audit report is in compliance with section 123 of the Act.

The final dividend paid by the Company during the year ended 31 March 2023 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 10 to the accompanying standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2023 which is subject to the approval of the members at the ensuing Annual General

Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 01 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Adi P. Sethna

Partner

Membership No.: 108840

UDIN: 23108840BGYAVK9072

Place: Mumbai

Date: 19 April 2023

Annexure – I

Referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of Mastek Limited on the standalone financial statements for the year ended 31 March 2023

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment ('PPE'), right of use assets ('ROU assets') and investment property.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its PPE, ROU assets and investment property under which the assets are physically verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain PPE, ROU assets and investment property were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (including investment property) held by the Company (other than properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) disclosed in notes 3 (a) and 3 (d) to the standalone financial statements are held in the name of the Company. For title deeds of immovable properties in the nature of building situated at Chennai with net carrying values of ₹ 829 lakhs as at 31 March 2023, which have been mortgaged as security for loans or borrowings taken by the Company, confirmations with respect to title of the Company have been directly obtained by us from the respective lenders.
- (d) The Company has not revalued its PPE (including ROU assets) or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) As disclosed in note 13 to the standalone financial statements, the Company has a working capital limit in excess of ₹ 5 Crores, sanctioned by banks on the basis of security of current assets. Pursuant to the terms of the sanction letters, till the

time such limit remains unutilised/ undrawn the Company is not required to file any quarterly return or statement with such banks.

(iii)

- (a) The company has provided guarantee to subsidiary and other entity as per details given below:

Particulars	Guarantee (₹ in lakhs)
Aggregate amount during the year	
- Subsidiary	24,651
- Other entity	NIL
Balance outstanding as at balance sheet date	
- Subsidiary	24,651
- Other entity	NIL

Further, the Company has not provided any loans or advances in the nature of loans of security to subsidiaries or any other entity during the year.

- (b) In our opinion, and according to the information and explanations given to us, the investments made and guarantee provided are prima facie, not prejudicial to the interest of the Company. The Company has not given any security or granted any loans or advances in the nature of loans during the year.
- (c) The Company does not have any outstanding loans and advances in the nature of loans at the beginning of the current year nor has granted any loans or advances in the nature of loans during the year. Accordingly, reporting under clauses 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of investments made, as applicable. Further, the Company has not entered into any transaction covered under section 185 and section 186 of the Act in respect of loans granted, guarantees and security provided by it.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section

148 of the Act, in respect of Company's business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

- (vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ In lakhs)	Amount paid under Protest (₹ In lakhs)	Period to which the amount relates	Forum where dispute is pending
The Maharashtra Value Added Tax Act, 2002	VAT liability including interest	895	91	FY 2006-07 FY 2009-10 FY 2012-13 FY 2013-14	Joint Commissioner of Sales Tax (Appeals), Mumbai
The Maharashtra Value Added Tax Act, 2002	VAT liability including interest	24	1	FY 2015-16	Deputy Commissioner of Sales Tax, Mumbai
The Central Sales Tax Act, 2002	CST liability including interest	22	4	FY 2009-10 FY 2012-13 FY 2013-14	Joint Commissioner of Sales Tax (Appeals), Mumbai
Income-tax Act, 1961	Income tax	174	-	FY 2012-13 FY 2017-18	CIT (A)
Income-tax Act, 1961	Income tax	77	-	FY 2014-15	Assessing Officer

- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of account.
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has made private placement of its equity shares, pursuant to Demerger Co-operation Agreement ('DCA') and Shareholders Agreement dated 08 February 2020 referred to in note 41 to the accompanying standalone financial statements. Considering that, the private placement made was in the form of non-cash consideration pursuant to the DCA. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the Rules framed thereunder to the extent applicable.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as

prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard ('Ind AS') 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv)
- (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as per the provisions of section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Adi P. Sethna

Partner

Membership No.: 108840

UDIN: 23108840BGYAVK9072

Place: Mumbai

Date: 19 April 2023

Annexure – II

To the Independent Auditor's Report of even date to the members of Mastek Limited on the standalone financial statements for the year ended 31 March 2023

Independent Auditor's Report on the Internal Financial Controls with reference to the standalone financial statements under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (the 'Act')

1. In conjunction with our audit of the standalone financial statements of Mastek Limited (the 'Company') as at and for the year ended 31 March 2023, we have audited the Internal Financial Controls with reference to standalone financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the Internal Financial Controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements

3. Our responsibility is to express an opinion on the Company's Internal Financial Controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under section 143(10) of the Act, to the extent applicable to an audit of Internal Financial Controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls with reference to standalone financial statements and their operating effectiveness. Our audit of Internal Financial Controls with reference to standalone financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

6. A company's Internal Financial Controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's Internal Financial Controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

7. Because of the inherent limitations of Internal Financial Controls with reference to standalone financial



statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the Internal Financial Controls with reference to standalone financial statements to future periods are subject to the risk that the Internal Financial Controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate Internal Financial Controls with reference to standalone financial statements and such controls were operating effectively as at 31 March 2023,

based on the Internal Financial Controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Adi P. Sethna

Partner

Membership No.: 108840

UDIN: 23108840BGYAVK9072

Place: Mumbai

Date: 19 April 2023

Standalone Balance Sheet

as at March 31, 2023

Particulars	Note	₹ in lakhs	
		As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)(i)	3,266	2,879
Capital work-in-progress	3(c)	433	428
Investment property	3(d)	-	414
Other intangible assets	3(a)(ii)	11	184
Right-of-use assets	3(b)	22	52
Financial assets			
Investment in subsidiaries	3(e)	67,383	46,565
Investments	4(a)	53	1,077
Other financial assets	4(b)	843	1,134
Deferred tax assets, net	28(c)	3,661	3,284
Other non-current assets	5	128	124
Total non-current assets		75,800	56,141
Current assets			
Financial assets			
Investments	6(a)	-	1,489
Trade receivables	6(b)	3,757	5,652
Cash and cash equivalents	6(c)(i)	692	1,570
Bank balances other than cash and cash equivalents	6(c)(ii)	54	3,336
Other financial assets	6(d)	1,136	1,119
Contract asset	7	-	396
Other current assets	8	2,028	1,751
Total current assets		7,667	15,313
Total assets		83,467	71,454
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	9	1,526	1,501
Other equity	10	72,747	58,678
Total equity		74,273	60,179
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	11(a)	193	184
Lease liabilities	11(b)	23	23
Other financial liabilities	11(c)	223	1,393
Provisions	12	1,102	838
Total non-current liabilities		1,541	2,438
Current liabilities			
Financial liabilities			
Borrowings	13	78	79
Lease liabilities	14	0	35
Trade payables	15	-	-
total outstanding dues of micro enterprises and small enterprises; and		-	-
total outstanding dues of creditors other than micro enterprises and small enterprises		2,436	3,065
Other financial liabilities	16	1,671	3,159
Other current liabilities	17	595	577
Contract liabilities		251	121
Provisions	18	1,020	1,037
Current tax liability, net		1,602	764
Total current liabilities		7,653	8,837
Total liabilities		9,194	11,275
Total equity and liabilities		83,467	71,454

The accompanying notes forms an integral part of the standalone financial statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

Adi P. Sethna

Partner

Membership No.: 108840

Place: Mumbai

Date: April 19, 2023

For and on behalf of the Board of Directors of **Mastek Limited****Ashank Desai**

Chairman

DIN: 00017767

Arun Agarwal

Global Chief Financial officer

Place: Mumbai

Date: April 19, 2023

Rajeev Grover

Director

DIN: 00058165

Dinesh Kalani

Vice President - Group Company Secretary



Standalone Statement of Profit and Loss

for the year ended March 31, 2023

(₹ in lakhs)

Particulars	Note	For the year ended March 31, 2023	For the year ended March 31, 2022
INCOME			
Revenue from operations	19	31,339	25,670
Other income	20	7,337	7,354
Total income (1)		38,676	33,024
EXPENSES			
Employee benefits expenses	21	21,259	18,806
Finance costs	22	44	54
Depreciation and amortisation expenses	23	1,303	1,242
Other expenses	24	5,369	3,480
Total expenses (2)		27,975	23,582
Profit before exceptional items and tax (3 = 1-2)		10,701	9,442
Exceptional items- gain (net) (4)	25	5,864	145
Profit before tax (5 = 3+4)		16,565	9,587
Tax expense / (credit)			
Current tax	28	3,669	2,489
Deferred tax		(318)	(613)
Total tax expense (net) (6)		3,351	1,876
Profit after tax for the year (7 = 5-6)		13,214	7,711
Other comprehensive income (OCI)			
Items that will not be reclassified to profit and loss in subsequent periods:			
Defined benefit plan actuarial gains		93	111
Income tax relating to items that will not be reclassified to profit or loss	28	(28)	(21)
Items that will be reclassified to profit and loss in subsequent periods:			
Net change in fair value of forward contracts designated as cash flow hedges- (loss)/ gain		(28)	1,733
Net change in fair value of financial instruments- (loss)		(261)	(1,062)
Income tax relating to items that will be reclassified to profit or loss - credit / (expense)	28	85	(207)
Total Other Comprehensive (Loss)/ Income for the year (8)		(139)	554
Total Comprehensive Income for the year (7+8)		13,075	8,265
Earnings per share (in ₹)	26		
(Equity shares of face value ₹ 5 each)			
Basic		43.85	27.83
Diluted		43.07	27.13

The accompanying notes forms an integral part of the standalone financial statements

As per our report of even date attached

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of **Mastek Limited****Adi P. Sethna**

Partner

Membership No.: 108840

Place: Mumbai

Date: April 19, 2023

Ashank Desai

Chairman

DIN: 00017767

Arun Agarwal

Global Chief Financial officer

Place: Mumbai

Date: April 19, 2023

Rajeev Grover

Director

DIN: 00058165

Dinesh Kalani

Vice President - Group Company Secretary

Standalone Statement of Cash Flows

for the year ended March 31, 2023

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flows from operating activities		
Profit for the year	13,214	7,711
Adjustments for :		
Interest income	(80)	(302)
Guarantee commission	(198)	(191)
Employee stock compensation expenses	141	193
Finance costs	44	54
Depreciation and amortisation	1,303	1,242
Provision for doubtful debts including Bad debts written off, net	345	53
Net (gain) on foreign currency translation	(1)	(25)
Tax expense	3,351	1,876
Exceptional item (Refer note 25)	(5,864)	(145)
Dividend from subsidiary	(5,714)	(4,721)
Profit on sale of property, plant and equipment, net	(12)	(8)
Profit on sale of current investments and gain on investment measured at FVTPL	(396)	(1,637)
Rental income	(234)	(287)
Operating profit before working capital changes	5,899	3,813
Decrease/ (Increase) in trade receivables	1,946	(1,204)
(Increase) in advances and other assets	(186)	(149)
(Decrease)/ Increase in trade payables, other liabilities and provisions	(673)	322
Cash generated from operating activities before taxes	6,986	2,782
Income taxes paid, net of refunds	(1,579)	(1,259)
Net cash generated from operating activities	5,407	1,523
Cash flows from investing activities		
Proceeds from sale of property, plant and equipment and investment property	4,445	8
Taxes on proceeds from sale of property, plant and equipment and investment property	(750)	-
Purchase of property, plant and equipment and intangible assets	(1,768)	(1,199)
Interest received	141	353
Purchase consideration paid for acquisition of subsidiaries, net of cash and cash equivalents	(14,865)	(16,596)
Dividend from subsidiary	5,714	4,721
Rental income	277	406
Guarantee commission received	209	139
Liquidation of short term bank deposits	3,285	1,050
Purchase of current investments	(13,934)	(22,412)
Proceeds from sale of current investments	16,581	36,068
Taxes on proceeds from sale of current investments	(69)	(380)
Net cash(used in) / generated from investing activities	(734)	2,158



Standalone Statement of Cash Flows

for the year ended March 31, 2023

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flows from financing activities		
Proceeds from issue of shares under the employee stock option schemes	244	173
Proceeds from borrowings	94	196
Repayments of borrowings	(86)	(67)
Dividends paid including dividend distribution tax and unclaimed dividends	(5,741)	(4,753)
Payment of lease liabilities	(38)	(38)
Interest paid on lease and other finance charges	(24)	(15)
Net cash used in financing activities	(5,551)	(4,504)
Net (Decrease) in cash and cash equivalents during the year	(878)	(823)
Cash and cash equivalents at the beginning of the year	1,570	2,393
Cash and cash equivalents at the end of the year [Refer note 6 (c)(i)]	692	1,570

The accompanying notes forms an integral part of the standalone financial statements

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Ind AS - 7 on Statement of Cash Flow

As per our report of even date attached

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

Adi P. Sethna

Partner

Membership No.: 108840

Place: Mumbai

Date: April 19, 2023

For and on behalf of the Board of Directors of **Mastek Limited**

Ashank Desai

Chairman

DIN: 00017767

Arun Agarwal

Global Chief Financial officer

Place: Mumbai

Date: April 19, 2023

Rajeev Grover

Director

DIN: 00058165

Dinesh Kalani

Vice President - Group Company Secretary

Standalone Statement of Changes In Equity

for the year ended March 31, 2023

(a) Equity share capital (Refer note 9)		(₹ in lakhs)								
Balance as at April 1, 2022		1,501								
Add: Shares issued on exercise of stock options and restricted shares		9								
Add : Issue of share pursuant to acquisition of non controlling interest in Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited) (Refer note 41)		16								
Balance as at March 31, 2023		1,526								
Balance as at April 1, 2021		1,262								
Add: Shares issued on exercise of stock options and restricted shares		14								
Add: Issue of share capital on account of acquisition of control of the business of Evolutionary Systems Private Limited ("ESPL") (Refer note 41)		212								
Add : Issue of share pursuant to acquisition of non controlling interest in Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited) (Refer note 41)		13								
Balance as at March 31, 2022		1,501								
(b)		(₹ in lakhs)								
Particulars	Reserve and Surplus				OCI		Total other equity			
	Capital redemption reserve	Securities premium	Share options outstanding account	General Reserve	Retained earnings	Other reserves		Remeasurement of defined benefit plans	Effective portion of cash flow hedge	Fair value of changes in other financial instruments
Balance as at April 1, 2022	1,539	32,951	1,144	-	21,577	-	336	943	188	58,678
Issue of equity share on exercise of employee share option	-	235	-	-	-	-	-	-	-	235
Employee share-based compensation	-	-	563	-	-	-	-	-	-	563
Transferred to securities premium on exercise of shares under the employee stock option	-	327	(327)	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	13,214	-	-	-	-	13,214
Cash dividends	-	-	-	-	(5,741)	-	-	-	-	(5,741)
ESOP adjustments *	-	-	(22)	22	-	-	-	-	-	-
Other comprehensive income (net of taxes)	-	-	-	-	-	-	65	(16)	(188)	(139)
Issue of share pursuant to acquisition of non controlling interest in Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited) (Refer note 41)	-	5,937	-	-	-	-	-	-	-	5,937
Balance as at March 31, 2023	1,539	39,450	1,358	22	29,050	-	401	927	-	72,747



(b)	Reserve and Surplus							OCI			Total other equity
	Capital redemption reserve	Securities premium	Share options outstanding account	General Reserve	Retained earnings	Other reserves	Remeasurement of defined benefit plans	Effective portion of cash flow hedge	Fair value of changes in other financial instruments		
Balance as at April 1, 2021	1,539	4,788	1,763	-	18,530	19,169	246	(273)	940	46,702	
Issue of share on exercise of employee share option	-	159	-	-	-	-	-	-	-	159	
Employee share-based compensation	-	-	393	-	-	-	-	-	-	393	
Transferred to securities premium on exercise of shares under the employee stock option	-	923	(923)	-	-	-	-	-	-	-	
Profit for the year	-	-	-	-	7,711	-	-	-	-	7,711	
Cash dividends	-	-	-	-	(4,753)	-	-	-	-	(4,753)	
ESOP adjustments *	-	-	(89)	-	89	-	-	-	-	-	
OCI (net of taxes)	-	-	-	-	-	-	90	1,216	(752)	554	
Issue of share capital on account of acquisition of control of the business of ESPL (Refer note 41)	-	18,957	-	-	-	(19,169)	-	-	-	(212)	
Issue of share pursuant to acquisition of non controlling interest in Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited) (Refer note 41)	-	8,124	-	-	-	-	-	-	-	8,124	
Balance as at March 31, 2022	1,539	32,951	1,144	-	21,577	-	336	943	188	58,678	

*ESOP adjustment reflects vested stock options lapsed during the year.

The accompanying notes forms an integral part of the standalone financial statements

As per our report of even date attached

For **Walker Chandiook & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of **Mastek Limited**

Ashank Desai
Chairman
DIN: 00017767

Rajeev Grover
Director
DIN: 00058165

Adi P. Sethna
Partner

Membership No.: 108840

Arun Agarwal
Global Chief Financial officer
Place: Mumbai
Date: April 19, 2023

Dinesh Kalani
Vice President - Group Company Secretary

Place: Mumbai
Date: April 19, 2023

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

1 Company overview

Mastek Limited (the 'Company') is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The Company's registered office is located at 804/805, President House, Opp. C N Vidyalaya, Near Ambawadi Circle, Ahmedabad - 380 006, Gujarat, India. The Company is a provider of vertically-focused enterprise technology solutions.

The portfolio of the Company's offering includes business and technology services comprising of Application Development, Application Maintenance, Business Intelligence and Data Warehousing, Testing & Assurance and Legacy Modernisation. The Company carries out its operations in India and has its software development centres in India at Mumbai, Pune, Chennai and Mahape.

2 Basis of preparation and presentation

a. Statement of compliance

These standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, and the presentation and disclosure requirement of Division II of Schedule III to the Act and the guidelines issued by the Securities and Exchange Board of India to the extent applicable. The Company's registered office is located at 804/805, President House, Opp. C N Vidyalaya, Near Ambawadi Circle, Ahmedabad - 380 006, Gujarat, India.

The Company has not given any loan or advance in the nature of loan to its subsidiary or other entity during the year ended 31 March 2023 and 31 March 2022. Therefore, disclosure under Regulation 53(1)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

The revision to standalone financial statements is permitted by Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per the provisions of the Act.

These standalone financial statements of the Company ("standalone financial statements") as at and for the year ended March 31, 2023 were approved and authorised by the Company's board of directors on April 19, 2023.

All amounts included in the financial statements are reported in Indian rupees (in lakhs) except share and per share data, unless otherwise

stated and "0" denotes amounts less than fifty thousands rupees.

These standalone financial statements are separate financial statements of the Company under Ind AS 27 "Separate Financial Statements" ('Ind AS 27').

b. Basis of preparation

The standalone financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

- i. Derivative financial instruments;
- ii. Certain financial assets and liabilities measured at fair value; refer accounting policy on financial instrument
- iii. Share based payment transactions;
- iv. Defined benefit and other long-term employee benefits; and
- v. Contingent consideration

All the assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle which does not exceed 12 months.

c. Use of estimate and judgement

The preparation of standalone financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements is included in the following notes:

- (i) **Revenue recognition:** The Company applies the percentage of completion method in accounting for its fixed price contracts. Use of the percentage of completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

- productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.
- (ii) **Income taxes:** Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions.
- (iii) **Defined benefit plans and compensated absences:** The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.
- (iv) **Property, plant and equipment:** Property, plant and equipment represents a significant proportion of the asset base of the Company. The change in respect of periodic depreciation is derived after determining an estimate of an assets expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.
- (v) **Expected credit losses on financial assets:** On application of Ind AS 109, the impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgments in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history of collections, customer's credit-worthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.
- (vi) **Deferred taxes:** Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.
- (vii) **Provisions:** Provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding defined benefit obligation and compensated expenses) are not discounted to its present value and are determined based on best estimate required to settle obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.
- (viii) **Share-based payments:** At the grant date, fair value of options granted to employees is recognised as employee benefit expense, with corresponding increase in equity, over the period that the employee become unconditionally entitled to the option. The increase in equity recognised in connection with share based payment transaction is presented as a separate component in equity under "share option outstanding account". The amount recognised as expense is adjusted to reflect the impact of the revision in estimates based on number of options that are expected to vest, in the standalone statement of profit and loss with a corresponding adjustment to equity.
- (ix) **Leases:** Ind AS 116 "Leases" requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether

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it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

- (x) **Evaluation of indicators for impairment of assets** - The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- (xi) **Contingent liabilities** - At each balance sheet date, basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.
- (xii) **Restructuring provision** - Severance liabilities as a result of reduction in work force are recognised when they are determined to be probable and estimable and create a constructive obligation about the execution of plan. On an ongoing basis, management assesses the profitability of a business and possibly may decide to restructure the operations of such businesses. Significant assumptions are used in determining the amount of the estimated liability for restructuring.
- (xiii) Any provision/reversal of the contract asset is done on the basis of specific identification method. As per management estimate billing is done within one year from the end of the financial year.

Estimates and judgements are continuously evaluated. These are based on historical experience and other factors including expectation of future events that may have financial impact on the company and that are believed to be reasonable under the circumstances.

d. Summary of significant accounting policies

(i) Functional and presentation currency

Items included in the standalone financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (i.e. the "functional currency"). The standalone financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

(ii) Foreign currency transactions and balances

Foreign currency transactions of the Company are accounted at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities are translated at each reporting date based on the rate prevailing on such date. Gains and losses resulting from the settlement of foreign currency monetary items and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the standalone statement of profit and loss. Non-monetary assets and liabilities are continued to be carried at rates of initial recognition.

(iii) Financial instruments

A. Initial recognition and measurement

The Company recognises financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets (except trade receivables) and financial liabilities are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities that are not measured at fair value through profit or loss are added to the fair value on initial recognition. Regular purchase and sale of financial assets are recognised on the trade date. Further, trade receivables are measured at transaction price on initial recognition.

B. Subsequent measurement

1. Non-derivative financial instruments

a. Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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b. Financial assets at fair value through Other Comprehensive Income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c. Financial assets at Fair Value Through Profit or Loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

d. Financial liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

e. Derivative instruments

The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

These derivative instruments are designated as cash flow hedges.

The hedge accounting is discontinued when the hedging instrument are expired or sold, terminated or no longer qualifies for hedge accounting. The cumulative gain or loss on the hedging instruments recognised in hedging reserve till the period hedge was effective remains in cash flow hedging reserve until the forecasted transaction occur. The cumulative gain or loss previously recognised in the cash flow hedging reserve is transferred to profit or loss upon the occurrence of related forecasted transactions.

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognised in other comprehensive income and presented within equity in the cash flow hedging reserve to the extent that the hedge is effective. To the extent that the

hedge is ineffective, changes in fair value are recognised in the standalone statement of profit and loss.

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

For accounting policy related to fair value hierarchy refer note 32.

C. Derecognition of financial instruments

The Company derecognises a financial asset when the contractual right to receive the cash flows from the financial asset expire or it transfers the financial asset.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

D. Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

E. Investment in subsidiary companies

Investment in subsidiaries is carried at cost in the separate financial statements.

(iv) Current versus non-current classification

1. An asset is considered as current when it is:

- a. Expected to be realised or intended to be sold or consumed in the normal operating cycle, or
- b. Held primarily for the purpose of trading, or
- c. Expected to be realised within twelve months after the reporting period, or
- d. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

2. All other assets are classified as non-current.

3. Liability is considered as current when it is:

- a. Expected to be settled in the normal operating cycle, or
- b. Held primarily for the purpose of trading, or
- c. Due to be settled within twelve months after the reporting period, or

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- d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
4. All other liabilities are classified as non-current.
5. Deferred tax assets and liabilities are classified as non-current assets and liabilities.
6. All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

(v) Property, Plant and Equipment (PPE)

Property, plant and equipment are stated at cost, less accumulated depreciation, amortisation and impairment loss, if any. Costs directly attributable to acquisition are capitalised until the PPE are ready for use, as intended by management. The cost of PPE acquired in a business combination is recorded at fair value on the date of acquisition. The fair value is taken as per the report of independent valuer. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

An item of PPE and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the standalone statement of profit and loss when the asset is derecognised.

The Company depreciates PPE over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Category	Useful Life
Building	25 - 30 years
Computers	2 - 4 years
Plant and equipment	2 - 5 years
Furniture and fixtures	5 years

Category	Useful Life
Office equipment	5 years
Vehicles	5 years
Leasehold improvement	5-15 years i.e. life of the asset or the primary period of lease whichever is less
Leasehold land	Lease term ranging from 95-99 years

In case of certain PPE, the Company uses useful life different from those specified in Schedule II of the Act which is duly supported by technical evaluation. The management believe that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation methods, useful lives and residual values are reviewed at each reporting date. Depreciation on addition/disposals is calculated pro-rata from the date of such additions/disposals.

Capital work-in-progress includes PPE under construction and not ready for intended use as on the balance sheet date.

(vi) Intangible assets

Intangible assets acquired separately are measured at cost of acquisition. Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The amortisation of an intangible asset with a finite useful life reflects the manner in which the economic benefit is expected to be generated. The estimated useful life of amortisable intangibles are reviewed and where appropriate are adjusted, annually.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset on the date of disposal and are recognised in the standalone statement of profit and loss when the asset is derecognised.

Amortisation on addition to intangible assets or on disposal of intangible assets is calculated pro-rata from the month of such addition or

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up to the month of such disposal as the case may be.

The estimated useful lives of the amortisable intangible assets for the current and comparative periods are as follows:

Category	Useful Life
Computer Software	1 - 5 years

Depreciation on addition/disposals is calculated pro-rata from the date of such additions/disposals.

(vii) Leases

The Company has applied Ind AS 116 with effect from April 1, 2019 using the modified retrospective approach and therefore the comparative information was not restated and continued to be reported under Ind AS 17.

As a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i. Right of use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, which are in accordance with the lives mentioned under (v) above.

ii. Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities

measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii. Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of PPE (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of laptops, lease-lines and office furniture and equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised

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as expense on a straight-line basis over the lease term.

As a lessor:

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

(viii) Impairment of assets

a. Non financial assets

Non financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the standalone statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the standalone statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

b. Financial assets

The Company recognise loss allowances using the expected credit loss (ECL) model for

financial assets. Loss allowances for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For contract assets management is following Specific Identification Method given under Ind AS 109. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

(ix) Employee benefits

A. Long term employee benefits

(a) Defined contribution plan

The Company has defined contribution plans for post employment benefits in the form of provident fund, employees' state insurance, labour welfare fund and superannuation fund in India which are administered through Government of India and/or Life Insurance Corporation of India (LIC). Under the defined contribution plans, the Company has no further obligation beyond making the contributions. Such contributions are charged to the standalone statement of profit and loss as incurred.

(b) Defined Benefit Plan

The Company has defined benefit plans for post employment benefits in the form of gratuity for its employees in India. The gratuity scheme of the Company is administered through Life Insurance Corporation of India (LIC). Liability/asset for defined benefit plans is recognised on the basis of actuarial valuations, as at the balance sheet date, carried out by an independent actuary. The actuarial valuation method used by independent actuary which is the net of the present value of defined obligation and the fair value of plan assets. The actuarial valuation method used by independent actuary for measuring the liability is the projected unit credit method.

Actuarial gains or losses are recognised in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognised in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The discount

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rate used is with reference to the market yields on government bonds for a term approximating with the term of the related obligation. The actual return on the plan assets above or below the discount rate is recognised as part of re-measurement of net defined liability or asset through other comprehensive income. Remeasurements comprising of actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to profit or loss in subsequent periods.

(c) Other long-term employee benefits

The employees of the Company are also entitled for other long-term benefit in the form of compensated absences as per the policy of the Company. Employees are entitled to accumulate leave balance up to the upper limit as per the Company's policies which can be carried forward perpetually. Leave encashment for employees gets triggered on an annual basis, if the accumulated leave balance exceeds the upper limit of leave. Further, at the time of retirement, death while in employment or on termination of employment leave encashment vests equivalent to salary payable for number of days of accumulated leave balance. Liability for such benefits is provided on the basis of actuarial valuations, as at the balance sheet date, carried out by an independent actuary using the projected unit credit method.

B. Short-term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognised in the year during which the employee rendered the services. These benefits comprise compensated absences such as paid annual leave and performance incentives.

C. Termination benefits

Termination benefits, including those in the nature of voluntary retirement benefits or those arising from restructuring, are recognised in the standalone statement of profit and loss when the Company has a present obligation as a result of past event, when a reliable estimate can be made of the amount of the obligation and it is probable that an outflow of resources embodying

economic benefits will be required to settle the obligations.

(x) Share based payments

The Company determines the compensation cost based on the fair value method in accordance with Ind AS 102 Share Based Payment. The Company grants options to its employees which will be vested in a graded manner and are to be exercised within a specified period. The compensation cost is amortised on a graded basis over the vesting period. The share based compensation expense is determined based on the Company's estimate of equity instrument that will eventually vest.

The amounts recognised in "share options outstanding account" are transferred to share capital and securities premium upon exercise of stock options by employees. Where employee stock options lapse after vesting, an amount equivalent to the cumulative cost for the lapsed option is transferred from 'Shares option outstanding account' to general reserve.

xi) Provisions, Contingent Liabilities and Contingent assets

Provisions are recognised when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. A disclosure for a contingent liability is made where there is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from the past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Provisions are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Where the Company expects a provision to be reimbursed, the reimbursement is recognised as a separate asset, only when such reimbursement is virtually certain.

Contingent asset is not recognised in the Consolidated Financial Statement. However, it

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is recognised only when an inflow of economic benefits is probable.

(xii) Revenue recognition

The Company derives revenue primarily from Information Technology services which includes IT Outsourcing services, support and maintenance services. The Company recognises revenue over time, over the period of the contract, on transfer of control of deliverables (solutions and services) to its customers in an amount reflecting the consideration to which the Company expects to be entitled. To recognise revenues, Company applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognise revenues when a performance obligation is satisfied.

Company accounts for a contract when it has approval and commitment from all parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable.

Fixed Price contracts related to application development, consulting and other services are single performance obligation or a stand-ready performance obligation, which in either case is comprised of a series of distinct services that are substantially the same and have the same pattern of transfer to the customer (i.e. distinct days or months of service). Revenue is recognised in accordance with the methods prescribed for measuring progress i.e. percentage of completion method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. Revenues relating to time and material contracts are recognised as the related services are rendered.

Multiple element arrangements-

In contracts with multiple performance obligations, Company accounts for individual performance obligations separately if they

are distinct and allocate the transaction price to each performance obligation based on its relative standalone selling price out of total consideration of the contract. Standalone selling price is determined utilising observable prices to the extent available. If the standalone selling price for a performance obligation is not directly observable, Company uses expected cost plus margin approach.

IT support and maintenance-

Contracts related to maintenance and support services are either fixed price or time and material. In these contracts, the performance obligations are satisfied, and revenues are recognised, over time as the services are provided. Revenue from maintenance contracts is recognised ratably over the period of the contract because the Company transfers the control evenly by providing standard services.

The term of the maintenance contract is usually one year. Renewals of maintenance contracts create new performance obligations that are satisfied over the term with the revenues recognised ratably over the term.

Any modification or change in existing performance obligations is assessed whether the services is added to the existing contracts or not. The distinct services are accounted for as a new contract and services which are not distinct are accounted for on a cumulative catch-up basis.

Trade Receivable is primarily comprised of billed and unbilled receivables (i.e. only the passage of time is required before payment is due) for which the Company has an unconditional right to consideration, net of an allowance for doubtful accounts. A contract asset is a right to consideration that is conditional upon factors other than the passage of time. Contract assets are presented separately in the standalone financial statements and primarily relate to unbilled amounts on fixed-price contracts utilising the cost to cost method i.e. percentage of completion method (POCM) of revenue recognition. Contract liabilities consist of advance payments and billings in excess of revenues recognised.

The difference between opening and closing balance of the contract assets and liabilities results from the timing differences between the performances obligation and customer payment.

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Cost to fulfil the contracts- Recurring operating costs for contracts with customers are recognised as incurred. Revenue recognition excludes any government taxes but includes reimbursement of out of pocket expenses.

Provision of onerous contract are recognised when the expected benefits to be derived by the company from a contract are lower than the unavoidable cost of meeting the future obligations under the contract. The provision is measured at present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

Other operating revenue includes revenue arising from Company's ancillary revenue-generating activities. Revenue from these activities are recorded only when Group is reasonably certain of such income.

(xiii) Income tax

Tax expense for the year comprises of current tax and deferred tax. Current tax is measured by the amount of tax expected to be paid to the taxation authorities on the taxable profits after considering tax allowances and exemptions and using applicable tax rates and laws. Deferred tax is recognised on timing differences between the accounting base and the taxable base for the year and quantified using the tax rates and tax laws enacted or substantively enacted as on the balance sheet date.

Deferred income tax asset (including asset for Minimum Alternative Tax (MAT) credit) is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in standalone financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset is recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused

tax losses can be utilized. Deferred income tax liabilities are recognised for all taxable temporary differences.

Current tax and deferred tax assets and liabilities are offset when there is a legally enforceable right to set off the recognised amount and there is an intention to settle the asset and liability on a net basis.

(xiv) Other income

Other income comprises interest income on bank deposits, dividend income and gains / (losses) on disposal of investments except investments fair value through OCI property plant and equipment, investment property etc. Interest income is recognised using the effective interest method. Dividend income is recognised when the right to receive payment is established.

(xv) Finance / Borrowing costs

Finance costs comprise interest cost on borrowings, losses arising on re-measurement of financial assets at FVTPL, losses on translation or settlement of foreign currency borrowings and changes in fair value and losses on settlement of related derivative instruments. Borrowing costs that are not directly attributable to a qualifying asset are recognised in the standalone statement of profit and loss using the effective interest method.

(xvi) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity Shareholders of the Company by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity Shareholders of the Company and the weighted average number of shares outstanding during the period, are adjusted for the effects of all dilutive potential equity shares.

(xvii) Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks and other short term highly liquid investments with original maturities of three months or less, excluding bank overdraft.

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(xviii) Investment Property

Property that is held either for long term rental yield or for capital appreciation or both, but not for sale in ordinary course of the business, use in the production or supply of goods or services or for administrative purposes is classified as investment property. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment loss, if any. Depreciation is provided in the same manner as PPE.

Any gain or loss on disposal of an investment property is recognised in standalone statement of profit and loss.

(xix) Investment in Subsidiaries

Investments in subsidiaries are recognised at cost as per Ind AS 27 - 'Separate Financial Statements'. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105- 'Non-current Assets Held for Sale and Discontinued Operations', when they are classified as held for sale. Provision for impairment in carrying value is evaluated and recognised in a manner similar to impairment mentioned in (vii) above.

(xx) Put option

The Company has written a put option over the equity instrument of a subsidiary, where the holders (non-controlling interests) of that instrument have the right to put their instrument back to the Company at its fair value on specified dates. The amount that may become payable at each reporting date under the option on exercise is recognised at present value as a written put option financial liability with a corresponding charge directly to investment.

(xxi) Financial guarantee contract

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

(xxii) Equity shares

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(xxiii) Exceptional items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to assist users in understanding the financial performance achieved and in making projections of future financial performance, the nature and amount of such material items are disclosed separately as exceptional items.

(xxiv) Events after the reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the standalone financial statements. Where the events are indicative of conditions that arose after the reporting period, the amounts are not adjusted, but are disclosed if those non-adjusting events are material.

(xxv) Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedge is recognised in other comprehensive income and accumulated under cash flow hedge reserve. The Company classifies its forward contract that hedge foreign currency risk associated as cash flow hedge and measures them at fair value. The gain or loss relating to the ineffective portion is recognised immediately in the standalone statement of profit and loss and is included in the 'other expense / other income' line item. Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion (as described above) are reclassified to the standalone statement of profit and loss in

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

the periods when the hedged item affects the standalone statement of profit and loss, in the same line as the recognised hedged item. When the hedging instrument expires or is sold or terminated or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss at that time remains in equity until the forecast transaction occurs and when the forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity are immediately reclassified to standalone statement of profit and loss within other income.

Recent accounting pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

Ind AS 1 - Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general

purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 - Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

e. Details of investments in subsidiary companies in accordance with Ind AS 27

Name of subsidiary	Principal place of business and country of incorporation	% ownership interest held as at 31 March 2023	% ownership interest held as at 31 March 2022
Mastek Enterprise Solutions Private Limited (formerly known as Trans American Information Systems Private Limited)	India	90%	80%
Mastek (UK) Limited	UK	100%	100%
Mastek Inc.	USA	100%	100%
Trans American Information Systems Inc	USA	100%	100%
Mastek Digital Inc.	Canada	100%	100%
Mastek Arabia - FZ LLC	Dubai	100%	100%
Evolutionary Systems Consultancy LLC*	Abu Dhabi	49%	49%
Mastek Systems Pty Ltd (Formerly known as Evolutionary Systems Pty Ltd)	Australia	100%	100%
Evolutionary Systems Bahrain SPC	Bahrain	100%	100%
Evolutionary Systems Egypt LLC	Egypt	100%	100%
Evosys Kuwait WLLC*	Kuwait	49%	49%
Evosys Consultancy Services Malaysia	Malaysia	100%	100%
Newbury Cloud, Inc	USA	100%	100%
Evolutionary Systems BV	Netherlands	100%	100%
Evolutionary Systems Qatar WLL*	Qatar	49%	49%
Evolutionary Systems Saudi LLC	Saudi	100%	100%
Evolutionary Systems (Singapore) PTE. LTD.	Singapore	100%	100%
Evolutionary Systems Company Limited (UK)	UK	100%	100%
Evolutionary Systems Corp.	USA	100%	100%
Evolutionary Systems Canada Limited	Canada	100%	100%
Meta Soft Tech Systems Private Limited	India	100%	NA
Metasoftech Solutions LLC	USA	100%	NA

* Represents legal ownership as per the local laws of respective country. However, Company through its subsidiaries, is holding 100% of the beneficial interest in these entities.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

For current year ended March 31, 2023
3(a)(i) Property, plant and equipment

Particulars	Gross Value (at cost)			As at March 31, 2023	Depreciation/ Amortisation			Net Value		
	As at April 1, 2022	Additions	Disposal		As at April 1, 2022	For the year	Disposal	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
a. Own assets :										
Buildings (Refer note (iii))	3,601	-	-	3,601	1,895	130	-	2,025	1,576	1,706
Computers	2,601	338	(256)	2,683	2,047	518	(256)	2,309	374	554
Plant and equipment	2,150	216	(10)	2,356	2,084	63	(10)	2,137	219	66
Furniture and fixtures	4,295	107	(26)	4,376	4,231	59	(26)	4,264	112	64
Vehicles	594	95	(37)	652	337	96	(37)	396	256	257
Office equipment	1,628	71	(28)	1,671	1,467	114	(28)	1,553	118	161
Total (A)	14,869	827	(357)	15,339	12,061	980	(357)	12,684	2,655	2,808
b. Leased assets :										
Leasehold land	386	-	-	386	319	4	-	323	63	67
Leasehold improvements	328	595	-	923	325	51	-	376	547	3
Vehicles	41	-	(17)	24	40	-	(17)	23	1	1
Total (B)	755	595	(17)	1,333	684	55	(17)	722	611	71
Total (A + B)	15,624	1,422	(374)	16,672	12,745	1,035	(374)	13,406	3,266	2,879

3(a)(ii) Other intangible assets

Particulars	Gross Value (at cost)			As at March 31, 2023	Amortisation			Net Value		
	As at April 1, 2022	Additions	Disposal		As at April 1, 2022	For the year	Disposal	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Computer software	1,228	47	-	1,275	1,044	220	-	1,264	11	184
Total	1,228	47	-	1,275	1,044	220	-	1,264	11	184

3(b) Right-of-use assets

Particulars	Gross Value (at cost)			As at March 31, 2023	Depreciation			Net Value		
	As at April 1, 2022	Additions	Disposal		As at April 1, 2022	For the year	Disposal	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Building	142	-	-	142	90	30	-	120	22	52
Total	142	-	-	142	90	30	-	120	22	52

For previous year ended March 31, 2022
3(a)(i) Property, plant and equipment

Particulars	Gross Value (at cost)			As at March 31, 2022	Depreciation/ Amortisation			Net Value		
	As at April 1, 2021	Additions	Disposal		As at April 1, 2021	For the year	Disposal	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
a. Own assets :										
Buildings (Refer note (iii))	3,601	-	-	3,601	1,765	130	-	1,895	1,706	1,836
Computers	2,033	654	(86)	2,601	1,823	310	(86)	2,047	554	210
Plant and equipment	2,154	-	(4)	2,150	2,022	66	(4)	2,084	66	132
Furniture and fixtures	4,332	0	(37)	4,295	4,183	85	(37)	4,231	64	149
Vehicles	395	199	-	594	255	82	-	337	257	140
Office equipment	1,637	7	(16)	1,628	1,352	131	(16)	1,467	161	285
Total (A)	14,152	860	(143)	14,869	11,400	804	(143)	12,061	2,808	2,752
b. Leased assets :										
Leasehold land	386	-	-	386	315	4	-	319	67	71
Leasehold improvements	328	-	-	328	324	1	-	325	3	4
Vehicles	58	-	(17)	41	57	-	(17)	40	1	1
Total (B)	772	-	(17)	755	696	5	(17)	684	71	76
Total (A + B)	14,924	860	(160)	15,624	12,096	809	(160)	12,745	2,879	2,828

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

3(a)(ii) Other intangible assets

Particulars	Gross Value (at cost)			Amortisation			Net Value			
	As at April 1, 2021	Additions	Disposal	As at March 31, 2022	As at April 1, 2021	For the year	Disposal	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Computer software	877	351	-	1,228	677	367	-	1,044	184	200
Total	877	351	-	1,228	677	367	-	1,044	184	200

3(b) Right-of-use assets

Particulars	Gross Value (at cost)			Depreciation			Net Value			
	As at April 1, 2021	Additions	Disposal	As at March 31, 2022	As at April 1, 2021	For the year	Disposal	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Building	142	-	-	142	60	30	-	90	52	82
Total	142	-	-	142	60	30	-	90	52	82

Notes:

- Refer note 11 and 13 for information on vehicles provided as collateral or security for borrowings or finance facilities availed by the Company.
- Refer note 38 for capital commitments.
- For the year ended March 31, 2023 and year ended March 31, 2022, Building (Own assets) includes Chennai property mortgaged as security for loan availed by subsidiary. The net carrying value of the property is ₹ 829 lakhs (March 31, 2022: ₹ 883 lakhs)
- All the title deeds of the immovable properties are held in the name of the Company

Non-current assets

3(c). Capital work-in-progress (CWIP)

Particulars	As at March 31, 2023	As at March 31, 2022
Capital work-in-progress	433	428
	433	428
Balance as at the beginning of the year	428	154
Addition during the year	309	320
Less: Capitalised during the year	(304)	(46)
Balances at the end of the year	433	428

CWIP ageing schedule

As at March 31, 2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i Projects in progress	309	42	-	-	351
ii Projects temporarily suspended*	-	-	-	82	82
Total	309	42	-	82	433

As at March 31, 2022

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i Projects in progress	320	18	8	-	346
ii Projects temporarily suspended*	-	-	-	82	82
Total	320	18	8	82	428

*Represents approval cost incurred for obtaining permission for construction of additional area at the Company's Mahape, MIDC Mumbai property, which will be utilised on need basis in the future.

There is no capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan as at 31 March 2023 and 31 March 2022.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

3(d) Investment properties

Particulars	As at March 31, 2023	As at March 31, 2022
(A) Investment properties (at cost less accumulated depreciation) (Refer note (i) below)		
Gross block		
Opening	1,136	1,136
Additions	-	-
Disposal	(1,134)	-
Closing	2	1,136
Accumulated depreciation		
Opening	722	686
Depreciation for the year	18	36
Disposal	(738)	-
Closing	2	722
Net block	-	414
(B) Fair value of investment properties by an independent valuer (Refer note (ii) below)		
(i) Fair value of investment properties	-	5,161
(ii) Valuation method used by the independent valuer (Refer note (iii) below)	-	Sale Comparison Method
The amounts recognised in the standalone statement of profit and loss account for:		
(i) rental income from investment properties	227	287
(ii) direct operating expenses (including repairs and maintenance) arising from investment properties that generated rental income during the period; and	-	44
(iii) direct operating expenses (including repairs and maintenance) arising from investment properties that did not generate rental income during the period.	-	-
Depreciation Method used	SLM	SLM
Useful lives or depreciation rates used	28 years	28 years

Notes:

- i) Valuation for Prabhadevi, Mumbai property is not carried out since the rental and carrying value are not significant and the same is not mortgaged as security. The said property is let out for generating rental income.
- ii) For the previous year ended March 31, 2022, Investment properties included Pune property mortgaged as security for loan availed by subsidiary. The valuation was based on valuations performed by Muzoomdar Associates Private Limited, an accredited independent valuer. Muzoomdar Associates Private Limited, is a specialist in valuing these types of investment properties and is a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. A valuation approach in accordance with the Indian Accounting Standards was applied. The aforementioned property was sold in September 29, 2022.

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

Description of valuation techniques used and key inputs to valuation on investment properties:

Investment property	Valuation technique	Significant unobservable Inputs	Range
B1/B2, 2 nd Floor, Kumar Cerebrum, Kalyani Nagar, Pune	Sale Comparison Method	Market rate in this building per sq. ft. of built up area	₹ 10,000 to ₹ 11,500 (₹ 11,000)

The direct comparison approach involves a comparison of the subject property to similar properties that have actually sold in arms - length transactions or are offered for sale. This approach demonstrates what buyers have historically been willing to pay (and sellers willing to accept) for similar properties in an open and competitive market and is particularly useful in estimating the value of the land and properties that are typically traded on a unit basis. Statute and case laws define a market value standard for assessment. In assessment litigation, under the "rules of evidence" a bona fide sale of the subject property is usually considered the best evidence of market value. In the absence of a sale of the subject, sales prices of comparable properties are usually considered the best evidence of market value. Consequently, the comparative sale approach is the preferred approach when sales data are available. The comparative sale approach models the behaviour of the market by comparing the properties being appraised with similar properties that have recently been sold (comparable properties) or for which offers to purchase have been made. Comparable properties are selected for similarity to the subject property by way of attributes, such as the age, size, quality of construction, building features, condition, design, gentry, etc. Their sale prices are then adjusted for their difference from the subject. Finally a market value for the subject is estimated from the adjusted sales price of the comparable properties. The economic principles of supply and demand provide a framework for understanding how the market works. The interaction of supply and demand factors determines property value.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

3(e). Investment in Subsidiaries at cost (unquoted)

Particulars	As at March 31, 2023	As at March 31, 2022
Mastek (UK) Limited		
200,000 (March 31, 2022 - 200,000) equity shares of £ 1 each, fully paid up	216	216
Mastek Enterprise Solutions Private Limited (MESPL) (formerly known as Trans American Information System Private Limited)		
34,520 (March 31, 2022 - 34,520) equity shares of ₹1 each, fully paid up	1,187	1,187
100,000 (March 31, 2022 - 50,000) equity shares of ₹1 each, fully paid up (on account of buyout of 2/3 MESPL Cumulative Convertible Preference Shares (CCPS))	36,269	18,174
Deemed equity in MESPL {(42,35,294 (March 31, 2022 - 42,35,294) fully paid up equity shares of ₹ 5 each of the Company (share issued against the part discharge of consideration for acquisition) and Fair valuation of put option liability as at date of transaction consummation} (Refer note 41)	26,988	26,988
Meta Soft Tech Systems Private Limited (Refer note 41)	2,723	-
	67,383	46,565
Aggregate carrying value of quoted investments	-	-
Aggregate carrying value of unquoted investments	67,383	46,565
Aggregate amount of impairment in value of investments	-	-

4 Financial assets

Particulars	As at March 31, 2023	As at March 31, 2022
a) Investments		
(A) Investment in mutual funds at FVOCI (unquoted):		
HDFC Short Term Debt Fund - Regular Plan - Growth (Nil units, March 31, 2022 - 1,563,507 units)	-	402
IDFC Low Duration Fund - Growth (Nil units, March 31, 2022 - 1,987,665 units)	-	623
	-	1,025
(B) Investment in bonds at amortised cost (unquoted):		
8.5% - Bond with State Bank of India	53	52
	53	52
Aggregate carrying value of quoted investments	-	-
Aggregate carrying value of unquoted investments (A + B)	53	1,077
Aggregate amount of impairment in value of investments	-	-
b) Other financial assets - Non current		
Advances to employees	2	3
Foreign exchange forward contract	629	792
Margin money deposit*	33	33
Security deposits	85	87
Guarantee commission receivable	94	219
	843	1,134

*Note: Margin money is towards bid bonds and performance guarantee

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

5 Other non-current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Capital advances	-	14
Advances other than capital advance		
Prepaid expenses	32	14
Security deposits	96	96
	128	124

Current assets

6 Financial assets

a) Investments

Particulars	As at March 31, 2023		As at March 31, 2022	
	Units	Amount	Units	Amount
(i) Investment in mutual funds				
Investment in mutual funds at FVTPL (unquoted):				
Kotak Savings Fund - Growth	-	-	2,93,604	102
Kotak Corporate Bond Fund Standard Growth (Regular Plan)	-	-	19,81,675	844
HDFC Corporate Bond Fund - Regular Plan - Growth	-	-	18,59,914	486
Total (A)		-		1,432
(ii) Investment in bonds at amortised cost (unquoted) :				
10.90% bond with Punjab & Sind Bank		-		57
Total (B)		-		57
Aggregate amount of quoted investments		-		-
Aggregate carrying value of unquoted investments in mutual funds (A)		-		1,432
Aggregate carrying value of unquoted Investment in bonds at cost (B)		-		57
Aggregate amount of impairment in value of investments		-		-
Grand Total		-		1,489

Refer note 33 for information on market risk.

b. Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured		
Considered Good - Unsecured	3,757	5,652
Trade receivable - credit impaired	553	290
Less: Allowance for bad and doubtful debts	(553)	(290)
	3,757	5,652

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Ageing Schedule as at 31 March, 2023

Particulars	Outstanding for following periods from due date of transactions						Total
	Current but not due	Less than 6 Months	6 Months to 1 year	1-2 Years	2-3 Years	More than 3 Year	
i. Undisputed Trade Receivables - Considered Good	183	3,329	12	-	-	-	3,524
ii. Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
iii. Undisputed Trade receivable - credit impaired	-	280	54	-	13	34	381
iv. Disputed Trade receivables - considered good	-	-	-	-	-	70	70
v. Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
vi. Disputed Trade receivables - credit impaired	-	-	-	-	17	155	172
Total	183	3,609	66	-	30	259	4,147
Add: Unbilled trade receivables (undisputed)							163
Less: Allowance for doubtful trade receivables							(553)
							3,757

Ageing Schedule as at 31 March, 2022

Particulars	Outstanding for following periods from due date of transactions						Total
	Current but not due	Less than 6 Months	6 Months to 1 year	1-2 Years	2-3 Years	More than 3 Year	
i. Undisputed Trade Receivables - Considered Good	253	5,190	77	-	-	-	5,520
ii. Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
iii. Undisputed Trade receivable - credit impaired	-	-	22	42	48	7	119
iv. Disputed Trade receivables - considered good	-	-	-	-	36	34	70
v. Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
vi. Disputed Trade receivables - credit impaired	-	-	-	4	6	161	171
Total	253	5,190	99	46	90	202	5,880
Add: Unbilled trade receivables (undisputed)							62
Less: Allowance for doubtful trade receivables							(290)
							5,652

Notes:

- (i) Company has a history of collecting all receivables in the age group of less than 6 months. Management has evaluated allowance for bad and doubtful debts on receivables having age of more than 6 months, which have significant increase in credit risk or are credit impaired. Accordingly, all trade receivables outstanding for more than 6 months have been fully provided, except immaterial balances considered recoverable on specific basis.
- (ii) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person, nor any trade or other receivable are due from firm or private companies respectively in which director is partner, a director or a member. Trade receivables are non-interest bearing.
- (iii) Refer note 33 for information on credit risk and market risk.
- (iv) Refer note 13 for information on assets provided as collateral or security for borrowings or finance facilities availed by the Company.
- (v) Refer note 29 for outstanding with related parties.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

c. Cash and cash equivalents and other bank balances

Particulars	As at March 31, 2023	As at March 31, 2022
c. (i). Cash and cash equivalents		
Cash on hand	1	1
Bank balances		
In current accounts	691	1,569
	692	1,570
c. (ii). Bank balances, other than cash and cash equivalents		
Bank balances in unclaimed dividend account	51	48
Bank balance in deposit accounts	3	3,288
Total	54	3,336

Notes:

- (i) Refer note 33 for information on credit risk and market risk.
- (ii) There are no repatriation restrictions with regards to cash and cash equivalents.

d. Other financial assets - Current

Particulars	As at March 31, 2023	As at March 31, 2022
Advances to employees	56	2
Interest accrued on bank deposits	2	116
Margin money deposit*	2	2
Foreign exchange forward contract	678	543
Guarantee Commission receivable	134	206
Rent receivables	2	6
Security deposits	22	35
Other receivable from subsidiaries, net (Refer note 29)	240	209
Total	1,136	1,119

*Margin money is towards bid bonds and performance guarantee

Notes:

- (i) Refer note 33 for information on credit risk and market risk.
- (ii) Refer note 13 for information on assets provided as collateral or security for borrowings or finance facilities availed by the Company.

7 Contract assets

Particulars	As at March 31, 2023	As at March 31, 2022
Contract assets	-	396
	-	396

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured and considered good	-	396
Unsecured and considered doubtful	-	-
	-	396

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

8 Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Advances other than capital advance		
Prepaid expenses	380	341
Input tax credit	833	714
Advances to suppliers	630	410
Interest on Income tax refunds	185	185
Others	-	101
	2,028	1,751

Note:

i) Others during the year is Nil (March 31, 2022 ₹ 101 lakhs mainly consists of accrued rent for Pune property).

9 Equity share capital

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised:		
40,000,000 (March 31, 2022: 40,000,000) equity shares of ₹ 5 each	2,000	2,000
2,000,000 (March 31, 2022: 2,000,000) preference shares of ₹ 100 each	2,000	2,000
	4,000	4,000
Issued, subscribed and fully paid up :		
30,524,827 (March 31, 2022 : 30,018,021) equity shares of ₹ 5 each fully paid	1,526	1,501
	1,526	1,501

a) Reconciliation of the number of equity shares outstanding at the beginning and end of the year are as given below:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Equity shares				
Balance as at the beginning of the year	30,018,021	1,501	25,232,889	1,262
Add: On account of exercise of employee stock option plans	186,054	9	295,083	14
Add: Issue of share capital on account of acquisition of control of the business of Evolutionary Systems Private Limited (Refer note 41)	-	-	4,235,294	212
Add : Issue of share pursuant to acquisition of non controlling interest in Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited) (Refer note 41)	320,752	16	254,755	13
Balance as at the end of the year	30,524,827	1,526	30,018,021	1,501

(b) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a face value of ₹ 5 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of fully paid up equity shares held by the shareholders.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

(c) Details of shares held by Promoters in the Company

Shares held by promoters at the end of the year	As at March 31, 2023		As at March 31, 2022		% change during the year ^(#)
	No. of shares	% of holding	No. of shares	% of holding	
Ashank Desai	3,384,167	11.1%	3,363,328	11.2%	0.6%
Ketan Mehta	2,274,100	7.5%	2,274,100	7.6%	0.0%
Girija Ram	1,753,280	5.7%	1,753,280	5.8%	0.0%
Radhakrishnan Sundar	1,340,800	4.4%	1,340,800	4.5%	0.0%

* Change during the year is determined based on number of shares acquired / sold during the year. The % of holding has undergone change mainly due to additional shares issued during the year.

% change during the year ended March 31, 2022 - Ashank Desai 1.0% , Ketan Mehta 0.0%, Girija Ram 0.0% and Radhakrishnan Sundar 0.0%.

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Shares held by promoters at the end of the year	As at March 31, 2023		As at March 31, 2022		% change during the year*
	No. of shares	% of holding	No. of shares	% of holding	
Ashank Desai	3,384,167	11.1%	3,363,328	11.2%	0.6%
Ketan Mehta	2,274,100	7.5%	2,274,100	7.6%	0.0%
Girija Ram	1,753,280	5.7%	1,753,280	5.8%	0.0%
Umang Tejkaran Nahata	1,655,840	5.4%	1,611,668	5.4%	2.7%
Smallcap World Fund, INC	2,403,500	7.9%	-	-	100.0%

(e) Shares reserved for issue under options

Particulars	As at March 31, 2023	As at March 31, 2022
Number of shares to be issued under the employee stock option plans (Refer note 35)	5,09,883	7,13,804
	5,09,883	7,13,804

Year of conversion of convertible securities

Particulars	Year of conversion	Number of events of conversion during the year
Plan VI	2026-27	1
	2025-26	1
	2024-25	2
	2023-24	4
Plan VII	2031-32	4
	2030-31	6
	2029-30	8
	2028-29	10
	2027-28	8
	2026-27	7
	2025-26	6
	2024-25	4
	2023-24	5

Includes both vested as well as unvested options and year of conversion represents last date of exercise under ESOP scheme. However, vested options can be exercised on or before the last exercise date for each tranche.

(f) Shares issued for consideration other than cash (during last 5 years)

Particulars	As at March 31, 2023	As at March 31, 2022
Number of shares issued for acquisition (Refer note 41)	4,810,801	4,490,049
	4,810,801	4,490,049

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

(g) Aggregate no. of shares allotted as fully paid up by way of bonus share issued or buy back

The Company has neither issued bonus shares nor there has been any buy back of shares during five years immediately preceding March 31, 2023

10 Other equity

Particulars	As at March 31, 2023	As at March 31, 2022
a) Capital redemption reserve	1,539	1,539
Non-distributable reserve into which amounts are transferred following the redemption or purchase of a Company's own shares.		
b) Securities premium	39,450	32,951
Amount received (on issue of shares) in excess of the face value has been classified as securities premium.		
c) Share options outstanding account	1,358	1,144
The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in this account are transferred to securities premium upon exercise of stock options by employees. In case of forfeiture, corresponding balance is transferred to general reserve.		
d) General reserve	22	-
This represents appropriation of profit by the Company		
e) Retained earnings	29,050	21,577
Retained earnings comprises of the prior year's undistributed earning after taxes increased/ (decreased) by undistributed profits for the year		
f) Other item of OCI	1,328	1,467
Other items of OCI consist of FVOCI financial assets and financial liabilities and remeasurement of defined benefit assets and liabilities.		
	72,747	58,678

Distributions made and proposed

The Board of Directors at its meeting held on January 17, 2023 had declared an interim dividend of 140% (₹ 7 per equity share of par value of ₹ 5 each). This has resulted in cash outflow of ₹ 2,129 lakhs. Further, the Board of Directors at its meeting held on April 19, 2023 have recommended a final dividend of 240% (₹ 12 per equity share of par value of ₹ 5 each), which is subject to approval by the shareholders at their ensuing Annual General Meeting. Proposed dividend on equity shares is not recognised as a liability as at March 31, 2023. Dividend declared by the Company is based on profit available for distribution.

Non-current Liabilities

11 Financial Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
a. Borrowings		
Secured		
Vehicle loans from bank [Refer note (i) below]	193	184
	193	184

Notes:

- (i) Loans from financial institution are secured by hypothecation of assets (Vehicles) purchased there against. The Company has not defaulted on any loans payable. Monthly payment of equated monthly instalments beginning from the month subsequent to taking the loan along with interest at 7.10% - 9.35% per annum is payable till Mar 2028.
- (ii) Refer note 33 for liquidity risk and market risk.
- (iii) Cash flow changes in liabilities arising from financing activities
- (iv) There was no default in repayment of borrowings and interest during current and previous year.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Cash flows arising from financing activities

Particulars	Lease liabilities	Borrowings
As at April 1, 2021	89	134
Non cash movement: additions to lease liabilities	7	-
Cash flows (net)	(38)	129
As at March 31, 2022	58	263
Non cash movement: additions to lease liabilities	3	
Cash flows (net)	(38)	8
As at March 31, 2023	23	271

b. Lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Lease liabilities (Refer note 36)	23	23
	23	23

Note:

- (i) Refer note 33 for liquidity risk and market risk.

c. Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Security and other deposits	5	162
Put Option Liabilities - Derivative (Refer note 32.1 and 41)	-	874
Guarantee Liability payable	218	357
	223	1,393

Note:

- (i) Refer note 33 for liquidity risk and market risk.

12 Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits		
Provision for gratuity (Refer note 27(a))	1,102	838
	1,102	838

Current liabilities

Financial liabilities

13 Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Secured:		
Current maturities of vehicle loans from bank (Secured) (Refer note 11 (a))	78	79
	78	79

Notes:

- (i) The Company has, during the year ended March 31, 2023, availed/renewed certain working capital facility from banks against which the security has been created on current asset specified by the bankers. The Company has not utilised the facility and hence, no amount is outstanding against the same as at March 31, 2023 (March 31, 2022 - ₹ Nil). The said working capital facility remains unutilised/ undrawn, thus the Company is not required to file any quarterly return or statement with such banks.
- (ii) Refer note 33 for liquidity risk and market risk.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

14 Lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Lease liabilities (Refer note 36)	0	35
	0	35

Note:

(i) Refer note 33 for liquidity risk and market risk.

15 Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises (Refer note 37)	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises (Refer note 29)	266	47
Accrued expenses	2,170	3,018
	2,436	3,065

Trade payables are generally non interest bearing and are normally settled in line with applicable industry norm

Ageing Schedule as at March 31, 2023

Particulars	Outstanding for following periods from date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i. Total outstanding dues of MSME	-	-	-	-	-
ii. Total outstanding dues of creditors other than MSME	240	-	-	26	266
iii. Disputed dues of MSME	-	-	-	-	-
iv. Disputed dues of creditors other than MSME	-	-	-	-	-
Total	240	-	-	26	266
Accrued expenses (undisputed and related to creditors other than MSME)					2,170
Grand Total					2,436

Ageing Schedule as at March 31, 2022

Particulars	Outstanding for following periods from date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i. Total outstanding dues of MSME	-	-	-	-	-
ii. Total outstanding dues of creditors other than MSME	11	-	-	36	47
iii. Disputed dues of MSME	-	-	-	-	-
iv. Disputed dues of creditors other than MSME	-	-	-	-	-
Total	11	-	-	36	47
Accrued expenses (undisputed and related to creditors other than MSME)					3,018
Grand Total					3,065

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

16 Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Unclaimed dividends (Refer note (i) below)	51	52
Security and other deposits	-	8
Capital creditors	62	376
Other payables		
Employee benefits payable	1,419	2,525
Guarantee Liability payable	139	198
	1,671	3,159

Notes:

- (i) There is no amount due for payment to Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at March 31, 2023. (March 31, 2022 - ₹ Nil)
- (ii) Refer note 33 for liquidity risk and market risk.

17 Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Other advances		
Deferred rent	-	27
Others		
Statutory dues	595	550
	595	577

18 Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits		
Provision for leave entitlement*	913	786
Other Provision		
Provision for cost overrun on contracts**	107	251
	1,020	1,037

*Disclosure for movement in provision for leave entitlement

Particulars	As at March 31, 2023	As at March 31, 2022
Opening provision at the beginning of the year	786	664
Created during the year (Refer note 27(b))	244	216
Paid during the year	(117)	(94)
Closing provision at the end of the year	913	786

**Provision for cost overrun on contracts

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at beginning of the year	251	255
Add: Provision reversed during the year	(144)	(4)
Balance as at end of the year	107	251

It is not practicable for the Company to estimate the timing of cash outflows, if any, in respect of the above, pending occurrence of the default event or resolution of respective proceedings.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

The provision for leave entitlement is presented as current since the Company does not have an unconditional right to defer settlement for this obligation. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

19 Revenue from operations

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of services		
Information technology services	31,339	25,670
	31,339	25,670

The table below presents disaggregated revenues from contracts with customers by customer location for each of the Company's business segments. Company believes this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue by geography		
UK	25,865	22,365
North America	878	1,021
Middle East	47	61
Others	4,549	2,223
	31,339	25,670

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Timing of revenue recognition		
Transferred at a point in time	541	688
Transferred over a period of time	30,798	24,982
	31,339	25,670

Notes:

- i) The above figures have been extracted from MIS generated report, to compute Time & Material and Fix Bid Revenue.

Remaining performance obligation

As of March 31, 2023 the aggregate amount of transaction price allocated to remaining performance obligations, was ₹ 251 lakhs, (March 31, 2022 ₹ 285 lakhs) of which approximately 100% (March 31, 2022: 100%) is expected to be recognised as revenues within 3 years.

Changes in contract assets are as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance at the beginning of the year	396	263
Invoices raised that were included in the contract assets balance at the beginning of the year	(392)	(98)
(Decrease)/ increase due to revenue reversed/ recognised during the year, excluding amounts billed during the year	(4)	231
Balance at the end of the year	-	396

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Changes in contract liabilities are as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance at the beginning of the year	121	398
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	(34)	(311)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	164	34
Balance at the end of the year	251	121

20 Other income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income		
- On bank deposits	30	238
- On income tax refunds	-	10
- On guarantee given	38	61
- On others	12	3
Profit on sale of current investments and gain on investment measured at FVTPL	396	1,637
Rental income*	234	287
Profit on sale of property, plant and equipment (net)	12	8
Net gain on foreign currency transactions and translation	83	52
Dividend income from Mastek UK Limited, subsidiary (Refer note 29)	5,714	4,721
Guarantee commission (Refer note 29)	198	191
Other non-operating income	620	146
	7,337	7,354

* Rent income is net of provision of ₹ Nil (March 31, 2022: ₹ 130 lakhs)

21 Employee benefits expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and wages	19,223	17,383
Contribution to provident and other funds (Refer note 27)	1,131	926
Employee stock compensation expenses	141	193
Staff welfare expense	764	304
	21,259	18,806

22 Finance costs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on vehicle loans	21	15
Interest on lease liabilities (Refer note 36(ii))	4	7
Bank charges	13	20
Interest on security deposit	6	12
	44	54

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

23 Depreciation and amortisation expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Property, plant and equipment (Refer note 3(a)(i))	1,035	809
Right-of-use assets (Refer note 36 and 3 (b))	30	30
Investment property (Refer note 3(d))	18	36
Intangible assets (Refer note 3(a)(ii))	220	367
	1,303	1,242

24 Other expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Recruitment and training expenses	470	485
Travelling and conveyance	403	230
Communication charges	113	131
Electricity	129	109
Consultancy and sub-contracting charges	395	336
Audit fees (Refer note 40)	67	47
Repairs		
Buildings	182	187
Others	481	547
Insurance	202	160
Printing and stationery	12	9
Purchase of software license	152	130
Professional fees	1,756	702
Rent (Refer note 36 (iii))	57	50
Advertisement and publicity	74	61
Provision for doubtful debts including Bad debts written off, net	345	53
Hire charges	25	18
Donation	128	102
Expenditure towards corporate social responsibility (CSR) activities (Refer note 42)	112	80
Miscellaneous expenses	266	43
	5,369	3,480

25 Exceptional items - gain

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a. Net profit on sale of investment property	4,277	-
b. Gain on changes in fair value of put option liability (Refer note (i) below)	874	145
c. Reversal of settlement provision relating to revenue contract	713	
	5,864	145

Note:

- (i) Revaluation impact of put option under written on CCPS of Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited) for the year ended March 31, 2023 ₹ 874 lakhs (March 31, 2022: ₹ 145 lakhs)

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

26 Earnings Per Share (EPS)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
The components of basic and diluted earnings per share are as follows:		
(a) Net profit attributable to equity shareholders	13,214	7,711
(b) Weighted average number of outstanding equity shares		
Considered for basic EPS (in numbers)	30,136,006	27,706,663
Add : Effect of dilutive potential equity shares arising from outstanding stock options (in numbers)	544,548	722,080
Considered for diluted EPS (in numbers)	30,680,554	28,428,743
(c) Nominal value of each share (in ₹)	5	5
(d) Earnings per share (in ₹)		
Basic	43.85	27.83
Diluted	43.07	27.13

27 Employee benefit plans

- (a) Amount recognised in the standalone statement of profit and loss in respect of gratuity cost (defined benefit plan-partially funded) is as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Gratuity cost		
Service cost	308	266
Net interest on net defined liability	49	35
Net gratuity cost (Refer note 21)	357	301
Actuarial gain recognised in OCI	93	111
Amount shown as liability in the standalone balance sheet (Refer note 12)		
Non current	1,102	838
Current	-	-
Total	1,102	838

Demographic assumptions used:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	7.40%	6.70%
Salary escalation	10%	10%
Retirement age	60 Years	60 Years
Mortality Rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

Leaving services

Age (Years)	For the year ended March 31, 2023	For the year ended March 31, 2022
21-30	21%	21%
31-40	15%	15%
41-50	17%	17%
51-59	10%	10%

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

The weighted average duration of the defined benefit obligation of the Company as at March 31, 2023 is 6.04 years (March 31, 2022 6.22 years).

The following table sets out the status of gratuity plan

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Obligation at the beginning of the year	2,343	2,232
Current service cost	308	266
Interest cost	146	132
Actuarial (gain) - due to change in financial assumption	(109)	(52)
Actuarial loss / (gain) due to change in experience	12	(51)
Benefits paid	(225)	(184)
Obligation at the end of the year	2,475	2,343
Change in plan assets (maintained by LIC)		
Plan assets at the beginning of the year, at fair value	1,505	1,584
Interest income on plan assets	97	97
Remeasurement on plan assets less interest on plan assets	(4)	8
Benefits paid	(225)	(184)
Plan assets at the end of the year, at fair value	1,373	1,505

The experience adjustments, meaning difference between changes in plan assets and obligations expected on the basis of actuarial assumption and actual changes in those assets and obligations are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Experience adjustment on plan liabilities - gain	97	103
Experience adjustment on plan assets - (loss) / gain	(4)	8

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Increase	Decrease	Increase	Decrease
Discount Rate (50 bps)	(71)	79	(69)	77
Salary Growth (50 bps)	77	(69)	75	(67)

The sensitivity analysis is based on a change in one assumption while not changing all other assumptions. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of another since some of the assumptions may be co-related.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Maturity profile of defined benefit obligation:

Particulars	As at March 31, 2023	As at March 31, 2022
1 year	360	317
2 year	321	335
3 year	297	277
4 year	301	257
5 year	318	251
6 year	258	262
7 year	247	212
8 year	289	209
9 year	214	236
10 years and beyond	1,637	1,488

i) The Company has setup an income tax approved irrevocable trust fund to finance the plan liability. The trustees of the trust fund are responsible for the overall governance of the plan. Expected contribution to the Fund in FY 2023-24 is ₹ 200 lakhs. (FY 2022-23 ₹ 200 lakhs)

ii) Plan assets are investment in unquoted insurer managed funds.

Plan is governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, employees are entitled to specific benefit at the time of retirement or termination of the employment on completion of five years or death while in employment. The level of benefit provided depends on the member's length of service and salary at the time of death/retirement/termination age.

(b) The Obligation for compensated absence is recognised basis Company's leave policy and net charge to the standalone statement of profit and loss the year ended March 31, 2023 is ₹ 244 lakhs (March 31, 2022: ₹ 216 lakhs)

Demographic assumptions used:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	7.40%	6.70%
Salary escalation	10%	10%

(c) The Company contributed ₹ 774 lakhs for the year ended March 31, 2023 (₹ 625 lakhs March 31, 2022) for the defined contribution plan, which includes contribution towards provided fund, employee state insurance commission and labour welfare fund.

28 Income taxes

a) Income tax (credit) / expense in the standalone statement of profit and loss consists of:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current tax**	3,669	2,489
Deferred tax*	(318)	(613)
Income tax expense recognised in the standalone statement of profit or loss	3,351	1,876
Income tax credit / (expense) recognised in OCI (net)	57	(228)

* Includes MAT credit entitlement of ₹ 611 lakhs (March 31, 2022 ₹ 318 lakhs).

** During the year ended March 31, 2021, the Company has recognised a provision towards the possible impact of an uncertain tax treatment based on the present status of the on-going proceedings of its Advance Pricing Arrangement with the tax authorities. Accordingly, ₹ 730 Lakhs was provided as an impact for prior years, which will be adjusted based on additional facts and / or ultimate outcome. Current tax expense for the year ended March 31, 2023 and March 31, 2022 includes impact for the same amounting to ₹ 836 lakhs and ₹ 776 lakhs respectively, recognised on a similar basis. The matter is under discussion between the revenue authorities of the respective countries and pending ultimate conclusion, the Company has recognized the provision on a best estimate basis. The accumulated provision as at March 31, 2023 ₹ 2,759 lakhs (March 31, 2022 is ₹ 1923 lakhs).

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

b) The reconciliation between the provision of income tax of the Company and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before tax	16,565	9,587
Enacted income tax rate in India	29.12%	29.12%
Computed expected tax expense	4,824	2,792
Effect of:		
Expenses/ (income) that are not deductible/ taxable in determining taxable profit	21	(18)
Long Term Capital Gain (LTCG)/ Short Term Capital Gain (STCG) Indexation carried forward losses adjusted	(409)	(336)
Dividend income subject to different tax rates	(1,664)	(1,375)
Tax provision related to Advance Pricing Arrangement	836	776
Revaluation of Put Option	(255)	-
Others	(2)	37
Total income tax expense recognised in the standalone statement of profit and loss	3,351	1,876

c) The movement in deferred income tax assets and (liabilities) for the year ended March 31, 2023 is as follows:

Particulars	Carrying value as at April 01, 2022	Changes through profit or loss	Changes through OCI	Carrying value as at March 31, 2023
Property, plant and equipment and other intangible assets	620	(293)	-	327
Provision for doubtful debts	83	77	-	160
Provision for compensated absence/gratuity	472	143	(28)	587
Net gain on fair value of mutual funds	(54)	-	77	23
Cash flow hedge	(389)	-	8	(381)
MAT Credit entitlement	2,229	611	-	2,840
Others	323	(218)	-	105
Total	3,284	320	57	3,661

The movement in deferred income tax assets and (liabilities) for the year ended March 31, 2022 is as follows:

Particulars	Carrying value as at April 01, 2021	Changes through profit or loss	Changes through OCI	Carrying value as at March 31, 2022
Property, plant and equipment and other intangible assets	627	(7)	-	620
Provision for doubtful debts	91	(8)	-	83
Provision for compensated absence/gratuity	382	123	(33)	472
Net gain on fair value of mutual funds	(519)	156	309	(54)
Cash flow hedge	115	-	(504)	(389)
MAT Credit entitlement	1,912	317	-	2,229
Others	291	32	-	323
Total	2,899	613	(228)	3,284

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has legally enforceable right to set off the said balances and Company's intent is to settle on a net basis as to realise asset and liabilities simultaneously, and deferred tax assets and deferred tax liabilities relate to the income tax levied by same tax authorities.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

29 Related Party disclosures, as per Ind AS 24

Relationships have been disclosed where transactions have taken place and relationships involving control:

Name of Related Party	Nature of relationship	Country of Incorporation
Mastek (UK) Limited	Subsidiary	United Kingdom
Mastek Enterprise Solution Private Limited (formerly known as Trans American Information Systems Private Limited)	Subsidiary	India
Mastek Inc. (formerly known as Digility, Inc.)	Step-down Subsidiary	United States of America
Trans American Information Systems, Inc.	Step-down Subsidiary	United States of America
Mastek Digility, Inc.	Step-down Subsidiary	Canada
Evolutionary Systems Canada Limited	Step-down Subsidiary	Canada
Meta Soft Tech Systems Private Limited (w.e.f August 01,2022)	Subsidiary	India
Metasoftech Solutions LLC (w.e.f August 01,2022)	Step-down Subsidiary	United States of America
Acquired through Business Transfer Agreement (BTA) (Refer note 41 (i) for manner and date of acquisition)		
Mastek Arabia FZ LLC	Step-down Subsidiary	United Arab Emirates
Evolutionary Systems Consultancy LLC	Step-down Subsidiary	United Arab Emirates
Evolutionary Systems Egypt LLC	Step-down Subsidiary	Egypt
Evosys Kuwait WLL	Step-down Subsidiary	Kuwait
Evolutionary Systems Saudi LLC	Step-down Subsidiary	Kingdom of Saudi Arabia
Evolutionary Systems Bahrain WLL	Step-down Subsidiary	Bahrain
Acquired through Demerger Co-operation Agreement (DCA) (Refer note 41 (ii) for manner and date of acquisition)		
Evolutionary Systems Company Limited	Step-down Subsidiary	United Kingdom
Newbury Cloud, Inc.	Step-down Subsidiary	United States of America
Evolutionary Systems Corp.	Step-down Subsidiary	United States of America
Evosys Consultancy Services (Malaysia) Sdn Bhd	Step-down Subsidiary	Malaysia
Evolutionary Systems Qatar WLL	Step-down Subsidiary	Qatar
Mastek Systems Pty Ltd (Formerly known as Evolutionary Systems Pty Ltd)	Step-down Subsidiary	Australia
Evolutionary Systems BV	Step-down Subsidiary	Netherlands
Evolutionary Systems (Singapore) Pte. Ltd.	Step-down Subsidiary	Singapore
Key Management Personnel (KMP):	Ashank Desai, Vice Chairman and Managing Director (till March 31,2023)*	
	Arun Agarwal, Global Chief Financial Officer (w.e.f May 31,2021)	
	Dinesh Kalani, Company Secretary	
Global Chief Executive Officer (CEO):	Hiral Chandrana, Global Chief Executive Officer	
Directors:	Ketan Mehta, Non Executive Director	
	Atul Kanagat, Non Executive Director (till Jan 17,2023)	
	Priti Rao, Non Executive Director	
	S. Sandilya, Non Executive Director (till March 3, 2023)	
	Rajeev Grover, Non Executive Director	
	Suresh Vaswani Non Executive Director (w.e.f Dec 11,2022)	

* Non executive Director and Chairman w.e.f. April 01, 2023

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Enterprise where KMP has control: Mastek Foundation

Transactions with above related parties during the year were:-

Name of Related Party	Nature of relationship	For the year ended March 31, 2023	For the year ended March 31, 2022
Mastek (UK) Limited	Information Technology Services ^	24,865	22,365
	Others	49	73
	Dividend received from subsidiary	5,714	4,721
	Reimbursable / Other expenses recoverable	531	418
	Guarantee commission ^	203	227
Mastek, Inc.	Information Technology Services ^	447	563
	Reimbursable / other expenses recoverable	164	96
	Reimbursable / other expenses Payable	18	-
	Guarantee given against loan availed by subsidiary*	24,651	-
Trans American Information Systems, Inc.	Information Technology Services ^	430	458
	Others	36	11
	Reimbursable / other expenses recoverable	19	1
Mastek Digital Inc.	Reimbursable / other expenses recoverable	4	-
Mastek Enterprise Solution Private Limited (formerly known as Trans American Information Systems Private Limited)	Information Technology Services (excluding GST)	2,472	557
	Other Income	-	-
	Reimbursable / other expenses recoverable (excluding GST)	412	13
	Reimbursable / other expenses Payable (excluding GST)	167	-
	Guarantee given for facility availed by subsidiary ^	-	111
	Guarantee commission ^	33	25
Mastek Arabia FZ LLC	Information Technology Services ^	18,095	45,162
	Consideration paid on behalf of subsidiary^^	7	-
	Reimbursable / other expenses recoverable	0	-
Evolutionary Systems Consultancy LLC	Information Technology Services ^	59	61
	Other expenses recoverable / (payable)	-	(6)
	Reimbursable / other expenses recoverable	8	-
Evosys Consultancy Services (Malaysia) Sdn Bhd	Information Technology Services ^	192	18
	Reimbursable / other expenses recoverable	3	-
Evolutionary Systems (Singapore) Pte. Ltd.	Information Technology Services ^	54	42
	Reimbursable / other expenses recoverable	5	-
Evolutionary Systems Corp.	Reimbursable / other expenses recoverable	38	-
Evolutionary Systems Company Limited-UK	Reimbursable / other expenses recoverable	11	-
Mastek Systems Pty Ltd (Formerly known as Evolutionary Systems Pty Ltd)	Reimbursable / other expenses recoverable	8	-
Evolutionary Systems B.V.	Reimbursable / other expenses recoverable	6	-
Evolutionary Systems Qatar WLL	Reimbursable / other expenses recoverable	3	-
Evolutionary Systems Saudi LLC	Reimbursable / other expenses recoverable	8	-
Metasoftech Systems Private Limited	Information Technology Services ^	4	-
	Reimbursable / other expenses recoverable	73	-
Mastek Foundation	Contribution towards CSR activities	240	182
Compensation of key management personnel and directors of the Company		644	696

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Balances outstanding are as follows:-

Name of Related Party	Nature of relationship	As at March 31, 2023	As at March 31, 2022
Mastek (UK) Limited	Trade receivables	361	4,144
	Other receivables	43	224
	Guarantee commission receivable ^	146	324
	Guarantee commission liability (at fair value) ^	283	459
	Guarantee given against Loan availed by subsidiary *	12,071	18,648
Mastek Inc.	Trade receivables	141	56
	Other / receivables	179	9
	Guarantee given against Loan availed by subsidiary *	24,651	-
Trans American Information Systems, Inc.	Other receivables	16	-
	Trade receivables	121	96
Mastek Enterprise Solution Private Limited (formerly known as Trans American Information Systems Private Limited)	Trade receivables	2,200	547
	Other receivables	178	59
	Guarantee commission receivable ^	82	101
	Guarantee commission liability (at fair value) ^	74	96
	Consideration paid on behalf of subsidiary^^	63,257	45,162
Mastek Arabia FZ LLC	Trade receivables	8	-
	Other receivables	0.3	-
Evolutionary Systems Consultancy LLC	Trade receivables	44	54
	Other receivables	8	-
Evosys Consultancy Services (Malaysia) Sdn Bhd	Trade receivables	149	28
	Other receivables	3	-
Evolutionary Systems (Singapore) Pte. Ltd.	Trade receivables	42	41
	Other receivables	5	-
Evolutionary Systems Corp.	Other receivables	38	-
Evolutionary Systems Company Limited-UK	Other receivables	11	-
Mastek Systems Pty Ltd (Formerly known as Evolutionary Systems Pty Ltd)	Other receivables	8	-
Evolutionary Systems B.V.	Other receivables	6	-
Evolutionary Systems Qatar WLL	Other receivables	3	-
Evolutionary Systems Saudi LLC	Other receivables	8	-
Metasoftech Systems Private Limited	Trade receivables	84	-
Mastek Digital Inc.	Other receivables	4	-
Compensation of key management personnel and directors of the Company		88	204

All the transaction has been executed with the related parties are done at the arms length basis, for which prior approval of Audit committee has been obtained.

Equity and equity like investments are not included in balances outstanding.

* The guarantees/security [refer notes 3(a)(i) and 39B have been given for loans availed by the subsidiary.

^ This includes foreign exchange adjustment / fair value adjustment.

^^ Consideration paid on behalf of subsidiary is pursuant to acquisition (Refer note 41)

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Compensation of key management personnel and directors of the Company

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and other employee benefits *	457	450
Share based payment transactions	9	47
Director sitting fees	129	134
Director commission	49	65
Compensation to key management personnel	644	696

* The KMP's are covered under the Companies gratuity policy, leave entitlement policy and bonus policy along with other eligible employee of the Company. Proportionate amount of gratuity and compensated absences expenses and provision for gratuity and compensated absences, which are determined actuarially are not mentioned in the aforementioned disclosure as these are computed for the Company as a whole.

30 Segment reporting

The Company has opted to present information relating to its segments in its consolidated financial statements which are included in the same annual report. In accordance with Ind AS 108 - 'Operating Segments', no disclosures related to segment are therefore presented in these standalone financial statements.

31 Financial instrument

The carrying value and fair value of financial instruments (other than 'Investments in subsidiaries') by categories as at March 31, 2023 and March 31, 2022 is as follows:

Particulars	Carrying Value		Fair Value	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Financial assets				
Amortised cost				
Trade receivable (net of provisions)	3,757	5,652	3,757	5,652
Cash and cash equivalents	692	1,570	692	1,570
Other bank balance	51	48	51	48
Other assets	525	796	525	796
Security deposits	107	122	107	122
Investment in term deposits	40	3,288	40	3,288
Investment in bonds	53	109	53	109
FVOCI				
Investment in mutual funds	-	2,457	-	2,457
Derivative assets	1,307	1,335	1,307	1,335
Total assets	6,532	15,377	6,532	15,377
Financial liabilities				
Amortised cost				
Borrowings	271	263	271	263
Lease liabilities	23	58	23	58
Trade payables	2,436	3,065	2,436	3,065
Other liabilities	1,894	3,678	1,894	3,678
FVTPL				
Derivative liabilities	-	874	-	874
Total liabilities	4,624	7,938	4,624	7,938

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

32 Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis as at March 31, 2023 and March 31, 2022

Quantitative disclosures of fair value measurement hierarchy for financial instruments as at March 31, 2023:

Particulars	Date of valuation	Total	Fair value measuring using		
			Level 1	Level 2	Level 3
Financial assets measuring at fair value					
Derivative assets					
Foreign exchange forward contract	March 31, 2023	1,307	-	1,307	-
FVTOCI financial assets designated at fair value					
Investment in mutual funds	March 31, 2023	-	-	-	-
Financial liabilities measuring at fair value					
Derivative liabilities					
Foreign exchange forward contract	March 31, 2023	-	-	-	-

Quantitative disclosures of fair value measurement hierarchy for financial assets as at March 31, 2022:

Particulars	Date of valuation	Total	Fair value measuring using		
			Level 1	Level 2	Level 3
Financial assets measuring at fair value					
Derivative Assets					
Foreign exchange forward contract	March 31, 2022	1,335	-	1,335	-
FVTOCI financial assets designated at fair value					
Investment in mutual funds	March 31, 2022	2,457	2,457	-	-
Financial liabilities measuring at fair value					
Derivative liabilities					
Foreign exchange forward contract	March 31, 2022	874	-	874	-

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

32.1 Description of valuation techniques used and significant unobservable input for valuation

Instrument	Valuation technique	Significant unobservable inputs	Range (weighted average)	
Financial liabilities measuring at fair value - Derivative instrument (Put option)	For March 31, 2023 DCF method Put option has been valued at its intrinsic value as at March 31, 2023 put option is out of the money. For March 31, 2022 DCF method Monte Carlo simulation has been used to simulate EBITDAs for each relevant financial year.	Long-term growth rate for cash flows for subsequent years	March 31, 2022: WACC - 16%, Terminal growth rate - 5% Expected EBITDA volatility - 54.79%	March 31, 2023: WACC - 16.5%, Terminal growth rate - 5%

Derivative instrument (Put option)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	874	7,578
Less: Fair value gain recognised through profit and loss	(874)	(145)
Less: Fair value proportion for first tranche of CCPS buy-out of MESPL (Refer note 41)	-	(6,559)
Balance at the end of the year	-	874

33 Financial risk management

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Company's management oversees the management of these risk and formulates the policies, the Board of Directors and Audit Committee reviews and approves policies for managing each of these risks, which are summarised below:

Market risk: Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market prices. The primary market risk to the Company is foreign exchange risk.

Foreign currency risk

The Company's exposure to risk of change in foreign currency exchange rates arising from foreign currency transactions, is primarily with respect to the currencies which are not fixed. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the Company. The Company uses derivative financial instruments to mitigate foreign exchange related risk exposures. The counter parties of these derivative instruments are primarily a bank. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivative for speculative purposes may be undertaken.

These derivative financial instruments are forward contracts and are qualified for cash flow hedge accounting when the instrument is designated for hedge. Company has designated major portion of derivative instruments as cash flow hedges to mitigate the foreign exchange exposure of forecasted highly probable cash flows.

Derivative financial instruments:

The Company holds derivative financial instrument i.e., foreign currency forward contracts to mitigate the risk of changes in exchange rate on foreign currency exposure. The counterparty for these contracts is a bank. These derivative financial instruments are valued based on inputs that is directly or indirectly observable in the marketplace.

The objective of hedge accounting is to represent, in the Company's standalone financial statements, the effect of the Company's use of financial instruments to manage exposures arising from particular risks that could affect profit or loss. As part of its risk management strategy, the Company makes use of derivative financial instruments for hedging the risk arising on account of highly probable foreign currency forecasted sales.

The Company applies cash flow hedge to hedge the variability arising out of foreign currency exchange fluctuations on account of highly probable foreign currency forecasted sales. Such contracts are designated as cash flow hedges.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

The following table presents the aggregate contracted principal amounts of the Company's derivative contracts outstanding:

Designated derivative instrument	As at March 31, 2023	As at March 31, 2022
Forward contract (Amount in GBP lakhs)	263	229
Number of contracts	352	352
Fair value in ₹ lakhs	1307	1,335
Forward Contracts covers part of the exposure during the period April 2023 - March 2027		

Accounting for cash flow hedge

The objective of hedge accounting is to represent, in the Company's financial statements, the effect of the Company's use of financial instruments to manage exposures arising from particular risks that could affect profit or loss. As part of its risk management strategy, the Company makes use of derivative financial instruments for hedging the risk arising on account of highly probable foreign currency forecasted sales.

The Company has a Board approved policy on assessment, measurement and monitoring of hedge effectiveness which provides a guideline for the evaluation of hedge effectiveness, treatment and monitoring of the hedge effective position from an accounting and risk monitoring perspective. Hedge effectiveness is ascertained at the time of inception of the hedge and periodically thereafter. The Company assesses hedge effectiveness on prospective basis. The derivative contracts have been taken to hedge foreign currency fluctuations risk arising on account of highly probable foreign currency forecasted sales.

The Company determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The foreign exchange forward contracts are denominated in the same currency as the highly probable forecasted sales. Further, the entity has included the foreign currency basis spread and takes the forward rates in hedging relationship.

The Company applies cash flow hedge to hedge the variability arising out of foreign currency exchange fluctuations on account of highly probable foreign currency forecasted sales. Such contracts are generally designated as cash flow hedges.

The table below enumerates the Company's hedging strategy, typical composition of the Company's hedge portfolio, the instruments used to hedge risk exposures and the type of hedging relationship:

Type of risk / hedge position	Hedged item	Description of hedging strategy	Hedging instrument	Description of hedging instrument	Type of hedging relationship
Cash flow hedge of foreign currency risk	Highly probable forecasted sales	Foreign currency denominated in proceeds from highly probable forecasted sales is converted into functional currency using a forward contract. Functional currency of the Company is INR.	Foreign exchange forward contracts	Forward contracts are contractual agreements to buy or sell a specified financial instrument at a specific price and date in the future. These are customised contracts transacted in the over-the-counter market.	Cash flow hedge

Net realised foreign exchange (gain) arising from hedging is accounted under revenue from operations as on March 31, 2023 ₹ 1,000 lakhs (March 31, 2022 ₹ 128 lakhs).

There was no hedge ineffectiveness during the year

Mark-to-Market (losses) / gains	As at March 31, 2023	As at March 31, 2022
Opening balance of Mark-to-market gains receivable on outstanding derivative contracts	1,335	(398)
Less: Released from Hedging reserve account to standalone statement of profit and loss	(1,000)	(128)
Add: Changes in the value of derivative instrument recognised in OCI	972	1,861
Closing balance of Mark-to-market (losses payable) / gains receivable on outstanding derivative contracts	1,307	1,335
Disclosed under:		
Other current financial asset (Refer note 6(d))	678	543
Other non-current financial asset (Refer note 4(b))	629	792
	1,307	1,335

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Non-derivative financial instruments

The following table presents foreign currency risk from non- derivative financial instrument as of March 31, 2023 and March 31, 2022.

Currency	As at March 31, 2023					
	Amount in respective foreign currencies (in lakhs)			Amount (₹ in lakhs)		
	Financial assets	Financial liabilities	Net assets / (liabilities)	Financial assets	Financial liabilities	Net assets / (liabilities)
USD	5	(0)	5	419	(24)	395
GBP	-	-	-	-	-	-
AED	3	-	3	59	-	59
MYR	7	-	7	135	-	135
SGD	0	-	0	3	-	3
CAD	0	-	-	4	-	4
EUR	0	-	-	6	-	6
AUD	0	-	-	8	-	8
QAR	0	-	-	3	-	3
SAR	0	-	-	8	-	8
Total (in INR)				646	(24)	622

Currency	As at March 31, 2022					
	Amount in respective foreign currencies (in lakhs)			Amount (₹ in lakhs)		
	Financial assets	Financial liabilities	Net assets / (liabilities)	Financial assets	Financial liabilities	Net assets / (liabilities)
USD	3	(1)	2	215	(98)	117
GBP	25	-	25	2,506	-	2,506
AED	3	-	3	54	-	54
MYR	1	-	1	17	-	17
Total (in INR)				2,792	(98)	2,694

For the guarantee issued by Mastek Limited on behalf of its wholly owned subsidiary, Mastek (UK) Limited, management does not expect any liability against the same.

As at March 31, 2023 and March 31, 2022 respectively, every 1% increase/decrease of the respective foreign currencies compared to functional currency of the Company would impact results by approximately ₹ 6 lakhs and ₹ 27 lakhs, respectively.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counter party credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment and accordingly the Company's accounts for the expected credit loss. There are two customers which contribute for more than 10% of outstanding total accounts receivables aggregating 72.52% as at March 31, 2023 (74.50%, March 31, 2022). There is one customer which contributes for more than 10% of revenue aggregating 84% as at March 31, 2023 (88%, March 31, 2022).

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Particulars (Movement of provision for expected credit loss)	As at March 31, 2023	As at March 31, 2022
At the beginning of the year	290	318
Provision made / reversed during the year	263	(28)
At the end of the year	553	290

The following table gives details in respect of revenues generated from top customer and top 5 customers:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from Top Customer	83%	87%
Revenue from Top 5 Customers	95%	94%

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Also, the Company has unutilized credit limits with banks. The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. The management monitors the Company's net liquidation through rolling forecast on the basis of expected cash flows. Also, the probability that guarantee given by Mastek Limited on behalf of Mastek (UK) Limited, wholly owned subsidiary ("Mastek UK") for its borrowings, will be invoked is very remote considering the financial strength of Mastek UK and its past history of timely repayment. Accordingly, such guarantee is not impacting the liquidity risk profile of the company.

The Working Capital position of the Company is given below

Particulars of current financial assets	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalent	692	1,570
Other bank balances	54	3,336
Investment in mutual funds	-	1,432
Investment in bonds	-	57
Total	746	6,395

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2023 and March 31, 2022:

Particulars	As at March 31, 2023	
	Less than 1 Year	1 Year and above
Borrowings	78	193
Trade payables	2,436	-
Lease liabilities	9	367
Other financial liabilities	1,671	223

Particulars	As at March 31, 2022	
	Less than 1 Year	1 Year and above
Borrowings	79	184
Trade payables	3,065	-
Lease liabilities	67	376
Other financial liabilities	3,159	1,393
Lease liabilities	35	23

Trade payables are generally non - interest bearing and are normally settled in line with respective industry norms.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Price risk

The Company is mainly exposed to the price risk due to its investment in mutual funds. The price risk arises due to uncertainties about the future market values of these investments. These are exposed to price risk. The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in mutual funds.

Particulars	As at March 31, 2023	As at March 31, 2022
Investments in Mutual funds	-	2,457

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Price change by :		
100 basis points increase	-	25
100 basis points decrease	-	(25)

Interest rate sensitivity

The sensitivity analysis below have been determined based on exposure to interest rates for borrowings at the end of the reporting year and the stipulated change taking place at the beginning of the year and held constant throughout the reporting year in case of borrowings that have floating rates.

The Company does not have any borrowings with floating interest rate.

34 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital as well as the level of dividends on its equity shares. The Company's objective when managing capital is to maintain an optimal structure so as to maximise shareholder value. The capital structure is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Total equity attributable to the Equity Share Holders of Company	74,273	60,179
As percentage of total Capital	99.64%	99.56%
Current loan and borrowing	78	79
Non current loan and borrowing	193	184
Total loans and borrowings	271	263
Total Cash and cash equivalent	692	1,570
% based on debt to total capital	0.36%	0.44%
% based on net debt to adjusted total capital	(0.57%)	(2.22%)
Total capital (borrowings and equity)	74,544	60,442
Total adjusted capital (borrowing - cash and cash equivalent + total equity)	73,852	58,872

The Company is predominantly equity financed which is evident from capital structure table. Further, the Company has always been in a net cash position.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

35 Employee Stock Based Compensation

i) Plan V

The Company introduced a new scheme in 2008 for granting 1,500,000 stock options to the employees, each option representing one equity share of the Company. The vesting period of stock options will range from one year to four years from the date of grant. The stock options are exercisable within a period of seven years from the date of vesting.

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	No. of share options	Weighted average Exercise price	No. of share options	Weighted average Exercise price
Outstanding options at beginning of the year	6,725	47	10,475	63
Granted during the year	-	-	-	-
Exercised during the year	(6,225)	47	-	-
Lapsed/Cancelled during the year	(500)	47	(3,750)	91
Outstanding options at end of the year	-	-	6,725	47
Options exercisable, end of the year	-	-	6,725	47

ii) Plan VI

The Company introduced a new scheme in 2010 for granting 2,000,000 stock options to the employees, each option representing one equity share of the Company. The vesting period of stock options will range from one year to four years from the date of grant. The stock options are exercisable within a period of seven years from the date of vesting.

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	No. of share options	Weighted average Exercise price	No. of share options	Weighted average Exercise price
Outstanding options at beginning of the year	73,309	120	1,18,091	114
Granted during the year	-	-	-	-
Exercised during the year	(9,296)	130	(20,769)	142
Lapsed/Cancelled during the year	(24,094)	72	(24,013)	73
Outstanding options at end of the year	39,919	147	73,309	120
Options exercisable, end of the year	39,919	147	73,309	120

iii) Plan VII

The Company introduced a new scheme in 2013 for granting 2,500,000 stock options to its employees and employees of its subsidiaries, each option giving a right to apply for one equity share of the Company on its vesting. The vesting period of stock option will range from one year to four years from the date of grant. The stock options are exercisable within a period of seven years from the date of vesting.

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	No. of share options	Weighted average Exercise price	No. of share options	Weighted average Exercise price
Outstanding options at beginning of the year	6,33,770	83	10,18,646	69
Granted during the year	54,860	5	14,530	5
Exercised during the year	(1,70,533)	134	(2,74,314)	53
Lapsed/Cancelled during the year	(48,133)	89	(1,25,092)	28
Outstanding options at end of the year	4,69,964	55	6,33,770	83
Options exercisable, end of the year	3,26,700	77	4,48,225	116

Note: The Company does not have a past practice of cash settlement for these ESOPs. The Company accounts for the ESOPs as an equity-settled plan.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

The following tables summarise information about the options/ shares outstanding under various programs as at March 31, 2023 and March 31, 2022, respectively:

Particulars	As at March 31, 2023		
	No. of share options	Weighted average remaining contractual life in years	Weighted average Exercise price
Plan VI	39,919	1.7	147
Plan VII	4,69,964	5.7	55

Particulars	As at March 31, 2022		
	No. of share options	Weighted average remaining contractual life in years	Weighted average Exercise price
Plan V	6,725	0.3	47
Plan VI	73,309	2.1	120
Plan VII	6,33,770	5.8	83

The weighted average fair value of each unit under the plan, granted during the year ended March 31, 2023 was ₹ 2,091 (March 31, 2022 - ₹ 2,356) using the Black-Scholes model with the following assumptions:

Particulars	As at March 31, 2023	As at March 31, 2022
Weighted average grant date share price (in ₹)	2,091	2,443
Weighted average exercise price (in ₹)	5	5
Dividend yield %	0.73%	0.58%
Expected life	3-7 years	3-7 years
Risk free interest rate %	703.00%	5.90%
Volatility %	5003.67%	51.35%

Volatility : Volatility is a measure of the amount by which a price has fluctuated or is expected to fluctuate during the period. The measure of volatility is used in Black Scholes option pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. Company considered the daily historical volatility of the Company's stock price on NSE over the expected life of each vest.

Risk free rate : The risk free rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on zero coupon yield curve for government securities.

Expected life of the options: Expected life of the options is the period for which the Company expects the options to be live. The minimum life of stock options is the minimum period before which the options can't be exercised and the maximum life of the option is the maximum period after which the options can't be exercised. The Company has calculated expected life as the average of the minimum and the maximum life of the options.

Dividend yield: Expected dividend yield has been calculated as a total of interim and final dividend declared in last year preceding date of grant.

36 Leases

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on systematic basis over the lease term.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Company as lessee

The Company's leased assets primarily consist of leases for office premises, guest houses, laptops, lease lines, furniture and equipment. Leases of office premises and guest houses generally have lease term between 2 to 44 years (March 31, 2022 - 2 to 45 years). The Company has applied low value exemption for leases of laptops, lease lines, furniture and equipment accordingly these are excluded from Ind AS 116, at present.

- i) The carrying amounts of right-of-use assets recognised and the movements during the period (Refer note 3 (b))
- ii) Below are the carrying amounts of operating lease liabilities (included under financial liabilities) and the movements during the period:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance at the beginning of the year	58	89
Additions during the year	-	-
Deletion during the year	-	-
Finance expense	3	7
Payments	(38)	(38)
Balance at the end of the year	23	58
Current	0	35
Non-current	23	23

The contractual maturity analysis of lease liabilities (Including amount not falling under IndAS 116) are disclosed herein on an undiscounted basis:

Particulars	As at March 31, 2023	As at March 31, 2022
Less than one year	9	67
More than one year less than 5 years	35	35
More than 5 years	332	341

The effective interest rate for lease liabilities as at March 31, 2023 is 11% (March 31, 2022 - 11%)

- iii) The following are the amounts recognised in standalone statement of profit or loss:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation expense of right-of-use assets	30	30
Interest expense on lease liabilities	4	7
Expense relating to short-term leases (included in other expenses)	57	50
Total amount recognised in Statement of profit and loss	91	87

The Company had total cash outflows for leases of ₹ 95 lakhs in FY 2022-23 (₹ 88 lakhs in FY 2021-22) including cash outflow for short term and low value leases.

There are several lease agreements with extension and termination options, for which management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised. Since it is reasonable certain to exercise extension option and not to exercise termination option, the Company has opted to include such extended term and ignore termination option in determination of lease term.

The maturity analysis of lease income are disclosed herein-

Particulars	As at March 31, 2023	As at March 31, 2022
Lease income		
Future minimum lease income under non-cancellable operating lease (in respect of properties):		
Due within one year	7	405
Due later than one year but not later than five years	31	491
Total	38	896

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

37 Micro, Small and Medium Enterprises

The Company did not have dues to Micro and small suppliers registered as such under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
a) Principal amount remaining unpaid to any supplier at the end of the year	-	-
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) the amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) the amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

38 Capital commitment

Estimated amount of contracts remaining to be executed on capital account and not provided for as at March 31, 2023 is ₹ 336 lakhs (March 31, 2022: ₹ 395 lakhs).

39 A. Contingent liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
1. Claims against Company not acknowledged as debts		
Disputed demands in respect of Sales tax (including pending litigation of various matters)	941	941

2. Provident fund

Based on the judgement by the Honourable Supreme Court dated February 28, 2019, past provident fund liability, is not determinable at present, in view of uncertainty on the applicability of the judgement to the Company with respect to timing and the components of its compensation structure. In absence of further clarification, the Company has been advised to await further developments in this matter to reasonably assess the implications on its financial statements, if any.

- (i) The Company does not expect any cash outflows or any reimbursements in respect of the above contingent liabilities.
- (ii) It is not practicable for the Company to estimate the timing of cash outflows, if any, in respect of the above, pending occurrence of the default event or resolution of respective proceedings.

3. Social Security Code

The Code on Social Security, 2020 ("the Code") relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

39B. Guarantee given to lenders for loan availed by subsidiary (to the extent amount outstanding)

Particulars	As at March 31, 2023	As at March 31, 2022
Guarantee given to lenders for loan availed by subsidiary (to the extent of amount outstanding)	36,722	18,648

Highest amount outstanding was ₹ 42,757 lakhs (March 31, 2022 ₹ 25,485 lakhs)

40 Payments to the Auditor (excluding GST)

Particulars	As at March 31, 2023	As at March 31, 2022
As auditor	65	45
Other expenses	2	2
Total	67	47

41 Note on acquisition

During the year ended March 31, 2020, Mastek acquired control of the business of Evolutionary Systems Private Limited (“ESPL”) and its subsidiary companies (together referred to as “Evosys”). The acquisition was as follows:-

- (i) Mastek (UK) Limited, a wholly-owned subsidiary of Mastek Limited, entered into a Business Transfer Agreement (“BTA”) on February 8, 2020 to acquire the business of Evosys Arabia FZ LLC and Share Transfer Agreements (STA) to acquire Middle East Companies (“MENA Acquisition”) by paying a cash consideration (net of cash and cash equivalents) of USD 64.9 million i.e. ₹ 48,204 lakhs. The closing of such transaction occurred on March 17, 2020, which is considered to be the date of transfer of control or the date of acquisition, as per Ind AS 103, and necessary effects have been recognised in the standalone financial statements of the respective entities, alongwith standalone and consolidated financial statements of the Company and its subsidiaries.

While the acquisition has been effected and full consideration has been paid, procedures to complete the legal processes like registering sale of shares in one of the geography was delayed due to the pandemic condition, which has been completed as at March 31, 2022.

- (ii) With respect to a business undertaking of ESPL (including investments in certain subsidiaries of ESPL), the parties (Mastek group and Evosys group) entered into a Demerger Co-operation Agreement (DCA) and Shareholders Agreement on February 8, 2020. The manner of discharge of the non-cash consideration and the acquisition of legal ownership, was decided to be achieved through a demerger scheme filed before the National Company Law Tribunal (NCLT) (“the Scheme”), or, as per DCA, the parties were to complete this transaction with the same economic effect, by an alternate arrangement, within the period specified in the DCA. The DCA gave Mastek Enterprise Solutions Private Limited (formerly known as ‘Trans American Information Systems Private Limited’) (MESPL) a wholly owned subsidiary of Mastek, the right to appoint majority of the board of directors in ESPL and its subsidiaries and also provided for the relevant activities of ESPL and its subsidiaries to be decided by a majority vote of such board of directors, thereby resulting in transfer of control of business of ESPL and its subsidiaries to Mastek Group. The date of acquisition of business undertaking for the purposes of Ind AS 103 is the date of transfer of control to the Group, i.e. February 8, 2020. Discharge of consideration for demerger is through issue of 4,235,294 equity shares of Mastek Limited (face value ₹ 5 each) and balance through 15,000 Compulsorily Convertible Preference Shares (CCPS) of ₹ 10 each of MESPL, subsequently split into 150,000 CCPS of ₹ 1 each, which carry a Put Option to be discharged at agreed EBITDA multiples, based on actual EBITDA of 3 years commencing from financial year ending March 31, 2021 including adjustment for closing cash. Pending completion of legal acquisition, this transaction had only been considered for disclosure in the standalone financial statements for the years ended March 31, 2020 and 2021 and all periods ending June 30, 2021.

On September 14, 2021, the above transaction has been approved by the NCLT, pursuant to the Scheme of Demerger (‘the Scheme’), for the demerger of Evolutionary Systems Private Limited (ESPL or demerged entity), into MESPL, with the effective date of February 1, 2020 (Appointed Date). Consequently, the effect of the De-merger has been considered in the previous year’s financial statement in accordance with Ind AS 103 - ‘Business Combinations’. Accordingly, the year ended March 31, 2021 have been restated, to give effect to the business combination, as given below.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

On December 17, 2021, a board meeting was held where the Board approved the buy out of first tranche of CCPS i.e. 1/3rd of the total outstanding CCPS (of MESPL) basis the agreed valuations in line with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended). Accordingly, 254,755 equity shares of Mastek Limited (face value ₹ 5 each) have been issued on February 10, 2022, for said buy- out of first tranche of 50,000 CCPS of MESPL.

On December 11, 2022, a board meeting was held where the Board approved the buy out of second tranche of 50,000 CCPS of MESPL basis the agreed valuations in line with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended). Accordingly, 320,752 equity shares of Mastek Limited (face value of ₹ 5 each) had been issued on January 17, 2023, for said buy- out of second tranche of 50,000 CCPS of MESPL.

(iii) Total Purchase consideration discharged by the Company on behalf of MESPL pursuant to scheme of Demerger

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
100,000 (March 31, 2022 - 50,000) equity shares of ₹1 each, fully paid up (on account of buyout of 2/3 MESPL Cumulative Convertible Preference Shares (CCPS))	36,269	18,174
Deemed equity in MESPL {(42,35,294 (March 31, 2022 - 42,35,294) equity shares of ₹ 5 each, fully paid up (share issued against the part discharge of consideration for acquisition) and Fair valuation of put option liability as at date of transaction consummation)} (Refer note 41)	26,988	26,988
Total	63,257	45,162

b) Acquisition of entity - MST

During the year ended March 31, 2023, Mastek has acquired control of the business of Meta Soft Tech Systems Private Limited ("MST India"). The acquisition was as follows:-

Mastek Limited, entered into a Share purchase agreement ("SPA") on July 18, 2022 to acquire the business of Meta Soft Tech Systems Private Limited by paying a cash consideration including contingent consideration to be paid based on agreed revenue and gross margin performance (net of cash and cash equivalents) of USD 2.2 million i.e. ₹ 1,846 lakhs. The closing of such transaction occurred on August 02, 2022, which is considered to be the date of transfer of control or the date of acquisition, as per Ind AS 103, and necessary effects have been recognised in the standalone financial statements of the respective entities and consolidated financial statements of the Company and its subsidiaries.

MetaSoft offers customer relationship management (CRM) and marketing automation consulting services. It offers salesforce, licensing solution, MuleSoft integrations, CPQ for salesforce, and Vlocity products. The company offers digital transformation, managed services, and marketing automation solutions. It serves education, healthcare, manufacturing, non-profit, and public sector industries. It is a trusted partner to several Fortune 1000 and large enterprise clients. The acquisition will enable the Company in CRM business.

Purchase consideration

Particulars	MST India
Purchase consideration	2,723
	2,723
Less: Adjustment for Cash [^]	877
	1,846

[^] Purchase consideration is net of cash and cash equivalents acquired including contingent consideration to be paid based on agreed revenue and gross margin performance.

The purchase price allocation to the identified assets and liabilities assumed at the acquisition date are# :

Particulars	MST India
Property, plant and equipment and Right-of-use assets	325
Trade receivables*	588
Financial assets*	949
Other assets*	525

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Particulars	MST India
Trade payables	(5)
Financial liabilities	(863)
Other liabilities	(931)
Current tax liability	(315)
Deferred tax asset**	195
Fair value of identifiable net assets	468
Less: Purchase Consideration	(1,846)
Goodwill	(1,378)
Contingent liability	NA
Goodwill expected to be deductible for tax purpose	-

Goodwill is primarily related to growth expectations, expected future profitability, the substantial skill and expertise of Metasoft's workforce and expected synergies.

*Represents fair value of receivables and gross contractual amounts receivable. All amounts are expected to be collected.

**Excludes the amount pertaining to OCI of ₹ 8 lakhs.

Same will be recorded in consolidated financial statements.

42 Expenditure on Corporate social responsibilities

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Amount required to be spent as per Section 135 of the Companies Act	112	80
Amount spent during the year		
(i) Construction/ acquisition of any asset		-
(ii) On purposes other than (i) above	240	182

The aforementioned amount has been contributed to the trust 'Mastek foundation' which is controlled by the Company. Mastek foundation is primarily engaged in programmes related to promoting health care including preventive health care, promoting education and ensuring environmental sustainability. (Refer note 29)

43 Disclosure of ratios

Sr. No.	Ratio	Formula for Computation	Measure (in times / percentage)	March 31, 2023	March 31, 2022	Variation	Remarks
(a)	Current ratio	Current asset / Current liabilities	Times	1.00	1.73	(42%)	Refer note a below
(b)	Debt-equity ratio	Debt / Average net worth	Times	0.004	0.004	1%	
(c)	Debt service coverage ratio	Earnings available for debt service/Debt service	Times	119.33	53.61	123%	Refer note b below
(d)	Return on equity ratio	Profit after tax / Net worth	Percentage	19.66%	14.26%	38%	Refer note c below
(e)	Inventory turnover ratio	Cost of goods sold / Average inventory	Times	NA	NA	NA	
(f)	Trade receivable turnover ratio	Revenue from operations / Average trade receivables	Times	6.66	5.07	31%	Refer note d below
(g)	Trade payable turnover ratio	Net purchases / Average trade payables	Times	NA	NA	NA	
(h)	Net capital turnover ratio	Revenue from operations / working capital (current assets - current liability)	Times	2,238.50	3.96	56,428%	Refer note e below
(i)	Net profit ratio	Profit after tax / Revenue from operations	Percentage	42.16%	30.04%	40%	Refer note f below

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Sr. No.	Ratio	Formula for Computation	Measure (in times / percentage)	March 31, 2023	March 31, 2022	Variation	Remarks
(j)	Return on capital employed	EBIT / Capital employed	Percentage	14.42%	15.76%	(9%)	
(k)	Return on investment	Profit before tax/ Average total assets	Percentage	21.39%	14.06%	52%	Refer note g below

Notes:

- (i) Debt = Non-current borrowings + Current borrowings
- (ii) Net worth = Paid-up share capital + Reserves created out of profit - Accumulated losses
- (iii) EBITDA = Earnings before, exceptional items, depreciation, amortisation expense and tax
- (iv) Net purchase = Purchase of stock-in-trade + Cost of materials consumed + Closing inventory of raw materials - Opening inventory of raw materials
- (v) Net assets = Property, plant and equipment (including CWIP) + Current assets - Current liabilities
- (vi) EBIT = Earnings before exceptional items, interest and tax
- (vii) Capital employed = Tangible net worth + Total debt + Deferred tax liability
- (viii) Earnings available for debt service = Net profit after taxes + Non operating expenses like depreciation and other amortisations + Interest + Other adjustment like loss on sale of fixed assets etc.
- (ix) Debt service = Interest & Lease Payments + Principal Repayments

Disclosure for change in ratio by more than 25%:

Type of ratio	Variation in ratio between 31 March 2023 and 31 March 2022	Reasons for variance
(a) Current ratio	(42%)	Current ratio decrease primarily due to reduction in current investments.
(b) Debt service coverage ratio	123%	Debt service coverage ratio has increased due to higher profitability.
(c) Return on equity ratio	38%	Return on equity has increased due to higher profitability.
(d) Trade receivable turnover ratio	31%	Trade receivable turnover ratio increased due to increase in revenue and decrease in debtors.
(e) Net capital turnover ratio	56,428%	Net capital turnover ratio increase primarily due to decrease in working capital (sale of investment) and increase in revenue.
(f) Net profit ratio	40%	Net Profit ratio increased due to increase in exceptional income.
(g) Return on investment	52%	Return on investment increased due to increase in profit before tax.

44 Other statutory information

- (i) The Company has not advanced or loaned or invested funds to any person or any entity, including foreign entities (Intermediaries) with the understanding that the intermediary shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by a or on behalf of the Company (Ultimate Beneficiaries); or
 - (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (ii) The Company has not received any fund from any person or any entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by a or on behalf of the Funding Party (Ultimate Beneficiaries); or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- 45 The Company does not have any transactions and outstanding balances during the current as well previous year with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.



Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

- 46 The Company have not defaulted on any of the loan taken from banks, financial institutions or other lenders.
- 47 The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 48 The Company does not have any charge or satisfaction which is yet to be registered with ROC beyond the Statutory period.
- 49 The Company has not traded or invested in Crypto currency or Virtual currency during the financials year.
- 50 The Company does not has any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provision of the Income Tax Act,1961)
- 51 Previous year's figures have been regrouped or reclassified wherever necessary to correspond with the current year classification/ disclosure, which are not considered material to these standalone financial statements
- 52 The Company has not been declared willful defaulter by any bank or financial institution or any other lender.
- 53 The Company has complied with the number of layers prescribed under section 2(87) of the Act.
- 54 The Company has not entered into any scheme of arrangement in terms of section 230 to 237 of the Act for the year ended March 31, 2023 and March 31, 2022.

These are the notes to the standalone financial statements referred to in our report of even date

The Standalone Financial Statements were authorised for issue by the directors on April 19, 2023.

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of **Mastek Limited**

Adi P. Sethna
Partner
Membership No.: 108840

Ashank Desai
Chairman
DIN: 00017767

Rajeev Grover
Director
DIN: 00058165

Place: Mumbai
Date: April 19, 2023

Arun Agarwal
Global Chief Financial officer
Place: Mumbai
Date: April 19, 2023

Dinesh Kalani
Vice President - Group Company Secretary

Independent Auditor's Report

To the Members of Mastek Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of **Mastek Limited** (the 'Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as the 'Group'), as listed in **Annexure - I**, which comprise the Consolidated Balance Sheet as at 31 March 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditor on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group as at 31 March 2023, and their consolidated profit (including Other Comprehensive Income), consolidated
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (the 'ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by the ICAI. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditor in terms of their reports referred to in paragraph 15 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditor on separate financial statements of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p>Revenue from contracts with customers (Refer notes 2(e)(xiv) and 16 to the accompanying consolidated financial statements)</p> <p>Revenue is recognised basis the terms of each contract with customers wherein certain commercial arrangements involve complexity and significant judgements relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation and the appropriateness of basis used to measure revenue recognised over the time period is applied in selecting the accounting basis in each case.</p> <p>We identified revenue of the Group as a key audit matter in the audit of consolidated financial statements of current year because of the significant judgement/ estimates used in accounting of revenue contracts.</p>	<p>Our audit procedures relating to revenue recognition included, but were not limited to the following:</p> <ul style="list-style-type: none"> • Evaluated the design and operating effectiveness of internal financial controls relating to the revenue recognition of the Group. • Selected samples from all streams of contracts and performed detailed analysis on recognition of revenue as per the requirement of Ind AS 115, 'Revenue from Contracts with Customers' which involved testing of inputs to revenue recognition including estimates used. • Evaluated appropriateness and adequacy of disclosures made in the consolidated financial statements with respect to revenue in accordance with the requirements of applicable financial reporting framework.

Key audit matter	How our audit addressed the key audit matter
<p>Valuation of put option liability</p> <p>As described in note 34 to the accompanying consolidated financial statements, the Holding Company has written a put option over the equity instrument of a subsidiary, where the holders (non-controlling interests) of that instrument have the right to put their instrument back to the Holding Company at its fair value on specified dates. The amount that may become payable at each reporting date under the option upon its exercise is recognised at present value as a written put option financial liability with a corresponding charge to equity.</p> <p>Management has appointed an independent valuation expert to value the put option liability at each reporting period. The processes and methodologies used for assessing and determining the value involves use of assumptions and is based on complex management's judgement and estimates.</p> <p>Considering put option liability is significant to the consolidated financial statements and auditing management judgement and estimates as stated above involves high degree of subjectivity and require significant auditor judgement, valuation of put option liability is considered as a key audit matter for the current year audit.</p>	<p>Our audit procedures in relation to valuation of put option liability included but were not limited to the following:</p> <ul style="list-style-type: none"> • Evaluated appropriateness of the Group's accounting policy in respect of recognition and measurement of put option liability in accordance with Ind AS 109, 'Financial Instruments'. • Obtained the understanding of the process of identification, recognition, and measurement of derivative financial instruments. Evaluated the design and implementation of internal financial controls implemented in such process and tested their operating effectiveness during the year. • Obtained the management's external valuation specialist's report on determination of fair value of put option liability and assessed the professional competence and objectivity of the management's expert. • Involved auditor's experts to assess the valuation assumptions used and methodology considered by the management's expert to calculate the put option liability and the mathematical accuracy of these calculations. • Assessed the reasonability of the assumptions and estimates made by the management considered in the valuation of the put option liability basis our understanding of the business and external market conditions to the extent relevant. • Evaluated the appropriateness and adequacy of disclosures given in the consolidated financial statements, including disclosure of significant assumptions and judgements used by management, in accordance with applicable financial reporting framework.
<p>Carrying value of goodwill on business combination</p> <p>Refer notes 2(e)(ix) and 3(c) to the accompanying consolidated financial statements.</p> <p>As at 31 March 2023, the Group's assets include goodwill aggregating to ₹ 10,897 lakhs on account of acquisition of TAISTech US group. The Group has performed annual impairment test for the goodwill as per Ind AS 36, 'Impairment of Assets'.</p> <p>The determination of the recoverable value requires management to make certain key estimates and assumptions including forecast of future cash flows, long-term growth rates, profitability levels and discount rates. Changes in these assumptions could lead to an impairment to the carrying value of the goodwill.</p> <p>Considering goodwill balance is significant to the consolidated financial statements and auditing management judgement and estimates as stated above involves high degree of subjectivity and require significant auditor judgement, assessment of carrying value of goodwill is considered as a key audit matter for the current year audit.</p>	<p>Our audit procedures in relation to testing of impairment of goodwill included but were not limited to the following:</p> <ul style="list-style-type: none"> • Assessed the reasonability of the assumptions used by the management for cash flow forecasts and verified the historical trend of business to evaluate the past performance for consistency. • Obtained management's external valuation specialist's report on determination of recoverable amount and assessed the competence and objectivity of the management's expert. • Involved auditor's experts to assess the valuation assumptions used and methodology considered by the management's expert to calculate the recoverable amount and the mathematical accuracy of these calculations. • Performed the sensitivity analysis on the key assumptions to evaluate the possible variation on the current recoverable amount to ascertain the sufficiency of headroom available. • Evaluated the appropriateness and adequacy of disclosures given in the consolidated financial statements, including disclosure of significant assumptions and judgements used by management, in accordance with applicable financial reporting framework.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including Other Comprehensive Income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, covered under the Act, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.
8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group, are responsible for assessing the ability of the respective entities included in the Group, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the respective entities included in the Group or to cease operations, or has no realistic alternative but to do so.
9. The respective Board of Directors of the companies included in the Group, are also responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate Internal Financial Controls with reference to consolidated financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
 - Obtain sufficient appropriate audit evidence regarding the financial information/ financial statements of the entities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements/ financial information of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditor, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
 14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

15. We did not audit the financial statements of two subsidiaries included in the consolidated financial statements, whose financial statements reflects total assets of ₹ 17,232 lakhs and net assets of ₹ 8,116 lakhs as at 31 March 2023, total revenues of ₹ 25,884 lakhs and net cash inflows amounting to ₹ 1,299 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as

it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries, are based solely on the reports of the other auditors.

Further, of these subsidiaries, one subsidiary is located outside India whose financial statements has been prepared in accordance with accounting principles generally accepted in its country and which has been audited by other auditor under generally accepted auditing standards applicable in its country. The Holding Company's management has converted the financial statements of this subsidiary from accounting principles generally accepted in its country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditor.

Report on Other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act based on our audit and on the consideration of the report of the other auditor, referred to in paragraph 15 above, on separate financial statements of the subsidiaries, we report that the Holding Company and its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
17. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 (the 'Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date by us and by the respective other auditor as mentioned in paragraph 15 above, of companies included in the consolidated financial statements and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies. Further, following is the company included in the consolidated financial statements for the year ended 31 March 2023 and covered under that Act that is audited by us, for which the report under section 143(11) of the Act has not yet been issued by us.

S No	Name	CIN	Subsidiary/ Associate/ Joint Venture
1	Mastek Enterprise Solutions Private Limited	U51505GJ1999PTC112745	Subsidiary company

18. As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditor on separate financial statements and other financial information of the subsidiaries, incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
- e) On the basis of the written representations received from the directors of the Holding Company and its one subsidiary company and taken on record by the Board of Directors of the Holding Company and its subsidiary company, respectively, covered under the Act, and the report of the statutory auditors of its subsidiary company, covered under the Act, none of the directors of the Group, covered under the Act, are disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;
- f) With respect to the adequacy of the Internal Financial Controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, covered under the Act, and the operating effectiveness of such controls, refer to our separate report in **Annexure - II**, wherein we have expressed an unmodified opinion; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial

statements and other financial information of the subsidiaries, incorporated in India whose financial statements have been audited under the Act:

- i. There were no pending litigations as at 31 March 2023 which would impact the consolidated financial position of the Group;
- ii. The Holding Company and its subsidiary companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2023. Further, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary companies, incorporated in India during the year ended 31 March 2023;
- iv.
 - a. The respective managements of the Holding Company and its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiaries, respectively that, to the best of their knowledge and belief, as disclosed in note 36(i) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies, to or in any person or entity, including foreign entity (the 'intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any such subsidiary companies (the 'Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The respective managements of the Holding Company and its subsidiary companies, incorporated in India whose financial statements have been audited under the Act have represented to us and to the other auditor of such subsidiaries, respectively that, to the best of their knowledge and belief, as disclosed in the note 36(ii) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary companies from any person or entity, including foreign entity (the 'Funding

- Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any such subsidiary companies shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures performed by us and that performed by the auditor of the subsidiaries, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditor to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The interim dividend declared and paid by the Holding Company during the year ended 31 March 2023 and until the date of this audit report is in compliance with section 123 of the Act.
- Further, the final dividend paid by the Holding Company during the year ended 31 March 2023 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.
- Further, as stated in note 10.2 to the accompanying consolidated financial

- statements, the Board of Directors of the Holding Company have proposed final dividend for the year ended 31 March 2023 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- Further, the subsidiary companies, incorporated in India have not declared or paid any dividend during the year ended 31 March 2023.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 01 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Adi P. Sethna
Partner
Membership No.: 108840
UDIN: 23108840BGYAVJ6318

Place: Mumbai
Date: 19 April 2023

Annexure – I

List of entities included in the Statement (in addition to the Holding Company)

1. Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited)
2. Mastek (UK) Limited
3. Mastek Inc.
4. Trans American Information Systems Inc.
5. Mastek Digital Inc.
6. Mastek Arabia FZ LLC
7. Evolutionary Systems Qatar WLL
8. Evolutionary Systems (Singapore) Pte Limited
9. Mastek Systems Pty Limited (formerly known as Evolutionary Systems Pty Limited)
10. Evolutionary Systems Corp.
11. Evolutionary Systems Co. Limited
12. Evosys Consultancy Services (Malaysia) SDN BHD
13. Evolutionary Systems B.V.
14. Evolutionary Systems Saudi LLC
15. Evosys Kuwait WLL
16. Evolutionary Systems Bahrain WLL
17. Evolutionary Systems Consultancy LLC
18. Evolutionary Systems Egypt LLC
19. Newbury Cloud Inc.
20. Evolutionary Systems Canada Limited
21. Meta Soft Tech Systems Private Limited (with effect from 01 August 2022)
22. Metasoftech Solutions LLC (with effect from 01 August 2022)

Annexure – II

to the Independent Auditor's Report of even date to the members of Mastek Limited on the consolidated financial statements for the year ended 31 March 2023

Independent Auditor's Report on the internal financial controls with reference to consolidated financial statements under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (the 'Act')

1. In conjunction with our audit of the consolidated financial statements of Mastek Limited (the 'Holding Company') and its subsidiary companies (the Holding Company and its subsidiaries together referred to as the 'Group'), as at and for the year ended 31 March 2023, we have audited the Internal Financial Controls with reference to consolidated financial statements of the Holding Company and its two subsidiary companies, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its two subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the Internal Financial Controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Consolidated Financial Statements

3. Our responsibility is to express an opinion on the Internal Financial Controls with reference to consolidated financial statements of the Holding Company and its two subsidiary companies, as aforesaid, based on our audit and consideration of report of other auditor. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under section 143(10) of the Act, to the extent applicable to an audit of Internal Financial Controls with reference to consolidated financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain

reasonable assurance about whether adequate Internal Financial Controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls with reference to consolidated financial statements and their operating effectiveness. Our audit of Internal Financial Controls with reference to consolidated financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditor in terms of their report referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Internal Financial Controls with reference to consolidated financial statements of the Holding Company and its two subsidiary companies, as aforesaid.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

6. A company's Internal Financial Controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's Internal Financial Controls with reference to consolidated financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

7. Because of the inherent limitations of Internal Financial Controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the Internal Financial Controls with reference to consolidated financial statements to future periods are subject to the risk that the Internal Financial Controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and based on the consideration of the report of the other auditor on Internal Financial Controls with reference to financial statements of one subsidiary company, the Holding Company and its two subsidiary companies, which are companies covered under the Act, have in all material respects, adequate Internal Financial Controls with reference to consolidated financial statements and such controls were operating effectively as at 31 March 2023, based on the Internal Financial Controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

9. We did not audit the Internal Financial Controls with reference to financial statements insofar as it relates to one subsidiary company, which is company covered under the Act, whose financial statements reflect total assets of ₹ 3,672 lakhs and net assets of ₹ 1,806 lakhs as at 31 March 2023, total revenues of ₹ 3,218 lakhs and net cash outflows amounting to ₹ 452 lakhs for the year ended on that date, as considered in the consolidated financial statements. The Internal Financial Controls with reference to financial statements in so far as it relates to this subsidiary company, have been audited by other auditor whose report has been furnished to us by the management and our report on the adequacy and operating effectiveness of the Internal Financial Controls with reference to consolidated financial statements for the Holding Company and its two subsidiary companies, as aforesaid, under section 143(3)(i) of the Act in so far as it relates to this subsidiary company, is based solely on the report of the auditor of this company. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the report of the other auditor.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Adi P. Sethna

Partner

Membership No.: 108840

UDIN: 23108840BGYAVJ6318

Place: Mumbai

Date: 19 April 2023

Consolidated Balance Sheet

as at March 31, 2023

Particulars	Note	(₹ in lakhs)	
		As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)(i)	5,932	5,647
Capital work-in-progress	3(d)	666	435
Investment properties	3(e)	-	414
Goodwill	3(c)	1,49,758	69,801
Other intangible assets	3(a)(ii)	15,377	7,104
Right-of-use assets	3(b)	2,958	1,137
Financial assets			
Investments	4(a)	1,294	1,077
Other financial assets	4(b)	3,130	4,164
Deferred tax assets, net	25(c)	10,485	7,050
Income tax assets, net		323	322
Other non-current assets	5	147	153
Total non-current assets		1,90,070	97,304
Current assets			
Financial assets			
Investments	6(a)	5,577	1,488
Trade receivables	6(b)	50,663	43,557
Cash and cash equivalents	6(c)(i)	20,764	72,658
Bank balances other than cash and cash equivalents	6(c)(ii)	79	4,035
Other financial assets	6(d)	1,209	1,381
Contract asset	7	35,080	20,181
Other current assets	8	10,648	8,213
Total current assets		1,24,020	1,51,513
Total assets		3,14,090	2,48,817
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	9	1,526	1,501
Other equity	10	1,66,815	1,05,635
Equity attributable to owners of the holding company		1,68,341	1,07,136
Non Controlling interest	10.1	9,110	15,034
Total equity		1,77,451	1,22,170
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	11(a)	26,904	12,080
Lease liabilities	11(b)	2,249	804
Other financial liabilities	11(c)	27,617	23,717
Provisions	12	3,357	2,720
Deferred tax liabilities, net	25(c)	2,961	2,124
Total non-current liabilities		63,088	41,445
Current liabilities			
Financial liabilities			
Borrowings	13(a)	10,174	6,946
Lease liabilities	13(b)	1,007	453
Trade payables	13(c)	18,294	18,718
Other financial liabilities	13(d)	20,410	36,480
Other current liabilities	14	8,223	7,344
Contract liabilities		5,927	6,256
Provisions	15	3,324	2,780
Current tax liability, net		6,192	6,225
Total current liabilities		73,551	85,202
Total liabilities		1,36,639	1,26,647
Total equity and liabilities		3,14,090	2,48,817

The accompanying notes forms an integral part of the consolidated financial statements

As per our report of even date attached

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of **Mastek Limited**

Adi P. Sethna
Partner
Membership No.: 108840

Ashank Desai
Chairman
DIN: 00017767

Rajeev Grover
Director
DIN: 00058165

Place: Mumbai
Date: April 19, 2023

Arun Agarwal
Global Chief Financial officer
Place: Mumbai
Date: April 19, 2023

Dinesh Kalani
Vice President - Group Company Secretary

Consolidated Statement of Profit and Loss

for the year ended March 31, 2023

Particulars	Note	(₹ in lakhs)	
		For the year ended March 31, 2023	For the year ended March 31, 2022
INCOME			
Revenue from operations	16	2,56,339	2,18,384
Other income	17	3,829	3,608
Total income (1)		2,60,168	2,21,992
EXPENSES			
Employee benefits expenses	18	1,37,588	1,09,545
Finance costs	19	2,472	768
Depreciation and amortisation expenses	20	6,737	4,287
Other expenses	21	73,166	62,588
Total expenses (2)		2,19,963	1,77,188
Profit before exceptional items and tax (3 = 1-2)		40,205	44,804
Exceptional items- gain (net) (4)	22	2,532	-
Profit before tax (5 = 3+4)		42,737	44,804
Tax expense / (credit)	25(a)		
Current tax		14,408	12,628
Deferred tax		(3,355)	(1,166)
Income tax relating to earlier years		657	-
Total tax expense (net) (6)		11,710	11,462
Profit after tax for the year (7 = 5-6)		31,027	33,342
Other comprehensive income (OCI)			
Items that will not be reclassified to profit and loss in subsequent periods:			
Defined benefit plan actuarial gains		404	251
Income tax relating to items that will not be reclassified to profit or loss		(48)	(20)
Items that will be reclassified to profit and loss in subsequent periods:			
Exchange gain on translation of Foreign operations		7,026	1,628
Net change in fair value of forward contracts designated as cash flow hedges - (loss)/ gain		(822)	2,053
Net change in fair value of financial instruments - loss		(261)	(1,062)
Income tax relating to items that will be reclassified to profit or loss - credit / (expense)		285	(277)
Total OCI for the year (8)		6,584	2,573
Total Comprehensive Income for the year (7+8)		37,611	35,915
Profit for the year attributable to			
Owners of the Holding Company		29,301	29,513
Non-controlling interests		1,726	3,829
Profit after tax for the year		31,027	33,342
Other comprehensive income (OCI) attributable to			
Owners of the Holding Company		6,545	2,555
Non-controlling interests		39	18
Total other comprehensive income for the year		6,584	2,573
Total Comprehensive income for the year attributable to			
Owners of the Holding Company		35,846	32,068
Non-controlling interests		1,765	3,847
Total comprehensive income for the year		37,611	35,915
Earnings per equity share (in ₹)	23		
(Equity shares of face value ₹ 5 each)			
Basic- ₹		97.23	106.52
Diluted- ₹		95.53	103.81

The accompanying notes forms an integral part of the Consolidated financial statements

As per our report of even date attached

For **Walker Chandiook & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

Adi P. Sethna

Partner

Membership No.: 108840

Place: Mumbai

Date: April 19, 2023

For and on behalf of the Board of Directors of **Mastek Limited**

Ashank Desai

Chairman

DIN: 00017767

Arun Agarwal

Global Chief Financial officer

Place: Mumbai

Date: April 19, 2023

Rajeev Grover

Director

DIN: 00058165

Dinesh Kalani

Vice President - Group Company Secretary

Consolidated Statement of Cash Flows

for the year ended March 31, 2023

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flows from operating activities		
Profit for the year	31,027	33,342
Adjustments for :		
Interest income	(149)	(292)
Employee stock compensation expenses	559	393
Finance costs	2,472	768
Depreciation and amortisation	6,737	4,287
Net (gain) on foreign currency translation	(816)	(206)
Tax expense	11,710	11,462
Exceptional Items (Refer note 22)	(2,532)	-
Provision for doubtful debts including Bad debts written off, net	2,548	1,144
(Profit) / Loss on sale of property plant and equipment, net	(37)	2
Profit on sale of current investments and gain on investment measured at FVTPL	(477)	(1,696)
Rental income including maintenance charges	(438)	(287)
	50,604	48,917
Changes in operating assets and liabilities; net of effect from acquisitions		
(Increase) in trade receivables	(13,831)	(13,636)
(Increase) in advances and other assets	(870)	(3,669)
(Decrease) / Increase in trade payables, other liabilities and provisions	(11,528)	6,641
Cash generated from operating activities before taxes	24,375	38,253
Income taxes paid, net of refunds	(13,608)	(10,904)
Net cash generated from operating activities	10,767	27,349
Cash flows from investing activities		
Proceeds from sale of property, plant and equipment and investment property	4,939	19
Purchase of property, plant and equipment, capital work-in-progress and intangible assets	(3,150)	(3,685)
Interest received	394	353
Rental income including maintenance charges	277	406
Purchase consideration towards acquisition of other non-current investments	(1,241)	-
Purchase consideration paid for acquisition of subsidiaries	(75,517)	(16,595)
Purchase of other current investments	(24,641)	(28,136)
Investment in long term bank deposits	(596)	-
Liquidation of long term bank deposits	28	-
Liquidation of short term bank deposits	3,952	967
Proceeds from sale of long term investments	1,048	3,147
Proceeds from sale of current investments	20,743	41,509
Net cash (used in) investing activities	(73,764)	(2,015)



Consolidated Statement of Cash Flows

for the year ended March 31, 2023

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flows from financing activities		
Proceeds from issue of shares under the employee stock option schemes	251	173
Proceeds from long term borrowings	24,498	196
Repayments of long term borrowings	(7,082)	(7,288)
Payment of lease liabilities	(833)	(693)
Dividends paid	(5,741)	(4,752)
Interest paid on lease and other finance charges	(308)	(23)
Interest paid on loan	(1,528)	(463)
Net cash generated from / (used in) from financing activities	9,257	(12,850)
Effect of changes in exchange rates for cash and cash equivalents	(507)	(587)
Net (decrease) / increase in cash and cash equivalents during the year	(54,247)	11,897
Cash and cash equivalents at the beginning of the year	72,658	60,761
Cash and cash equivalents transferred pursuant to a business acquisition (refer note 34 (b))	2,353	-
Cash and cash equivalents at the end of the year [Refer note 6 (c)(i)]	20,764	72,658

The accompanying notes forms an integral part of the Consolidated financial statements

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Ind AS - 7 on Statement of Cash Flow

As per our report of even date attached

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

Adi P. Sethna

Partner

Membership No.: 108840

Place: Mumbai

Date: April 19, 2023

For and on behalf of the Board of Directors of **Mastek Limited****Ashank Desai**

Chairman

DIN: 00017767

Arun Agarwal

Global Chief Financial officer

Place: Mumbai

Date: April 19, 2023

Rajeev Grover

Director

DIN: 00058165

Dinesh Kalani

Vice President - Group Company Secretary

Consolidated Statement of Changes In Equity

for the year ended March 31, 2023

Particulars	Reserve and Surplus										OCI			Non-Controlling Interest (Refer note 34)	Total other equity
	Capital reserve	Capital redemption reserve	Securities premium	Share options outstanding account (net of taxes)	General reserve	Retained earnings	Re-measurement of defined benefit plans	Effective portion of cash flow hedge	Fair value of non current investment in mutual funds	Exchange differences on translating the financial statements of a Foreign operation	Equity Shares proposed to be issued (Refer note 34)	Put Options written on non-controlling interest (Refer note 34)	Non-Controlling Interest (Refer note 34)		
(a) Equity share capital (Refer note 9)															
Balance as at April 1, 2022	1,501														1,501
Add: Shares issued on exercise of stock options	9														9
Add: Issue of share for acquisition of non controlling interest of Mastek Enterprises Solutions Pvt. Ltd. (Formerly known as Trans American Information Systems Pvt. Ltd. (Refer note 34(a)))	16														16
Balance as at March 31, 2023															1,526
Balance as at April 1, 2021	1,262														1,262
Add: Shares issued on exercise of stock options and restricted shares	14														14
Add: Issue of share on account of demerger of the business of Evolutionary Systems Private Limited ("ESPL") (Refer note 34(a))	212														212
Add: Issue of share for acquisition of non controlling interest of Mastek Enterprises Solutions Pvt. Ltd. (Formerly known as Trans American Information Systems Pvt. Ltd.) (Refer note 34(a))	13														13
Balance as at March 31, 2022															1,501
(b) Other Equity (Refer note 10)															
Balance as at April 1, 2022	21	1,539	32,951	2,603	362	1,39,592	221	1,214	185	(688)	-	(72,365)	15,034	1,20,669	
Issue of equity share on exercise of employee share option	-	-	235	-	-	-	-	-	-	-	-	-	-	235	
Employee share-based compensation	-	-	-	560	-	-	-	-	-	-	-	-	-	560	
Transferred to securities premium on exercise of employee options	-	-	327	(327)	-	-	-	-	-	-	-	-	-	-	
Profit for the year	-	-	-	-	-	29,301	-	-	-	-	-	-	1,726	31,027	
Cash dividends	-	-	-	-	-	(5,741)	-	-	-	-	-	-	-	(5,741)	
ESOP adjustments*	-	-	-	(22)	22	-	-	-	-	-	-	-	-	-	
Addition on account of MST acquisition	-	-	-	-	-	-	9	-	-	-	-	-	-	9	
Other comprehensive income (net of taxes)	-	-	-	-	-	346	(488)	(185)	6,872	-	-	-	39	6,584	
Excess tax benefits from exercise of share-based options	-	-	-	(1,290)	-	-	-	-	-	-	-	-	-	(1,290)	
Issue of share for acquisition of non controlling interest of Mastek Enterprises Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited) (Refer note 34)	-	-	5,937	-	-	-	-	-	-	-	-	-	-	5,937	
Acquisition of proportionate non-controlling interests (Refer note 34)	-	-	-	-	-	8,044	(3)	(13)	(339)	-	-	-	(7,689)	-	
Put options written on Non-Controlling Interest (Refer note 34)	-	-	-	-	-	-	-	-	-	-	17,935	-	-	17,935	
Balance as at March 31, 2023	21	1,539	39,450	1,524	384	1,71,196	573	713	5,845	-	(54,430)	9,110	1,75,925		



Particulars	Reserve and Surplus										OCI			Non-Controlling Interest (Refer note 34)	Total other equity
	Capital reserve	Capital redemption reserve	Securities premium	Share options outstanding account (net of taxes)	General reserve	Retained earnings	Re-measurement of defined benefit plans	Effective portion of cash flow hedge	Fair value of non current investment in mutual funds	Exchange differences on translating the financial statements of a Foreign operation	Equity Shares proposed to be issued (Refer note 34)	Put Options written on non-controlling interest (Refer note 34)			
Balance as at April 1, 2021	21	1,539	4,788	2,644	362	1,07,790	(7)	(201)	937	(2,415)	19,169	(50,035)	18,203	1,02,795	
Issue of share capital on exercise of employee share option	-	-	159	-	-	-	-	-	-	-	-	-	-	159	
Employee share-based compensation	-	-	923	(923)	-	-	-	-	-	-	-	-	-	393	
Transferred to securities premium on exercise of employee options	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Profit for the year	-	-	-	-	-	29,513	-	-	-	-	-	-	3,829	33,342	
Cash dividends	-	-	-	-	-	(4,753)	-	-	-	-	-	-	-	(4,753)	
ESOP adjustments*	-	-	-	(89)	-	89	-	-	-	-	-	-	-	-	
OCI (net of taxes)	-	-	-	-	-	-	195	1,435	(752)	1,677	-	-	18	2,573	
Excess tax benefits from exercise of share-based options	-	-	-	578	-	-	-	-	-	-	-	-	-	578	
Issue of share capital on account of acquisition of control of the business of ESPL (Refer note 34)	-	-	18,957	-	-	-	-	-	-	(19,169)	-	-	-	(212)	
Issue of share for acquisition of non controlling interest of Mastek Enterprises Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited) (Refer note 34)	-	-	8,124	-	-	-	-	-	-	-	-	-	-	8,124	
Acquisition of proportionate non-controlling interests (Refer note 34)	-	-	-	-	-	6,953	33	(20)	-	50	-	-	(7,016)	-	
Put options written on Non-Controlling Interest (Refer note 34)	-	-	-	-	-	-	-	-	-	-	(22,330)	-	-	(22,330)	
Balance as at March 31, 2022	21	1,539	32,951	2,603	362	1,39,592	221	1,214	185	(688)	-	(72,365)	15,034	1,20,669	

*ESOP adjustment reflects vested stock options lapsed during the year.

The accompanying notes forms an integral part of the Consolidated financial statements

As per our report of even date attached

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of **Mastek Limited**

Ashank Desai
Chairman
DIN: 00017767

Rajeev Grover
Director
DIN: 00058165

Adi P. Sethna
Partner
Membership No.: 108840

Arun Agarwal
Global Chief Financial officer
Place: Mumbai
Date: April 19, 2023

Dinesh Kalani
Vice President - Group Company Secretary

Place: Mumbai
Date: April 19, 2023

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

1 Company overview

Mastek Limited (the 'Company'/ 'Holding Company') is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The Holding Company's registered office is located at 804/805, President House, Opp. C N Vidyalaya, Near Ambawadi Circle, Ahmedabad - 380 006, Gujarat, India. The Company and its subsidiaries (collectively referred herein under as "the Group") are providers of vertically-focused enterprise technology solutions.

The portfolio of Group's offering includes business and technology services comprising of Application Development, Application Maintenance, Business Intelligence and Data Warehousing, Testing & Assurance, Digital Commerce, Agile Consulting and Legacy Modernisation, Oracle Cloud, Oracle ERP Cloud, product-as-a-service solutions and machine learning. Through its acquisition of Metasoft during the year, the Group would be able to further offer sales force, licensing solutions, Mule Soft integrations, CPQ for salesforce and Vlocity products to a variety of industries (Refer note 34(b)). The Group carries out its operations in India, UK, USA, EMEA (Europe, the Middle East and Africa), APAC (Asia-Pacific) and has its offshore software development centres in India at Mumbai, Gurugram, Noida, Pune, Chennai, Mahape and Ahmedabad.

2 Basis of preparation and presentation

a. Statement of compliance

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Companies Act, 2013 (the 'Act') read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, and the presentation and disclosure requirement of Division II of Schedule III to the Act and the guidelines issued by the Securities and Exchange Board of India to the extent applicable.

The revision to consolidated financial statements is permitted by Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per the provisions of the Act.

These consolidated financial statements of the Group ("consolidated financial statements") as at and for the year ended March 31, 2023 were approved and authorised by the Company's board of directors as on April 19, 2023.

All amounts included in the consolidated financial statements are reported in Indian rupees (in lakhs)

unless otherwise stated and "0" denotes amounts less than fifty thousands rupees.

b. Basis of Preparation

The consolidated financial statements have been prepared on accrual basis using the historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

- i. Derivative financial instruments;
- ii. Certain financial assets and liabilities measured at fair value;
- iii. Share based payment transactions;
- iv. Defined benefit and other long-term employee benefits; and
- v. Contingent Consideration

All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle which does not exceed 12 months.

c. Use of estimate and judgement

The preparation of consolidated financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes:

- i) **Revenue recognition:** The Group applies the percentage of completion method in accounting for its fixed price contracts. Use of the percentage of completion method requires the Group to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

- probable based on the expected contract estimates at the reporting date.
- ii) **Income taxes:** The Group's major tax jurisdictions are India, UK, USA, EMEA and APAC. Significant judgments are involved in determining the provision for income taxes, including judgement on whether tax positions are probable of being sustained in the tax assessment. A tax assessment can involve complex issues, which can only be resolved over extended time periods.
- iii) **Business combination:** Business combinations are accounted for using Ind AS 103. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquiree. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets and their estimated useful life. These valuations are conducted by independent valuation experts.
- iv) **Defined benefit plans and compensated absences:** The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.
- v) **Property, plant and equipment:** Property, plant and equipment represent a significant proportion of the asset base of the Group. The change in respect of periodic depreciation is derived after determining an estimate of an assets expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Group's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events,
- which may impact their life, such as changes in technology.
- vi) **Impairment testing:** Goodwill and Intangible assets recognized on business combination are tested for impairment at least annually or when events occur or changes in circumstances indicate that the recoverable amount of the asset or the cash generating unit (CGU) to which these pertain is less than the carrying value. The recoverable amount of the asset or the CGU is higher of value-in-use and fair value less cost of disposal. The calculation of value in use of a CGU involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.
- vii) **Expected credit losses on financial assets:** On application of Ind AS 109, the impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history of collections, customer's credit-worthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.
- viii) **Research and development credit:** Research and development credit, in accordance with Ind AS 20 are recognised only to the extent there is reasonable assurance that the related conditions will be met and amounts will be received.
- Government grant relating to income are deferred and recognised in the consolidated statement of profit and loss over the period necessary to match them with costs that they are intended to compensate and presented within the other income/ credit to related expenses.
- ix) **Deferred taxes:** Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Group

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

- x) **Provisions:** Provision is recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding defined benefit obligation and compensated expenses) are not discounted to its present value and are determined based on best estimate required to settle obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.
- xi) **Share-based payments:** At the grant date, fair value of options granted to employees is recognized as employee expense, with corresponding increase in equity, over the period that the employee become unconditionally entitled to the option. The increase in equity recognized in connection with share based payment transaction is presented as a separate component in equity under “share option outstanding account”. The amount recognized as expense is adjusted to reflect the impact of the revision in estimates based on number of options that are expected to vest, in the consolidated statement of profit and loss with a corresponding adjustment to equity.
- xii) **Leases:** Determining the lease term of contracts with renewal and termination options - Group as lessee

Ind AS 116 requires the lessee to determine the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all

relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

When it is reasonably certain to exercise extension option and not to exercise termination option, the Group includes such extended term and ignore termination option in determination of lease term.

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The Group has taken indicative rates from its bankers and used them for Ind AS 116 calculation purposes.”

- (xiii) **Evaluation of indicators for impairment of assets** - The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- (xiv) **Contingent liabilities** - At each balance sheet date, basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.
- (xv) **Restructuring provision** - Severance liabilities as a result of reduction in work force are recognised when they are determined to be probable and estimable and create a constructive obligation about the execution of plan. On an ongoing basis, management assesses the profitability of a business and possibly may decide to restructure the operations of such businesses. Significant assumptions are used in determining the amount of the estimated liability for restructuring.
- (xvi) Any provision/reversal of the contract asset is done on the basis of specific identification method. As per management estimate billing is done within one year from the end of the financial year.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

d. Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control exists when the parent has power over an investee, exposure or rights to variable returns from its involvement with the investee and ability to use its power to affect those returns. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases and extent of control is considered based on participative/beneficial rights.

The financial statements of subsidiaries are consolidated on a line-by-line basis and intra-group balances and transactions including unrealised gain/ loss from such transactions are eliminated upon consolidation.

The Consolidated Financial Statements are prepared using uniform accounting policy for like transactions and other events in similar circumstances and necessary adjustments required for deviations, if any, have been made in the consolidated financial statements.

Non-controlling interests, if any, in the results and equity of subsidiary companies are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and consolidated balance sheet. The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

e. Summary of Significant accounting policies

i) Functional and Presentation Currency

Items included in the consolidated financial statements of each of the Group's subsidiaries are measured using the currency of the primary economic environment in which these entities operate (i.e. the "functional currency"). The consolidated financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company.

ii) Foreign currency transactions and balances

Foreign currency transactions of the Group are accounted at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities are translated at each reporting date based on the rate prevailing on such date. Gains and losses resulting from the settlement of foreign currency monetary items and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit and loss. Non-monetary assets and liabilities are continued to be carried at rates of initial recognition.

For the purposes of presenting the consolidated financial statements assets and liabilities of Group's foreign operations with functional currency different from the Company are translated into Company's functional currency i.e. INR using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the exchange rate in effect at the balance sheet date.

iii) Financial instruments

A. Initial recognition and measurement

The Group recognizes financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets (except trade receivables) and financial liabilities are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities that are not measured at fair value through profit or loss are added to the fair value on initial recognition. Regular purchase and sale of financial assets are recognised on the trade date. Further, trade receivables are measured at transaction price on initial recognition.

B. Subsequent measurement

1. Non-derivative financial instruments

a. Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets are subsequently measured at amortised cost using the effective interest rate method less impairment losses, if any.

b. Financial Assets at Fair Value Through Other Comprehensive Income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group has made an irrevocable election to present investment in share warrants at FVOCI.

c. Financial Assets at Fair Value Through Profit or Loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

d. Financial Liabilities

Financial liabilities are subsequently carried at amortised cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

e. Derivative instruments

The Group holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

These derivative instruments are designated as cash flow hedge.

The hedge accounting is discontinued when the hedging instruments expires or is sold, terminated or no longer qualifies for hedge accounting and the cumulative gain or loss on

the hedging instruments recognized in hedging reserve till the price hedge was effective remain in cash flow hedge reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flows hedging reserve is transferred to profit or loss upon the occurrence of related forecasted transactions.

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognised in other comprehensive income and presented within equity in the cash flow hedging reserve to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognised in the consolidated statement of profit and loss.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

For accounting policy related to fair value hierarchy refer note 29.

C. Derecognition of financial instruments

The Group derecognises a financial asset when the contractual right to receive the cash flows from the financial asset expire or it transfers the financial asset.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

D. Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(iv) Current versus non-current classification

1. An asset is considered as current when it is:
 - a. Expected to be realised or intended to be sold or consumed in the normal operating cycle, or
 - b. Held primarily for the purpose of trading, or
 - c. Expected to be realised within twelve months after the reporting period, or
 - d. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period."

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

2. All other assets are classified as non-current.
3. Liability is considered as current when it is:
 - a. Expected to be settled in the normal operating cycle, or
 - b. Held primarily for the purpose of trading, or
 - c. Due to be settled within twelve months after the reporting period, or
 - d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
4. All other liabilities are classified as non-current.
5. Deferred tax assets and liabilities are classified as non-current assets and liabilities.
6. All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

v) Property, Plant and Equipment (PPE)

Property, plant and equipment are stated at cost, less accumulated depreciation, amortisation and impairment loss, if any. Costs directly attributable to acquisition are capitalized until the PPE are ready for use, as intended by management. The cost of PPE acquired in a business combination is recorded at fair value on the date of acquisition. The fair value is taken as per the report of independent valuer. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

An item of PPE and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the consolidated statement of profit and loss when the asset is derecognised.

The Group depreciates PPE over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Category	Useful Life
Building	25-30 years
Computers	2-5 years
Plant and equipment	2-5 years
Furniture and fixtures	5 years
Office equipment	5 years
Vehicles	5 years
Leasehold improvement	5-15 years i.e. life of the asset or the primary period of lease whichever is less
Leasehold land	Lease Term ranging from 95-99 years

In case of certain PPE, the Group uses useful life different from those specified in Schedule II of the Act which is duly supported by technical evaluation. The management believe that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation methods, useful lives and residual values are reviewed at each reporting date. Depreciation on addition/ disposal is calculated pro-rata from the date of such addition/ upto the date of disposal.

Capital work-in-progress includes PPE under construction and not ready for intended use as on the balance sheet date.

vi) Intangible assets

Intangible assets (having a finite useful life) are stated at cost less accumulated amortisation and impairment loss, if any. Intangible assets are amortised over their respective estimated useful life on a straight line method.

Estimated useful life reflects the manner in which the economic benefit is expected to be generated from that individual intangible asset.

The estimated useful life of amortisable intangibles are reviewed and where appropriate are adjusted, annually.

The estimated useful lives of the amortisable intangible assets for the current and comparative periods are as follows:

Category	Useful Life
Computer Software	1-5 years
Customer Contracts	1-3 years
Customer Relationships	7-15 years
Refer (ix) below for goodwill	

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

vii) Investment Property

Property that is held either for long term rental yield or for capital appreciation or both, but not for sale in ordinary course of the business, use in the production or supply of goods or services or for administrative purposes is classified as investment property. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment loss, if any. Depreciation is provided in the same manner as PPE.

Any gain or loss on disposal of an investment property is recognised in consolidated statement of profit and loss.

viii) Leases

The Group has applied Ind AS 116 with effect from April 1, 2019, using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

As a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

a. *Right of use assets*

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, which are in accordance with the lives mentioned under (iv) above.

b. *Lease liabilities*

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

c. *Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases of property, plant and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of laptops, lease-lines, office furniture and equipment that are considered to be low value. Lease

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

As a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease term. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

ix) Business combination

Business combinations are accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Group.

For convenience, an acquisition date may be considered to be at the beginning or end of a month, in which the control is acquired rather than the actual acquisition date, unless events between the 'convenience' date and the actual acquisition date result in material changes in the amounts recognised. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Contingent consideration is remeasured at fair value at each reporting date and any changes in the fair value are recognised in the consolidated statement of profit and loss.

The interest of non-controlling shareholders is initially measured at fair value as on the acquisition date. Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if

it results in the non-controlling interest having a deficit balance.

Put option: The holding company has written a put option over the equity instrument of a subsidiary, where the holders (non-controlling interests) of that instrument have the right to put their instrument back to the Group at their fair value on specified dates. The amount that may become payable at each reporting date under the option on exercise is recognised at present value as a written put option financial liability with a corresponding charge directly to equity.

Acquisition costs that the Group incurs in connection with a business combination are expensed as incurred.

Goodwill: Goodwill represents the excess of the cost of an acquisition over the fair value of the Company's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill is measured at cost less accumulated impairment losses. Goodwill is allocated to the cash-generating units (CGU) expected to benefit from the synergies of the combination for the purpose of impairment testing. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Goodwill is tested for impairment annually or earlier, if events or changes in circumstances indicate that the carrying amount may not be recoverable.

For the purpose of impairment testing, goodwill is allocated to a Cash generating unit (CGU) representing the lowest level within the group at which goodwill is monitored for internal management purposes, and which is not higher than the group operating segment. Goodwill is tested for impairment at least annually or whenever there is an indication that goodwill may be impaired. For goodwill impairment testing, the carrying amount of CGU's (including allocated goodwill) is compared with its recoverable amount by the Group. The recoverable amount of a CGU is the higher of its fair value less cost to sell or its value in use. Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to other assets of the CGU pro rata on the basis of the carrying amount of such assets in CGU.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

x) Impairment of assets

a. Non financial assets

Non financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the consolidated statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the consolidated statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

b. Financial assets

The Group recognise loss allowances using the expected credit loss (ECL) model for financial assets or group of financial assets. Loss allowances for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For contract assets management is following Specific Identification Method given under Ind AS 109. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

xi) Employee Benefits

A. Long Term Employee Benefits

(a) Defined contribution plan

The Group has defined contribution plans for post employment benefits in the form of

provident fund, employees' state insurance, labour welfare fund and superannuation fund in India which are administered through Government of India and/or Life Insurance Corporation of India (LIC). The Group also makes contributions towards defined contribution plans in respect of its subsidiaries and branches in foreign jurisdictions, as applicable. Under the defined contribution plans, the Group has no further obligation beyond making the contributions. Such contributions are charged to the consolidated statement of profit and loss as incurred.

(b) Defined benefit plan

The Group has defined benefit plans for post employment benefits in the form of gratuity for its employees in India. The gratuity scheme of the Group is administered through Life Insurance Corporation of India (LIC) (partially funded). Liability/Asset for defined benefit plans are recognized on the basis of actuarial valuations, as at the balance sheet date, carried out by an independent actuary which is net of the present value of defined obligation and the fair value of the plan assets. The actuarial valuation method used by independent actuary for measuring the liability is the projected unit credit method.

Actuarial gains or losses are recognized in OCI. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognised in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The discount rate used is with reference to market yields on government bonds for a term approximating with the term of related obligation. The actual return on the plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income.

Remeasurements comprising of actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to profit or loss in subsequent periods.

The Group has other defined benefit plans, which are not funded, for subsidiaries operating outside India as per respective local laws. The amount of liability in respect of these plans is recognised based on actuarial valuation.

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(c) *Other long-term employee benefits*

The employees of the Group are also entitled for other long-term benefit in the form of compensated absences as per the policy of the Group. Employees are entitled to accumulate leave balance up to the upper limit as per the Group's policies which can be carried forward perpetually. Leave encashment for employees gets triggered on an annual basis, if the accumulated leave balance exceeds the upper limit of leave. Further, at the time of retirement or death while in employment or on termination of employment leave encashment vests equivalent to salary payable for number of days of accumulated leave balance. Liability for such benefits is provided on the basis of actuarial valuations, as at the balance sheet date, carried out by an independent actuary using projected unit credit method.

B. Short-term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognised in the year during which the employee rendered the services. These benefits also include compensated absences such as paid annual leave and performance incentives.

C. Termination benefits

Termination benefits including those in the nature of voluntary retirement benefits or those arising from restructuring, are recognised in the consolidated statement of profit and loss when the Group has a present obligation as a result of past event, when a reliable estimate can be made of the amount of the obligation and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations.

xii) Share based payment

The Group determines the compensation cost based on the fair value method in accordance with Ind AS 102 Share based payment. The Group grants options to its employees which will be vested in a graded manner and are to be exercised within a specified period. The compensation cost is amortised on a graded basis over the vesting period. The share based compensation expense is determined based on the Group's estimate of equity instruments that will eventually vest.

The amounts recognised in "share options outstanding account" are transferred to share capital and securities premium upon exercise of stock options by employees. Where employee stock options lapse after vesting, an amount equivalent to the cumulative cost for the lapsed option is transferred from 'Shares option outstanding account' to general reserve.

xiii) Provisions, Contingent Liabilities and Contingent assets

Provisions are recognised when the Group has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. A disclosure for a contingent liability is made where there is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from the past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Provisions are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset, only when such reimbursement is virtually certain.

Contingent asset is not recognised in the Consolidated Financial Statement. However, it is recognised only when an inflow of economic benefits is probable.

xiv) Revenue recognition

The Group derives revenue primarily from Information Technology services which includes IT Outsourcing services, support and maintenance services. The Group recognises revenue over time of period of contract, on transferring control of deliverables (products, solutions and services) to its customers in an amount reflecting the consideration to which the Group expects to be entitled. To recognise revenues, Group applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the

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transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognise revenues when a performance obligation is satisfied.

Group accounts for a contract when it has approval and commitment from all parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable.

Fixed Price contracts related to application development, consulting and other services are single performance obligation or a stand-ready performance obligation, which in either case is comprised of a series of distinct services that are substantially the same and have the same pattern of transfer to the customer (i.e. distinct days or months of service). Revenue is recognised in accordance with the method prescribed for measuring progress i.e. percentage of completion method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. The estimates are evaluated at every reporting period and the revisions on account of changes in estimates are recognized prospectively in the period in which the changes are effected. Revenues relating to time and material contracts are recognised as the related services are rendered.

Multiple element arrangements-

In contracts with multiple performance obligations, Group accounts for individual performance obligations separately if they are distinct and allocate the transaction price to each performance obligation based on its relative standalone selling price out of total consideration of the contract. Standalone selling price is determined utilizing observable prices to the extent available. If the standalone selling price for a performance obligation is not directly observable, Group uses expected cost plus margin approach.

IT support and maintenance-

Contracts related to maintenance and support services are either fixed price or time and material. In these contracts, the performance obligations are satisfied, and revenues

are recognised, over time as the services are provided. Revenue from maintenance contracts is recognised ratably over the period of the contract because the Group transfers the control evenly by providing a standard service.

The term of the maintenance contract is usually one year. Renewals of maintenance contracts create new performance obligations that are satisfied over the term with the revenues recognised ratably over the term.

Any modification or change in existing performance obligations is assessed whether the services are added to the existing contract or not. The distinct services are accounted for as a new contract and services which are not distinct are accounted for on a cumulative catch-up basis.

Trade Receivable is primarily comprised of billed and unbilled receivables (i.e. only the passage of time is required before payment is due) for which the Group has an unconditional right to consideration, net of an allowance for doubtful accounts. A contract asset is a right to consideration that is conditional upon factors other than the passage of time. Contract assets are presented separately in the consolidated financial statements and primarily relate to unbilled amounts on fixed-price contracts utilizing the cost to cost method i.e. percentage of completion method (POCM) of revenue recognition. Contract liabilities consist of advance payments and billings in excess of revenues recognised.

The difference between opening and closing balance of the contract assets and liabilities results from the timing differences between the performances obligation and customer payment.

Cost to fulfil the contracts- Recurring operating costs for contracts with customers are recognized as incurred. Non recurring cost and additional cost like sales commission are due for payment only if related revenue is billed, these costs are expensed off in proportion to the revenue recognised during the year.

Revenue recognition excludes any government taxes but includes reimbursement of out of pocket expenses.

Provision of onerous contract are recognised when the expected benefits to be derived by the Group from a contract are lower than

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the unavoidable cost of meeting the future obligation under the contract. The provision is measured at present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

Other operating revenue includes revenue arising from Group's ancillary revenue-generating activities. Revenue from these activities are recorded only when Group is reasonably certain of such income.

xv) Income tax

Tax expense for the year comprises of current tax and deferred tax. Current tax is measured by the amount of tax expected to be paid to the taxation authorities on the taxable profits after considering tax allowances and exemptions and using applicable tax rates and laws. Deferred tax is recognised on timing differences between the accounting base and the taxable base for the year and quantified using the tax rates and tax laws enacted or substantively enacted as on the balance sheet date.

Significant judgements are involved in determining the provision for income taxes including judgement on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances. Though the Group has considered all these issues in estimating its income taxes, there could be an unfavourable resolution of such issues that may affect results of the Group's operations.

Deferred income tax (including asset for Minimum Alternative Tax (MAT) credit) is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in the respective standalone financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset (including Minimum Alternative Tax (MAT) credit) is recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred income tax liabilities are recognised for all taxable temporary differences.

Current tax and deferred tax assets and liabilities are offset when there is a legally enforceable right to set off the recognised amount and there is an intention to settle the asset and liability on a net basis.

xvi) Other Income

Other income comprises interest income on bank deposits, research and development credits, dividend income and gains / (losses) on disposal of investments except investments fair value through OCI, property plant and equipment, investment property etc. Interest income is recognised using the effective interest method. Dividend income is recognized when the right to receive payment is established.

xvii) Finance / Borrowing costs

Finance costs comprises interest cost on borrowings, losses arising on re-measurement of financial assets at FVTPL, losses on translation or settlement of foreign currency borrowings and changes in fair value and losses on settlement of related derivative instruments. Borrowing costs that are not directly attributable to a qualifying asset are recognised in the consolidated statement of profit and loss using the effective interest method.

xviii) Government grants

Grants/ assistance from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Grants related to income (revenue in nature) are presented as part of the profit or loss as deduction while reporting the related expense.

xix) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity Shareholders of the

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Group by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity Shareholders of the Group and the weighted average number of shares outstanding during the period, are adjusted for the effects of all dilutive potential equity shares.

xx) Cash and cash equivalent

Cash and cash equivalents include cash in hand, demand deposits with banks and other short term highly liquid investments with original maturities of three months or less, excluding bank overdraft.

xxi) Restructuring provision

On an ongoing basis, management assesses the profitability of a business and possibly may decide to restructure the operations of such businesses.

Severance liabilities as a result of reduction in work force are recognised when they are determined to be probable and estimable and create a constructive obligation about the execution of plan. Other liabilities for costs associated with restructuring activity are recognised when the liability is incurred, instead of upon commitment of plan.

Significant assumptions are used in determining the amount of the estimated liability for restructuring. If the assumptions regarding early termination and the timing prove to be inaccurate, Group may be required to record additional losses, or conversely, a future gain.

xxii) Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less, when appropriate, the cumulative amount

of income recognised in accordance with the principles of Ind AS 115.

xxiii) Equity shares

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

xxiv) Exceptional items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to assist users in understanding the financial performance achieved and in making projections of future financial performance, the nature and amount of such material items are disclosed separately as exceptional items.

xxv) Events after the reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the consolidated financial statements. Where the events are indicative of conditions that arose after the reporting period, the amounts are not adjusted, but are disclosed if those non-adjusting events are material.

xxvi) Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedge is recognised in other comprehensive income and accumulated under cash flow hedge reserve. The Company classifies its forward contract that hedge foreign currency risk associated as cash flow hedge and measures them at fair value. The gain or loss relating to the ineffective portion is recognised immediately in the consolidated statement of profit and loss and is included in the 'other expense / other income' line item. Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion (as described above) are reclassified to the consolidated statement of profit and loss in the periods when the hedged item affects the consolidated statement of profit and loss, in the same line as the recognised hedged item. When the hedging instrument expires or is sold or terminated or when a

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hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss at that time remains in equity until the forecast transaction occurs and when the forecast transaction is no longer expected

to occur, the cumulative gain or loss that was reported in equity are immediately reclassified to consolidated statement of profit and loss within other income.

f. Details of investments in subsidiary companies in accordance with Ind AS 27

Name of subsidiary	Principal place of business and country of incorporation	% ownership interest held as at 31 March 2023	% ownership interest held as at 31 March 2022
Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information System Private Limited)	India	90%	80%
Mastek (UK) Limited	UK	100%	100%
Mastek Inc.	USA	100%	100%
Trans American Information Systems Inc.	USA	100%	100%
Mastek Digital Inc.	Canada	100%	100%
Mastek Arabia - FZ LLC	Dubai	100%	100%
Evolutionary Systems Consultancy LLC*	Abu Dhabi	49%	49%
Mastek Systems Pty Ltd (Formerly known as Evolutionary Systems Pty Ltd)	Australia	100%	100%
Evolutionary Systems Bahrain SPC	Bahrain	100%	100%
Evolutionary Systems Egypt LLC	Egypt	100%	100%
Evosys Kuwait WLLC*	Kuwait	49%	49%
Evosys Consultancy Services Malaysia	Malaysia	100%	100%
Newbury Cloud, Inc.	USA	100%	100%
Evolutionary Systems BV	Netherlands	100%	100%
Evolutionary Systems Qatar WLL*	Qatar	49%	49%
Evolutionary Systems Saudi LLC	Saudi	100%	100%
Evolutionary Systems (Singapore) PTE. LTD.	Singapore	100%	100%
Evolutionary Systems Company Limited (UK)	UK	100%	100%
Evolutionary Systems Corp.	USA	100%	100%
Evolutionary Systems Canada Limited	Canada	100%	100%
Meta Soft Tech Systems Private Limited	India	100%	NA
Metasoftech Solutions LLC	USA	100%	NA

* Represents legal ownership as per the local laws of respective country. However, Holding Company through its subsidiaries, is holding 100% of the beneficial interest in these entities.

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Recent accounting pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

Ind AS 1 - Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Group does not expect this amendment to have any significant impact in its consolidated financial statements.

Ind AS 12 - Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and

decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group is evaluating the impact, if any, in its consolidated financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Group does not expect this amendment to have any significant impact in its consolidated financial statements

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(₹ in lakhs)

For current year ended March 31, 2023 3(a)(i) Property, plant and equipment

Particulars	Gross Value (at cost)			Depreciation/ Amortisation			Net Value	
	As at April 1, 2022	Other Additions	Foreign Exchange Translation Adjustments	As at April 1, 2022	For the year	Disposal	As at March 31, 2023	As at March 31, 2022
a. Own assets :								
Buildings	5,054	326	1	2,465	206	-	2,672	2,709
Computers	6,161	1,117	58	4,111	1,699	(378)	5,484	1,583
Plant and equipment	2,242	225	3	2,166	68	(10)	2,226	234
Furniture and fixtures	4,862	109	13	4,693	107	(27)	4,785	235
Vehicles	808	95	6	451	133	(37)	553	324
Office equipment	2,162	86	5	1,890	160	(31)	2,024	196
Total (A)	21,289	1,958	86	15,776	2,373	(483)	17,744	5,281
b. Leased assets :								
Leasehold land	386	-	-	319	4	-	323	63
Leasehold improvements	474	595	7	423	76	-	506	577
Vehicles	98	-	-	82	5	(17)	70	11
Total (B)	958	595	7	824	85	(17)	899	651
Total (A + B)	22,247	2,553	93	16,600	2,458	(500)	18,643	5,932

3(a)(ii) Other intangible assets

Particulars	Gross Value (at cost)			Amortisation			Net Value	
	As at April 1, 2022	Other Additions	Foreign Exchange Translation Adjustments	As at April 1, 2022	For the year	Disposal	As at March 31, 2023	As at March 31, 2022
Computer softwares	1,634	90	13	1,350	300	-	1,664	73
Customer contracts	1,610	-	169	1,513	1,364	-	2,982	1,420
Customer relationships	10,027	-	717	3,304	1,805	-	5,285	13,884
Total	13,271	90	899	6,167	3,469	-	9,931	15,377

3(b) Right-of-use assets

Particulars	Gross Value (at cost)			Depreciation			Net Value	
	As at April 1, 2022	Other Additions	Foreign Exchange Translation Adjustments	As at April 1, 2022	For the year	Disposal	As at March 31, 2023	As at March 31, 2022
Building	3,234	1,370	218	2,097	792	-	2,993	2,958
Total	3,234	1,370	218	2,097	792	-	2,993	1,137

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

For previous year ended March 31, 2022

3(a)(i) Property, plant and equipment

Particulars	Gross Value (at cost)			Depreciation/ Amortisation			Net Value			
	As at April 1, 2021	Additions on business acquisition	Other Additions	Disposal	As at March 31, 2022	As at April 1, 2021	For the year	Foreign Exchange Translation Adjustments	As at March 31, 2022	As at March 31, 2021
a. Own assets :										
Buildings	5,049	-	5	-	5,054	2,265	200	-	2,465	2,589
Computers	3,999	-	2,470	(14)	6,161	3,282	1,110	4	4,111	2,050
Plant and equipment	2,250	-	-	(1)	2,242	2,099	75	(2)	2,166	76
Furniture and fixtures	4,908	-	3	-	4,862	4,616	124	(1)	4,693	169
Vehicles	545	-	268	3	808	336	121	2	451	357
Office equipment	2,169	-	34	2	2,162	1,733	189	1	1,890	272
Total (A)	18,920	-	2,780	(10)	21,289	14,331	1,819	4	15,776	4,589
b. Leased assets :										
Leasehold land	386	-	-	-	386	315	4	-	319	67
Leasehold improvements	474	-	-	-	474	395	28	-	423	51
Vehicles	113	-	-	-	98	90	7	-	82	16
Total (B)	973	-	-	(15)	958	800	39	-	824	134
Total (A + B)	19,893	-	2,780	(10)	22,247	15,131	1,858	4	16,600	4,762

3(a)(ii) Other intangible assets

Particulars	Gross Value (at cost)			Amortisation			Net Value			
	As at April 1, 2021	Additions on business acquisition	Other Additions	Disposal	As at March 31, 2022	As at April 1, 2021	For the year	Foreign Exchange Translation Adjustments	As at March 31, 2022	As at March 31, 2021
Computer softwares	1,166	-	448	25	1,634	899	457	(1)	1,350	284
Customer contracts	1,576	-	-	34	1,610	1,372	110	31	1,513	97
Customer relationships	9,865	-	-	162	10,027	2,023	1,227	54	3,304	6,723
Total	12,607	-	448	(221)	13,271	4,294	1,794	84	6,167	7,104

3(b) Right-of-use assets

Particulars	Gross Value (at cost)			Depreciation			Net Value			
	As at April 1, 2021	Additions on business acquisition	Other Additions	Disposal	As at March 31, 2022	As at April 1, 2021	For the year	Foreign Exchange Translation Adjustments	As at March 31, 2022	As at March 31, 2021
Building	2,699	-	581	21	3,234	1,556	599	9	2,097	1,137
Total	2,699	-	581	(21)	3,234	1,556	599	9	2,097	1,137

Notes:

- Refer note 11 and 13 for information on vehicles provided as collateral or security for borrowings or finance facilities availed by the Company.
- Refer note 35 for capital commitments.
- For the year ended March 31, 2023 and year ended March 31, 2022, Building (Own assets) includes Chennai property mortgaged as security for loan availed by subsidiary. The net carrying value of the property is ₹ 829 lakhs (March 31, 2022: ₹ 883 lakhs)
- All the title deeds of the immovable properties are held in the name of the Company

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

3(c). Goodwill

Particulars	As at March 31, 2023	As at March 31, 2022
Carrying value at the beginning	69,801	66,012
Evosys - Goodwill (Refer footnote (i) below)	-	2,064
MST - Goodwill (Refer note 34 (b))	73,108	-
Translation differences including Adjustments	6,849	1,725
Carrying value at the end	1,49,758	69,801

Impairment

- i) Goodwill having a carrying value of ₹149,758 lakhs (March 31, 2022: ₹69,801 Lakhs) includes Goodwill of ₹11,478 lakhs (March 31, 2022: ₹10,632 Lakhs) on TAISTech US Group which has been allocated to the Mastek US business (CGU), ₹ 62,741 lakhs (March 31, 2022: ₹ 59,169 Lakhs) which has been allocated to the Evosys business (CGU) and ₹ 75,539 lakhs (March 31, 2022: Nil) which has been allocated to the MST business (CGU). In the previous year, the goodwill relating to the Evosys CGU has been adjusted with ₹2,064 lakhs being the adjustments on account of contractual obligations relating to Evosys acquisition (refer note 34(a)), reconciled and identified during the previous year. The recoverable amount has been determined using value in use. The estimated value-in-use of all the CGU, is based on the present value of the future cash flows using a growth rate of 2.5% p.a. 5% p.a. and 2.5% p.a. (March 31, 2022: 2.5% p.a. and 5% p.a.) respectively, annual growth rate for periods subsequent to the forecast period of 5 years (March 31, 2022: 4 years) and discount rate of 16.5% p.a. 16.5% p.a. and 16.5% p.a. (March 31, 2022: 15% p.a. and 16% p.a.) respectively. The growth rate used is in line with the long term average growth rate for the industry in which Group operates. An analysis of the sensitivity of the computation to a change in key parameters (Growth rate and discount rate), based on reasonable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount.

Management has determined the value assigned to each of the key assumptions as follows:

Assumption	Approach used to determine value
Sales volume	Annual average growth rate over the five-year forecast period; based on past performance and management's expectation of market development.
Sales price	Average annual growth rate over the five-year forecasted period; based on current industry trends and including long-term inflation forecasts for each territory.
Budgeted gross margin	Based on past performance and management's expectation for the future.
Other operating cost	Management forecasts these costs based on the current structure of the business, adjusting for inflationary increases but not reflecting any future restructurings or cost saving measures.
Annual capital expenditure	This is based on the planned refurbishment expenditure.

Non-current assets

3(d). Capital work-in-progress (CWIP)

Particulars	As at March 31, 2023	As at March 31, 2022
Capital work-in-progress	666	435
	666	435
Balance as at the beginning of the year	435	154
Addition during the year	542	363
Less: Capitalised during the year	(311)	(82)
Balances at the end of the year	666	435

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

CWIP ageing schedule

As at March 31, 2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i Projects in progress	541	43	-	-	584
ii Projects temporarily suspended*	-	-	-	82	82
Total	541	43	-	82	666

As at March 31, 2022

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i Projects in progress	327	18	8	-	353
ii Projects temporarily suspended*	-	-	-	82	82
Total	327	18	8	82	435

*Represents approval cost incurred for obtaining permission for construction of additional area at the Company's Mahape, MIDC Mumbai property, which will be utilised on need basis in the future.

There is no capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan as at 31 March 2023 and 31 March 2022.

3(e) Investment properties

Particulars	As at March 31, 2023	As at March 31, 2022
(A) Investment properties (at cost less accumulated depreciation)		
Gross value		
Opening	1,136	1,136
Additions	-	-
Disposal	(1,134)	-
Closing	2	1,136
Accumulated depreciation		
Opening	722	686
Depreciation for the year	18	36
Disposal	(738)	-
Closing	2	722
net value	-	414
(B) Fair value of investment properties by an independent valuer		
(i) Fair value of investment properties	-	5,161
(ii) Valuation method used by the independent valuer	-	Sale Comparison Method
The amounts recognised in the Consolidated statement of profit and loss account for:		
(i) rental income from investment properties	227	287
(ii) direct operating expenses (including repairs and maintenance) arising from investment properties that generated rental income during the period; and	-	44
(iii) direct operating expenses (including repairs and maintenance) arising from investment properties that did not generate rental income during the period.	-	-
Depreciation Method used	SLM	SLM
Useful lives or depreciation rates used	28 years	28 years

Notes:

- Valuation for Prabhadevi, Mumbai property is not carried out since the rental and carrying value are not significant and the same is not mortgaged as security. The said property is let out for generating rental income.
- For the previous year ended March 31, 2022, Investment properties included Pune property mortgaged as security for loan availed by subsidiary. The valuation was based on valuations performed by Muzoomdar Associates Private Limited, an accredited independent valuer.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Muzoomdar Associates Private Limited, is a specialist in valuing these types of investment properties and is a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. A valuation approach in accordance with the Indian Accounting Standards was applied. The aforementioned property was sold in September 29, 2022.

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

Description of valuation techniques used and key inputs to valuation on investment properties:

Investment property	Valuation technique	Significant unobservable Inputs	Range
B1/B2, 2 nd Floor, Kumar Cerebrum, Kalyani Nagar, Pune	Sale Comparison Method	Market rate in this building per sq. ft. of built up area	₹ 10,000 to ₹ 11,500 (₹ 11,000)

The direct comparison approach involves a comparison of the subject property to similar properties that have actually sold at arms - length transactions or are offered for sale. This approach demonstrates what buyers have historically been willing to pay (and sellers willing to accept) for similar properties in an open and competitive market and is particularly useful in estimating the value of the land and properties that are typically traded on a unit basis. Statute and case laws define a market value standard for assessment. In assessment litigation, under the "rules of evidence" a bona fide sale of the subject property is usually considered the best evidence of market value. In the absence of a sale of the subject, sales prices of comparable properties are usually considered the best evidence of market value. Consequently, the comparative sale approach is the preferred approach when sales data are available. The comparative sale approach models the behaviour of the market by comparing the properties being appraised with similar properties that have recently sold (comparable properties) or for which offers to purchase have been made. Comparable properties are selected for similarity to the subject property by way of attributes, such as the age, size, quality of construction, building features, condition, design, gentry, etc. Their sale prices are then adjusted for their difference from the subject. Finally a market value for the subject is estimated from the adjusted sales price of the comparable properties. The economic principles of supply and demand provide a framework for understanding how the market works. The interaction of supply and demand factors determines property value.

4 Financial assets

	As at March 31, 2023	As at March 31, 2022
a) Investments		
(A) Investment in share warrant at FVOCI fully paid (unquoted):		
Investment in Volteo Edge, LLC*	1,241	-
	1,241	-
(B) Investment in mutual funds (unquoted):		
HDFC Short Term Debt Fund - Regular Plan - Growth (Nil units, March 31, 2022 - 1,563,507 units)	-	402
IDFC Low Duration Fund - Growth (Nil units, March 31, 2022 - 1,987,665 units)	-	623
	-	1,025
(C) Investment in bonds at amortised cost (unquoted):		
8.50% Bond with State Bank of India	53	52
	53	52
Aggregate carrying value of quoted investments	-	-
Aggregate carrying value of unquoted investments (A+B+C)	1,294	1,077
Aggregate amount of impairment in value of investments	-	-

* On December 16, 2022, Mastek Inc., a wholly-owned first level step-down subsidiary of Mastek Limited, made a Simple Agreement for Future Equity ("SAFE") note investment in VolteoEdge, an Edge Intelligence Company in the Connected Enterprise Space ("VolteoEdge") which will be converted into an equity stake (of approximately 5%) in series A round with a pre-determined valuation cap. VolteoEdge in collaboration with Intel and ServiceNow, delivers Edge-as-a-Service or Edge-to-Service (E2S) to its customers across Manufacturing, Oil & Gas, Healthcare, Retail, and Infrastructure industries. The purchase consideration includes upfront payment of USD 1.50 million (approximately ₹ 1,241 lakhs). Hence the information regarding number of warrants, face value and fair value as on reporting date is not available.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
b) Other financial assets		
Advances to employees	41	36
Security deposits	228	221
Margin money deposit*	1,921	2,854
Foreign exchange forward contract	364	1,045
Bank deposits have remaining maturity of more than twelve months	576	8
	3,130	4,164

*Note: Margin money is towards bid bonds and performance guarantee

5 Other non-current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Capital advances	-	14
Advances other than capital advance		
Prepaid expenses	51	43
Security deposits	96	96
	147	153

Current assets

6 Financial assets

a) Investments

Particulars	As at March 31, 2023		As at March 31, 2022	
	Units	Amount	Units	Amount
(i) Investment in mutual funds				
Investment in mutual funds at FVTPL (unquoted):				
Aditya Birla Sun Life Liquid Fund - Regular - Growth	1,50,035	540	-	-
ICICI Prudential Liquid Fund - Regular - Growth	3,53,153	1,168	-	-
ICICI Prudential Overnight Fund - Regular Plan - Growth	35,726	430	-	-
HDFC Liquid Fund - Regular Plan - Growth	13,897	609	-	-
HDFC Overnight Fund - Regular Plan - Growth	12,177	402	-	-
SBI Liquid Fund - Regular Plan - Growth	17,427	609	-	-
Kotak Liquid - Regular Plan - Growth	32,467	1,467	-	-
Kotak Overnight Fund - Regular plan - Growth	29,533	352	-	-
Total (A)		5,577		-
Investment in mutual funds at FVOCI (unquoted):				
Kotak Corporate Bond Fund Standard Growth (Regular Plan)	-	-	19,81,675	844
Kotak Savings Fund-Growth	-	-	2,93,604	102
HDFC Corporate Bond Fund - Regular Plan - Growth	-	-	18,59,914	486
Total (B)		-		1,432
Total (A+B)		5,577		1,432

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Ageing Schedule as at 31 March, 2022

Particulars	Outstanding for following periods from due date of transactions						Total
	Current but not due	Less than 6 Months	6 Months to 1 year	1-2 Years	2-3 Years	More than 3 Year	
i. Undisputed Trade Receivables - Considered Good	21,731	9,250	-	-	-	-	30,981
ii. Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
iii. Undisputed Trade receivable - credit impaired	-	-	941	988	716	447	3,092
iv. Disputed Trade receivables - considered good	-	-	-	-	36	34	70
v. Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
vi. Disputed Trade receivables - credit impaired	-	-	-	4	683	198	885
Total	21,731	9,250	941	992	1,435	679	35,028
Add: Unbilled trade receivables (undisputed)							12,506
Less: Allowance for doubtful trade receivables							(3,977)
							43,557

Notes:

- Group has a history of collecting all receivables in the age group of less than 6 month. Management has evaluated allowance for bad and doubtful debts on receivables having age of more 6 months, which have significant increase in credit risk or are credit impaired. Accordingly, all trade receivables outstanding more than 6 months have been fully provided, except immaterial balances considered recoverable on specific basis.
- No trade or other receivables are due from directors or other officers of the Group either severally or jointly with any other person, nor any trade or other receivables are due from firm or private companies respectively in which director is partner, a director or a member. Trade receivables are non-interest bearing.
- Refer note 30 for information on credit risk and market risk.
- Refer note 11 and 13 for information on assets provided as collateral or security for borrowings or finance facilities availed by the Company.

c. Cash and cash equivalents and other bank balances

Particulars	As at March 31, 2023	As at March 31, 2022
c. (i). Cash and cash equivalents		
Cash on hand	22	23
Bank balances		
In current accounts	14,388	55,566
In deposit accounts	6,354	17,069
	20,764	72,658
c. (ii). Bank balances, other than cash and cash equivalents		
Bank balances in unclaimed dividend account	51	48
Bank balance in deposit accounts	28	3,987
Total	79	4,035

Notes:

- Refer note 30 for information on credit risk and market risk.
- Refer note 11 and 13 for information on assets provided as collateral or security for borrowings or finance facilities availed by the Company.
- There are no repatriation restrictions with regards to cash and cash equivalents.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

d. Other financial assets - Current

Particulars	As at March 31, 2023	As at March 31, 2022
Advances to employees	204	155
Interest accrued on bank deposits	5	132
Security deposit	355	308
Margin money deposits*	2	18
Rent receivables	2	6
Reimbursable expenses receivable	14	3
Foreign exchange forward contract	596	737
Bank deposits have remaining maturity of less than twelve months	7	-
Others	24	22
Total	1,209	1,381

*Margin money is towards bid bonds and performance guarantee

Notes:

- (i) Refer note 30 for information on credit risk and market risk.
- (ii) Refer note 11 and 13 for information on assets provided as collateral or security for borrowings or finance facilities availed by the Company.

7 Contract assets

Particulars	As at March 31, 2023	As at March 31, 2022
Contract assets (refer note 16)	35,080	20,181
	35,080	20,181

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured and considered good	35,080	20,181
Unsecured and considered doubtful	-	-
	35,080	20,181

8 Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Advances other than capital advance		
Prepaid expenses	1,281	1,379
Input tax credit	2,856	2,262
Advances to suppliers	2,532	1,082
Interest accrued on income tax refunds	185	185
Research and development credit	3,794	3,116
Others	-	189
	10,648	8,213

Note:

- i) Refer note 11 and 13 for information on assets provided as collateral or security for borrowings or finance facilities availed by the Company.
- ii) Others during the year is Nil (March 31, 2022 ₹ 189 lakhs) mainly consists of accrued rent for Pune property.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

9 Equity share capital

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised:		
40,000,000 (March 31, 2022: 40,000,000) equity shares of ₹ 5 each	2,000	2,000
2,000,000 (March 31, 2022: 2,000,000) preference shares of ₹ 100 each	2,000	2,000
	4,000	4,000
Issued, subscribed and fully paid up :		
30,524,827 (March 31, 2022 : 30,018,021) equity shares of ₹ 5 each fully paid	1,526	1,501
	1,526	1,501

a) Reconciliation of the number of equity shares outstanding at the beginning and end of the year are as given below:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Equity shares				
Balance as at the beginning of the year	30,018,021	1,501	25,232,889	1,262
Add: Shares issued on exercise of stock options	186,054	9	295,083	14
Add: Issue of share capital on account of demerger of the business of ESPL (Refer note 34)	-	-	4,235,294	212
Add: Issue of share for acquisition of non controlling interest of Mastek Enterprises Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited) (Refer note 34)	320,752	16	254,755	13
Balance as at the end of the year	30,524,827	1,526	30,018,021	1,501

(b) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a face value of ₹5 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of fully paid up equity shares held by the shareholders.

(c) Details of shares held by Promoters in the Company

Shares held by promoters at the end of the year	As at March 31, 2023		As at March 31, 2022		% change during the year**
	No. of shares	% of holding	No. of shares	% of holding	
Ashank Desai	3,384,167	11.1%	3,363,328	11.2%	0.6%
Ketan Mehta	2,274,100	7.5%	2,274,100	7.6%	0.0%
Girija Ram	1,753,280	5.7%	1,753,280	5.8%	0.0%
Radhakrishnan Sundar	1,340,800	4.4%	1,340,800	4.5%	0.0%

* Change during the year is determined based on number of shares acquired / sold during the year. The % of holding has undergone change mainly due to additional shares issued during the year.

** % change during the year ended March 31, 2022 - Ashank Desai 1.0% , Ketan Mehta 0.0%, Girija Ram 0.0% and Radhakrishnan Sundar 0.0%.

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Shares held by promoters at the end of the year	As at March 31, 2023		As at March 31, 2022		% change during the year*
	No. of shares	% of holding	No. of shares	% of holding	
Ashank Desai	3,384,167	11.1%	3,363,328	11.2%	0.6%
Ketan Mehta	2,274,100	7.5%	2,274,100	7.6%	0.0%
Girija Ram	1,753,280	5.7%	1,753,280	5.8%	0.0%
Umang Tejkar Nahata	1,655,840	5.4%	1,611,668	5.4%	2.7%
Smallcap World Fund, INC	2,403,500	7.9%	-	-	100.0%

* Change during the year is determined based on number of shares acquired / sold during the year. The % of holding has undergone change mainly due to additional shares issued during the year and bought from market by shareholders.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

(e) Shares reserved for issue under options

Particulars	As at March 31, 2023	As at March 31, 2022
Number of shares to be issued under the employee stock option plans (Refer note 32)	5,09,883	7,13,804
	5,09,883	7,13,804

Year of conversion of convertible securities

Particulars	Year of conversion	Number of events of conversion during the year
Plan VI	2026-27	1
	2025-26	1
	2024-25	2
	2023-24	4
Plan VII	2031-32	4
	2030-31	6
	2029-30	8
	2028-29	10
	2027-28	8
	2026-27	7
	2025-26	6
	2024-25	4
	2023-24	5

Includes both vested as well as unvested options and year of conversion represents last date of exercise under ESOP scheme. However, vested options can be exercised on or before the last exercise date for each tranche.

(f) Shares issued for consideration other than cash (during last 5 years)

	As at March 31, 2023	As at March 31, 2022
Number of shares issued for acquisition of ESPL (Refer note 34(a))	48,10,801	44,90,049
	48,10,801	44,90,049

(g) Aggregate no. of shares allotted as fully paid up by way of bonus share issued or buy back

The Company has neither issued bonus shares nor there has been any buy back of shares during five years immediately preceding March 31, 2023.

9.1 Other Instruments - Step down subsidiary:

0.001% Compulsory Convertible Preference Shares ('CCPS') issued by Mastek Enterprise Solutions Private Limited ('MESPL') (formerly known as Trans American Information Systems Private Limited)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	1,00,000	1	-	-
Add: CCPS issued during the year (Face Value ₹ 10 each)	-	-	15,000	2
CCPS Split- from face value of ₹ 10 to ₹ 1	-	-	1,50,000	2
CCPS bought out during the year	(50,000)	(0)	(50,000)	(1)
Balance as at the end of the year (Face Value ₹ 1 each)	50,000	(0)	1,00,000	1

Pursuant to the approved Scheme of Arrangement by NCLT (also refer Note 34), on September 14, 2021, the MESPL Board of Directors allotted 15,000 CCPS of ₹ 10 each fully paid up on November 12, 2021, to the erstwhile shareholders of the acquired entity. Further MESPL, at the request of the CCPS holders, sub-divided the CCPS face value from ₹ 10 to ₹ 1 each, in terms of the approval given by the Equity Shareholders through the Extra-Ordinary General Meeting held on November 12, 2021. This resulted in the increase in number of CCPS to 150,000. Mastek Limited bought out the second tranche of 50,000 CCPS (March 31, 2022 first tranche of 50,000 CCPS)(refer note 10.1) during the year from the CCPS holders (in terms of the Share Holders Agreement dated February 8, 2020 - also refer Note 34) during the year.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

10 Other equity

Particulars	As at March 31, 2023	As at March 31, 2022
a) Capital reserve	21	21
Any profit or loss on purchase, sale, issue or cancellation of the company's own equity instrument is transferred to capital reserve		
b) Capital redemption reserve	1,539	1,539
Non-distributable reserve into which amounts are transferred following the redemption or purchase of a company's own shares		
c) Securities premium	39,450	32,951
Amount received (on issue of shares) in excess of the face value has been classified as securities premium		
d) Share options outstanding account (net of taxes)	1,524	2,603
The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in this account are transferred to securities premium upon exercise of stock options by employees. In case of forfeiture, corresponding balance is transferred to general reserve.		
e) General reserve	384	362
This represents appropriation of profit by the company		
f) Retained earnings	1,71,196	1,39,592
Retained earnings comprises of the prior year's undistributed earning/(losses) after taxes increased/ (decreased) by undistributed profits/(losses) for the year		
g) Foreign currency translation reserve	5,844	(688)
Exchange difference relating to the translation of the results and net assets of the Company's foreign operations from their functional currencies to the Company's presentation currency are recognized directly in OCI and accumulated in the foreign currency translation reserve		
h) Other items of OCI	1,287	1,620
Other items of OCI consist of FVOCI financial assets and financial liabilities and remeasurement of defined benefit assets and liability		
i) Put option written on Non-Controlling Interest (Refer note 34(a))	(54,430)	(72,365)
Represents put option written by the Holding Company on Non-Controlling Interest in MESPL pursuant to Demerger Co-operation Agreement (DCA) and Shareholders Agreement		
Other equity	1,66,815	1,05,635
j) Non-Controlling Interest (Refer note 10.1)	9,110	15,034
	1,75,925	1,20,669

10.1 Reconciliation / movement of balances in Non-controlling Interest

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at beginning of the year	15,034	18,203
Acquisition of proportionate preference share*	(4,425)	(4,426)
Share in profit for the year	1,726	3,829
Profit for the year transferred to retained earnings on account of acquisition of non-controlling interest	(3,619)	(2,527)
Share in OCI	39	18
OCI transferred on account of acquisition of non-controlling interest	355	(63)
	9,110	15,034

* 50,000 CCPS allotted by MESPL and bought back by Mastek Limited during the year. Further, difference between consideration paid to non-controlling shareholders and carrying value of the interest in MESPL has been recognised in retained earnings within equity.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

10.2 Distributions made and proposed

The Board of Directors at its meeting held on January 17, 2023 had declared an interim dividend of 140% (₹ 7 per equity share of par value of ₹ 5 each). This has resulted in cash outflow of ₹ 2,129 lakhs. Further, the Board of Directors at its meeting held on April 19, 2023 has recommended a final dividend of 240% (₹ 12 per equity share of par value of ₹ 5 each), which is subjected to approval by the shareholders at their ensuing Annual General Meeting. Proposed dividend on equity shares is not recognised as a liability as at March 31, 2023. Dividend declared by the Company are based on profit available for distribution.

Non-current Liabilities

11 Financial Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
a. Borrowings		
Secured		
Term loan from Citi bank NA US Loan (Refer note (a) below)	21,570	-
Term loan from Standard Chartered bank (Refer note (b) below)	-	1,864
Term loan from Citi bank NA (Refer note (c) below)	5,082	9,946
Vehicle loans from bank (Refer note (d) below)	252	270
	26,904	12,080

Nature of security	Terms of repayment
(a) (i) Secured by corporate guarantee of USD 32 million given by the Company.	Payment in eight equal half yearly instalments of USD 3,750,000 over a period of five years starting after the end of March 2024 along with interest at Secured overnight financing rate (SOFR) + 190 basis points
(ii) Secured by mortgage of Mahape property : A-7, Sector-I, Mastek Millennium Centre, Millennium Business park 2, TTC Industrial Area, Shil Phata-Mahape Road, Mahape, Navi Mumbai-400710	Rate of interest @ 3.8 % - 6.1 % p.a. as at year end (March 31, 2022 : NA % p.a.)
(b) (i) Secured by floating charges on Receivables of Mastek (UK) Ltd and their proceeds.	Payment in eight equal half yearly instalments of GBP 937,500 over a period of five years starting after the end of 18 months from the date of disbursement of loan i.e. October 2018 along with interest at 6 months Sterling Overnight Index Average (SONIA) + 150 basis points
(ii) Secured by corporate guarantee of GBP 6.56 million given by the Company.	Rate of interest @ 2.3% p.a. as at year end (March 31, 2022 : 1.74 % p.a.)
(c) (i) Secured by floating charges on Receivables of Mastek (UK) Ltd and their proceeds	Payment in eight equal half yearly instalments of GBP 2,500,000 over a period of five years starting after the end of 18 months from the date of disbursement of loan i.e. March 2020 along with interest at 1 month SONIA + 190 basis points
(ii) Secured by mortgage of Chennai property of Mastek Limited	Rate of interest @ 2.8% - 5.6% p.a. as at year end (March 31, 2022 : 0.9% - 1.44 % p.a.)
(iii) Secured by corporate guarantee of GBP 28 million given by the Company.	
(d) Loans from bank are secured by hypothecation of assets (Vehicles) purchased there against.	Monthly payment of Equated monthly instalments beginning from the month subsequent to taking the loan along with interest at 6.6% - 9.35% per annum is payable till March 2028.
(e) Refer note 30 for liquidity risk and market risk.	
(f) There was no default in repayment of borrowings and interest during current and previous year.	
(g) Cash flow changes in liabilities arising from financing activities are given in the table below.	

Cash flows arising from financing activities

Particulars	Lease liabilities	Borrowings
As at April 1, 2021	1,283	26,022
Non cash movement: additions to lease liabilities	655	-
Cash flows (net) including foreign exchange	(693)	(7,092)
Foreign Exchange Translation Adjustments	12	96
As at March 31, 2022	1,257	19,026
Non cash movement: additions to lease liabilities	2,725	-
Cash flows (net) including foreign exchange	(833)	17,416
Foreign Exchange Translation Adjustments	107	636
As at March 31, 2023	3,256	37,078

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

b. Lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Lease liabilities (Refer note 33)	2,249	804
	2,249	804

c. Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Security and other deposits	37	162
Put option written on Non-Controlling Interest (Refer note 34)	-	23,555
Contingent Consideration payable (Refer note 34)	27,580	-
	27,617	23,717

Refer note 30 for liquidity risk and market risk.

12 Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits		
Provision for gratuity (Refer note 24(a))	2,586	1,929
Provision for other defined benefits (Refer note 24(b))	771	791
	3,357	2,720

Current liabilities

13. Financial liabilities

a. Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Secured:		
Current maturities of loan from Citi bank NA US Loan (Refer note 11 (a) above, for security)	3,081	-
Current maturities of long-term loan from Standard Chartered bank (Refer note 11 (b) above, for security)	1,906	1,865
Current maturities of loan from Citi bank NA (Refer note 11 (c) above, for security)	5,083	4,973
Current maturities of vehicle loans from bank (Secured) (Refer note 11 (d) above, for security)	104	108
	10,174	6,946

Notes:

- (i) The Company has, during the year ended March 31, 2023, availed/renewed certain working capital facility from banks against which the security has been created on current asset specified by the bankers. The Company has not utilised the facility and hence, no amount is outstanding against the same as at March 31, 2023 (March 31, 2022 - ₹ Nil). The said working capital facility remains unutilised/ undrawn, thus the Company is not required to file any quarterly return or statement with such banks.
- (ii) Refer note 30 for liquidity risk and market risk.

b. Lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Lease liabilities (Refer note 33)	1,007	453
	1,007	453

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

c. Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding dues to creditors	2,586	3,327
Accrued expenses	15,708	15,391
	18,294	18,718

Ageing Schedule as at March 31, 2023

Particulars	Outstanding for following periods from date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i. Total outstanding dues of creditors	2,164	377	8	26	2,575
ii. Disputed dues of creditors	-	-	11	-	11
Total	2,164	377	19	26	2,586
Accrued expenses (undisputed and related to creditors other than MSME)					15,708
Grand Total					18,294

Ageing Schedule as at March 31, 2022

Particulars	Outstanding for following periods from date of transaction				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i. Total outstanding dues of creditors	3,210	28	-	78	3,316
ii. Disputed dues of creditors	-	11	-	-	11
Total	3,210	39	-	78	3,327
Accrued expenses (undisputed and related to creditors other than MSME)					15,391
Grand Total					18,718

d. Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Interest accrued	89	39
Current portion of put option written on Non-Controlling Interest (Refer note 34)	12,547	25,851
Unclaimed dividends (Refer note (i) below)	52	52
Security and other deposits	-	9
Capital creditors	78	720
Other payables		
Employee benefits payable	7,644	9,809
	20,410	36,480

Notes:

- (i) There is no amount due for payment to Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at March 31, 2023 and March 31, 2022.
- (ii) Refer note 30 for liquidity risk and market risk.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

14 Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Other advances		
Advances received from customers	98	40
Deferred rent	-	27
Others		
Statutory dues	8,125	7,277
	8,223	7,344

15 Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits		
Provision for Gratuity (Refer Note 24(a))	112	50
Provision for other defined benefits (Refer Note 24(b))	71	65
Provision for leave entitlement*	3,034	2,414
Other Provision		
Provision for cost overrun on contracts**	107	251
	3,324	2,780

*Disclosure for movement in provision for leave entitlement

Particulars	As at March 31, 2023	As at March 31, 2022
Opening provision at the beginning of the year	2,414	1,971
Created during the year	837	579
Paid during the year	(268)	(128)
Foreign Exchange Translation Adjustments	51	(8)
Closing provision at the end of the year	3,034	2,414

**Provision for cost overrun on contracts

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at beginning of the year	251	255
Less: Provision reversed during the year	(144)	(4)
Balance as at end of the year	107	251

It is not practicable for the Company to estimate the timing of cash outflows, if any, in respect of the above, pending occurrence of the default event or resolution of respective proceedings.

The provision for leave entitlement is presented as current since the Company does not have an unconditional right to defer settlement for this obligation. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

16 Revenue from operations

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of services		
Information technology services	2,55,820	2,17,986
Other operating revenue	519	398
	2,56,339	2,18,384

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Disaggregated Revenue

The table below presents disaggregated revenues from contracts with customers by customer location and service line for each of the business segments. Company believe this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue by geography		
UK & Europe operations	1,58,761	1,48,485
North America operations	62,576	38,556
Middle East	23,350	19,006
Others	11,652	12,337
	2,56,339	2,18,384

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue by service line		
Digital & Application Engineering	1,11,071	99,428
Oracle Cloud & Enterprise Apps	81,619	72,000
Digital Commerce & Experience	46,263	25,789
Data, Automation and AI	17,386	21,167
	2,56,339	2,18,384

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Timing of revenue recognition		
Transferred at a point in time	1,23,307	1,00,929
Transferred over a period of time	1,33,032	1,17,240
	2,56,339	2,18,169

Remaining performance obligation

As of March 31, 2023, the aggregate amount of transaction price allocated to remaining performance obligations, was ₹ 133,872 lakhs (March 31, 2022 ₹ 106,347 lakhs) of which approximately 88% (March 31, 2022 100%) is expected to be recognized as revenues within 3 years.

Changes in contract assets are as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance at the beginning of the year	20,181	13,039
Invoices raised that were included in the contract assets balance at the beginning of the year	(13,921)	(10,351)
Increase due to revenue recognised during the year, excluding amounts billed during the year	27,095	17,246
Translation exchange difference	1,725	247
Balance at the end of the year	35,080	20,181

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Changes in contract liabilities are as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance at the beginning of the year	6,256	6,916
Revenue recognised that was included in the contract liability balance at the beginning of the year	(5,412)	(6,534)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	4,882	5,868
Translation exchange difference	201	6
Balance at the end of the year	5,927	6,256

17 Other income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income		
- On bank deposits	112	271
- On income tax refunds	4	13
- On others	33	8
Profit on sale of current investments	420	1,696
Fair value gain on investment measured at FVTPL	57	-
Rental income *	438	287
Profit on sale of property, plant and equipment	37	-
Net gain on foreign currency transactions and translation	2,597	1,202
Other non-operating income	131	131
	3,829	3,608

* Rent income is net of provision of ₹ Nil (March 31, 2022: ₹ 130 lakhs)

18 Employee benefits expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and wages	1,25,104	99,323
Contribution to provident and other funds	7,824	7,377
Employee stock compensation expenses	559	393
Staff welfare expense	4,101	2,452
	1,37,588	1,09,545

19 Finance costs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on term loan	1,536	476
Interest on lease liabilities (Refer note 33)	144	80
Bank charges	31	126
Interest on security deposit	7	12
Other finance charges	754	74
	2,472	768

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

20 Depreciation and amortisation expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Property, plant and equipment	2,458	1,858
Right-of-use assets (Refer note 33)	792	599
Investment property	18	36
Other intangible assets	3,469	1,794
	6,737	4,287

21 Other expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Recruitment and training expenses	1,866	2,133
Travelling and conveyance	6,788	3,852
Communication charges	580	523
Electricity	261	198
Consultancy and sub-contracting charges	52,411	43,661
Purchase of hardware and software	586	1,031
Repairs		
Buildings	557	521
Others	2,138	1,411
Insurance	648	644
Printing and stationery	39	29
Professional fees	1,427	3,221
Rent (Refer note 33)	920	637
Advertisement and publicity	954	579
Provision for doubtful debts including Bad debts written off, net	2,548	1,144
Hire Charges	39	24
Donation	115	196
Expenditure towards corporate social responsibility (CSR) activities	172	104
Loss on sale of property, plant and equipment, net	-	2
Miscellaneous expenses, net	1,117	2,678
	73,166	62,588

22 Exceptional items - gain

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a. Legal and professional cost on acquisition	(1,745)	-
b. Net profit on sale of Investment property	4,277	-
Total	2,532	-

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

23 Earnings Per Share (EPS)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
The components of basic and diluted earnings per share are as follows:		
(a) Net income attributable to equity shareholders (owners of the Holding Company)	29,301	29,513
(b) Weighted average number of outstanding equity shares		
Considered for basic EPS (in numbers)	30,136,006	27,706,662
Add : Effect of dilutive potential equity shares arising from outstanding stock options (in numbers)	544,548	722,081
Considered for diluted EPS (in numbers)	30,680,554	28,428,743
(c) Nominal value of each share (in ₹)	5	5
(d) Earnings per share (in ₹)		
Basic	97.23	106.52
Diluted	95.53	103.81

24 Employee benefit plans

(a) Defined benefit plans

Defined benefit plans includes Gratuity as per Indian law.

Amount recognised in the consolidated statement of profit and loss in respect of gratuity cost (defined benefit plan - partially funded) is as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Gratuity cost		
Service cost	685	506
Net interest on net defined liability	141	98
Net gratuity cost	826	604
Actuarial gain recognised under OCI	136	78
Amount shown as liability in the Consolidated Balance Sheet		
Non current (Refer note 12)	2,586	1,929
Current (Refer note 15)	112	50
Total	2,698	1,979

Demographic assumptions used:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	6.7-7.55%	6.7-7.25%
Salary escalation	6-10%	6-10%
Retirement age	60 Years	60 Years
Mortality Rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Leaving services

Age (Years)	For the year ended March 31, 2023	For the year ended March 31, 2022
21-30	10-21%	10-21%
31-40	5-15%	5-15%
41-50	3-17%	3-17%
51-59	2-10%	2-10%

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

The following table sets out the status of gratuity plan

Particulars	As at March 31, 2023	As at March 31, 2022
Obligation at the beginning of the year	3,517	3,231
Add: Balance transferred on account of acquisition	319	-
Service cost	685	506
Interest cost	241	198
Actuarial (gain) - due to change in financial assumptions	(161)	(113)
Actuarial loss - due to change in experience	21	42
Benefits paid	(515)	(347)
Obligation at the end of the year	4,107	3,517
Change in plan assets		
Plan assets at the beginning of the year, at fair value	1,538	1,614
Employer contribution	290	163
Interest income on plan assets	100	100
Remeasurement on plan assets less interest on plan assets	(4)	7
Benefits paid	(515)	(346)
Plan assets at the end of the year, at fair value	1,409	1,538

The experience adjustments, meaning difference between changes in plan assets and obligations expected on the basis of actuarial assumption and actual changes in those assets and obligations are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Experience adjustment on plan liabilities - gain	140	71
Experience adjustment on plan assets - (loss) / gain	(4)	7

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Increase	Decrease	Increase	Decrease
Discount Rate (50 bps)	(158)	186	(135)	160
Salary Growth (50 bps)	165	(144)	138	(121)

The sensitivity analysis is based on a change in one assumption while not changing all other assumptions. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of another since some of the assumptions may be co-related.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Maturity profile of defined benefit obligation:

Particulars	As at March 31, 2023	As at March 31, 2022
1 year	489	385
2 year	451	405
3 year	436	353
4 year	435	343
5 year	452	331
6 year	390	340
7 year	364	295
8 year	399	283
9 year	319	306
10 years and beyond	5,305	4,488

i) The Company has setup an income tax approved irrevocable trust fund to finance the plan liability for funded benefits. The trustees of the trust fund are responsible for the overall governance of the plan. Expected contribution to the Fund in FY 2023-24 is ₹ 250 lakhs (FY 2022-23 - ₹ 230 lakhs).

ii) Plan assets are investment in unquoted insurer managed fund.

Plan is governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, employees are entitled to specific benefit at the time of retirement or termination of the employment on completion of five years or death while in employment. The level of benefit provided depends on the member's length of service and salary at the time of death/retirement/termination age.

(b) Other benefit plans in foreign jurisdiction

The following table sets out the status of other benefit plans

Amount recognised in the consolidated statement of profit and loss in respect of gratuity cost (other benefit plan) is as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Gratuity cost		
Service cost	269	264
Net interest on net defined liability	34	21
Net gratuity cost	303	285
Actuarial loss/ (gain) recognised under OCI	(268)	(173)
Amount shown as liability in the Consolidated Balance Sheet		
Non current	771	791
Current	71	65
Total	842	856

Demographic assumptions used:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	5.35%	3.85%
Salary escalation	4%	4%
Retirement age	60 Years	60 Years
Mortality Rate	Saudi Arabia mortality rate	Saudi Arabia mortality rate
Leaving Services	10%	10%

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Mortality Rate

Age (Years)	Rates (p.a.)	
	March 31, 2023	March 31, 2022
18	0.000750	0.000750
23	0.000750	0.000750
28	0.000750	0.000750
33	0.000750	0.000750
38	0.000750	0.000750
43	0.000750	0.000750
48	0.001500	0.001500
53	0.003000	0.003000
58	0.005250	0.005250

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

Mortality rate is considered as per the published rates under the Saudi Arabia mortality. Mortality and attrition rate was same for the year ended March 31, 2022.

The following table sets out the status of gratuity plan

Particulars	As at March 31, 2023	As at March 31, 2022
Obligation at the beginning of the year	856	847
Add: Balance transferred on account of acquisition		
Service cost	269	264
Interest cost	34	21
Actuarial (gain) - due to change in financial assumptions	(112)	(102)
Actuarial (gain) - due to change in experience	(156)	(71)
Benefits paid	(121)	(131)
Add: Foreign exchange translation adjustments	72	28
Obligation at the end of the year	842	856
Change in plan assets		
Employer contribution	121	133
Benefits paid	(121)	(133)
Plan assets at the end of the year, at fair value	-	-

The experience adjustments, meaning difference between changes in plan assets and obligations expected on the basis of actuarial assumption and actual changes in those assets and obligations are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Experience adjustment on plan liabilities - gain/(loss)	(268)	(173)
Experience adjustment on plan assets - gain	-	-

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Increase	Decrease	Increase	Decrease
Discount Rate (50 bps)	(32)	37	(35)	41
Salary Growth (50 bps)	37	(33)	40	(35)

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As at and for the year ended March 31, 2023

(₹ in lakhs)

The sensitivity analysis is based on a change in one assumption while not changing all other assumptions. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of another since some of the assumptions may be co-related.

Maturity profile of defined benefit obligation:

Particulars	As at March 31, 2023	As at March 31, 2022
1 Year	71	65
2 Year	75	64
3 Year	68	65
4 Year	74	60
5 Year	64	61
6 Year	60	66
7 Year	57	52
8 Year	54	47
9 Year	51	44
10 Year and beyond	573	506

The weighted average duration of the defined benefit obligation of the Group as at March 31, 2023 ranges from 5.17 years to 12.98 years (March 31, 2022 6.22 years to 13.26 years).

- (c) The Obligation for compensated absence is recognised basis Company's leave policy and net change to the consolidated statement of profit and loss for the year is ₹ 1,100 Lakhs (March 31, 2022: ₹1,195 Lakhs)

Demographic assumptions used:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	5.35-7.55%	1.47-7.25%
Salary escalation	4-10%	2.5-10%

(d) Defined contribution plan

The Group contributed ₹ 7,366 lakhs for the year ended March 31, 2023 (March 31, 2022 ₹ 7,002 lakhs) for the defined contribution plan which includes contribution towards provident fund, employee state insurance commission and labour welfare fund. Out of the total contributions, an amount of ₹ 5,879 lakhs for the year ended March 31, 2023 (March 31, 2022 ₹ 5,958 lakhs) is contributed in foreign jurisdictions as per applicable local laws.

25 Income taxes

a) Income tax (credit) / expense in the Consolidated statement of profit and loss consists of:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current tax*	14,408	12,628
Deferred tax**	(3,355)	(1,166)
Income tax relating to earlier years	657	-
Income tax expense recognised in the consolidated statement of profit and loss	11,710	11,462
Income tax credit / (expense) recognised in OCI (net)	237	(297)

* During the year ended March 31, 2021, the holding company has recognised a provision towards the possible impact of an uncertain tax treatment based on the present status of the on-going proceedings of its Advance Pricing Arrangement with the tax authorities. Accordingly, ₹ 730 Lakhs was provided as an impact for prior years, which will be adjusted based on additional facts and / or ultimate outcome. Current tax expense for the year ended March 31, 2023 and March 31, 2022 includes impact for the same amounting to ₹ 836 lakhs and ₹ 776 lakhs respectively, recognised on a similar basis. The matter is under discussion between the revenue authorities of the respective countries and pending ultimate conclusion, the holding company has recognised the provision on a best estimate basis. The accumulated provision as at March 31, 2023 is ₹ 2,759 lakhs (March 31, 2022 is ₹ 1923 lakhs).

** Includes MAT credit entitlement of ₹ 611 lakhs (March 31, 2022 ₹ 318 lakhs).

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

b) The reconciliation between the provision of income tax at the Group level and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before tax	42,737	44,804
Enacted income tax rate in India	29.12%	29.12%
Computed expected tax expense	12,445	13,047
Effect of:		
Income tax charge/write back for earlier years	620	-
Impact of non-claimable withholding tax written off	559	-
Tax Impact of amortisation of other intangible assets	(421)	
Tax provision related to Advance Pricing Agreement	836	776
Expenses that are not deductible in determining taxable profit	53	142
Tax on income at different tax rates as per respective jurisdictions	(2,023)	(2,875)
Others	(359)	372
Total income tax expense recognised in the consolidated statement of profit and loss	11,710	11,462

c) The movement in deferred income tax assets and (liabilities) for the year ended March 31, 2023 is as follows:

Particulars	Carrying value as at April 1, 2022	Addition of DTA due to MST Acquisition	Changes through profit or loss*	Changes through OCI	Changes through Equity	Foreign Currency Translation Reserve	Carrying value as at March 31, 2023
Property, plant and equipment and other intangible assets	(115)	61	(555)	-	-	(71)	(680)
Provision for doubtful debts	674	-	163	-	-	48	885
Net gain on fair value of mutual funds	(54)	-	14	76	-	-	36
Cash flow hedge	(501)	-	-	208	-	-	(293)
MAT Credit entitlement	2,230	-	611	-	-	-	2,841
Undistributed Profits of Subsidiaries	(821)	-	-	-	-	-	(821)
Liabilities relating to employee benefits and bonus	1,149	147	306	(47)	-	21	1,576
Employee share based plan	397	-	-	-	-	9	406
Excess tax benefits from exercise of share-based options (OCI)	1,457	-	-	-	(1,259)	(30)	168
Brought forward losses	146	-	2,758	-	-	78	2,982
Others	364	(5)	58	-	-	7	424
Total	4,926	203	3,355	237	(1,259)	62	7,524

*Includes an amount of 21 Lakhs is on account of change in tax rate for Mastek Systems Pty Ltd, Australia from 25% to 30%

Gross deferred tax assets and liabilities are as follows:

Particulars	As at March 31, 2023		
	Assets	Liabilities	Net
Property, plant and equipment and other intangible assets	1,079	(1,759)	(680)
Provision for doubtful debts	885	-	885
Net gain on fair value of mutual funds	36	-	36
Cash flow hedge	88	(381)	(293)
MAT Credit entitlement	2,841	-	2,841
Undistributed Profits of Subsidiaries	-	(821)	(821)

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Particulars	As at March 31, 2023		
	Assets	Liabilities	Net
Liabilities relating to employee benefits and bonus	1,576	-	1,576
Employee share based plan	406	-	406
Excess tax benefits from exercise of share-based options	168	-	168
Brought forward losses	2,982	-	2,982
Others	424	-	424
Total	10,485	(2,961)	7,524

The movement in deferred income tax assets and liabilities for the year ended March 31, 2022 is as follows:

Particulars	Carrying value as at April 1, 2021	Changes through profit or loss	Changes through OCI	Changes through Equity	Foreign Currency Translation Reserve	Carrying value as at March 31, 2022
Property, plant and equipment and other intangible assets	50	(142)	-	-	(23)	(115)
Provision for doubtful debts	395	265	-	-	14	674
Net gain on fair value of mutual funds	(518)	156	308	-	-	(54)
Cash flow hedge	84	-	(585)	-	-	(501)
MAT Credit entitlement	1,912	318	-	-	-	2,230
Undistributed Profits of Subsidiaries	(821)	-	-	-	-	(821)
Liabilities relating to employee benefits and bonus	770	395	(20)	-	4	1,149
Employee share based plan	383	18	-	-	(4)	397
Excess tax benefits from exercise of share-based options	881	-	-	601	(25)	1,457
Brought forward losses	-	146	-	-	-	146
Others	353	10	-	-	1	364
Total	3,489	1,166	(297)	601	(33)	4,926

Gross deferred tax assets and liabilities are as follows:

Particulars	As at March 31, 2022		
	Assets	Liabilities	Net
Property, plant and equipment and other intangible assets	651	(766)	(115)
Provision for doubtful debts	674	-	674
Net gain on fair value of mutual funds	22	(76)	(54)
Cash flow hedge	(38)	(463)	(501)
MAT Credit entitlement	2,230	-	2,230
Undistributed Profits of Subsidiaries	(2)	(819)	(821)
Liabilities relating to employee benefits and bonus	1,149	-	1,149
Employee share based plan	397	-	397
Excess tax benefits from exercise of share-based options	1,457	-	1,457
Brought forward losses	146	-	146
Others	364	-	364
Total	7,050	(2,124)	4,926

Note:

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has legally enforceable right to set off the said balances.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

- d) Details of deferred tax assets recognised for carry forward of unused tax losses to the extent probable that future taxable profit will be available against which unused tax losses can be utilised are as follows:

Name of the Entities	As at March 31, 2023	As at March 31, 2022
Mastek Systems Pty Ltd (Formerly known as Evolutionary Systems Pty Ltd)	70	146
Evolutionary Systems Qatar WLL	26	-
Evolutionary Systems (Singapore) PTE. LTD	219	-
Evolutionary Systems Corp.	759	-
Mastek, Inc.	1,294	-
Trans American Information Systems Inc.	614	-
Total	2,982	146

26 Related Party disclosures, as per Ind AS 24

Relationships have been disclosed where transactions have taken place and relationships involving control:

Name of Related Party	Nature of relationship
Key Management Personnel (KMP):	Ashank Desai, Vice Chairman and Managing Director (till March 31,2023)* Arun Agarwal, Global Chief Financial Officer (w.e.f May 31,2021) Dinesh Kalani, Vice President - Group Company Secretary
Global Chief Executive Officer (CEO):	Hiral Chandrana, Global Chief Executive Officer
Directors:	Ketan Mehta, Non Executive Director Atul Kanagat, Non Executive Director (till January 17,2023) Priti Rao, Non Executive Director S. Sandilya, Non Executive Director (till March 3, 2023) Rajeev Grover, Non Executive Director Suresh Vaswani Non Executive Director (w.e.f December 11,2022)
Enterprise where KMP has control:	Mastek Foundation

Note: For list of subsidiaries refer note 43.

* Non executive Director and Chairman w.e.f. April 01, 2023

Balances outstanding are as follows:-

Name of Related Party	As at March 31, 2023	As at March 31, 2022
Compensation of key management personnel and directors of the Company*	88	327
All the transactions executed with the related parties are done at the arms length basis, for which prior approval of Audit committee has been obtained.		

Transaction with key managerial personnel

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and other employee benefits*	457	866
Share based payment transactions	9	47
Director sitting fees	129	146
Director commission paid	49	65
Total compensation paid to key management personnel	644	1,124

* The KMP's are covered under the Companies gratuity policy, compensated absence policy and bonus policy along with other eligible employee of the Company. Proportionate amount of gratuity and compensated absences expenses and provision for gratuity and compensated absences, which are determined actuarially are not mentioned in the aforementioned disclosure as these are computed for the Company as a whole.

KMPs for the Group have been considered as persons having authority and responsibility for planning, directing and controlling the activities for the Group and not for individual entities within the Group.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Transactions with above related parties during the year were:-

Name of Related Party	Nature of relationship	For the year ended March 31, 2023	For the year ended March 31, 2022
Mastek Foundation	Contribution towards CSR activities	300	226

27 Segment reporting

The Global CEO of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by geographical information. Accordingly, segment information has been presented for geographies where group operates.

The organisational and reporting structure of the Group is based on geographical concept. Geographies are the operating segments for which separate financial information is available and for which operating results are evaluated regularly by CODM in deciding how to allocate resources and in assessing performance. The Group's primary reportable segments consist of four different geographies which are based on the risks and returns in different geographies and the location of the customers: North America Operations, UK Operations, Middle-East and Others.

Income and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while the remainder of costs are apportioned on an appropriate basis. Certain income and expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The management therefore believes that it is not practical to provide segment disclosures relating to such expenses and accordingly such expenses are separately disclosed as "unallocated" and directly charged against total income.

Property, Plant and Equipment used in the Group's business or liabilities contracted have not been identified to any of the reportable segments, as the Property, Plant and Equipment and the support services are used interchangeably between segments. Accordingly disclosures relating to total segments assets and liabilities are not practicable.

Geographical information on revenue and industry revenue information is collated based on individual customer invoices or in relation to which the revenue is otherwise recognised.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Segment Revenue		
UK & Europe operations	1,58,761	1,48,485
North America operations	62,576	38,556
Middle East	23,350	19,006
Others*	11,652	12,337
Revenue from operations	2,56,339	2,18,384

*Includes India, Singapore, Australia

*Includes revenue from India amounting to ₹ 3,287 lakhs (March 31, 2022 ₹ 2,894 lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Segment Results profit before exceptional item, tax, unallocated income/expense and finance cost		
UK & Europe operations	39,395	41,363
North America operations	4,661	3,333
Middle East	673	(148)
Others	1,507	2,919
Total	46,236	47,467
Less : Finance costs	2,472	768
Less : Other un-allocable expenditure net of un-allocable (income)	3,559	1,895
Profit before exceptional items and tax	40,205	44,804

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Exceptional items - (loss) / gain, net (Refer note 22)		
UK & Europe operations	-	-
North America operations	(1,745)	-
Middle East	-	-
Others	4,277	-
Exceptional gain, net	2,532	-
Profit before tax	42,737	44,804
Profit on sale of Investment property		
Profit on sale of Investment property relating to corporate asset of India operations.		
Expense relating to business combination		
Expense relating to business combination consummated during the year relating to North America operations		
The accounting policies consistently used in the preparation of the consolidated financial statements are also applied to item of revenue and expenditure in individual segment.		

28 Financial instrument

The carrying value and fair value of financial instruments by categories as at March 31, 2023 and March 31, 2022 as follows:

Particulars	Carrying Value		Fair Value	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Financial assets				
Amortised cost				
Security deposits	583	529	583	529
Trade receivables (net of provisions)	50,663	43,557	50,663	43,557
Cash and cash equivalents	20,764	72,658	20,764	72,658
Other bank balance	79	4,035	79	4,035
Other assets	297	372	297	372
Investment in Bond	53	108	53	108
Investment in bank deposits and Margin money deposits	2,499	2,862	2,499	2,862
FVOCI				
Investment in Volteo Edge, LLC	1,241	-	1,241	-
Investment in mutual funds	-	2,457	-	2,457
Derivative assets	960	1,782	960	1,782
FVTPL				
Investment in mutual funds	5,577	-	5,577	-
Total financial assets	82,716	1,28,360	82,716	1,28,360
Financial liabilities				
Amortised cost				
Borrowings	37,078	19,026	37,078	19,026
Lease liabilities	3,256	1,257	3,256	1,257
Trade payables	18,294	3,327	18,294	3,327
Other liabilities	7,900	26,182	7,900	26,182
FVOCI				
Derivative liabilities	12,547	49,406	12,547	49,406
FVTPL				
Derivative liabilities	27,580	-	27,580	-
Total liabilities	106,655	99,198	106,655	99,198

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

29 Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis as at March 31, 2023 and March 31, 2022

Quantitative disclosures of fair value measurement hierarchy for financial instruments as at March 31, 2023:

Particulars	Date of valuation	Total	Fair value measuring using		
			Level 1	Level 2	Level 3
Financial assets measuring at fair value					
Derivative assets					
Foreign exchange forward contract	March 31, 2023	960	-	960	-
FVOCI financial assets designated at fair value					
Investment in mutual funds	March 31, 2023	-	-	-	-
FVTPL financial assets designated at fair value	March 31, 2023				
Investment in mutual funds		5,577	5,577	-	-
Financial liabilities measuring at fair value					
Derivative liabilities					
Derivative instrument (Put option)	March 31, 2023	12,547	-	-	12,547
Contingent consideration payable	March 31, 2023	27,580	-	-	27,580

Quantitative disclosures of fair value measurement hierarchy for financial assets as at March 31, 2022:

Particulars	Date of valuation	Total	Fair value measuring using		
			Level 1	Level 2	Level 3
Financial assets measuring at fair value					
Derivative assets					
Foreign exchange forward contract	March 31, 2022	1,782	-	1782	-
FVOCI financial assets designated at fair value					
Investment in mutual funds	March 31, 2022	2,457	2,457	-	-
FVTPL financial assets designated at fair value					
Investment in mutual funds	March 31, 2022	-	-	-	-
Financial liabilities measuring at fair value					
Derivative liabilities					
Derivative instrument (Put option)	March 31, 2022	49,406	-	-	49,406

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

29.1 Description of valuation techniques used and significant unobservable input for valuation

Instrument	Valuation technique	Significant unobservable inputs	Range (weighted average)	
Financial liabilities measuring at fair value - Derivative instrument (Put option)	<p>For March 31, 2023 Discounted cash flow (DCF) method Put option has been valued at its intrinsic value as at March 31, 2023. Put option is out of the money.</p> <p>For March 31, 2022 DCF method Monte Carlo simulation has been used to simulate EBITDAs for each relevant financial year.</p>	Long-term growth rate for cash flows for subsequent years	March 31, 2023: WACC - 16.5%, Terminal growth rate - 5%	March 31, 2022: WACC - 16%, Terminal growth rate - 5% Expected EBITDA volatility - 54.79%
Financial liabilities measuring at fair value - Contingent consideration payable	<p>For March 31, 2023 Scenario based method under which probability weights are assigned to contingent consideration payoff under each outcome</p> <p>For March 31, 2022 NA</p>	Forecasted revenue of target	March 31, 2023: Cost of debt - 3.5%	March 31, 2022: NA

29.2 Put option written on Non-Controlling Interest

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	49,406	50,035
Add: Fair value adjustment during the year	(17,936)	22,330
Add: Adjustments on account of contractual obligations relating to Evosys acquisition (refer note 34)	-	1,773
Less: Total consideration paid for acquisition of proportionate non-controlling interests	(18,923)	(24,732)
Balance at the end of the year	12,547	49,406

29.3 Contingent consideration payable

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	-	-
Add: Additions on account of acquisition during the year	26,960	-
Add: Fair value adjustment during the year	620	-
Balance at the end of the year	27,580	-

30 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk, credit risk, liquidity risk and price risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The Group's management oversees the management of these risk and formulates the policies, the Board of Directors and Audit Committee reviews and approves policies for managing each of these risks, which are summarised below:

Market risk: Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market prices. The primary market risk to the Group is foreign exchange risk.

Foreign currency risk

The Group's exposure to risk of change in foreign currencies exchange rates arising from foreign currency transactions, is primarily with respect to the currencies which are not fixed. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant group entity. The Group uses derivative financial instruments to mitigate foreign exchange related risk

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

exposures. The counter parties of these derivative instruments are primarily a bank. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivative for speculative purposes may be undertaken.

These derivative financial instruments are forward contracts and are qualified for cash flow hedge accounting when the instrument is designated for hedge. Group has designated major portion of derivative instruments as cash flow hedges to mitigate the foreign exchange exposure of forecasted highly probable cash flows.

The following table present the aggregate contracted principal amount of the Group's derivatives contracts outstanding:

Designated derivative instrument	As at March 31, 2023	As at March 31, 2022
Forward contract (Notional amount in GBP lakhs)	318	229
Number of contracts	468	388
Fair value gains	1,275	1,412
Forward contract (Notional amount in USD lakhs)	227	334
Number of contracts	366	493
Fair value (loss)/gains	(316)	370

Accounting for cash flow hedge

The objective of hedge accounting is to represent, in the Group's financial statements, the effect of the Group's use of financial instruments to manage exposures arising from particular risks that could affect profit or loss. As part of its risk management strategy, the Group makes use of derivative financial instruments for hedging the risk arising on account of highly probable foreign currency forecasted sales.

The Group has a Board approved policy on assessment, measurement and monitoring of hedge effectiveness which provides a guideline for the evaluation of hedge effectiveness, treatment and monitoring of the hedge effective position from an accounting and risk monitoring perspective. Hedge effectiveness is ascertained at the time of inception of the hedge and periodically thereafter. The Group assesses hedge effectiveness on prospective basis. The derivative contracts have been taken to hedge foreign currency fluctuations risk arising on account of highly probable foreign currency forecasted sales.

The Group determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows. The foreign exchange forward contracts are denominated in the same currency as the highly probable forecasted sales. Further, the entity has included the foreign currency basis spread and takes the forward rates in hedging relationship.

The Group applies cash flow hedge to hedge the variability arising out of foreign currency exchange fluctuations on account of highly probable foreign currency forecasted sales. Such contracts are generally designated as cash flow hedges.

The table below enumerates the Group's hedging strategy, typical composition of the Group's hedge portfolio, the instruments used to hedge risk exposures and the type of hedging relationship:

Type of risk / hedge position	Hedged item	Description of hedging strategy	Hedging instrument	Description of hedging instrument	Type of hedging relationship
Cash flow hedge of foreign currency risk	Highly probable forecasted sales	Foreign currency denominated in proceeds from highly probable forecasted sales is converted into functional currency using a forward contract. Functional currency of the Group is INR.	Foreign exchange forward contracts	Forward contracts are contractual agreements to buy or sell a specified financial instrument at a specific price and date in the future. These are customised contracts transacted in the over-the-counter market.	Cash flow hedge

Net realised foreign exchange (gain) arising from hedging is accounted under revenue from operations as on March 31, 2023 ₹ 832 lakhs (March 31, 2022 ₹ 215 lakhs)

There was no hedge ineffectiveness during the year.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Forward Contracts covers part of the exposure during the period April 2021 -January 2025

Mark-to-Market gains/(losses)	As at March 31, 2023	As at March 31, 2022
Opening balance of Mark-to-market gains receivable on outstanding derivative contracts	1,782	(272)
Less: Reclassified from Hedging reserve account to consolidated statement of profit and loss	(728)	(216)
Add: Changes in the fair value of designated derivative instrument recognised in OCI	(94)	2,270
Closing balance of Mark-to-market (losses)/gains receivable on outstanding derivative contracts	960	1,782
Disclosed under:		
Other current financial asset (Refer note 6(d))	596	737
Other non-current financial asset (Refer note 4(b))	364	1,045
	960	1,782

Non-derivative financial instruments

The following table presents foreign currency risk from non- derivative financial instrument as of March 31, 2023 and March 31, 2022.

Currency	As at March 31, 2023					
	Amount in respective foreign currencies (in lakhs)			Amount (₹ in lakhs)		
	Financial assets	Financial liabilities	Net assets / (liabilities)	Financial assets	Financial liabilities	Net assets / (liabilities)
GBP	13	-	13	1,346	-	1,346
USD	123	(6)	117	10,138	(495)	9,643
EUR	13	-	13	1,192	(6)	1,186
AED	31	(3)	28	685	(62)	623
AUD	9	-	9	496	-	496
QAR	13	(6)	7	283	(133)	150
MYR	15	-	15	286	-	286
SGD	21	-	21	1,308	-	1,308
BHD	0	-	0	30	-	30
PHP	54	(10)	44	82	(15)	67
NZD	0	(0)	0	23	(10)	13
SAR	211	-	211	4,609	-	4,609
KWD	1	-	1	372	-	372
CAD	1	(5)	(4)	47	(296)	(249)
OMR	1	(1)	-	146	(128)	18
CHF	0	(0)	0	4	(1)	3
TWD	1	-	1	4	-	4
DKK	-	(1)	(1)	-	(8)	(8)
ROL	-	(1)	(1)	-	(15)	(15)
Total (₹ in lakhs)				21,051	(1,169)	19,882

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Currency	As at March 31, 2022					
	Amount in respective foreign currencies (in lakhs)			Amount (₹ in lakhs)		
	Financial assets	Financial liabilities	Net assets / (liabilities)	Financial assets	Financial liabilities	Net assets / (liabilities)
GBP	27	(15)	12	2,708	(1,453)	1,255
USD	95	(14)	81	7,170	(1,041)	6,129
EUR	8	-	8	696	-	696
AED	83	(177)	(94)	1,717	(3,646)	(1,929)
AUD	5	-	5	268	-	268
QAR	37	-	37	776	-	776
BHD	-	0	0	-	(6)	(6)
SGD	35	(9)	26	1,963	(504)	1,459
PHP	84	-	84	124	-	124
NZD	1	-	1	63	-	63
SAR	201	-	201	4,057	-	4,057
KWD	1	-	1	352	-	352
CAD	7	(2)	5	401	(148)	253
OMR	1	(0)	1	122	(18)	104
MYR	29	-	29	521	-	521
Total (₹ in lakhs)				20,938	(6,816)	14,122

For the guarantee issued by Mastek Limited on behalf of its wholly owned subsidiary, Mastek (UK) Limited, management does not expect any liability against the same.

As at March 31, 2023 and March 31, 2022 respectively, every 1% increase/decrease of the respective foreign currencies compared to functional currency of the Company would impact financials statement by approximately ₹199 lakhs and ₹ 141 lakhs, respectively.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers including unbilled and investment securities. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counter party credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment and accordingly the Group accounts for expected credit loss. No single customer contributes for more than 10% of outstanding total accounts receivables as at March 31, 2023 and March 31, 2022. There is one customer which contributes for more than 10% of revenue aggregating 15% as at March 31, 2023 (no single customer in March 31, 2022).

Particulars	As at March 31, 2023	As at March 31, 2022
At the beginning of the year	3,977	3,047
Provision made during the year, net	2,622	930
At the end of the year	6,599	3,977

The following table gives details in respect of revenues generated from top customer and top 5 customers:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Movement of provision for expected credit loss		
Percentage of revenue from top customer	15%	9%
Percentage of revenue from top 5 customers	28%	30%

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Also, the Group has unutilized credit limits with banks. The Group's corporate treasury department is responsible for managing and monitoring liquidity, funding as well as its settlement. In addition, processes and policies related to such risks are overseen by senior management. The management monitors the Group's net liquidation through rolling forecast on the basis of expected cash flows. Also, the probability that guarantee given by Mastek Limited on behalf of Mastek (UK) Limited, wholly owned subsidiary ("Mastek (UK)") for its borrowings, will be invoked is very remote considering the financial strength of Mastek UK and its past history of timely repayment. Accordingly, such guarantee is not impacting the liquidity risk profile of the company.

The Working Capital position of the Company is given below

Particulars	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalent	20,764	72,658
Other bank balances	28	3,987
Investment in mutual fund	5,577	1,432
Investment in bank deposit	583	8
Investment in Bonds	-	56
Total	26,952	78,141

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2023:

Particulars	As at March 31, 2023	
	Less than 1 Year	1 Year and above
Borrowings	10,174	26,904
Trade payables	18,294	-
Lease liabilities	20,410	28,595
Other financial liabilities	1,185	2,901

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2022:

Particulars	As at March 31, 2022	
	Less than 1 Year	1 Year and above
Borrowings	6,946	12,080
Trade payables	3,210	117
Other financial liabilities	51,871	23,717
Lease liabilities	526	1,231

Trade payables are generally non - interest bearing and are normally settled in line with respective industry norms.

Price risk

The Company is mainly exposed to the price risk due to its investment in mutual funds. The price risk arises due to uncertainties about the future market values of these investments. These are exposed to price risk. The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in mutual funds.

Particulars	As at March 31, 2023	As at March 31, 2022
Investments in mutual funds	5,577	2,457
Investment in Volteo Edge, LLC	1,241	-
Investment in bonds	53	108
Investments in bank deposit	611	3,995

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Particulars	Impact on profit or loss for the year ended	
	March 31, 2023	March 31, 2022
Price change by :		
100 basis points increase	75	66
100 basis points decrease	(75)	(66)

Interest rate sensitivity

The sensitivity analysis below have been determined based on exposure to interest rates for borrowings at the end of the reporting year and the stipulated change taking place at the beginning of the year and held constant throughout the reporting year in case of borrowings that have floating rates.

If the interest rates had been 50 basis points higher or lower and all the other variables, in particular foreign currency exchange rates, were held constant, the effect on interest expense for the respective year and consequent effect on Company's profit or loss before tax in that year would have been as below:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Borrowings	36,722	18,648

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest rate change by :		
50 basis points increase	(184)	(93)
50 basis points decrease	184	93

31 Capital management

The Group's policy is to maintain a strong capital base so as to maintain investors, creditors and market confidence and to sustain future development of the business. The Group monitors the return on capital as well as the level of dividends on its equity shares. The Group's objective when managing capital is to maintain an optimal structure so as to maximise shareholder value. The capital structure is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Total Equity attributable to the Equity Share Holders of Group	1,77,451	1,22,170
Equity capital as a percentage of total capital	82.72%	86.53%
Current borrowing	10,174	6,946
Non-current borrowing	26,904	12,080
Total loan and borrowing	37,078	19,026
Total Cash and cash equivalent	20,792	76,645
% based on debt to total capital	17.28%	13.47%
% based on net debt to adjusted total capital	8.41%	(89.26%)
Total Capital(borrowing and equity)	2,14,529	1,41,196
Total adjusted capital (borrowing - cash and cash equivalent + total equity)	1,93,737	64,551

The Group is predominantly equity financed which is evident from capital structure table. Further, the Group has always been a net cash positive with cash and bank balances along with current financial assets which predominantly includes investment in liquid and short term mutual funds are in excess of debt.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

32 Employee Stock Based Compensation

i) Plan V

The Company introduced a scheme in 2008 for granting 1,500,000 stock options to the employees, each option representing one equity share of the Company. The vesting period of stock options will range from one year to four years from the date of grant. The stock options are exercisable within a period of seven years from the date of vesting.

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	No. of share options	Weighted average Exercise price	No. of share options	Weighted average Exercise price
Outstanding options, beginning of the year	6,725	47	10,475	63
Granted during the year	-	-	-	-
Exercised during the year	(6,225)	47	-	-
Lapsed/Cancelled during the year	(500)	47	(3,750)	91
Outstanding options, end of the year	-	-	6,725	47
Options exercisable, end of the year	-	-	6,725	47

ii) Plan VI

The Company introduced a scheme in 2010 for granting 2,000,000 stock options to the employees, each option representing one equity share of the Company. The vesting period of stock options will range from one year to four years from the date of grant. The stock options are exercisable within a period of seven years from the date of vesting.

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	No. of share options	Weighted average Exercise price	No. of share options	Weighted average Exercise price
Outstanding options, beginning of the year	73,309	120	1,18,091	114
Granted during the year	-	-	-	-
Exercised during the year	(9,296)	130	(20,769)	142
Lapsed/Cancelled during the year	(24,094)	72	(24,013)	73
Outstanding options, end of the year	39,919	147	73,309	120
Options exercisable, end of the year	39,919	147	73,309	120

iii) Plan VII

The Company introduced a new scheme in 2013 for granting 2,500,000 stock options to its employees and employees of its subsidiaries, each option giving a right to apply for one equity share of the Company on its vesting. The vesting period of stock option will range from one year to four years from the date of grant. The stock options are exercisable within a period of seven years from the date of vesting.

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	No. of share options	Weighted average Exercise price	No. of share options	Weighted average Exercise price
Outstanding options at beginning of the year	6,33,770	83	10,18,646	69
Granted during the year	54,860	5	14,530	5
Exercised during the year	(1,70,533)	134	(2,74,314)	53
Lapsed/Cancelled during the year	(48,133)	89	(1,25,092)	28
Outstanding options at end of the year	4,69,964	55	6,33,770	83
Options exercisable, end of the year	3,26,700	77	4,48,225	116

Note: The Group does not have a past practice of cash settlement for these ESOPs. The Group accounts for the ESOPs as an equity-settled plan.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

The following tables summarise information about the options/ shares outstanding under various programs as at March 31, 2023 and March 31, 2022, respectively:

Particulars	As at March 31, 2023		
	No. of share options	Weighted average remaining contractual life in years	Weighted average Exercise price
Plan VI	39,919	1.7	147
Plan VII	4,69,964	5.7	55

Particulars	As at March 31, 2022		
	No. of share options	Weighted average remaining contractual life in years	Weighted average Exercise price
Plan V	6,725	0.3	47
Plan VI	73,309	2.1	120
Plan VII	6,33,770	5.8	83

The weighted average fair value of each unit under the plan, granted during the year ended March 31, 2023 was ₹ 2,091 (March 31, 2022 - ₹ 2,356) using the Black-Scholes model with the following assumptions:

Particulars	As at March 31, 2023	As at March 31, 2022
Weighted average grant date share price (in ₹)	2,091	2,443
Weighted average exercise price (in ₹)	5	5
Dividend yield %	0.73%	0.58%
Expected life	3-7 years	3-7 years
Risk free interest rate %	7.03%	5.90%
Volatility %	50.03%	51.35%

Volatility : Volatility is a measure of the amount by which a price has fluctuated or is expected to fluctuate during the period. The measure of volatility is used in Black Scholes option pricing model is the annualised standard deviation of the continuously compounded rates of return on the stock over a period of time. Company considered the daily historical volatility of the Company's stock price on the National Stock Exchange over the expected life of each vest.

Risk free rate : The risk free rate being considered for the calculation is the interest rate applicable for a maturity equal to the expected life of the options based on zero coupon yield curve for government securities.

Expected life of the options: Expected life of the options is the period for which the Company expects the options to be live. The minimum life of stock options is the minimum period before which the options can't be exercised and the maximum life of the option is the maximum period after which the options can't be exercised. The Company have calculated expected life as the average of the minimum and the maximum life of the options.

Dividend yield: Expected dividend yield has been calculated as an total of interim and final dividend declared in last year preceding date of grant.

33 Leases

Company as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on systematic basis over the lease term. If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Company as lessee

The Group's leased assets primarily consist of leases for office premises, guest houses, laptops, lease lines, furniture and equipment. Leases of office premises and guest houses generally have lease term between 2 to 44 years (March 31, 2022 - 2 to 45 years). The Company has applied low value exemption for leases of laptops, lease lines, furniture and equipment accordingly these are excluded from Ind AS 116, at present.

- i) The carrying amounts of right-of-use assets recognised and the movements during the period (Refer note 3 (b))
- ii) Below are the carrying amounts of operating lease liabilities and the movements during the period:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance at the beginning of the year	1,257	1,283
Additions during the year	2,581	575
Deletion during the year	-	-
Accretion of interest	144	80
Payments (including interest March 31, 2023 ₹ 144 lakhs, March 31, 2022 ₹ 80 lakhs)	(833)	(693)
Foreign Currency translation	107	12
Balance at the end of the year	3,256	1,257
Current	1,007	453
Non-current	2,249	804

Maturity Analysis of lease liabilities :

The contractual maturity analysis of lease liabilities are disclosed herein on an undiscounted basis-

Particulars	As at March 31, 2023	As at March 31, 2022
Less than one year	1,185	526
More than one year to five year	2,331	890
More than five years	570	341
Total	4,086	1,757

The effective interest rate for lease liabilities as at March 31, 2023 is 10.64% (March 31, 2022 - 10.67%)

- iii) The following are the amounts recognised in Consolidated statement of profit or loss:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation expense for right-of-use assets	792	599
Finance expense on lease liabilities	144	80
Expense relating to short-term, low value leases (included in other expenses)	920	637
Total amount recognised in consolidated statement of profit and loss	1,856	1,316

The Company had total cash outflows for leases of 1,753 in FY 2022-23 (1,330 lakhs in FY 2021-22) including cash outflow for short term and low value leases.

There are several lease agreements with extension and termination options, for which management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised. Since it is reasonable certain to exercise extension option and not to exercise termination option, the Company has opted to include such extended term and ignore termination option in determination of lease term.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

The maturity analysis of lease income are disclosed herein-

Particulars	As at March 31, 2023	As at March 31, 2022
Lease income		
Future minimum lease income under non-cancellable operating lease (in respect of properties):		
Due within one year	293	405
Due later than one year but not later than five years	655	492
Total	948	897

34. Business combinations

a) Acquisition of entities - Evosys

During the year ended March 31, 2020, Mastek acquired control of the business of Evolutionary Systems Private Limited (“ESPL”) and its subsidiary companies (together referred to as “Evosys”). The acquisition was as follows:-

Mastek (UK) Limited, a wholly-owned subsidiary of Mastek Limited, entered into a Business Transfer Agreement (“BTA”) on February 8, 2020 to acquire the business of Evosys Arabia FZ LLC and Share Transfer Agreements (STA) to acquire Middle East Companies (“MENA Acquisition”) by paying a cash consideration (net of cash and cash equivalents) of USD 64.9 million i.e. ₹ 48,204 lakhs. The closing of such transaction occurred on March 17, 2020, which is considered to be the date of transfer of control or the date of acquisition, as per Ind AS 103- “Business Combinations”, and necessary effects have been recognised in the standalone financial statements of the respective entities and consolidated financial statements of the Company and its subsidiaries. While the acquisition has been effected and full consideration has been paid, procedures to complete the legal processes like registering sale of shares was delayed due to the pandemic condition, which has been completed during the year ended March 31, 2022.

With respect to a business undertaking of ESPL (including investments in certain subsidiaries of ESPL), the parties (Mastek group and Evosys group) entered into a Demerger Co-operation Agreement (DCA) and Shareholders Agreement on February 8, 2020. The manner of discharge of the non-cash consideration and the acquisition of legal ownership, was decided to be achieved through a demerger scheme filed before the National Company Law Tribunal (NCLT) (“the Scheme”), or, as per DCA, the parties were to complete this transaction with the same economic effect, by an alternate arrangement within the period specified in the DCA. The DCA gave Mastek Enterprise Solutions Private Limited (“MESPL”) (formerly known as Trans American Information Systems Private Limited), a subsidiary of Mastek Limited, the right to appoint majority of the board of directors in ESPL and its subsidiaries and also provided for the relevant activities of ESPL and its subsidiaries to be decided by a majority vote of such board of directors, thereby resulting in transfer of control of business of ESPL and its subsidiaries to Mastek Group. The date of acquisition of business undertaking for the purposes of Ind AS 103 is the date of transfer of control to the Group, i.e. February 8, 2020. Discharge of consideration for demerger was made through issue of 4,235,294 equity shares of Mastek Limited (face value ₹ 5 each) and balance consideration through MESPL by issuing 15,000 Compulsorily Convertible Preference Shares (CCPS), (face value of ₹ 10 each) of MESPL, subsequently split into 150,000 CCPS of ₹ 1 each, which carry a Put Option to be discharged at agreed EBITDA multiples, based on actual EBITDA of 3 years commencing from financial year ending March 31, 2021 including adjustments for closing cash.

On September 14, 2021, the above transaction was approved by the NCLT, pursuant to the Scheme of De-merger, for the demerger of Evolutionary Systems Private Limited (ESPL or demerged entity), into MESPL, with the effective date of February 1, 2020 (Appointed Date). Accordingly, 4,235,294 equity shares of Mastek Limited (face value ₹ 5 each) were issued on September 17, 2021 and considered for the calculation of basic earnings per share from the quarter ended September 30, 2021.

On December 17, 2021, a board meeting was held where the Board approved the buy out of first tranche of CCPS i.e. 1/3rd of the total outstanding CCPS (of MESPL) basis the agreed valuations in line with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended). Accordingly, 254,755 equity shares of Mastek Limited (face value of ₹ 5 each) had been issued on February 10, 2022, for said buy- out of first tranche of 50,000 CCPS of MESPL.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

On December 11, 2022, a board meeting was held where the Board approved the buy out of second tranche of 50,000 CCPS of MESPL basis the agreed valuations in line with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended). Accordingly, 320,752 equity shares of Mastek Limited (face value of ₹ 5 each) had been issued on January 17, 2023, for said buy-out of second tranche of 50,000 CCPS of MESPL.”

b) Acquisition of entities - MST

- i. During the year ended March 31, 2023, Mastek has acquired control of the business of Meta Soft Tech Systems Private Limited (“MST India”) and MetaSoft Tech Solutions LLC. (“MST US”) (together referred to as “Metasoft”). The acquisition was as follows:-
 - i. Mastek Limited, entered into a Share purchase agreement (“SPA”) on July 18, 2022 to acquire the business of Meta Soft Tech Systems Private Limited by paying a cash consideration including contingent consideration to be paid based on agreed revenue and gross margin performance (net of cash and cash equivalents) of USD 2.2 million i.e. ₹ 1,846 lakhs. The closing of such transaction occurred on August 02, 2022, which is considered to be the date of transfer of control or the date of acquisition, as per Ind AS 103, and necessary effects have been recognised in the standalone financial statements of the respective entities and consolidated financial statements of the Group.”
 - ii. Mastek Inc., a step down subsidiary of Mastek Limited, entered into a Member’s interest purchase agreement (“MIPA”) on July 18, 2022 to acquire the business of MetaSoft Tech Solutions LLC. by paying a cash consideration including contingent consideration to be paid based on agreed revenue and gross margin performance (net of cash and cash equivalents) of USD 105.9 million i.e. ₹ 84,149 lakhs. The closing of such transaction occurred on August 02, 2022, which is considered to be the date of transfer of control or the date of acquisition, as per Ind AS 103, and necessary effects have been recognised in the standalone financial statements of the respective entities and consolidated financial statements of the Group.

MetaSoft offers customer relationship management (CRM) and marketing automation consulting services. It offers salesforce, licensing solution, MuleSoft integrations, CPQ for salesforce, and Vlocity products. The company offers digital transformation, managed services, and marketing automation solutions. It serves education, healthcare, manufacturing, non-profit, and public sector industries. It is a trusted partner to several Fortune 1000 and large enterprise clients. The acquisition will enable the Group in CRM business.

Purchase consideration

As part of the MST acquisition, the purchase consideration to be discharged in cash is as follows:

Particulars	MST USA	MST India	Total
Purchase consideration	85,625	2,723	88,348
	85,625	2,723	88,348
Less: Adjustment for Cash [^]	1,476	877	2,353
	84,149	1,846	85,995

[^] Purchase consideration is net of cash and cash equivalents acquired including contingent consideration to be paid based on agreed revenue and gross margin performance

The purchase price allocation to the identified assets and liabilities assumed at the acquisition date are:

Particulars	MST USA	MST India	Total
Property, plant and equipment and Right-of-use assets	1,234	325	1,559
Customer Contracts	2,623	-	2,623
Customer Relationships	8,425	-	8,425
Trade receivables*	4,957	588	5,544
Financial assets*	-	949	949
Other assets*	12,321	525	12,846
Trade payables	(2,281)	(5)	(2,286)
Financial liabilities	(1,162)	(863)	(2,025)
Other liabilities	(13,689)	(931)	(14,620)

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Particulars	MST USA	MST India	Total
Current tax liability	(9)	(315)	(323)
Deferred tax asset**	-	195	195
Fair value of identifiable net assets	12,419	468	12,887
Less: Purchase Consideration	(84,149)	(1,846)	(85,995)
Goodwill	71,730	1,378	73,108
Contingent liability	NA	NA	NA
Goodwill expected to be deductible for tax purpose	69,745	-	69,745

Goodwill is primarily related to growth expectations, expected future profitability, the substantial skill and expertise of Metasoft's workforce and expected synergies.

*Represents fair value of receivables and gross contractual amounts receivable. All amounts are expected to be collected.

**Excludes the amount pertaining to OCI of ₹ 8 lakhs

Notes

- Projected revenue and profit / (loss) of the Group had the acquisition occurred as of the beginning of the year would be ₹ 2,67,670 lakhs and ₹ 26,275 lakhs respectively.
- Amount of revenue and profit/ (loss) of the acquiree since the acquisition date included in the consolidated statement of profit and loss is ₹ 22,629 lakhs and ₹ 3,729 respectively.

Acquisition costs

Acquisition-related costs amounting to ₹ 1,745 Lakhs are not included as part of consideration transferred and have been recognised as an expense in the consolidated statement of profit and loss, as part of exceptional items (Refer note 22).

35 Capital Commitments and Contingent Liabilities

I Capital commitment

Estimated amount of contracts remaining to be executed on capital account and not provided for as at March 31, 2023 is ₹ 868 lakhs (March 31, 2022: ₹ 433 lakhs)

II Contingent liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
A. Claims against Company not acknowledged as debts		
Disputed demands in respect of Sales tax (including pending litigation of various matters)	941	941

B. Provident Fund

Based on the judgement by the Honourable Supreme Court dated February 28, 2019, past provident fund liability, is not determinable at present, in view of uncertainty on the applicability of the judgement to the Company with respect to timing and the components of its compensation structure. In absence of further clarification, the Company has been advised to await further developments in this matter to reasonably assess the implications on its financial statements, if any.

- The Group does not expect any cash outflows or any reimbursements in respect of the above contingent liabilities.
- It is not practicable for the Group to estimate the timing of cash outflows, if any, in respect of the above, pending occurrence of the default event or resolution of respective proceedings.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

36 Other statutory information

- (i) The Group has not advanced or loaned or invested funds to any person or any entity, including foreign entities (Intermediaries) with the understanding that the intermediary shall:
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by a or on behalf of the Group (Ultimate Beneficiaries); or
 - Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (ii) The Group has not received any fund from any person or any entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by a or on behalf of the Funding Party (Ultimate Beneficiaries); or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 37** The Group does not have any transactions and outstanding balances during the current as well previous year with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- 38** The Group have not defaulted on any of the loan taken from banks, financial institutions or other lenders.
- 39** The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- 40** The Group has not traded or invested in Crypto currency or Virtual currency during the financials year.
- 41** The Group does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provision of the Income Tax Act,1961).
- 42** The Holding Company and subsidiary companies covered under the Act have complied with the number of layers prescribed under section 2(87) of the Act.
- 43** The Holding company has complied with section 186 of the Act. Transactions and balances falling under section 186 of the Act in the standalone financial statements of the Holding Company, gets eliminated in consolidated financial statements and therefore, such transactions and balances have not been reported in consolidated financial statements. Subsidiary companies covered under the Act do not have any transaction to be reported under section 186 of the Act.

44 Disclosure mandated by Schedule III to the act by way of additional information for the year ended March 31, 2023

Name of Entities	Country of Incorporation	Net Assets i.e. Total Assets-Total Liabilities		Share in Profit or Loss		Share in OCI		Share in total comprehensive income	
		As a % of consolidated net assets	₹ in Lakhs	As a % of consolidated profit or loss	₹ in Lakhs	As a % of consolidated OCI	₹ in Lakhs	As a % of consolidated total comprehensive income	₹ in Lakhs
A. Parent									
Mastek Limited	India	42.9%	72,194	42.1%	12,335	(2.1%)	(137)	34.0%	12,198
B. Direct Subsidiaries									
India									
Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited) (2) (3)	India	(22.4%)	(37,664)	13.2%	3,874	2.0%	128	11.2%	4,002

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

Name of Entities	Country of Incorporation	Net Assets i.e. Total Assets - Total Liabilities		Share in Profit or Loss		Share in OCI		Share in total comprehensive income	
		As a % of consolidated net assets	₹ in Lakhs	As a % of consolidated profit or loss	₹ in Lakhs	As a % of consolidated OCI	₹ in Lakhs	As a % of consolidated total comprehensive income	₹ in Lakhs
Meta Soft Tech Systems Private Limited (4)	India	0.3%	460	1.5%	439	0.2%	13	1.3%	452
Foreign									
Mastek (UK) Limited	UK	54.6%	91,839	49.1%	14,394	(12.2%)	(801)	37.9%	13,593
C. Indirect Subsidiaries									
Foreign									
Mastek, Inc. (1)	USA	(2.9%)	(4,919)	(13.1%)	(3,840)	(14.4%)	(942)	(13.3%)	(4,782)
Trans American Information Systems Inc.	USA	2.9%	4,916	(5.6%)	(1,641)	9.9%	650	(2.8%)	(991)
Mastek Digital Inc.	Canada	0.3%	505	0.1%	27	0.0%	2	0.1%	29
Evolutionary Systems Consultancy LLC	Abu Dhabi	(1.8%)	(3,008)	(6.9%)	(2,010)	(0.3%)	(18)	(5.7%)	(2,028)
Mastek Systems Pty Ltd (Formerly known as Evolutionary Systems Pty Ltd) (2)	Australia	1.5%	2,557	(0.9%)	(272)	(1.2%)	(81)	(1.0%)	(353)
Evolutionary Systems Bahrain WLL	Bahrain	0.3%	565	(0.4%)	(130)	1.1%	72	(0.2%)	(58)
Mastek Arabia FZ LLC	Dubai	1.1%	1,860	(3.6%)	(1,059)	51.5%	3,369	6.4%	2,310
Evolutionary Systems Egypt LLC	Egypt	0.2%	263	0.7%	213	(1.8%)	(118)	0.3%	95
Evosys Kuwait WLLC	Kuwait	0.4%	716	2.1%	611	0.3%	20	1.8%	631
Evosys Consultancy Services (Malaysia) SDN. BHD (2)	Malaysia	0.4%	713	0.4%	123	0.3%	19	0.4%	142
Newbury Cloud, Inc. (2)	USA	0.1%	110	(0.2%)	(58)	0.2%	12	(0.1%)	(46)
Evolutionary Systems BV (2)	Netherlands	2.2%	3,681	2.6%	750	3.2%	212	2.7%	962
Evolutionary Systems Qatar WLL(2)	Qatar	0.4%	688	(0.9%)	(250)	0.9%	62	(0.5%)	(188)
Evolutionary Systems Saudi LLC (2)	Saudi	2.4%	3,964	5.7%	1,669	3.8%	247	5.3%	1,916
Evolutionary Systems (Singapore) PTE. LTD. (2)	Singapore	(0.2%)	(321)	(0.8%)	(246)	(0.2%)	(15)	(0.7%)	(261)
Evolutionary Systems Company Limited (UK) (2)	UK	13.8%	23,266	14.9%	4,379	10.1%	659	14.1%	5,038
Evolutionary Systems Corp. (2)	USA	0.9%	1,443	(5.2%)	(1,522)	2.6%	171	(3.8%)	(1,351)
Evolutionary Systems Canada Limited	Canada	0.0%	-	0.1%	23	0.0%	-	0.1%	23
Metasoftech Solutions LLC (4)	USA	2.7%	4,513	5.1%	1,492	46.2%	3,021	12.6%	4,513
Total		100%	1,68,341	100%	29,301	100%	6,545	100%	35,846
D. Non Controlling Interest (NCI) (2)			9,110		1,726		39		1,765

All the amounts mentioned above are after considering the elimination and consolidation adjustments.

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

45 Disclosure mandated by Schedule III to the act by way of additional information for the year ended March 31, 2022

Name of Entities	Country of Incorporation	Net Assets i.e. Total Assets-Total Liabilities		Share in Profit or Loss		Share in OCI		Share in total comprehensive income	
		As a % of consolidated net assets	₹ in Lakhs	As a % of consolidated profit or loss	₹ in Lakhs	As a % of consolidated OCI	₹ in Lakhs	As a % of consolidated total comprehensive income	₹ in Lakhs
A. Parent									
Mastek Limited	India	55.0%	58,975	25.6%	7,567	21.6%	553	25.3%	8,120
B. Direct Subsidiaries									
India									
Mastek Enterprise Solutions Private Limited (2) (3)	India	(59.7%)	(63,920)	5.4%	1,608	20.7%	530	6.7%	2,138
Foreign									
Mastek (UK) Limited	UK	72.8%	78,047	51.7%	15,259	(20.0%)	(511)	46.0%	14,748
C. Indirect Subsidiaries									
Foreign									
Mastek, Inc. (1)	USA	0.7%	778	(9.6%)	(2,825)	6.7%	171	(8.3%)	(2,654)
Trans American Information Systems Inc.	USA	5.5%	5,908	2.3%	671	10.8%	277	3.0%	948
Mastek Digital Inc.	Canada	0.4%	476	1.6%	462	0.4%	10	1.5%	472
Evolutionary Systems Consultancy LLC	Abu Dhabi	(0.9%)	(981)	(4.4%)	(1,286)	2.5%	64	(3.8%)	(1,222)
Mastek Systems Pty Ltd (Formerly known as Evolutionary Systems Pty Ltd) (2)	Australia	2.4%	2,616	3.2%	959	2.7%	69	3.2%	1,028
Evolutionary Systems Bahrain WLL	Bahrain	0.6%	623	(0.0%)	(10)	1.0%	26	0.0%	16
Mastek Arabia - FZ LLC	Dubai	(0.4%)	(449)	(2.8%)	(824)	58.5%	1,495	2.1%	671
Evolutionary Systems Egypt LLC	Egypt	0.2%	169	0.4%	122	(0.9%)	(22)	0.3%	100
Evosys Kuwait WLLC	Kuwait	0.1%	85	0.7%	208	0.2%	4	0.7%	212
Evosys Consultancy Services (Malaysia) SDN. BHD (2)	Malaysia	0.4%	453	1.4%	401	0.2%	5	1.3%	406
Newbury Cloud, Inc. (2)	USA	0.1%	116	0.4%	112	0.2%	4	0.4%	116
Evolutionary Systems B.V. (2)	Netherlands	2.2%	2,390	3.5%	1,038	(1.9%)	(49)	3.1%	989
Evolutionary Systems Qatar WLL (2)	Qatar	0.7%	794	0.7%	203	1.3%	33	0.7%	236
Evolutionary Systems Saudi LLC (2)	Saudi	1.8%	1,878	0.9%	253	2.8%	72	1.0%	325
Evolutionary Systems (Singapore) PTE. LTD.(2)	Singapore	0.0%	34	(1.8%)	(534)	0.3%	8	(1.6%)	(526)
Evolutionary Systems Company Limited (UK) (2)	UK	15.6%	16,695	18.8%	5,549	(10.0%)	(255)	16.5%	5,294
Evolutionary Systems Corp. (2)	USA	2.3%	2,439	1.9%	549	2.8%	71	1.9%	620
Evolutionary Systems Canada Limited	Canada	0.0%	10	0.1%	31	0.0%	-	0.1%	31
Total		100.0%	1,07,136	100.0%	29,513	100.0%	2,555	100.0%	32,068
D. Non Controlling Interest (NCI) (4)									
			15,034		3,829		18		3,847

Summary of Significant Accounting Policies and Other Explanatory Information

As at and for the year ended March 31, 2023

(₹ in lakhs)

- (1) Formally known as Digility, Inc.
 (2) Non Controlling Interest (NCI), refer note 10.1.
 (3) Evolutionary Systems Private Limited merged with Trans American Information Systems Private Limited pursuant to demerger approval during the year and subsequently name has been changed to Mastek Enterprise Solutions Private Limited
 (4) Acquired 100% with effect from August 01, 2022 (refer note 34(b))
 (5) All the amounts mentioned above are after considering the elimination and consolidation adjustments.

45.1 Financial information of subsidiaries that have material non-controlling interests:

The Group has Mastek Enterprise Solutions Private Limited ('MESPL') (formerly known as Trans American Information Systems Private Limited), which is the only subsidiary with non-controlling interests that is material to the Group.

Proportion of total share capital held by non-controlling interests:

Name	Country of incorporation and operation	As at March 31, 2023	As at March 31, 2022
Mastek Enterprise Solutions Private Limited ('MESPL') (formerly known as Trans American Information Systems Private Limited)	India	10.00%	20.00%

Particulars	As at March 31, 2023	As at March 31, 2022
Current assets	18,905	14,369
Non-current assets	40,913	40,574
Current liabilities	5,758	5,367
Non-current liabilities	1,796	1,712
Revenue from operations	39,990	32,198

Note: The profit or loss allocated to non-controlling interests (NCI) of the subsidiary during the reporting period and accumulated NCI of the subsidiary at the end of the reporting period (refer note 10.1)

Cash and cash equivalent

Particulars	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalents at the beginning of the year	1,293	928
Increase / (Decrease) in cash and cash equivalents during the year	(231)	365
Cash and cash equivalents at the end of the year	1,062	1,293

46 The Consolidated Financial Statements were authorised for issue by the board of directors on April 19, 2023.

47 Previous year's figures have been regrouped or reclassified wherever necessary to correspond with the current year classification/ disclosure, which are not considered material to these consolidated financial statements

These are the notes to the financial statements referred to in our report of even date

As per our Report of even date

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of **Mastek Limited**

Adi P. Sethna
Partner
Membership No.: 108840

Ashank Desai
Chairman
DIN: 00017767

Rajeev Grover
Director
DIN: 00058165

Place: Mumbai
Date: April 19, 2023

Arun Agarwal
Global Chief Financial officer
Place: Mumbai
Date: April 19, 2023

Dinesh Kalani
Vice President - Group Company Secretary

**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 of the 41st Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING (“AGM”) OF MASTEK LIMITED (“THE COMPANY”) WILL BE HELD ON THURSDAY, SEPTEMBER 21, 2023 AT 5.00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) ORGANISED BY THE COMPANY WITHOUT IN-PERSON PRESENCE OF SHAREHOLDERS TO TRANSACT THE FOLLOWING BUSINESS.

Ordinary Business

1. Adoption of the Annual Audited Financial Statements and Reports thereon

To receive, consider and adopt Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Statutory Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Statutory Auditors thereon.

To consider and if thought fit, to pass the following resolution as Ordinary Resolutions:

Ordinary Resolution

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Statutory Auditors thereon, be and are hereby received, considered and adopted.”

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Statutory Auditors thereon, be and are hereby received, considered and adopted.”

2. Confirmation of Interim Dividend payment and declaration of a Final Dividend

To confirm the payment of 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 2022-23.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

Ordinary Resolution

“RESOLVED THAT Interim Dividend at the rate of ₹ 7.00 per equity share (on Face Value of ₹ 5.00 each), approved by the Board at its meeting held on January 17, 2023, and paid on February 15, 2023, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT a Final Dividend of ₹ 12.00 per equity share (on Face Value of ₹ 5.00 each) for the Financial Year 2022-23 as recommended by the Board of Directors be and is hereby declared and the same be paid out of the profits of the Company to the eligible equity shareholders.”

3. Re-appointment of Director retiring by rotation

To appoint a Director in place of Mr. Ashank Desai (DIN: 00017767), Non - Executive / Non - Independent Director who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

Ordinary Resolution

“RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members of the Company, be and is hereby accorded, for the re-appointment of Mr. Ashank Desai (DIN: 00017767), as a Director, liable to retire by rotation.”

Special Business

4. To approve the payment of Profit related Commission to Non-Executive Directors (including Independent Directors) of the Company

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

Special Resolution:

“RESOLVED THAT in supersession of all the earlier resolutions passed and pursuant to the provisions of Sections 149, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the rules framed thereunder, Regulation 17(6) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company, such other approval(s), permission(s) and sanction(s) as may be necessary, in addition to the sitting fees and re-imburement of expenses for attending the Meetings of the Board of Directors and Committees thereof, and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of remuneration by way of commission or otherwise to the Non-Executive Directors (including Independent Directors) of the Company, appointed from time to time, of a sum not exceeding in aggregate **1% (one percent) per annum**, of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst any or all of the Non-Executive Directors of the Company, other than the Managing Director / Whole-time Director(s) of the Company, but including the Independent Directors of the Company, for five Financial Years commencing from Financial Year April 01, 2023 till March 31, 2028, in such amounts or proportions and in such manner and in all respects as may be decided and determined by the Board of Directors of the Company, from time to time, and such payments shall be made in respect of the profits of the Company for each Financial Year.

RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel and any other person as may be authorised by the Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required.”

5. To consider Appointment of Mr. Umang Nahata (DIN 00323145) as Non-Executive, Non-Independent, New Shareholders’ Nominee Director of the Company

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

Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to provision of Article 127(b) of the Articles of Association of the Company, Mr. Umang Nahata (DIN 00323145), who was appointed as an Additional Director (Non-Executive and Non-Independent) in the capacity of New Shareholders’ Nominee Director of the Company with effect from July 19, 2023, by the Board of Directors on recommendation of Nomination and Remuneration Committee and who holds the said office pursuant to the provisions of Section 161 of the Act up to the date of ensuing 41st Annual General Meeting and has submitted a declaration to that effect and is eligible for appointment under the relevant provisions of the Act, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Umang Nahata (DIN 00323145), as a New Shareholders’ Nominee Director of the Company, as nominated by New Shareholders, pursuant to the amended Shareholders’ Agreement, and Articles of Association, and is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution.”

By Order of the Board of Directors
For Mastek Limited

Dinesh Kalani
Vice President - Group Company Secretary
(Membership Number: FCS 3343)

Date: July 19, 2023

Place: Mumbai

Registered Officer:

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

The Members of the Company, at the 36th Annual General Meeting held on July 19, 2018, had approved the payment of Commission to Non-Executive Directors (including Independent Directors) of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Act, for a period of 5 (five) years commencing from April 1, 2018. Since the validity of the aforesaid resolution passed by the Members is upto the Financial Year 2022-23, approval is now sought from Members for renewal of the resolution commencing from Financial Year 2023-24 to 2027-28.

The Company’s Non-Executive Directors (including Independent Directors) are leading professionals with high level of expertise and rich experience in functional areas such as Global business strategy, Global business development, corporate governance, finance & taxation, security-IT domain expertise and risk management, amongst others. The Company’s Non-Executive Directors (including Independent Directors) have been shaping and steering the long-term strategy and make invaluable contributions towards Mastek Group level strategy, monitoring or risk management and Compliances.

Considering the Company’s operations, its expanding activities and valuable contribution made by Non-Executive Directors (including Independent Directors) towards overall engagement with the Company on various policies, strategic and governance related issues, it is proposed to pay Annual Commission to them. In view of the above, the Nomination and Remuneration Committee and the Board of Directors at their meetings held on April 12, 2023 and April 19, 2023 respectively, recommended and approved the payment of commission not exceeding 1% (one percent) of the net profits of the Company commencing from Financial Year 2023-24 to 2027-28.

According to the provisions of the Section 197 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, all fees / compensation payable to Non-Executive Directors (including Independent Directors) shall require prior approval of the Members of the Company. Hence, it is proposed to seek approval of the Members of the Company under Section 197 of the Act, and Regulation 17 of the SEBI Listing Regulations for payment of commission at the rate not exceeding 1% of the net profits of the Company, computed in accordance with Section 198 of the Act, commencing from Financial Year 2023-24 to 2027-28. This commission will be distributed as per the decision taken by the Board (based on the recommendation of the Nomination and Remuneration Committee) from time to time. The above payment of Commission shall be over and above the sitting fees and reimbursement of expenses paid to the Directors for attending the meeting of the Board / Committees thereof.

Accordingly, the Board recommends the Resolution set out above for approval by the Members.

Except the Key Managerial Personnel of the Company and their relatives, all Non-Executive Directors alongwith their relatives, are deemed to be concerned or interested financially or otherwise, in the resolution to the extent of remuneration or Commission to be received by them.

In respect of Item No. 5

Members are aware that pursuant to the approved Scheme of Arrangement, Evolutionary Systems Private Limited had demerged its identified Oracle business into Mastek Enterprise Solutions Private Limited (Formerly known as Trans American Information Systems Private Limited “Mastek Subsidiary”) effective September 15, 2021, with the appointed date as of February 1, 2020.

Further pursuant to the terms and conditions of the Shareholders’ Agreement dated February 8, 2020 as amended, and Article 127 of the Articles of Association of the Company, the “New Shareholders” have the right (not an obligation) to collectively nominate 1 (one) non-executive Director (“New Shareholders’ Director”) on the Board, provided that such person shall not be a director on the Board of a Competitor. It may be noted that New Shareholders have not nominated anybody for the last three financial years on the Board of the Company. Further, Article 127(b) of the Articles of Association of the Company, was amended pursuant to the approval of the Members of the Company vide Postal Ballot process, the results of which were declared on April 29, 2023.

The **New Shareholders** have now Nominated Mr. Umang Nahata as the Nominee Director of New Shareholders and submitted the nomination letter to the Company.

Mr. Umang Nahata was working with a Mastek Group Company till March 31, 2023 and is also a director on the Board of Mastek Group Companies. The Board of Directors of the Company (**‘the Board’**) at its meeting held on July 19, 2023, based on the recommendation of the Nomination and Remuneration Committee of the Board and pursuant to the provisions of the Companies Act, 2013 (**‘the Act’**) and Articles of Association (**‘AoA’**) of the Company, appointed Mr. Umang Nahata (DIN 00323145) as an Additional Director subject to the approval of the Members, as **Non-Executive Non-Independent Director -New Shareholders’ Nominee Director** of the Company w.e.f. July 19, 2023.

The Company has pursuant to Section 160 (1) of the Act, received a Notice from a Member in writing proposing his candidature for the appointment. If appointed, Mr. Nahata will act as a Non-Executive Director, liable to retire by rotation. In accordance with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17(1C) of the Listing

Regulations, a listed entity shall ensure that the approval of Members for the appointment of a person on the Board of Directors has to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is sought to comply the same as well.

Mr. Nahata has given his consent to act as a Director of the Company pursuant to Section 152 of the Act. Mr. Nahata has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Act or pursuant to any Order issued by SEBI. The Company has also received a declaration from Mr. Nahata confirming that his name does not appear in the list of willful defaulters issued by Reserve Bank of India. In compliance with the provisions of Section 149 of the Act and in terms of Regulation 17(1C) of the SEBI Listing Regulations and other applicable provisions, the appointment of Mr. Nahata as a Non-Executive Director is being placed for the approval of the Members within the stipulated time frame.

The Company has also received from Mr. Umang Nahata:

- i) Consent in writing to act as a Director in Form DIR- 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Nahata possesses integrity, expertise, and experience and fulfils the conditions for the appointment as Director as specified under the Act and Listing Regulations. A brief profile of Mr. Umang Nahata, the nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of Companies in which he holds Directorship, Committee Memberships / Chairmanships, shareholding in the Company, etc., in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 is annexed to this Notice as 'Annexure A'.

Brief Profile:

“Mr. Umang Nahata was the founder and CEO of Evosys (Evolutionary System Private Limited) which under his leadership had grown to become one of the top Oracle Cloud partners globally. He was also the CEO of Mastek’s Oracle Business and President of Mastek North America, APAC, and ME. He is a Chartered Accountant by qualification. Mr. Nahata has also worked for other well-known IT Service Companies in the past.”

The Nomination and Remuneration Committee and the Board is of the view that the association of Mr. Umang Nahata and the rich experience & vast knowledge he brings with him, would benefit the Company as he possesses requisite skills, background and expertise, and competencies in the context of the Company’s businesses, particularly in the areas of Global Business perspective / operations, General Management, Strategy & Planning and Risk Management. Mr. Nahata would be entitled to receive sitting fees for attending the meetings of the Board of Directors and Committees thereof. In addition, Mr. Umang Nahata would also be entitled to receive a Commission on profits as a Non-Executive Director of the Company, as may be determined each year by the Board of Directors within the limits approved by the Members of the Company.

A copy of the draft letter for the appointment of Mr. Nahata as Non-Executive Director (New Shareholders’ Nominee) setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Umang Nahata holds 16,55,840 (5.42%) Equity Shares in the Company and is not related to any other Directors and Key Managerial Personnel of the Company. Accordingly, the Board recommends the appointment of Mr. Nahata as Non-Executive Non-Independent Director as New Shareholders’ Nominee Director, for passing by the Members of the Company as ordinary Resolution. Except, for Mr. Umang Nahata (being an appointee), none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, in any way, either financially or otherwise in the Resolution set out in this Notice.

The Board recommends the said resolution, as set out above for approval of the Members.

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

Dinesh Kalani

Vice President - Group Company Secretary
(Membership Number: FCS 3343)

Date: July 19, 2023

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**”) setting out material facts concerning the Special Business mentioned under item No. 4 and 5 to be transacted at the AGM is annexed hereto and forms part of this Notice. The Board of Directors at its meeting held on July 19, 2023, considered and decided to include the item as given above, as Special Business in the forthcoming AGM, as they are unavoidable in nature and also 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 appointment/re-appointment at the 41st AGM is also annexed hereto as “**Annexure A**”.
3. The Ministry of Corporate Affairs, Government of India (“**MCA**”) vide its General Circular Nos. 20/2020 and 10/2022 dated May 5, 2020 and December 28, 2022, respectively, and other circulars issued in this respect (“**MCA Circulars**”) allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (“**VC/ OAVM**”) facility on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“**SEBI**”) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (“**SEBI Circular**”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (“**Listing Regulations**”). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 41st AGM of the Company is being conducted through two way VC/ OAVM facility, which does not require 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 at the AGM and cast their votes through e-voting.
5. 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.
6. In compliance with the aforesaid Circulars, the AGM Notice and the Annual Report 2022-23, including Financial Statements (along with Board’s Report, Auditor’s Reports and 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 2022-23 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 the Company on or before the cut-off date **Friday, August 25, 2023**.

In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2022-23 and Notice of the 41st AGM of the Company, may send request to the Company’s email address at investor_grievances@mastek.com mentioning Folio No. / DP ID and Client ID.
7. Attendance of the Members participating in the AGM through VC / OAVM facility using their login credentials 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.
8. 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.
9. 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.

Instructions Related to the (i) Payment of Final Dividend for the Financial Year Ended March 31, 2023, (ii) Investor Education and Protection Fund (“IEPF”) and (iii) RTA related.

1. Pursuant to Section 91 of the Act, the **Register of Members and Share Transfer Books will remain closed from Wednesday, September 20, 2023 to Thursday, September 21, 2023** for annual closing and determining the entitlement of the Members to the Final Dividend, if approved at the AGM for the Financial Year ended March 31, 2023.
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 **Tuesday, September 19, 2023** 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 **Tuesday, September 19, 2023**.
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 2023-24 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, or 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/investors/>

5. Members who wish to claim Dividends, which remain unclaimed, are requested to correspond with 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 also 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 RTA of 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), following table represents dividend and the number of equity shares transferred to demat account of IEPF Authority during the year under review:

Financial Year	Unpaid Dividend Amount (in ₹)	Number of Shares
2014-15 (Final Dividend)	168,543	156
2015-16 (1 st Interim Dividend)	267,036	943

Estimated due dates for transfer to IEPF Authority (including the current Financial Year 2023-24), of the unclaimed / unpaid dividends from the Financial Year 2015-16 and thereafter, the details of same are available in the Corporate Governance Report which forms part of this Annual Report.

6. Members are advised to update the changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- **Members holding shares in physical form:** to the Company's RTA - KFin Technologies Limited, in prescribed Form ISR - 1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023. In the absence of any of the required documents in a folio, on or after October 1, 2023, the folio shall be frozen by the RTA.

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/](https://www.kfintech.com/) and such formats are also available on the Company's website at <https://www.mastek.com/investors/>

- **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 or 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.

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, for ease in portfolio management.

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 can nominate a person in respect of all the shares held by him / her singly or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. 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 and in accordance with the resolutions passed by the Members of the Company is 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. 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.

4. The Chairman shall at the AGM, 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.
7. 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.

8. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
9. **Generating awareness on availability of Dispute Resolution Mechanism at Stock Exchanges against listed companies / Registrar to an Issue and Share Transfer Agents (RTAs) pursuant to SEBI circular no. SEBI/HO/OIAE/2023/03391 dated January 27, 2023 ("SEBI Circular")**

In order to enhance the awareness of investors about the availability of arbitration facility at the Stock Exchanges for their dispute, if any, against listed Companies / RTAs, SEBI vide above SEBI Circular has advised the listed Companies to share the same either by e-mails or by SMS to all the investors, who hold the shares in physical form. Accordingly, the intimation of the same was sent by the Company through RTA on February 10, 2023.



Instructions for electronic voting by Members

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2022 dated December 28, 2022, and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis principle. This will not include large Shareholders (Shareholders 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 restriction on account of first come first served basis principle.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. 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.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mastek.com. The Notice can also be accessed from the 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 the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

The Instructions For Members For Remote E-Voting And Joining General Meeting Are As Under:-

The remote e-voting period begins on **Sunday, September 17, 2023** at 09:00 A.M. IST and ends on **Wednesday, September 20, 2023** at 05:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Thursday, September 14, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday, September 14, 2023**.

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





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <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> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>

Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging 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. 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

B) 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?

- 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.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- 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.

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.

- 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***

5. Password details for Members other than Individual Members 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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 email ID is not registered, please follow steps mentioned below in **process for those Members whose email IDs are not registered.**
6. 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting 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.
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. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to acs.pmehta@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in. 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 numbers/ email-id.

Process for those Members whose email IDs are not registered with the depositories for procuring user id and password and registration of e mail IDs 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 Members, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Investor_grievances@mastek.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Investor_grievances@mastek.com. If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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/ shareholders, 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. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member 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, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.
5. Members who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at Investor_grievances@mastek.com. The same will be replied by the company suitably.
6. **Speaker Registration:** 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 **Monday, September 18, 2023** 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. For ease of conduct and due to limitation of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.

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

Dinesh Kalani
Vice President - Group Company Secretary
(Membership Number: FCS 3343)

Date: July 19, 2023

Place: Mumbai

Registered Office:

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

“Annexure A”

Additional information of Director seeking Appointment / 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. Ashank Desai	Mr. Umang Nahata
Director Identification Number	00017767	00323145
Category	Non-Executive and Non-Independent Director	New Shareholders' Nominee Director (Non - Executive, Non - Independent)
Date of Birth	16/05/1951	29/04/1979
Date of Appointment	06/06/1982	19/07/2023
Nationality	Indian	Indian
Qualification	B.E. from Mumbai University, M. Tech Degree from the Indian Institute of Technology, Mumbai and Post Graduate Diploma in Business Management (PGDBM) from IIM Ahmedabad	Chartered Accountant by qualification
Brief resume of the Director	<p>Mr. Ashank Desai is an IT Entrepreneur and holds a B.E. from Mumbai University, securing the second rank in the University. Having a M. Tech Degree from the Indian Institute of Technology (IIT), Bombay, he also holds an MBA degree from IIM Ahmedabad.</p> <p>Mr. Desai is Founder and Chairman of Mastek and has more than four decades of rich and diverse experience in the Global IT industry. Mr. Desai, having held the position of Vice Chairman and Managing Director earlier, is currently serving as the Chairman of Mastek. He brings with him valuable experience in managing the issues faced by large and complex organizations. The Company and the Board immensely benefits by leveraging his demonstrated leadership capability, general business acumen and knowledge of complex financial and operational issues faced by the Company. He also brings rich experience in various Global areas of business, management, Marketing, Finance, Technology, M&A, operations, societal and governance matters.</p> <p>Mr. Desai is widely recognized as an IT industry veteran and is one of the founder members and an ex-Chairman of NASSCOM. Please refer to Board of Directors' profile page.</p>	<p>Mr. Umang Nahata was the founder and CEO of Evosys (Evolutionary System Private Limited) which under his leadership had grown to become one of the top Oracle Cloud partners globally.</p> <p>He was also the CEO of Mastek's Oracle Business and President of Mastek North America, APAC, and ME. He is a Chartered Accountant by qualification. Mr. Nahata has also worked for other well-known IT Service Companies in the past.</p>
Nature of Expertise in specific functional areas	Mr. Desai has significant experience due to his status as a prominent figure in both India and global IT arena. He has expertise in all key global business and governance functions relevant to the Company's operations including financial, risk management, Technology, strategy & planning and mergers & acquisitions, etc.	Global Business perspective / operations, General Management, Financial Management, Technology, Strategy & Planning, Governance Functions and Risk 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.	Please refer to the Explanatory Statements - Item No. 5 of the Notice.
The manner in which the proposed person meets such requirements		
Shareholding in the Company, including shareholding as a Beneficial Owner	33,84,167 (11.06%)	16,55,840 (5.42%)
Directorships held in Listed Companies	NRB Bearings Limited - Independent Director Mastek Limited <ul style="list-style-type: none"> • Audit Committee - Member • Corporate Social Responsibility Committee - Member • Risk Management & Governance Committee - Chairman • Stakeholders' Relationship Committee - Chairman NRB Bearings Limited <ul style="list-style-type: none"> • Stakeholders' Relationship Committee - Chairman • Corporate Social Responsibility Committee - Member 	Nil
Listed companies in which the person has resigned in past three years	Aurum PropTech Limited (formerly Majesco Limited)	Nil

Name of the Director	Mr. Ashank Desai	Mr. Umang Nahata
Number of Meetings of the Board attended during the Financial Year (2022-23)	10 out of 10	N.A.
Relationships between Directors inter-se	No such relationship exists between the Directors' inter-se	No such relationship exists between the Directors' inter-se
Key terms and conditions of the appointment/Re-appointment	Retirement by Rotation	Please refer to the Explanatory Statements - Item No. 5 of the Notice.
Remuneration last Drawn	Refer to the Directors' Report and Corporate Governance Report forming part of the Annual Report	N.A.
Remuneration sought to be paid	Being Non-Executive and Non-Independent Directors, they shall be paid sitting fees for attending Board and / or Committee Meetings and Commission on profit, which may be approved by the Board of Directors and / or the Nomination and Remuneration Committee of the Board for Directors.	

Notes:

1. 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.
2. The proposals for Appointment / Re-appointment of Directors have been approved by the Board pursuant to the recommendation of the Nomination and Remuneration Committee considering their skills, expertise, knowledge, competencies of Directors and positive outcome of performance evaluation, please also refer Corporate Governance Report forming part of the Annual Report.
3. 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 has 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 (NSE: MASTEK; BSE: 523704), is a turnkey and trusted digital engineering and Cloud transformation partner that delivers Innovative solutions and business outcomes for clients in Healthcare & Life Sciences, Retail, Manufacturing, Financial Services, Government/ Public Sector, etc. It enables customer success and de-complexes digital for enterprises by enabling them to unlock the power of data, modernise applications to the Cloud, and accelerate digital advantage. A preferred Oracle partner with a strong pool of 2000+ Oracle experts and 100+ industry-specific solutions, Mastek delivers the right-fit solutions to more than 1500 clients globally, leveraging its Glide framework for a seamless transition to the Cloud. Mastek’s ~6000 strong workforce operates out of 40+ countries (in the UK, Americas, Europe, Middle East, and APAC) to deliver business value with velocity. MST Solutions, a Mastek company, is a Summit-level Salesforce consulting partner trusted by several Fortune 1000 enterprise clients.

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 Mission and Purpose of Mastek?

The Mission of Mastek is decomplexing digital and delivering sustainable outcomes for all our stakeholders with trust, value, and velocity.

The Higher Purpose of Mastek is to help our clients save lives, protect citizens, and transform business models with long term partnerships.

5. What are the Core Values of the Company?

The people, referred to as Mastekeepers 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 Mastekeepers 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 Mastekeepers, enabling quicker and better integration of new Mastekeepers 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 do you mean by Trust, Value and Velocity?

With razor-sharp focus on deep digital & cloud capabilities, Mastek teams have been solving complex customer business challenges with outcome-based innovative solutions. Mastek 4.0 de-layers the traditional organisational structure with lean and agile techniques to help customers in their quest to ‘Decomplex Digital’ with **Trust, Value & Velocity**.

Mastek while a nimble organisation, is focused on building an ecosystem of value creation through strategic partnerships. There is no doubt that hybrid working, ESG, and sustainable business models will be the norm and Mastek is committed to deliver and measure the social value benefits so as to close the gap between intention and outcome, to make a real difference in the digital world.

Clients trust us to deliver business value and employees trust us to deliver career value. Mastek is uniquely positioned to be the business solutions partner of choice for our clients to decomplex digital with **trust, value and velocity**.

Trust - Our customers trust us to solve their complex problems and do what’s best for them while our employees trust us to find the fastest path to their success.

Value - We focus on what matters most to our clients, our methodology demonstrates transparency of business impact while our active sponsorship and conscious advocacy for social development programmes help build societal value.

Velocity - With early adoption of disruptive technologies and partner platforms, we deliver rapid ROI to our customers while we provide diverse opportunities and faster career growth across all levels to our employees.

7. What are the Strategic Priorities and Growth Drivers of the Company?

The Strategic Priorities and Growth Drivers of the Company are as follows:

- With the recent acquisitions, coupled with Mastek organic capabilities, significant potential to grow and scale our Americas operations.
- Account mining led by our strengths in Oracle, Data Cloud Modernization, Salesforce and Digital Apps
- Continued Growth in UK Public Sector
- Deep focus on Service Line capability and innovation
- ME and Asia continues to be an exciting market
- Differentiated talent and delivery model

8. What is Mastek 4.0?

Mastek 4.0 represents the Spirit of Mastek - Once a Mastekeer, Always a Mastekeer:

- Being your Best Version
- Autonomy with Accountability
- Agility & Velocity
- No Command & Control
- Empowered Mastekeers

9. What is the Leadership Behavior at Mastek?

The Leadership Behavior at Mastek is represented by ExACCT:

- Excellence in Execution
- Authentic and Humane
- Customer Success
- Change Enabler
- Transformative Innovation

10. What is the Quality Policy of the Company?

Mastek is committed to decomplex digital for our customers, build and deliver Quality Digital Solutions, Services & Processes with Trust, Business Value & Velocity Through

- Meeting and exceeding customer expectations for quality by understanding customers, aligning execution to expectations and responding promptly to missed expectations.

- Providing innovative solutions to our customers to help drive their Digital roadmap. Delivering digital solutions & services for accelerated value delivery, taking actions to exceed their business outcomes.
- Engineering Outcomes using latest delivery methodology, Engineering practices, Quality & Digital Assurance to deliver superior Digital Experiences to our Customers.
- Sustaining Quality Excellence through the management of risks and continual improvement ensuring resilience & agility.
- Cultivating a company environment where all employees accept personal responsibility for Quality regardless of their role.

11. What are the Quality Objectives of the Company?

The Quality objectives are-

- Customer Experience - Satisfaction, Advocacy, Loyalty and Value for Money
- Velocity, Throughput and On Time Delivery
- Quality of Delivery
- Business Value Delivery

12. Who is on Mastek's Board of Directors?

A list of Board of Directors and Committees of the Board of Directors of the Company is given elsewhere in this report and can be found at https://www.mastek.com/wp-content/uploads/2022/04/List-of-Board-Committees-Members_new.pdf

13. Who are your Auditors?

Statutory Auditors: Walker Chandiok & Co. LLP - Chartered Accountants

Secretarial Auditors: P. Mehta & Associates - Practising Company Secretary

Members Related

14. 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, 1993 and the National Stock Exchange of India Limited since May 10, 1995. (BSE Scrip Code: 523704; NSE Symbol: MASTEK).

15. 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.

16. 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.

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

The Quarterly 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.

18. 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.

19. 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**20. 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>

21. 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 Paid (₹ per share) (including Interim Dividend)	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	19.00	8,361.62
2023*	305.25	7.00	3,608.977

* Final Dividend of ₹ 12.00 per share for the Financial Year 2022-23 is subject to Members approval in the ensuing AGM and hence not included above.

22. 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.

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

Name	KFin Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
Email ID	einward.ris@kfinetch.com
Toll Free	1800 309 4001
WhatsApp Number	(91) 910 009 4099
KPRISM	https://kprism.kfintech.com
KFin Corporate Website Link	https://www.kfintech.com
Corporate Registry (RIS) Website Link	https://ris.kfintech.com
Investor Support Centre Link	https://ris.kfintech.com/client-services/isc

24. 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.

25. 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/>.

26. 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.

27. 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 demand drafts along with your E-mail id and PAN number also to be registered (in 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 number 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 in the prescribed form.

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.

28. 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. Some shareholders have claimed back their shares from IEPF Authority.

Transfer of Shares Related Financial Year	Transfer Month	No. of Equity Shares transferred to IEPF Authority	Shares Claimed	
			Financial Year	No. of Shares
2009-10	November, 2017	48,285	-	-
2009-10	January, 2018	7,033	-	-
-	-	-	2019-20	100
2012-13	September, 2020	16,922	2020-21	800
2013-14	December, 2020	1,335		
2013-14	September, 2021	2,719	2021-22	1,238
2014-15	February, 2022	947		
2014-15	September, 2022	156	2022-23	5,680
2015-16	March, 2023	943		
Total		78,340		7,818
Balance with IEPF				70,522

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.

29. 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.

30. What are the steps that I should take to obtain duplicate share certificates, when I have lost / misplaced my share certificates?

You can inform the RTA immediately with KYC details about the loss of share certificates. Please quote your folio number and, if available, details of share certificates. We shall immediately mark a caution on your folio to prevent any further transfer of shares covered by the lost share certificates.

Upon receipt of intimation about loss of certificates, we will revert with the required formalities to be complied with for obtaining duplicate certificates. On submission of all the required Documents and completion of the

process successfully, RTA will arrange to issue the “Letter of Confirmation” only, which can be deposited in your demat account for credit of duplicate shares in dematerialised mode.

Nomination in respect of Shareholding

31. How can a member holding single name and physical form make a nomination in respect of his shareholding in the Company?

Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the RTA and / or the website of the Company.

32. What is the procedure of nomination with regard to my shareholding?

In order to make a nomination, please submit a duly filled in and signed nomination form (Form SH 13) in duplicate. If you hold shares along with other holders, then all holders are required to sign the nomination form. Nomination Form is to be submitted in duplicate.

Nomination in respect of shares held in physical form can be sent to the Company. After the Company receives the form and finds it in order, a registration number will be allotted to the nomination. A duplicate copy of the nomination form submitted by you will then be returned to you with an endorsement indicating the registration number and date.

In case of dematerialised shares, your nomination has to be recorded with your Depository Participant.

33. At present my shares are held in joint names. Can the joint holders’ nominees to the shares?

Joint holders are not nominees. They are joint holders of the relevant shares only. In the event of death of any

one of the joint holders, the surviving joint holder/s of the shares is/are the only person/persons who shall be recognised by the Company as the holders of the shares.

34. Is there any restriction that nomination once made cannot be changed?

A nomination once made can be revoked by submitting a fresh nomination. If the nomination is made by joint holders, and one of the joint-holders dies, the surviving joint holder/s can make a fresh nomination by revoking the existing nomination.

35. In case of death of the shareholder, what is the legal position of the nominee?

In case of shares held by sole holder, upon the death of the shareholder, the nominee, to the exclusion of any other legal heir / beneficiary, is the only person in whom the shares vest. In other words, in case of a valid nomination, the Company will not entertain any claim from legal heirs or beneficiaries and the shares will be transmitted only in favour of the Nominee.

In case the nomination is made by joint-holders, it will come into play only upon the death of all the joint holders. Therefore, if one of the joint shareholders dies, the shares will devolve on the surviving shareholders to the exclusion of the nominee. In this case, the surviving shareholders may make a fresh nomination if they so desire.

36. I have shares in demat form. Can I send the nomination form to the Company for making a nomination with respect to my shareholding?

For making a nomination with respect to shares in dematerialised form, you will have to approach your Depository Participant.

Financial Related

37. What are the Financial Highlights of the Company’s Performance this year?

(₹ in lakhs)

	Consolidated		Standalone	
	Year Ended March 31, 2023	Year Ended March 31, 2022	Year Ended March 31, 2023	Year Ended March 31, 2022
Revenue from Operations	256,339	218,384	31,339	25,670
Profit after Tax	31,027	33,342	13,214	7,711

38. 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.

39. 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/>.

General Details

40. 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.

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

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 2022-23 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 41st Annual General Meeting for registering themselves for receiving the further communications electronically.

42. Where is Mastek located and what is the address of the Registered Office?

Please refer pages at the end of the Annual Report for the Office Locations of Mastek Group Entities (including subsidiaries).

43. 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 Annual Report.

44. What is the Employee strength of the Group?

As on March 31, 2023, the Group had 5,622 employees (including temporary / contractual).

45. What are Mastek’s current credit ratings?

Mastek’s current credit ratings are as below:

Instrument	Rating Received
Long - term Fund-based - Cash Credit	[ICRA]AA-(Stable) reaffirmed / assigned
Long - term Non-fund based Facility - SBLC	[ICRA]AA-(Stable) assigned
Short - term Non-fund based -Working Capital	[ICRA]A1+ reaffirmed
Long - term / Short - term - fund based / Non-fund based	[ICRA]AA-(Stable) / [ICRA]A1+ reaffirmed



41st Annual General Meeting

Day and Date: Thursday, September 21, 2023

Time: 5.00 P.M. IST

Mode: Through Video Conferencing/ Other Audio Visual
Means Facility

Remote e-voting period:

Sunday, September 17, 2023 at 09:00 A.M. IST to
Wednesday, September 20, 2023 at 05:00 P.M. IST

Book closure period (for Dividend & AGM):

Wednesday, September 20, 2023 to
Thursday, September 21, 2023

Corporate Information

Board of Directors

Ashank Desai

Chairman (Non - Executive) (w.e.f. April 1, 2023)

Vice - Chairman & Managing Director

(Upto March 21, 2023)

Chairman & Managing Director (Upto March 31, 2023)

Ketan Mehta

Non - Executive and Non - Independent Director

Rajeev Kumar Grover

Non - Executive and Independent Director

Suresh Vaswani

Non - Executive and Independent Director

(Appointed w.e.f. December 11, 2022)

Umang Nahata

Non-Executive and Non-Independent Director

New Shareholders' Nominee Director

(Appointed w.e.f. July 19, 2023)

Atul Kanagat

Non - Executive and Independent Director

(Resigned w.e.f. January 17, 2023)

S. Sandilya

Non-Executive and Independent Director

(Resigned w.e.f. March 3, 2023)

Priti Rao

Non - Executive and Independent Director

(Resigned w.e.f. May 1, 2023)

Audit Committee

Rajeev Kumar Grover

(Chairman w.e.f. March 5, 2023)

Ashank Desai

Ketan Mehta

Suresh Vaswani

(Appointed w.e.f. January 17, 2023)

Atul Kanagat

(Resigned w.e.f. January 17, 2023)

S. Sandilya

(Resigned w.e.f. March 03, 2023)

Priti Rao

(Resigned w.e.f. May 1, 2023)

Nomination and Remuneration Committee

Suresh Vaswani

Chairman

(Appointed member w.e.f. January 17, 2023)

Ketan Mehta

Rajeev Kumar Grover

Atul Kanagat

(Resigned w.e.f. January 17, 2023)

S. Sandilya

(Resigned w.e.f. March 03, 2023)

Stakeholders' Relationship Committee

Ashank Desai

(Chairman W.e.f. April 1, 2023)

Ketan Mehta

(Appointed with effect from March 5, 2023)

Suresh Vaswani

(Appointed with effect from January 17, 2023)

Atul Kanagat

(Resigned w.e.f. January 17, 2023)

S. Sandilya

(Resigned w.e.f. March 03, 2023)

Corporate Social Responsibility Committee

Ashank Desai

Rajeev Kumar Grover

Priti Rao

(Resigned w.e.f. May 1, 2023)

Risk Management & Governance Committee

Ashank Desai

Chairman

Rajeev Kumar Grover

Priti Rao

(Resigned w.e.f. May 1, 2023)

Key Managerial Personnel

Hiral Chandrana

Chief Executive Officer

(Appointed w.e.f. May 31, 2023)

Arun Agarwal

Global Chief Financial Officer

Dinesh Kalani

Vice President - Group Company Secretary



Statutory Auditors

Walker Chandio & Co. LLP, Chartered Accountants
(Firm Registration No. 001076N/N500013)

Bankers

CITI Bank N.A.
ICICI Bank Limited
Standard Chartered Bank
HDFC Bank Limited

Registered Office

804/805, President House, Opp. C N Vidyalaya, Near
Ambawadi Circle, Ahmedabad - 380 006, Gujarat,
Phone: +91-79-2656-4337
E-mail: investor_grievances@mastek.com
Website: www.mastek.com

Corporate Office

#106, SDF IV,
Seepz, Andheri (East),
Mumbai - 400 096, India
Tel: +91-22-6722-4200

Corporate Identification Number (CIN)

L74140GJ1982PLC005215

Registrar and Share Transfer Agents

Name	KFin Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
Email ID	einward.ris@kfinetch.com
Toll Free	1800 309 4001
WhatsApp Number	(91) 910 009 4099
KPRISM	https://kprism.kfintech.com
KFin Corporate Website Link	https://www.kfintech.com
Corporate Registry (RIS) Website Link	https://ris.kfintech.com
Investor Support Centre Link	https://ris.kfintech.com/ clientservices/isc

Office Locations of Mastek Group Entities (including subsidiaries)

International Office Locations

UK

1. **Mastek (UK) Limited**
 - a. Part Ground Floor, North Wing A, 100 Brook Drive, Green Park, Reading, RG2 6UJ
 - b. First Floor & Rear Suits, Northspring, 36 Park Row, Leeds, LS1 5JL
2. **Mastek Systems Company Limited**
Harrow Business Centre, 429-433 Pinner Road, North Harrow, Middlesex HA1 4HN

Middle East

1. **Mastek Arabia Systems Egypt LLC**
112, Building 11, Dubai Internet City, PO Box: 500830, Dubai
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 - 4450113
4. **Mastek Systems LLC**
Suite #1, Addayel plaza, Dabbab Street, Sulaimaniah, PO Box: 220032, Riyadh - 11311, Kingdom of Saudi Arabia.
5. **Mastek 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 W.L.L**
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 - PO Box 500830

USA / Canada

1. **Mastek Inc.**
 - a. 15601 Dallas Parkway, Suite 250, Addison, Texas 75001.
 - b. 3333 Warrenville Rd., Suite 550, Lisle, Illinois 69532.
2. **Trans American Information Systems Inc.**
15601 Dallas Parkway, Suite 250, Addison, Texas 75001.
3. **Evolutionary Systems Corp & Newbury Cloud Inc.**
400 Trade Center, Suite 5900, Office no 5759, Woburn, MA 01801, Massachusetts.
4. **Metasofttech Solutions LLC**
Suite 100 & 160, Portico Place II, 2195 West Chandler Boulevard, Chandler, Arizona 85224.
5. **BizAnalytica Solutions LLC**
 - a. 1B Commons Drive, Suite 7, Londonderry, New Hampshire - 03053
 - b. 1900 West Park Drive, Suite 280, Westborough, MA 01581
 - c. WeWork 222 South Riverside Plaza, Chicago, Illinois 60606
6. **Mastek Digital Inc.**
1569, 4 Robert Speck Parkway, 15th Floor Mississauga Ontario L4Z 1S1 Canada
7. **Evolutionary Systems Canada Limited**
4 Robert Speck Parkway, 15th floor, Mississauga, Ontario, L4Z1S1, Canada

Rest of the World

1. **Mastek 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. **Mastek Systems Pty Ltd**
Level 26, 44 Market Street Sydney, NSW 2000 Australia
4. **Evolutionary Systems B.V.**
Haarlemmerweg 331, Amsterdam 1051LH Netherlands
5. **Evolutionary Systems B.V. - Romania Branch**
22 Tudor Vladimirescu Blvd., Sector 5, Bucharest - 050 883, Romania.



Office Locations of Mastek Group Entities (including subsidiaries)

India Office Locations

Mastek Limited	Mastek Enterprise Solutions Private Limited	Meta Soft Tech Systems Private Limited
Ahmedabad 804 / 805, President House, Opposite C. N. Vidyalaya, Near Ambawadi Circle, Ahmedabad - 380 006.	Ahmedabad a. 804 / 805, President House, Opposite. C. N. Vidyalaya, Near Ambawadi Circle, Ahmedabad - 380 006. b. 11 th Floor, Kataria Arcade, Beside Adani Vidya Mandir School, S.G. Highway, Makarba, Ahmedabad - 380 054. c. Acropolis Mall, C Block, 3 rd Floor, Thaltej Cross Road, S.G. Highway - 380 059.	Ahmedabad 804 / 805, President House, Opposite. C. N. Vidyalaya, Near Ambawadi Circle, Ahmedabad - 380 006.
Mumbai a. #106 / 107 / 122 / 122 C, SDF IV, Seepz, Andheri (East), Mumbai - 400 096. b. #183, SDF VI, Seepz, Andheri (East), Mumbai - 400 096. c. # IT 5 / 6 / 7 / 8, SDF VII, Seepz, Andheri (East), Mumbai - 400 096	Noida 14 th Floor, Tower-5, Candor Tech Space, Sector 62, Noida Delhi NCR, Delhi 201309.	-
Navi Mumbai a. A/7, Mastek Millennium Centre Millennium Business Park, Mahape, TTC, Off Thane Belapur Road, Navi Mumbai - 400 710. b. A/303 Sector 1, Millennium Business Park, Mahape, Navi Mumbai - 400 710.	Gurgaon Cabin 6-7, Ofis Square, 4 th Floor, Tower-1, Vatika Business Park, Sohna Road, Sector - 49, Gurgaon - 122018	-
-	Pune Office No. 101 A, Gama - 1, Giga Pace IT Park, Viman Nagar, Pune, Maharashtra - 411 014.	Tiruchirappalli 1 st to 4 th Floor, Door No SG/1, Mr. C Natrajan Complex at Mr. C. N. Suchindra Group, Ramchandrapuram Thennur, Tiruchirappalli – 17
Chennai Mahindra World City, Plot No. TP - 5, 4 th Avenue, Nathan Sub (PO), Chengalpattu, Tamil Nadu - 603 002.	Chennai Featherlite, Ground Floor of Block B, Survey No. 203/10B, 200 Feet MMRD Road, Zamin Pallavaram, Chennai - 600 044	Chennai Featherlite, Ground Floor of Block B, Survey No. 203/10B, 200 Feet MMRD Road, Zamin Pallavaram, Chennai - 600 044



Mastek
Trust. Value. Velocity

Mastek Limited

#106 / 107, SDF IV, Seepz, Andheri (East), Mumbai – 400 096
Tel: +91-22-6722-4200 | www.mastek.com