

SEC/123/2023-24

January 18, 2024

Listing Department BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai-400 001 SCRIP CODE: 523704	Listing Department The National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 SYMBOL: MASTEK
ISIN: INE759A01021	

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

Subject: Outcome of the proceedings of Board Meeting held today – January 18, 2024

This has reference to our Letter No. SEC/118/2023-24 dated January 6, 2024 and SEC/120/2023-24 dated January 11, 2024, regarding the captioned subject and dividend. We wish to inform you that the Board of Directors, at their meeting held today has *inter-alia* transacted, approved, and taken on record the following items of Business.

1. Approval of Un-audited Financial Results for the third quarter and nine-months ended December 31, 2023

The Board of Directors has approved and taken on record the Un-audited Consolidated and Standalone Financial Results of the Company, prepared under Indian Accounting Standards (Ind AS) for the third quarter and nine months ended December 31, 2023. We enclose herewith Unaudited Financial Results (Consolidated and Standalone) along with “Limited Review” Report issued by M/s. Walker Chandiook & Co. LLP, Statutory Auditors of the Company.

Further, pursuant to the provisions of Regulation 47 of the SEBI Listing Regulations, an extract of the aforementioned Un-audited Financial Results would be published in the newspapers in accordance with the SEBI Listing Regulations, and the same will be made available on the Company's website at www.mastek.com.

2. Interim Dividend for the Financial Year 2023-24

The Board of Directors have declared an interim dividend of Rs. 7 (Rupees Seven) (i.e.140%) per Equity Share of the Company for the financial Year 2023-24. The said interim dividend shall be paid within 30 days to the equity shareholders of the Company, whose names appear on the Register of Members of the Company or in the records of the Depositories as beneficial owners of the shares as on the “Record Date”. The relevant details of the **RECORD DATE** are as follows:

BSE Scrip Code	NSE Symbol	Type of Security	Book Closure		Record Date	Purpose
			From	To		
523704	MASTEK	Equity Shares	NA		Saturday, January 27, 2024	To ascertain the eligibility of Shareholders for payment of Interim Dividend

Mastek Limited

3. **Incorporation of a Subsidiary in Riyadh, Saudi Arabia**

The Board of Directors have also approved in-principle to evaluate and incorporate a subsidiary in Riyadh, Saudi Arabia, subject to statutory approvals. The management was also advised to finalise the proposed name and matters connected therewith.

The meeting of the Board of Directors of the Company commenced at 11.50 a.m. and concluded at 1:35 p.m.

This is for your information and records.

Thanking you.

Yours faithfully,
For Mastek Limited



Dinesh Kalani
Vice President - Group Company Secretary
Encl: A/A

Walker Chandiook & Co LLP
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Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results and Year to Date Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Mastek Limited

1. We have reviewed the accompanying statement of consolidated unaudited financial results (the 'Statement') of **Mastek Limited** (the 'Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as the 'Group'), (refer Annexure 1 for the list of subsidiaries included in the Statement) for the quarter ended 31 December 2023 and the consolidated year-to-date results for the period 01 April 2023 to 31 December 2023, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').
2. This Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 (the 'Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements ('SRE') 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019 issued by the SEBI under Regulation 33(8) of the Listing Regulation, to the extent applicable.

Chartered Accountants

Offices in Ahmedabad, Bengaluru, Chandigarh, Chennai, Dehradun, Goa, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune



Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and has its registered office at L-41, Connaught Circus, Outer Circle, New Delhi, 110001, India

Mastek Limited

Independent Auditor's Review Report on Consolidated Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

4. Based on our review conducted and procedures performed as stated in paragraph 3 above and upon consideration of the review report of the other auditors referred to in paragraph 5 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the Listing Regulation, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We did not review the interim financial results of one subsidiary included in the Statement, whose financial information reflects total revenues of ₹ 10,047 lakhs and ₹ 28,498 lakhs, total net profit after tax of ₹ 2,096 lakhs and ₹ 4,036 lakhs, total comprehensive income of ₹ 2,096 lakhs and ₹ 4,036 lakhs, for the quarter and nine-months period ended on 31 December 2023, respectively. These interim financial results have been reviewed by other auditors whose review report has been furnished to us by the management, and our conclusion in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the review report of such other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion is not modified in respect of this matter with respect to our reliance on the work done by and the report of the other auditors.

For Walker Chandiook & Co LLP
Chartered Accountants
Firm Registration No: 001076N/N500013



Adi P. Sethna
Partner
Membership No. 108840

UDIN: 24108840BKFDOP1534

Place: Mumbai
Date: 18 January 2024

Chartered Accountants

Offices in Ahmedabad, Bengaluru, Chandigarh, Chennai, Dehradun, Goa, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

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Annexure 1

List of entities included in the Statement (in addition to the Holding Company)

1. Mastek Enterprise Solutions 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. Mastek Systems (Singapore) Pte Limited
9. Mastek Systems Pty Limited
10. Evolutionary Systems Corp.
11. Mastek Systems Company Limited
12. Mastek Systems (Malaysia) SDN BHD (formerly known as Evosys Consultancy Services (Malaysia) SDN BHD)
13. Evolutionary Systems B.V.
14. Evolutionary Systems Saudi LLC
15. Evosys Kuwait WLL
16. Mastek Systems Bahrain WLL (formerly known as Evolutionary Systems Bahrain WLL)
17. Evolutionary Systems Consultancy LLC
18. Mastek Arabia Systems Egypt LLC
19. Newbury Cloud Inc.
20. Evolutionary Systems Canada Limited
21. Meta Soft Tech Systems Private Limited (w.e.f. 01 August 2022)
22. Metasoftech Solutions LLC (w.e.f. 01 August 2022)
23. BizAnalytica LLC (w.e.f. 01 August 2023)



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MASTEK LIMITED
Registered Office : 804/805, President House, Opp.C.N.Vidyalaya
Near Ambawadi Circle, Ahmedabad-380 006
CIN No. L74140GJ1982PLC005215

Statement of unaudited Consolidated Financial Results for the Quarter and Nine months ended December 31, 2023

(Rs. In lakhs)

Particulars	Quarter ended			Nine months ended		Year ended
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Revenue						
(a) Revenue from operations	78,427	76,554	65,866	2,27,506	1,85,421	2,56,339
(b) Other income (Refer note 5)	337	483	603	1,056	3,870	3,829
Operating Income	78,764	77,037	66,469	2,28,562	1,89,291	2,60,168
Expenses						
(a) Employee benefits expenses	43,097	42,911	34,638	1,25,062	99,514	1,37,588
(b) Finance costs	1,334	1,260	824	3,525	1,546	2,472
(c) Depreciation and amortisation expenses	2,182	2,090	1,959	6,242	4,777	6,737
(d) Other expenses	21,977	21,339	19,857	64,088	52,874	73,166
Operating expenses	68,590	67,600	57,278	1,98,917	1,58,711	2,19,963
Profit before exceptional items and taxes (1 - 2)	10,174	9,437	9,191	29,645	30,580	40,205
Optional items - (loss) / gain (Refer note 4)	-	(411)	-	(411)	2,532	2,532
Profit before taxes (3 + 4)	10,174	9,026	9,191	29,234	33,112	42,737
Income tax expense / (credit) (Refer note 7)						
- Current tax	3,118	3,543	3,143	10,146	11,002	14,408
- Deferred tax	1,060	(1,221)	(606)	2,216	(2,595)	(3,355)
- Current tax adjustments relating to earlier years	(1,778)	175	(58)	(4,784)	937	657
Income tax expense, net	2,400	2,497	2,479	7,578	9,344	11,710
Profit for the period / year (5 - 6)	7,774	6,529	6,712	21,656	23,768	31,027
Other Comprehensive Income - gain (net), net of taxes (Refer note 3)	1,557	227	3,021	2,135	7,070	6,584
Comprehensive Income, net of taxes (7 + 8)	9,331	6,756	9,733	23,791	30,838	37,611
Profit attributable to						
Owners of the Company	7,532	6,282	6,418	20,823	22,044	29,301
Non-controlling interests	242	247	294	833	1,724	1,726
Profit after taxes	7,774	6,529	6,712	21,656	23,768	31,027
Other Comprehensive Income- gain / (loss), net of taxes attributable to						
Owners of the Company	1,425	291	2,546	1,997	7,081	6,545
Non-controlling interests	132	(64)	475	138	(11)	39
Other Comprehensive Income, net of taxes	1,557	227	3,021	2,135	7,070	6,584
Comprehensive Income attributable to						
Owners of the Company	8,957	6,573	8,964	22,820	29,125	35,846
Non-controlling interests	374	183	769	971	1,713	1,765
Comprehensive Income, net of taxes	9,331	6,756	9,733	23,791	30,838	37,611
Equity share capital (Face value Rs. 5 per share) (Refer note 8)	1,533	1,532	1,504	1,533	1,504	1,526
Reserves and surplus						1,66,815
Dividends per share (face value Rs. 5 each) (Not annualised, except for the year end) :						
(i) Basic - Rs	24.57	20.52	21.34	68.04	71.34	97.23
(ii) Diluted - Rs	24.29	20.28	20.95	67.28	71.95	95.53



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Statement of unaudited Consolidated Financial Results for the Quarter and Nine months ended December 31, 2023

Particulars	(Rs. In lakhs)					
	Quarter ended			Nine months ended		Year ended
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
Revenue						
North America operations	43,055	43,283	38,801	1,28,746	1,15,894	1,58,761
Europe operations	23,566	21,767	18,328	63,652	44,161	62,576
Middle East operations	8,457	8,352	6,048	25,660	16,785	23,350
Others	3,349	3,152	2,689	9,448	8,581	11,652
Revenue from operations	78,427	76,554	65,866	2,27,506	1,85,421	2,56,339
Operating results						
North America operations	8,767	10,511	9,101	30,675	29,618	39,395
Europe operations	3,750	909	2,566	5,987	3,331	4,661
Middle East operations	367	428	(75)	1,753	67	673
Others	903	421	165	1,482	416	1,507
Operating Profit	13,787	12,269	11,757	39,897	33,432	46,236
Finance costs	1,334	1,260	824	3,525	1,546	2,472
Other un-allocable expenditure (net)	2,279	1,572	1,742	6,727	1,306	3,559
Profit before exceptional items and taxes	10,174	9,437	9,191	29,645	30,580	40,205
Exceptional items - (loss) / gain (Refer note 4)	-	(411)	-	(411)	2,532	2,532
Profit before taxes	10,174	9,026	9,191	29,234	33,112	42,737

Information on segment information :

As per the "management approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on analysis of various performance indicators by geographical location of the customers.

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 segment assets and liabilities are not practicable.

The Group's operations include South-east Asia, India, Singapore and Australia.



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the unaudited consolidated financial results:

above unaudited consolidated financial results ('Statement') of Mastek Limited ('the Holding Company / the Company') were reviewed and recommended by the Audit Committee and were thereafter approved by the Board of Directors at their respective meetings held on January 18, 2024. The statutory auditors have carried out a limited review of the Statement for the quarter and nine months ended on December 31, 2023.

Statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 (the 'Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

Other Comprehensive Income - gain / (loss) (net of taxes) includes:

(Rs. In lakhs)

Particulars	Quarter ended			Nine months ended		Year ended
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
Items that will not be subsequently reclassified to the profit or loss (net of taxes):						
Defined benefit plan actuarial (loss)/ gain, net	(23)	(150)	34	(152)	369	356
	(23)	(150)	34	(152)	369	356
Items that will be subsequently reclassified to the profit or loss (net of taxes):						
Change gain on translation of foreign operations	2,310	477	4,374	3,016	7,323	7,026
Loss on change in fair value of forward contracts designated as cash flow hedges, net	(730)	(100)	(1,279)	(729)	(492)	(613)
Loss on change in fair value of other financial instruments, net	-	-	(108)	-	(130)	(185)
	1,580	377	2,987	2,287	6,701	6,228
Other Comprehensive Income- gain (net), net of taxes (i+ii)	1,557	227	3,021	2,135	7,070	6,584

Other non-recurring items - (loss) / gain represents the following:

(Rs. In lakhs)

Particulars	Quarter ended			Nine months ended		Year ended
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
Profit on sale of investment property (relating to corporate asset of India operations)	-	-	-	-	4,277	4,277
Loss relating to business combination consummated during the year (relating mainly to North India operations)	-	(411)	-	(411)	(1,745)	(1,745)
Loss/ gain	-	(411)	-	(411)	2,532	2,532

The Group has accounted net foreign exchange (gain) / loss under "Other income". Further, during the period the Group has realised foreign exchange (gain) arising from currency hedges relating to certain firm commitments and listed sales transactions. The table below shows the amount of gain in each of the periods / years presented:

(Rs. In lakhs)

Particulars	Quarter ended			Nine months ended		Year ended
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
Foreign exchange (gain)	(38)	(270)	(202)	(308)	(2,941)	(2,597)
Realised foreign exchange (gain) arising from hedging accounted under revenue from operations	(179)	(55)	(100)	(321)	(642)	(832)



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ring the quarter and 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. Rs. 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 Group.

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 that 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 Rs. 5 each) and balance consideration through MESPL by issuing 15,000 Compulsorily Convertible Preference Shares (CCPS), (face value of Rs. 10 each) of MESPL, subsequently split into 150,000 CCPS of Re. 1 each, which was given as 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 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 Rs. 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 Rs. 5 each) had 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 Rs. 5 each) had been issued on January 17, 2023, for said buy- out of second tranche of 50,000 CCPS of MESPL.

On December 13, 2023, a board meeting was held where the Board approved the buy out of third 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, 159,942 equity shares of Mastek Limited (face value of Rs. 5 each) will be issued post approval from Stock exchanges, for said buy- out of third tranche of 50,000 CCPS of MESPL.

The Company had filed for a Bilateral Advance Pricing Arrangement ('BAPA') in the financial year 2015-16, under which the Company had recognised a provision in its books of account based on the most likely outcome expected as per BAPA. Since no agreement could be reached between the respective competent tax authorities, the said application has been closed by them during the quarter ended June 30, 2023. Basis the analysis done by management, the provision for additional tax provision upto March 31, 2023, amounting to Rs. 2,755 lakhs, being no longer required, has been reversed during the aforesaid quarter and included under 'Current tax adjustments relating to earlier years'.

Earlier, during the quarter ended June 30, 2023, the management had decided to opt for new tax rate regime as per Section 115BAA of the Income-tax Act, 1961, effective FY 2022-23. As per provisions of Section 115BAA, the Company on shifting to new tax regime will be taxed at a lower rate and would not be required to pay Minimum Alternate Tax (MAT) and, as a consequence, no longer claim MAT credits. Accordingly, deferred tax adjustments during the quarter ended June 30, 2023, primarily include reversal of deferred tax asset (towards MAT credit) amounting to Rs. 2,839 lakhs and remeasurement of other opening deferred tax balances, based on the new tax rate. In view of the same, adjustment (reversal) was also required to the provision recognised for the year ended March 31, 2023, at the higher tax rate (prior to the adoption of new tax regime), which have been included under 'Current tax adjustments relating to earlier years'.

During the quarter and nine months ended December 31, 2023 the paid-up equity share capital stands increased by Rs. 1 lakhs (24,493 equity shares of Rs. 5 each) and Rs. 7 lakhs (147,528 equity shares of Rs. 5 each) respectively, pursuant to the allotment of equity shares on the exercise of options by eligible employees, under the ESOP scheme Plan VI and Plan VII.

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tek Inc., a wholly-owned first level step-down subsidiary of Mastek Limited, had signed a definitive agreement and acquired the 100% equity Interest of Metasoftech Solutions LLC ("MST USA"). MST USA is an independent force consulting and system integration partner in the Americas region. The purchase consideration includes upfront payment of USD 76.60 million (approximately Rs. 61,200 lakhs) and earn out – between USD 0 to USD 35 on, subject to achieving financial targets. The acquisition was completed on August 1, 2022. Consequent to the acquisition, MST USA had become a wholly owned step-down subsidiary of the Company and had been considered for purpose of preparing Statement of the Mastek Group from such date.

ng the quarter ended September 30, 2023:

tek Inc., a wholly-owned first level step-down subsidiary of Mastek Limited, signed a definitive agreement to acquire 100% equity Interest of BizAnalytica LLC ("BizAnalytica USA"). BizAnalytica USA is an independent data cloud, /tics and modernisation partner in the Americas region. The purchase consideration includes upfront payment of USD 16.72 million (approximately Rs. 13,710 lakhs) and earn out upto USD 24.0 million (approximately upto 3,680 lakhs) over a period of 3 years, subject to achieving financial targets.

er, Mastek Limited, signed a definitive agreement for slump purchase of the identified assets and liabilities of BizAnalytica Solutions LLP, which is an off-shore service provider and is mainly engaged in data cloud, analytics and ernization related services. The slump purchase including identified assets and liabilities to be bought for a consideration of approximately Rs. 1,050 lakhs (equivalent to USD 1.28 million), subject to customary closing adjustments r the terms of the Business Sale Agreement.

acquisition was completed on August 1, 2023. Consequent to the acquisition, Biz Analatica LLC has become a wholly owned step-down subsidiary of Mastek Limited and has been considered for the purpose of preparing Statement e Group from such date. All the identified asset and liabilities were recorded at acquisition date at fair value. Further, the gain value assigned to contingent consideration is currently provisioned and the Group has excersised the n of using exemption available under Ind AS 103 'Business Combination' which provide the Group period of one year from the acquisition date for completing the purchase price allocation.

ig the quarter ended 30 September 2023, the Company had paid a final dividend of Rs. 12 per share (240%) on face value Rs. 5 each post receiving shareholder's approval in Annual General Meeting, which was in line with the and recommended by the Board of Directors for the financial year 2022-23. The Board of Directors of the Company have declared an interim dividend Rs 7 per share (140%) on face value of Rs 5 each at the meeting held on rry 18, 2024

Ashank Desai
Chairman



nbai, India
uary 18, 2024

Walker Chandiook & Co LLP

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Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results and Year to Date Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Mastek Limited

1. We have reviewed the accompanying statement of standalone unaudited financial results (the 'Statement') of **Mastek Limited** (the 'Company') for the quarter ended 31 December 2023 and the year-to-date results for the period 01 April 2023 to 31 December 2023, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').
2. The Statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 (the 'Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements ('SRE') 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Chartered Accountants

Offices in Ahmedabad, Bengaluru, Chandigarh, Chennai, Dehradun, Goa, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and has its registered office at L-41, Connaught Circus, Outer Circle, New Delhi, 110001, India

Mastek Limited

Independent Auditor's Review Report on Standalone Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013



Adi P. Sethna
Partner
Membership No. 108840

UDIN: 24108840BKFDQ4865

Place: Mumbai
Date: 18 January 2024

Chartered Accountants

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MASTEK LIMITED
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CIN No. L74140GJ1982PLC005215

Statement of unaudited Standalone Financial Results for the Quarter and Nine months ended December 31, 2023

(Rs. In lakhs)

Particulars	Quarter ended			Nine months ended		Year ended
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1 Income						
(a) Revenue from operations	9,754	9,004	8,104	27,050	22,451	31,339
(b) Other income (Refer note 6)	845	3,829	566	4,855	4,428	7,337
Total income	10,599	12,833	8,670	31,905	26,879	38,676
2 Expenses						
(a) Employee benefits expenses	6,278	6,404	5,050	18,675	15,376	21,259
(b) Finance costs	-	4	6	12	35	44
(c) Depreciation and amortisation expenses	296	286	295	846	1,023	1,303
(d) Other expenses	1,819	1,262	1,100	4,440	3,982	5,369
Total expenses	8,393	7,956	6,451	23,973	20,416	27,975
3 Profit before exceptional items and taxes (1 - 2)	2,206	4,877	2,219	7,932	6,463	10,701
4 Exceptional items - gain (Refer note 4)	-	-	761	-	3,887	5,864
5 Profit before taxes (3 + 4)	2,206	4,877	2,980	7,932	10,350	16,565
6 Income tax expense / (credit) (Refer note 9)						
- Current tax	534	398	754	1,237	2,448	3,669
- Deferred tax	12	(35)	318	2,924	(101)	(318)
- Current tax adjustments relating to earlier years	17	-	-	(3,801)	-	-
- Total tax, net	563	363	1,072	360	2,347	3,351
7 Net profit for the period / year (5 - 6)	1,643	4,514	1,908	7,572	8,003	13,214
8 Other Comprehensive Income - (loss) / gain (net of taxes) (Refer note 3)	(565)	(140)	(1,220)	(835)	148	(139)
9 Total Comprehensive Income, net of taxes (7 + 8)	1,078	4,374	688	6,737	8,151	13,075
10 Paid-up equity share capital (Face value Rs. 5 per share) (Refer note 10)	1,533	1,532	1,504	1,533	1,504	1,526
11 Other equity						72,747
12 Earnings per share (of face value Rs. 5 each) (Not annualised, except for year end) :						
(a) Basic - Rs	5.36	14.75	6.34	24.74	26.63	43.85
(b) Diluted - Rs	5.30	14.58	6.23	24.46	26.12	43.07



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Notes to the unaudited standalone financial results:

- The above unaudited standalone financial results ('Statement') were reviewed and recommended by the Audit Committee and were thereafter approved by the Board of Directors at their respective meetings held on January 18, 2024. The statutory auditors have carried out a limited review of the Statement of Mastek Limited ('Company') for the quarter and nine months ended December 31, 2023.
- The Statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 (the 'Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

3 Other Comprehensive Income- (loss) / gain (net of taxes) includes:

(Rs. In lakhs)

Particulars	Quarter ended			Nine months ended		Year ended
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
(i) Items that will not be reclassified subsequently to the profit or loss (net of taxes):						
Defined benefit plan actuarial gain / (loss), net	32	(46)	37	(1)	82	65
Total	32	(46)	37	(1)	82	65
(ii) Items that will be reclassified subsequently to the profit or loss (net of taxes):						
(Loss) / gain on change in fair value of forward contracts designated as cash flow hedges, net	(597)	(94)	(1,149)	(834)	196	(20)
(Loss) / gain on change in fair value of other financial instruments, net	-	-	(108)	-	(130)	(184)
Total	(597)	(94)	(1,257)	(834)	66	(204)
Other Comprehensive Income- (loss) / gain (net of taxes) (i+ii)	(565)	(140)	(1,220)	(835)	148	(139)

4 Exceptional items represents the following:

(Rs. In lakhs)

Particulars	Quarter ended			Nine months ended		Year ended
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
Gain / (loss) on changes in fair value of put option liability (refer note 7)	-	-	761	-	(390)	874
Net profit on sale of investment property	-	-	-	-	4,277	4,277
Reversal of settlement provision relating to revenue contract	-	-	-	-	-	713
Net gain	-	-	761	-	3,887	5,864



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5 The Company has accounted net foreign exchange (gain) / loss under "Other income". Further, during the period / year, Company has realised foreign exchange (gain) arising from currency hedges relating to certain firm commitments and forecasted sales transactions. The table below shows the amount of gain or loss in each of the periods presented:

Particulars	(Rs. In lakhs)					
	Quarter ended			Nine months ended		Year ended
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
Net foreign exchange (gain)	(650)	(17)	(215)	(722)	109	(83)
Net realised foreign exchange (gain) arising from hedging accounted under revenue from operations	(189)	(87)	(246)	(393)	(818)	(1,000)

6 The Company has accounted dividend received from its subsidiary under "Other income".

Particulars	(Rs. In lakhs)					
	Quarter ended			Nine months ended		Year ended
	December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
Dividend received	-	3,517	-	3,517	3,206	5,714

7 During the quarter and 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. Rs. 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 Group.

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 ("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 Mastek 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 Rs. 5 each) and balance consideration by issuing 15,000 Compulsorily Convertible Preference Shares (CCPS) of Rs. 10 each of MESPL, subsequently split into 150,000 CCPS of Re. 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 ended March 31, 2021 including adjustment 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 ESPL or demerged entity, into MESPL, with the effective date of February 1, 2020 (Appointed Date). Consequently, the effect of the De-merger was considered in accordance with Ind AS 103.

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 Rs. 5 each) had 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 Rs. 5 each) had been issued on January 17, 2023, for said buy-out of second tranche of 50,000 CCPS of MESPL.

On December 13, 2023, a board meeting was held where the Board approved the buy out of third 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, 159,942 equity shares of Mastek Limited (face value of Rs. 5 each) will be issued post approval from Stock exchanges, for said buy-out of third tranche of 50,000 CCPS of MESPL.



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- 8 In accordance with Ind AS 108 – ‘Operating Segments’, the Company has opted to present segment information along with the consolidated financial results of the Group.
- 9 The Company had filed for a Bilateral Advance Pricing Arrangement (‘BAPA’) in the financial year 2015-16, under which the Company had recognised a provision in its books of account based on the most likely outcome expected as per the BAPA. Since no agreement could be reached between the respective competent tax authorities, the said application had been closed by them during the quarter ended June 30, 2023. Basis the analysis done by management, the additional tax provision upto March 31, 2023, amounting to Rs. 2,755 lakhs, being no longer required, had been reversed during the aforesaid quarter and included under ‘Current tax adjustments relating to earlier years’.
- Further, during the quarter ended June 30, 2023, the management had decided to opt for new tax rate regime as per Section 115BAA of the Income-tax Act, 1961, effective FY 2022-23. As per provisions of Section 115BAA, the Company on shifting to new tax regime will be taxed at a lower rate and would not be required to pay Minimum Alternate Tax (MAT) and, as a consequence, no longer claim MAT credits. Accordingly, deferred tax adjustments during the quarter ended June 30, 2023, primarily include reversal of deferred tax asset (towards MAT credit) amounting to Rs. 2,839 lakhs and remeasurement of other opening deferred tax balances, based on the new tax rate. In view of the same, adjustment (reversal) was also required to the provision recognised for the year ended March 31, 2023, at the higher tax rate (prior to the adoption of new tax regime), which have been included under ‘Current tax adjustments relating to earlier years’.
- 10 During the quarter and nine months ended December 31, 2023 the paid-up equity share capital stands increased by Rs. 1 lakhs (24,493 equity shares of Rs. 5 each) and Rs. 7 lakhs (142,628 equity shares of Rs. 5 each) respectively, pursuant to the allotment of equity shares on the exercise of options by eligible employees, under the ESOP scheme Plan VI and Plan VII.
- 11 The Company had signed a definitive agreement to acquire 100% of the equity shares of Meta Soft Tech Systems Private Limited, which is an off-shore service provider and is mainly engaged in Information Technology and software support services. The equity shares were purchased for a consideration of Rs. 2,723 lakhs, subject to customary closing adjustments as per the terms of the Share Purchase Agreement. The acquisition was completed on August 1, 2022.
- 12 Mastek Limited, signed a definitive agreement for slump purchase of the identified assets and liabilities of BizAnalytica Solutions LLP, which is an off-shore service provider and is primarily engaged in Data cloud, analytics and modernization related services. The slump purchase including identified assets and liabilities to be bought for a consideration of approximately Rs. 1,050 lakhs (equivalent to USD 1.28 million), subject to customary closing adjustments as per the terms of the Business Sale Agreement. The slump purchase was completed on August 1, 2023.
- 13 During the quarter ended 30 September 2023, the Company had paid a final dividend of Rs. 12 per share (240%) on face value Rs. 5 each post receiving shareholder’s approval in Annual General Meeting, which was in line with the dividend recommended by the Board of Directors for the financial year 2022-23. The Board of Directors of the Company have declared an interim dividend Rs 7 per share (140%) on face value of Rs 5 each at the meeting held on January 18, 2024



Ashank Desai
Chairman

