

SEC/116/2022-23

March 5, 2023

<p>Listing Department BSE Limited 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai-400 001 Tel No. 022- 22723121 SCRIP CODE: 523704</p>	<p>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</p>
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Subject: Intimation of Resignation of Mr. S. Sandilya, Non-Executive Chairman and Independent Director-Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“the SEBI Listing Regulations”).

We wish to inform you that Mr. S. Sandilya (DIN: 00037542) Non - Executive Chairman & Independent Director of the Company has vide his resignation letter dated March 3, 2023, resigned from the Board of Directors and Board Committees of the Company with immediate effect. As a consequence, he has also resigned from Membership on the Boards of Subsidiary Companies where he was nominated.

Further, the Company has received confirmation from Mr. S. Sandilya that there is no other material reason for his resignation other than what is stated in his resignation letter, and the letter is enclosed herewith.

The Board, in its meeting held on March 05, 2023, considered the said resignation letter and accepted the same effective March 3, 2023. 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.

Pursuant to provisions of Regulation 30 of the SEBI Listing Regulations, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, the disclosure as required is provided in “Annexure A” and “Annexure B”.

• **Re-Constitution of Statutory Committees.**

In view of the resignation of Mr. S. Sandilya, Non-Executive Chairman and Independent Director, the Board of Directors has reconstituted the following Committees of the Board with immediate effect:

a. Post reconstitution, the composition of the **Audit Committee** shall be as under:

Sr. No.	Name of the Members	Category	Designation
1.	Mr. Rajeev Grover	Independent Director	Chairperson
2.	Mr. Ashank Desai	Vice Chairman & Managing Director	Member
3.	Mr. Ketan Mehta	Non-Executive, Non-Independent Director	Member
4.	Ms. Priti Rao	Independent Director	Member
5.	Mr. Suresh Vaswani	Independent Director	Member



Mastek Limited

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b. Post reconstitution, the composition of the **Nomination and Remuneration Committee** shall be as under:

Sr. No.	Name of the Members	Category	Designation
1.	Mr. Suresh Vaswani	Independent Director	Chairperson
2.	Mr. Ketan Mehta	Non-Executive, Non-Independent Director	Member
3.	Mr. Rajeev Grover	Independent Director	Member

For Mastek Limited



Dinesh Kalani
Vice President – Group Company Secretary
Encl: AA

“Annexure A”

Details in terms of Regulation 30 of SEBI Listing Regulations read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 09, 2015

Sr. No.	Particulars	Details
1.	Reason for change viz. Appointment, Resignation, Removal, Death, or otherwise	Mr. S. Sandilya (DIN: 00037542), has resigned as Non-Executive Chairman & Independent Director of the Company, stating he is no longer aligned with the future direction of the Company.
2.	Date of Appointment / Cessation (as applicable)	With effect from March 3, 2023 (Resignation)
3.	Brief profile (only in case of appointment)	Not Applicable
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable



Mastek Limited

“Annexure B”

Details in terms of Regulation 30 of SEBI Listing Regulations read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 09, 2015

Directorships including membership of Board Committees in the listed entities :

Sr. No.	Name of the Company	Category of Directorship	Membership of Board Committees
1.	Eicher Motors Limited	Independent Director	<ul style="list-style-type: none"> • Chairman – Audit Committee • Member – Stakeholders’ Relationship Committee • Member – Nomination and Remuneration Committee • Chairman – Corporate Social Responsibility Committee • Member – Risk Management Committee
2.	Rane (Madras) Limited	Independent Director	<ul style="list-style-type: none"> • Member – Audit Committee • Member – Nomination and Remuneration Committee • Member – Corporate Social Responsibility Committee
3.	Mastek Limited	Independent Director	<ul style="list-style-type: none"> • Chairman – Audit Committee • Chairman – Stakeholders’ Relationship Committee • Member – Nomination and Remuneration Committee



Mastek Limited

S. SANDILYA

627, Ramaniyam Magnum
K.P. Kandan Nagar Main Road
Venkateswara Colony
Kottivakkam
CHENNAI - 600041

March 03, 2023

Members of the Board

Mastek Ltd

#183, SDF VI
Seepz, Andheri (East)
Mumbai - 400 096

Dear Members

With reference to my recent conversations with Mr. Ashank Desai, Vice Chairman and Managing Director, I hereby resign from the position of Non-Executive Chairman and Independent Director of Mastek Limited as I find that I am no longer aligned with the future direction of the Company. I request the Board to accept my resignation with immediate effect and relieve me of my responsibilities from the Board and all the Committees where I am a member.

As a consequence, I resign from the membership of the Boards of the Subsidiary Companies where I have been nominated.

I confirm that there is no other material reason for my resignation other than what is stated above.

I have been associated with the Company for over a decade and have enjoyed my association and the interactions with the board members and the management team over this period both as an Independent director as well as its Chairman. I thank all of them for the support they have extended to me during my tenure. I wish the Company all the best.

Regards

Yours Sincerely



Sandilya