

**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: +91-79-4855-6432.

NOTICE TO MEMBERS**42ND ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 42ND ANNUAL GENERAL MEETING (“AGM”) OF MASTEK LIMITED (“THE COMPANY”) WILL BE HELD ON FRIDAY, SEPTEMBER 20, 2024 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, 2024, 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, 2024, 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, 2024, together with the Reports of the Board of Directors and the Statutory Auditors thereon, be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, 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 per equity share and also to declare a Final Dividend of ₹12 per equity share (on Face Value of ₹ 5.00 each) for the Financial Year 2023-24.

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 19, 2024, and paid on February 8, 2024, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT a Final Dividend of ₹ 12 per equity share (on Face Value of ₹ 5.00 each) for the Financial Year 2023-24 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. Ketan Mehta (DIN: 00129188), 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. Ketan Mehta (DIN: 00129188), as a Director, liable to retire by rotation.”

SPECIAL BUSINESS:**4. Re-appointment of Mr. Rajeev Kumar Grover (DIN: 00058165) as an Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the

time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, **Mr. Rajeev Kumar Grover (DIN: 00058165)**, who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years upto January 27, 2025 and who being eligible for re-appointment as an Independent Director, has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and considering the independence, review of annual performance and based on recommendation of the Nomination & Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (three) consecutive years on the Board of the Company commencing from January 28, 2025 upto January 27, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/or the Company Secretary, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. **Approval for loans/ investments/ corporate guarantees by the Company in excess of the limits prescribed under the Companies Act, 2013**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 and the other applicable provisions of the Companies Act, 2013 and the rules and regulations notified thereunder, and in accordance with the articles of association of the Company, and in super cession of all resolutions passed earlier in this behalf, the Company be and is hereby authorised: (a) to give loans to body corporates and/or persons or such entities; and (b) to give guarantees and provide security in connection with loans to any other body corporates and persons; and (c) to acquire by way of subscription, purchase and otherwise, the securities and shares of any other companies or body corporates, which exceed 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of the free reserves and securities

premium account of the Company, whichever is higher, but upto a maximum of ₹ 1250,00,00,000 (Indian Rupees One Thousand Two Hundred Fifty Crores).

RESOLVED FURTHER THAT the board of directors of the Company (including any committee or any other persons authorised by the board of directors) be and is hereby authorised to decide the terms, tenure, voting rights, dividend rights, rate of interest and other conditions for the above mentioned loan, guarantee, security, investments etc. from time to time including to disinvest, sell or transfer the investments, securities, give revocable or irrevocable guarantee and securities, do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto including, to sign, execute and register all deeds, agreements, undertakings, applications, representation, documents and writings that may be required, on behalf of the Company and also to delegate the powers to the other persons, for matter incidental or necessary, and generally to do all such acts, deeds, and steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT a copy of the above resolution certified by any one of the directors of the Company or the company secretary be submitted with all such authorities or parties as may be required from time to time in order to give effect to the above resolution.

RESOLVED FURTHER THAT (a) all actions taken by the board of directors of the Company (including any committee or any other persons authorised by the board of directors) and (b) the consent of the members of the Company, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By **Order of the Board of Directors**
For Mastek Limited

Dinesh Kalani

Sr. Vice President - Group Company Secretary
(Membership Number: FCS 3343)

Date: July 18, 2024

Place: Mumbai

Registered Officer: 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 relevant details 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, in respect of Directors seeking re-appointment at the 42nd AGM are also annexed hereto as "Annexure A".
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 09/2023 dated September 25, 2023 (in continuation with the circulars issued earlier in this regard) in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The meeting shall be deemed to be held at the registered office of the Company at 804 / 805, President House, Opp. C. N. Vidyalyaya, Near Ambawadi Circle, Ambawadi, Ahmedabad - 380 006, Gujarat.
3. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report of F.Y. 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories" on or before the cut-off date Friday, August 23, 2024.

Members may note that the AGM Notice along with Annual Report of F.Y. 2023-24 is 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.

Members attending the Meeting through VC/OAVM will be counted for the purposes of Quorum under Section 103 of the Act.

In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2023-24 and Notice of the 42nd 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.

4. Pursuant to the provisions of the Act, a shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a shareholder of the

Company. As this AGM is being held pursuant through VC/OAVM, physical attendance of shareholders has been dispensed with and pursuant to the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 (in continuation with the Circulars issued earlier in this regard) ("SEBI Circulars"), the facility for appointment of proxies by the shareholders will not be available for the AGM and hence the Proxy Form, Attendance Slip and 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. 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.
7. 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, 2024, (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 Thursday, September 19, 2024 to Friday, September 20, 2024 (both days inclusive).**
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 on **Wednesday, September 18, 2024** after giving effect to valid transmission requests and transpositions lodged with the Company as of the close of business hours, 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 **Wednesday, September 18, 2024.**
3. For the purpose of updation of KYC and choice of Nomination for members holding shares in

physical form are requested to furnish Form ISR-1, Form ISR-2 and SH-13 (available on the Company's website) to update KYC and choice of Nomination (in case the same are not already updated), to KFin Technologies Limited ("KFintech"), Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, who are the Company's Registrar and Share Transfer Agents, so as to reach them latest before the Book Closure Date as mentioned above. Alternatively, members may send the documents by email to KFintech at einward.ris@kfintech.com or upload properly on their webportal <https://ris.kfintech.com>, provided in both cases the documents furnished shall be required to have the digital signature of the holders.

In respect of members holding shares in demat mode, the details as would be furnished by the Depositories as on the Book Closure Date will be considered by the Company. Hence, members holding shares in demat mode are requested to update their details with their Depository Participants directly at the earliest.

4. TDS on dividend

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 2024-25 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 consecutive 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 reenactment(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- to which it pertains	Unpaid dividend amount Transferred to IEPF Account(₹)	No. of underlying Shares transferred to IEPF Authority
2015-2016	267,036	612
2016-2017	1,47,883	1,341

Tentative due dates for transfer to IEPF Authority (including the current Financial Year 2024-25), of the unclaimed / unpaid dividends from the Financial Year 2016-17 and thereafter, the details of same are available in the Corporate Governance Report which forms part of this Annual Report.

6. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 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 and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website and on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

7. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to consider dematerialise their shares held by them in physical form.
8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to intimate to the Company/ RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form.
9. 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 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. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to RTA in case the shares are held in physical form.
10. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at www.mastek.com.

Other Notes:

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 at the AGM.
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 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, Practicing 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.com, 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 earlier by availing the remote e-Voting facility. The remote e-Voting module during the AGM, shall be disabled automatically for voting, 15 minutes after the conclusion of the AGM.
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.

Instructions for e-voting and joining the AGM are as follows:

(A) VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting Facility Provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period **commences on Tuesday, September 17, 2024 (9:00 a.m. IST)** and ends on Thursday, September 19, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialised form, as on **Friday, September 13, 2024**, i.e. cut-off date, may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from **Tuesday, September 17, 2024** and to **Thursday, September 19, 2024**, or e-voting during the AGM. Members who are present at the AGM and have not voted earlier on some of the resolutions, are also eligible to vote on the remaining resolutions during the AGM.
- iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
- iv. The Board of Directors has appointed Mr. Prashant Mehta, (Membership No. ACS 5814) of P. Mehta & Associates, Practicing Company Secretaries, as the

Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if he/ she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialised mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "**Login method** for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialised mode."
- vii. The details of the process and manner for remote e-voting are explained herein below:

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





Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below :

1) Login method for remote e-voting and joining the virtual meeting for individual shareholders holding securities in dematerialised mode

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for individual shareholders holding securities in dematerialised mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in dematerialised mode with NSDL	<p>A. NSDL IDEAS facility If you are already registered, follow the below steps</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDEAS" section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. 4. Click on "Access to e-voting" appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or e-Voting service provider- NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting. <p>If you are not registered, follow the below steps</p> <ol style="list-style-type: none"> a. Option to register is available at https://eservices.nsd.com. b. Select "Register Online for IDEAS" Portal c. Please follow steps given above in points 1-5. <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser and type the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider- 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 and e-voting during the meeting. <p>C. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
Individual Shareholders holding securities in dematerialised mode with CDSL	<ol style="list-style-type: none"> 1. 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 who to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting 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. 3. If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders (holding securities in demat mode) login through their DPs	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. 2. Once logged-in, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against Company name or e-voting service provider- 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 and e-voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at +91 22 4886 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533

II) Login method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.:

How to Log-in to NSDL e-Voting website?

1. Visit the e-voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholder/ Member" section.
3. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
4. 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 login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. 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 EVEN is 123456 and folio number is 001*** then User ID is 123456001***

6. Password details for shareholders other than Individual shareholders 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 by NSDL. 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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com.

Open the e-mail 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) In case you have not registered your e-mail address with the Company/Depository, please follow instructions mentioned below in this notice.

7. 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.com mentioning your demat account number/folio number, PAN, name and registered address.
- d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, home page of e-voting will open.

Details on Step 2 are given below:

How to cast your vote electronically 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, which is 128475 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 or 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 and you will receive a confirmation by way of a SMS on your registered mobile number.
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 shareholders

1. 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 <https://www.evoting.nsdl.com> to reset the password.
2. In case of any queries related to e-voting, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on +91 22 4886 7000 or send the request to Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.
3. Members may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing demat account number / Folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat

mode, you are requested to refer to the login method explained above.

(B) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for login to NSDL e-voting system. After successful login, you can see VC/OAVM link placed under Join meeting menu against company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu.

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.

Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
3. Members who need assistance before or during the meeting, can contact NSDL on evoting@nsdl.com +91 22 488 67000 or contact Ms. Pallavi Mhatre, Senior Manager - NSDL at evoting@nsdl.com
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at investor_grievances@mastek.com.

Those Members who have registered themselves as a speaker till 5:00 p.m. (IST) by Tuesday, September 18, 2024 will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

1. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within the time stipulated under the applicable laws.
2. The result declared along with the Scrutiniser's Report shall be placed on the Company's website www.mastek.com and on the website of NSDL <https://www.evoting.nsdl.com>.

The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

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”)]

Item No. 4:

Mr. Rajeev Kumar Grover (DIN: 00058165) is currently an Independent Director of the Company, Chairperson of the Audit Committee and Corporate Social Responsibility Committee and also Member of the Risk Management & Governance Committee and Nomination and Remuneration Committee of the Board.

Mr. Rajeev Kumar Grover was appointed as an Independent Director of the Company by the Members at the 38th Annual General Meeting of the Company held on October 20, 2020 for a period of 5 (five) consecutive years commencing from January 28, 2020 upto January 27, 2025 (both days inclusive) and is eligible for re-appointment for a **second term** on the Board of the Company. Based on the recommendation of the Nomination & Remuneration Committee (‘NRC’), the Board of Directors at its meeting held on June 24, 2024, proposed the re-appointment of Mr. Grover as an Independent Director of the Company for a **second term** of three (3) consecutive years commencing from January 28, 2025 upto January 27, 2028 (both days inclusive), not liable to retire by rotation.

In accordance with the provisions of Section 149 along with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations, and other relevant provisions, the re-appointment of Mr. Grover as an Independent Director requires the approval of the Members through a Special Resolution.

Brief Profile:

“Mr. 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 across 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 as the Global Head of Operations at Mercer Consulting, he was responsible for driving Operational excellence across multiple lines of business in over 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, serving 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 organisation focused on Children’s development.

In addition, he serves on the Academic & Business Advisory Council of Fortune Institute of International Business, a Higher Education Institution.”

The Nomination and Remuneration Committee, taking into consideration the performance, skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Grover’s qualifications and the rich experience of over three decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Grover continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 (‘the Act’) received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Grover confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Grover has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Grover has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Grover has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

Mr. Grover has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (‘IICA’). In the opinion of the Board, Mr. Grover fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

The draft Appointment letter containing the terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.mastek.com> and would also be made available for inspection to the Members of the Company upto the date of the Annual General Meeting.

The re-appointment of Mr. Grover as an Independent Director is being placed for the approval of the Members by a Special Resolution.

The Board recommends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Grover and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No. 5

Under the provisions of Section 186 of the Act, the powers to give loan(s) and/or any guarantee(s) to any person or other body corporate, or provide any security in connection with a loan(s) made to any person or other body corporate and to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:

- i) 60% (Sixty per cent) of the aggregate of the paid-up capital and free reserves and securities premium account of the Company or,
- ii) 100% (Hundred per cent) of the free reserves and securities premium account of the Company,

whichever is more, can be exercised by the Board of Directors of the Company with the consent of the members obtained by way of a special resolution.

Further, under the first proviso to sub-section (3) of Section 186 of the Act, a loan or guarantee given or a security provided by the Company to lenders of its wholly owned subsidiary or a joint venture company, or acquisition made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary, is exempt from the limit prescribed above. Hence, the consent of the Shareholders as mentioned hereinabove, need not be obtained for such transactions exempt under the first proviso to sub-section (3) of Section 186 of the Act.

The members of the Company had at its 38th Annual General Meeting held on October 29, 2020, passed a special resolution under the Companies Act, 2013 approving an overall limit of ₹1,000 Crores (Rupees One Thousand Crores only) to be exercised by the Company for giving loans and guarantees, making investments and providing securities from time to time. Since then, the Company has been judiciously utilising these limits through its Board/ Committees. For

the information of the members, the Company had made initial investments and had also issued Corporate Guarantees aggregating to ₹ 930.38 Crores (Indian Rupees Nine Hundred Thirty Crores and Thirty Eight Lakhs only) in its Subsidiaries /on behalf of its Subsidiaries through its bankers and had utilised a nominal amount ₹ 0.88 Lakhs for its other normal business purposes.

As per the latest Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, 60% (sixty percent) of the paid-up capital, free reserves and securities premium account is equal to ₹ 480.46 Crores (Indian Rupees Four Hundred and Eighty Crore and Forty Six Lakhs only), while 100% (Hundred per cent) of its free reserves and securities premium account is equal to ₹ 785.35 Crores (Indian Rupees Seven Hundred and Eighty Five Crore and Thirty Five Lakhs only). The aggregate of the paid up capital, free reserves and securities premium of the Company as at March 31, 2024 is ₹ 800.77 Crores (Indian Rupees Eight Hundred Crores and Seventy Seven Lakhs only).

The Company being the flagship and holding company for various Subsidiaries will continue to support its Subsidiaries / joint ventures for their principal business activities by means of issuing financial guarantees and offering securities for due repayment of the financial assistance / facilities availed by such Subsidiaries / joint ventures. Considering the future business plans of the Company including but not limited to growth activities such as mergers and acquisitions, and pursuant to the provisions of Section 186 of the Companies Act, 2013, the consent of the members of the Company is sought, to exercise abundant caution and as a good corporate governance practice, to give authority to the Board of Directors to make loans and /or give guarantees, and/or provide any security in connection with loan made and/or acquire by way of subscription, purchase or otherwise the securities of any body corporate for an amount not exceeding ₹1,250 Crore (Indian Rupees One Thousand Two Hundred Fifty Crores).

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their directorship and / or shareholding in the bodies corporate in which investments in securities / units may be made or loans / guarantees may be given or securities may be provided.

The Board of Directors of the Company recommends the said resolution, as special resolution for approval of the members.

By Order of the Board of Directors

For Mastek Limited

Dinesh Kalani

Sr. Vice President - Group Company Secretary
(Membership Number: FCS 3343)

Date: July 18, 2024

Place: Mumbai

Registered Officer: 804/805, President House,
Opp. C. N. Vidyalaya, Near Ambawadi Circle,
Ambawadi, Ahmedabad - 380 006, Gujarat.

“Annexure A”

Details of Director seeking appointment [Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings].

Name of the Directors	Mr. Rajeev Kumar Grover	Mr. Ketan Mehta
Director Identification Number	00058165	00129188
Category	Non-Executive and Independent Director	Non-Executive and Non-Independent Director & Promoter
Date of Birth	28/07/1964	09/09/1958
Age (in years)	60 years	66 years
Nationality	Indian	Indian
Date of Appointment on the Board	28/01/2020	29/12/2020
Qualifications	B. Com (Hons.), Chartered Accountant and Company Secretary - Associate Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India	Management degree from IIM Ahmedabad
Occupation	Professional	Industrialist
Expertise in specific areas /Skills and Capabilities required for the role	wide managerial experience in Technology, Global Business Perspective, Operations and General Management, Mergers and Acquisitions, Strategy and Planning, Risk Management etc. Please refer to the explanatory statement.	Mr. Mehta has more than 4 (four) decades of experience in the Information Technology Industry. He has handled multiple functions including Global Business perspective, Sales, Delivery, M&A, Operations & General Management.
Number of shares held in the Company	Nil	22,44,100 (7.28%)
List of Directorships held in other Indian Companies	- Exempserv Professional Services Pvt. Ltd. - Mastek Enterprise Solutions Private Limited (WOS of Mastek Limited/the Company)	None
Listed entities from which the Director resigned in the past three years	None	Majesco Limited (now known as Aurum Proptech Limited)
Number of Meetings of the Board attended during the Financial Year (2023-24)	Eight out of Eight Meetings	Six out of Eight Meetings
Chairperson / Member in the Committees of the Boards of companies in which he is a Director	Mastek Limited · Audit Committee -Chairperson · Nomination and Remuneration Committee - Member · Risk Management & Governance Committee -Member · Corporate Social Responsibility Committee - Chairperson	Mastek Limited · Nomination and Remuneration Committee - Member · Stakeholders' Relationship Committee - Chairman
Relationships between Directors inter-se	Not related to any Director and/or Key Managerial Personnel	Not related to any Director and/or Key Managerial Personnel
Remuneration last drawn	Please refer to Corporate Governance Report	Please refer to Corporate Governance Report.

Name of the Directors	Mr. Rajeev Kumar Grover	Mr. Ketan Mehta
Brief resume of the Director	Please refer to the Explanatory Statement.	<p>Mr. Ketan Mehta has served as Chairman of the Board of Majesco (USA entity) from October 2018 to September 2020 where he played a pivotal role in selling Majesco business to private equity firm - Thoma Bravo. Prior to that, he served as President of Majesco (USA entity) from 2000 until March 2019, and Chief Executive Officer of Majesco (USA entity) from July 2011 to October 2018.</p> <p>Mr. Mehta co-founded Mastek in 1982 and served as a member of the Board of Directors of Mastek until June 01, 2015 after which he focused exclusively on 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 13 (thirteen) years. Prior to that, he has also spearheaded Mastek's joint venture with Deloitte Consulting.</p>
Key terms and conditions of the Re-appointment	Re-appointment as an Independent Director for the second term of 3 years commencing from January 28, 2025 to January 27, 2028 (both days inclusive), not liable to retire by rotation. [Also refer Item No. 4 of the Notice and Explanatory Statement].	Liable to retire by rotation

Notes:

1. The Directorship, Committee Memberships and Chairmanships do not include positions in Foreign Companies, position as an advisory board member and position in Trust and companies under Section 8 of the Companies Act, 2013.
2. The proposal for Re-appointment of Directors has 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 for any additional details.
3. Information pertaining to remuneration paid to the Directors being re-appointed, date of appointment to the Board and the number of Board Meetings attended by them during the year have been provided in the Corporate Governance Report forming part of the Annual Report.