

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE REPORT

PART - I CLAUSE 49 OF LISTING GUIDELINES

Mastek has always strived to go beyond the statutory and regulatory requirements of corporate governance. Our endeavor is to follow good governance in spirit than mere compliance with the codes on corporate governance.

A. Company's Philosophy

The Company's philosophy of corporate governance is that timely disclosures, transparent accounting policies and a strong and independent Board go a long way in preserving shareholders' interest, while maximizing long-term shareholder value.

B. Board of Directors

(i) Composition of the Board

The composition of the Board is evenly placed, that is, of the eight members, four are promoter-directors and the other four are Independent Directors.

(ii) Number of Board Meetings

During the year ended June 30, 2010, there were seven Board Meetings, which were held on July 22, 2009, October 8, 2009, January 11 & 12, 2010, February 5, 2010 and April 12 & 13, 2010.

(iii) Directors' Attendance and Directorships Held

Name of Director	Category of Directorship	No. of Board Meetings attended	Attendance at last AGM on October 1, 2009	No. of other Directorships in other Co's	No. of Committees Memberships Chairmanship in other Co's	No. of Board Committees of Mastek on which member
Mr. Sudhakar Ram	Chairman and Managing Director (Promoter)	6	Yes	10	Nil	1
Mr. Ashank Desai	Non-Executive Director (Promoter)	7	Yes	4	Nil	2
Mr. Ketan Mehta	Non-Executive Director (Promoter)	6	No	7	Nil	Nil
Mr. R. Sundar	Executive Director (with effect from January 1, 2009) (Promoter)	7	No	2	Nil	1
Mr. Raj Nair (Resigned with effect from July 20, 2010)	Non- Executive Director (Independent)	7	Yes	6	Nil	2
Mr. Diwan Arun Nanda	Non- Executive Director (Independent)	6	No	12	3	2
Mr. Amit Shah	Non- Executive Director (Independent)	1	No	Nil	Nil	1
Mr. Rajesh Mashruwala (Resigned with effect from April 13, 2010)	Non- Executive Director (Independent)	6	No	Nil	Nil	Nil
Mr. Anil Singhvi (Joined with effect from April 23, 2010)	Non- Executive Director (Independent)	-	No	9	4	2
Dr. Rajendra Sisodia (Joined with effect from July 20, 2010)	Non- Executive Director (Independent)	-	No	Nil	Nil	Nil

Notes:

- None of the Directors is a member of more than 10 Board-level committees, or a Chairman of more than five such committees, as required under Clause 49 of the listing agreement.
- Particulars of Directors retiring by rotation and seeking reappointment have been given in the Notice convening the 28th Annual General Meeting and explanatory statement, attached hereto.
- The committees considered for the above purpose are those as specified in existing Clause 49 of the Standard Listing Agreement(s) i.e. Audit Committee and Shareholders / Investors Grievance Committee.

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Pecuniary Relationship or Transactions with Non-executive Directors

Mr. Ashank Desai, Mr. Ketan Mehta, Non-Executive Directors, who are the co-promoters, receive dividend on their investment in the Company. Mr. Ashank Desai, Non- Executive Director was paid Rs 11,25,335 towards perquisites as per the approval of the Ministry of Corporate Affairs, New Delhi.

(iv) Code of Conduct for Directors and Senior Management

The Company is having a code of conduct for Directors and Senior Management of the Company respectively. The said codes have been posted on the Company's website.

C. Profile of Independent Directors

- 1. Mr. Raj Nair :** Mr. Raj Nair is the Chairman of Avalon Consulting Group and has several years of experience spanning consumer durables, marketing, investment banking, marketing research and management consultancy for companies in India, UK and South-East Asia.

On July 20, 2010, Mr. Raj Nair resigned from the Directorship of the Company

On the date of resignation he was holding 6,666 shares in the Company.

- 2. Mr. Diwan Arun Nanda :** Mr. Diwan Arun Nanda is the Chairman and Managing Director of Rediffusion -Y&R, India has over 40 years of experience in the Advertising and Marketing industry. A Gold medalist from the first batch of Indian Institute of Management, Ahmedabad.

In July 1973, he founded Rediffusion, an agency that went on to script history by rewriting the rules of advertising in the country. He had been an advisor to the late prime minister Mr. Rajiv Gandhi from 1984-1991. He had also been a member of the Jawaharlal Nehru Centenary Committee (a part of the cabinet secretariat of the Government of India); and President of the Advertising Agencies Association of India (1993-95 and 1999-2000).

He holds 9436 shares in the Company.

- 3. Mr. Amit Shah :** Mr. Amit Shah focuses on early stage technology investments as a Partner of Artiman Ventures. He is currently on the boards of Aurn, Guavus, InvenSense, Lightwire (formerly SiOptical), MYNDnet and Zyme.

Prior to founding Artiman Ventures, Mr. Shah gained technology investment experience as a General Partner of Anthelion I & II, a seed stage venture

fund. He also worked as VP of New Markets and Technologies for Cisco Systems' Business Development and Alliances Group. Prior to this he founded and was CEO of PipeLinks, Inc., acquired by Cisco (1998). Preceding PipeLinks, he founded ZeitNet, a networking systems Company which was then acquired by Cabletron (1996).

Mr. Shah has taught numerous courses and seminars in networking at UC Berkeley, InterOp, and other forums in the United States and abroad. He also authored *FDDI: A High Speed Network*, published by Prentice-Hall.

He holds a B.S.E.E. from M.S University Baroda, India and has done graduate work at UC Irvine.

He holds 8,000 shares in the Company .

- 4. Mr. Rajesh Mashruwala :** Mr. Rajesh Mashruwala was the Executive Vice President and Chief Operating Officer at TIBCO Software Inc, based in Palo Alto, California, USA. Since the founding of TIBCO, Mr. Mashruwala has been responsible for sales and marketing. As Chief Operating Officer, Mr. Mashruwala was also responsible for engineering and professional services.

Mr. Mashruwala resigned from the Board with effect from April 13, 2010.

On the date of resignation he was holding 2,155 shares in the Company.

- 5. Mr. Anil Singhvi :** Mr. Singhvi is currently an advisor to Reliance ADA Group to setup cement and shipping business.

Prior to joining Reliance ADA Group, Mr. Singhvi was the Managing Director of Ambuja Cements Ltd. A Chartered Accountant by profession, Mr. Singhvi played a key role in the making of Ambuja Cements. His contribution to the company was tremendous in terms of its rise in the cement industry and becoming the leader.

Mr. Anil Singhvi is on the Boards of various companies, which includes Reliance Natural Resources Limited, Camlin Ltd., Hindustan Construction Co. Ltd, IDFC Securities Ltd. He is currently the Chairman of I-Can Investment Advisors, an Indian financial advisory firm.

He does not hold any shares in the Company.

- 6. Dr. Rajendra S. Sisodia :**

Dr. Sisodia is Professor of Marketing at Bentley University and was previously Trustee Professor of Marketing and the Founding Director of the Center for Marketing Technology. He is also the Founder

and Chairman of the Conscious Capitalism Institute. Dr. Sisodia is an electrical engineer from BITS, Pilani, India. Dr Sisodia has an MBA in Marketing from the Bajaj Institute of Management Studies in Mumbai and a Ph.D. in Marketing & Business Policy from Columbia University, where he was the Booz Allen Hamilton Fellow.

He does not hold any shares in the Company.

Note: None of the above mentioned directors is in any other capacity related to or connected with the Company or its promoters

D. Audit Committee

(i) Terms of Reference

The terms of reference of the Audit Committee are as follows:

- (a) Oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- (b) Recommend the appointment and removal of the statutory auditor, fix audit fee and also grant approval for payments for any other services.
- (c) Review with the management the annual financial statements before submission to the Board, focusing primarily on:
 - Any changes in accounting policies and practices.
 - Major accounting entries based on the exercise of judgment by management.
 - Qualifications in the draft audit report.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance with stock exchange and legal requirements concerning financial statements.
 - Any related party transactions, i.e., transactions of the Company of a material nature, with promoters and the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of Company at large.

- (d) Review with the management, external and internal auditors the adequacy of internal control systems.
- (e) Review the adequacy of the internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- (f) Discuss with internal auditors any significant findings and follow-up action.
- (g) Review with the management the quarterly financial statements before submission to the Board for approval.
- (h) Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud, irregularity, or failure of internal control systems of a material nature and report the matter to the Board.
- (i) Discuss with external auditors before the audit commences about the nature and scope of audit and have post-audit discussion to ascertain any area of concern.
- (j) Review the Company's financial and risk management policies.
- (k) Look into the reasons for substantial defaults in payment to depositors, debenture holders, shareholders (in the case of non-payment of declared dividends) and creditors.
- (l) Review the functioning of the whistle-blower mechanism.

The minutes of the Audit Committee are circulated to the Board of Directors. The Chairman of the Audit Committee apprises the Board on the recommendations made by the committee. Further, at the beginning of the financial year, the Committee prepares fresh plans for the internal audit. It discusses the areas covered by the internal audit and recommends the scope of audit for the current year. The Committee reviews the performance of the internal and external auditors and advises the Board on the re-appointment of internal and statutory auditors.

The Audit Committee Charter is reviewed at the beginning of every year. The Board of Directors approved the Audit Committee Charter for the year 2010-11 at its meeting held in July 20, 2010.

CORPORATE GOVERNANCE REPORT (Contd.)

(ii) Composition

Mastek has an Audit Committee that currently comprises three Independent directors and a promoter director. The Independent Directors are accomplished professionals from the corporate fields. The Group Chief Financial Officer and Finance Director and the Chief Financial Officer of the Company attend the meetings on invitation. The Company Secretary is the Secretary of the Committee.

The Committee met four times during the year. The attendance of the members at the meetings is stated below:

Name of Member	Status	No. of Meetings attended
Mr. Diwan Arun Nanda	Chairman	4
Mr. Raj Nair	Member	4
Mr. Amit Shah	Member	1
Mr. Ashank Desai	Member	4

Pursuant to resignation of Mr. Raj Nair as Board Member w.e.f. July 20, 2010, he ceased to be a member of Audit Committee. On his resignation Mr. Anil Singhvi was appointed as a Board Member w.e.f. April 23, 2010 and also inducted in the Audit Committee w.e.f. July 20, 2010. The meetings are attended by internal auditors and statutory auditors. The Committee's observations are followed up with the respective departments and the follow-up actions are reported to the Committee at the subsequent Committee meetings. Internal auditors attend the Committee meetings on invitation. The Committee, along with the statutory auditors, review the quarterly, half-yearly and annual results at the Audit Committee meetings before submitting to the Board of Directors.

E. Remuneration of Directors

The Board of Directors decides and approves the remuneration of Non-Executive Directors.

Details of Remuneration of Directors for the year ended June 30, 2010: (In Rupees) -

Name	Perquisites	Sitting Fees	Commission (Rs)	Total (Rs)
Ashank Desai	11,25,335	-	631,000	17,56,335
Raj Nair	-	180,000	631,000	811,000
Diwan Arun Nanda	-	160,000	599,000	759,000
Amit Shah	-	-	339,000	339,000
Rajesh Mashruwala	-	1,20,000	400,000	520,000

Subject to the Approval of the shareholders and Ministry of Corporate Affairs, the Board has decided to appoint Mr. Ashank Desai, Non-Executive Director, as an advisor to the Company for a period of two years at a fee of Rs 24 lacs per annum plus applicable Taxes with effect from July1, 2010.

Criteria of payment of remuneration to Non-Executive Directors:

Non-Executive Directors will have the following remuneration structure:

- 50% - fixed
- 50% - variable, based on the number of Board meetings attended.

The total remuneration paid to all Independent Non-Executive Directors will have an upper limit of 1% of net profit of the Company.

Number of options/equity shares held by Independent Directors as on June 30, 2010:

Name of the Director	Number of options held	Number of shares
Raj Nair	28,307	6,666
Diwan Arun Nanda	28,307	9,436
Amit Shah	58,307	8,000

Number of equity shares held by other Non-Executive Directors as on June 30, 2010

Serial no	Name of the Director	Number of shares
1	Ashank Desai	3,099,552
2	Ketan Mehta	2,519,100

F. Share Transfer cum Investor Grievance Committee

(i) Terms of Reference

To redress the grievances of shareholders and investors, such as transfer of shares, non-receipt of annual reports, dividends etc.

(ii) Composition

The Chairman of the Committee is Mr. Ashank Desai. Other members are Mr. Sudhakar Ram and Mr. R. Sundar. The Company Secretary is the Secretary of the Committee.

Pursuant to resignation of Mr. Raj Nair as Board Member w.e.f. July 20, 2010 he ceased to be a member of Share Transfer cum Investor Grievance Committee. On his resignation Mr. Anil Singhvi was appointed as a Board Member w.e.f. April 23, 2010 and also inducted in the said Committee w.e.f. July 20, 2010.

The Committee meets periodically to review grievances and to consider requests for share transfer/ transmission etc.

CORPORATE GOVERNANCE REPORT (Contd.)

The section on investor information elsewhere in this report deal on the correspondence and grievances received from investors.

OTHER COMMITTEES

G. Compensation Committee

(i) Terms of reference

The Compensation Committee decides and formulates detailed terms and conditions of the Employees' Stock Option Plan, which is governed by the guidelines issued by SEBI in June 1999 and as amended from time to time. The Committee finalizes the stock options to be granted to the employees and directors of the Company under the scheme. The Committee also recommends the compensation structure of the Directors to the Board.

(ii) Composition

The Compensation Committee currently comprises of Mr. Amit Shah, Mr. Diwan Arun Nanda , Mr. Ketan Mehta and Dr Rajendra Sisodia. The Chairman of the Committee is Mr. Ketan Mehta. The Committee met 4 times during the year under review for considering the issues related to Employee stock options and the finalisation of incentive plan. The minutes of the Committee, including the circular resolutions , are circulated to Board of Directors.

Mr. Rajesh Mashruwala resigned as the member of the Committee on April 13, 2010 and Dr. Rajendra Sisodia joined the Committee on July 20,2010.

H. Governance Committee

(i) Terms of reference

- To develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Company, to review these principles periodically and to monitor compliance with those principles.
- To review and approve new policies relating to corporate governance and to review current policies and practices and recommend improvements.
- To develop norms for evaluation of the Board of Directors.
- To recommend the areas of training needed for Board members.

(ii) Composition

The Governance Committee comprises Mr. Ashank Desai, Mr. Ketan Mehta and Mr. R. Sundar. The Chairman of the Committee is Mr. Ashank Desai. The Company Secretary is the Secretary of the Committee.

Pursuant to resignation of Mr. Rajesh Mashruwala as Board Member w.e.f. April 13, 2010, he ceased to be a member of Governance Committee. In his place Mr. Anil Singhvi was inducted in the Governance Committee w.e.f. July 20, 2010. The Committee met 4 times during the year under review.

I. Nomination Committee

(i) Terms of Reference

The Committee oversees the Company's nomination process for the Senior management and the non executive directors. The committee will review all documents pertaining to candidates and will conduct evaluation of candidates in accordance with a process that it deems fit and appropriate, passing on the recommendations for the nomination to the Board.

(ii) Composition

The Committee comprises of Mr. Sudhakar Ram, Mr. Amit Shah, Mr. Ketan Mehta and Mr. Ashank Desai The Chairman of the Committee is Mr. Sudhakar Ram. The Company Secretary is the Secretary of the Committee.

Mr. Rajesh Mashruwala resigned as the member of the Committee on April 13, 2010 and Mr. Ashank Desai joined the committee on July 20, 2010.

J. Corporate Directions Committee

(i) Terms of Reference

The Committee concerns with establishing Vision, Mission, Values and 5 year direction and goals of the Company.

(ii) Composition

The Committee comprises of Mr. Sudhakar Ram, Dr. Rajendra Sisodia, Mr. Diwan Arun Nanda, Mr. R Sundar and Mr. Amit Shah. Mr. Raj Nair resigned from the Committee on July 20, 2010 and Dr. Rajendra Sisodia joined the Committee on the same date.

K. General Body Meetings

Particulars of Annual General Meetings held during the last three years

Financial Year	Date	Time	Location
2008-09	October 1,2009	3 p.m	Gajjar Hall Ahmedabad
2007-08	October 6, 2008	3 p.m.	Gajjar Hall Ahmedabad
2006-07	October 5, 2007	3 p.m	Gajjar Hall Ahmedabad

CORPORATE GOVERNANCE REPORT (Contd.)

K. Notes on Directors seeking re-appointment

Name of Director	Mr. Ashank Desai
Resume of the Director	Mr. Ashank Desai, 59, is a B.E. from Mumbai and in the graduating year, held the second rank in the University. He holds a M.Tech Degree from the Indian Institute of Technology, Mumbai. He also holds a management diploma granted by the IIM Ahmedabad, from where he graduated in 1979. He worked with Godrej and Boyce before founding the Company. He is a founder member and ex-chairman of NASSCOM and is also actively associated with several government bodies and trade associations.
Year of Joining the Board	1982
Expertise in specific functional area	Mr. Desai has significant experience due to his status as a prominent figure in both India and global IT arena. Mr. Desai, a founding member of NASSCOM, was also the President of Asian - Oceanic Computing Industry Organisation (ASOCIO). He has expertise in all key functions relevant to the company's operations.
Other Directorships	On the Board of MajescoMastek, USA; Mastek (UK) Ltd, UK; Mastek GMBH, Germany; Keystone Solutions Private Limited, India.
Chairman/member of committees of the Board of the Company	Chairman - Governance Committee Chairman - Share Transfer and Investor Grievance Committee Chairman - Finance and Administrative Committee Member - Audit Committee Member - Nomination Committee
No of Board Meetings attended during the year	7
No of shares	3,099,552

Name of Director	Mr. Ketan Mehta
Resume of the Director	Mr. Ketan Mehta, 50, is a Commerce Graduate from the Gujarat University. He holds a Management Diploma granted by the Indian Institute of Management, Ahmedabad. He worked for two years with NOCIL, after which he co-founded the Company.
Year of Joining the Board	1982
Expertise in specific functional area	Mr. Mehta plays a key role in the Company's inorganic growth endeavours. He is responsible for and has strong capabilities in activities relating to acquisitions, alliances and joint ventures.
Other Directorships	On the Board of MajescoMastek, USA; Mastek(UK) Ltd, UK; Mastek Asia Pacific Pte Ltd, Singapore; Mastek GMBH, Germany; Keystone Solutions Private Ltd, India; System Task Group International Limited, USA; Vector Insurance Services LLC.,USA.
Chairman/member of committees of the Board of the Company	Chairman - Compensation Committee Member - Finance & Administrative Committee Member - Governance Committee Member - Nominations Committee
No of Board Meetings attended during the year	6
No of shares	2,519,100

CORPORATE GOVERNANCE REPORT (Contd.)

Name of Director	Mr. Anil Singhvi
Resume of the Director	<p>Mr. Anil Singhvi is currently Advisor to Reliance ADA Group and the Vice Chairman of Reliance Natural Resources Ltd.</p> <p>Prior to joining Reliance ADA Group, Mr. Singhvi was the Managing Director of Ambuja Cements Ltd. A Chartered Accountant by profession, Mr. Singhvi played a key role in the making of Ambuja Cements. His contribution to the company was tremendous both in terms of its meteoric rise in the cement industry and also becoming the undisputed leader.</p> <p>Mr. Anil Singhvi is on various Boards of companies, some of which are Camlin, Hindustan Construction Co. Ltd. He is the chairman of I-Can Investments Advisors, an Indian financial advisory firm.</p> <p>He is also closely associated with SAMPARC- a non government organization (founded in 1990) that helps to empower the needy children and provides them shelter. SAMPARC shelters over 700 such children by running 7 homes in the different part of the country.</p> <p>He has been involved with FLAME, an institution, which was founded to impart Liberal Arts education for Undergraduate students.</p>
Year of Joining the Board	2010
Expertise in specific functional area	Mr. Singhvi has over 28 years of experience in Finance and Corporate Strategies.
Other Directorships	On the Board of Reliance Natural Resources Ltd, Camlin Limited, Hindustan Construction Co. Ltd., IDFC Securities Ltd. He is Chairman of I-Can Investment Advisors, an Indian financial advisory firm.
Chairman/member of committees of the Company	Member - Audit Committee Member - Governance Committee Member - Share Transfer cum Investor Grievance Committee
No of Board Meetings attended during the year	Nil
No of shares	Nil

Name of Director	Dr. Rajendra S. Sisodia
Resume of the Director	<p>Dr. Sisodia is Professor of Marketing at Bentley University and was previously Trustee Professor of Marketing and the Founding Director of the Center for Marketing Technology. He is also the Founder and Chairman of the Conscious Capitalism Institute. Dr. Sisodia is an electrical engineer from BITS, Pilani, India. Dr. Sisodia has an MBA in Marketing from the Bajaj Institute of Management Studies in Mumbai and a Ph.D. in Marketing & Business Policy from Columbia University, where he was the Booz Allen Hamilton Fellow.</p>
Year of Joining the Board	2010
Expertise in specific functional area	Corporate Strategy and Leadership, Marketing Strategy, Stakeholder Management.
Other Directorships	NIL
Chairman/member of committees of the Company	Member - Compensation Committee Member - Corporate Directions Committee
No of Board Meetings attended during the year	Nil
No of shares	Nil

L. Disclosures

- Your Company has entered into agreements with its overseas and domestic subsidiaries to provide software development and IT-related services. These agreements are regularly reviewed for amendments.

CORPORATE GOVERNANCE REPORT (Contd.)

RELATED PARTIES

The Company has entered into transactions with the following related parties:

Key Management Personnel: Sudhakar Ram (Chairman & Managing Director)
R Sundar (Executive Director)

(Rs. in Lakhs)

Remuneration to Key Management Personnel	Transactions during the year ended	
	June 30, 2010	June 30, 2009
Sudhakar Ram	175.12	161.23
R Sundar	73.38	66.56

(Rs. in Lakhs)

Remuneration payable to Key Management Personnel	Closing Balance as at	
	June 30, 2010	June 30, 2009
	-	48.05

Notes:

- Reimbursement of expenses incurred by related parties for and on behalf of the Company and vice versa has not been included above.
- The disclosures given above have been reckoned on the basis of information available with the Company.
- Remuneration to key management personnel given above includes commission Nil (Previous year Rs. 48.05 Lakhs).

2. Generally, there were no instances of non-compliance on any matter related to the capital markets.

M. Management's Discussion & Analysis forms part of the Annual Report. Investor information details are also provided in the latter part of this report.

N. Means of Communication

- Quarterly unaudited results are generally published in the *Free Press Journal*, *Navshakti* and *Aajkal*. The quarterly unaudited results along with the press releases are made available on the website of the Company (www.mastek.com) and on EDIFAR on the day of the declaration of results. Other information relating to shareholding patterns, compliance with the requirements of corporate governance etc are posted on BSE/NSE website and on Mastek's website in the investors section.
- Official news releases and transcripts of conference calls with the analysts/investors after the quarterly results are displayed on the Company's website.
- Shareholding pattern is displayed on the Company's website; the information is updated on a monthly basis.

O. Compliance with certain non-mandatory requirements

- Half-yearly unaudited results, including a summary of the significant events, for the six months ended December 31, 2009 were sent to the shareholders of the Company.
- The Code of Business Conduct and Ethics which includes the Whistle Blower Policy and Conflict of Interest is in place. No employee of the Company was denied access to the Audit Committee.

The Company periodically reviews its corporate governance practices to match internationally accepted codes, which are briefly dealt in Part II.

PART - II

COMPLIANCE WITH OTHER CODES OF CORPORATE GOVERNANCE

Codes of best practice recommended by the Cadbury Committee for effective Corporate Governance

In December 1992, the Cadbury Committee published its Code of Best Practice. The recommendations, which largely reflected perceived best practices at the time, included separating the roles of CEO and chairman, having a minimum

CORPORATE GOVERNANCE REPORT (Contd.)

of three non-executive directors on the Board and the formation of audit committees. The code also advocated that institutional investors play a more active role in the promotion of good practice in corporate governance.

The Company substantially complies with the Cadbury Committee recommendations.

THE OECD principles of Corporate Governance

OECD is the Organization for Economic Co-operation and Development. The OECD principles of corporate governance were endorsed by OECD ministers in 1999 and have since become an international benchmark for policy makers, investors, corporations and other stakeholders worldwide. The principles have been thoroughly reviewed in 2004 to take account of recent developments and experiences in OECD member and non-member countries. The principles are a living instrument, offering non-binding standards and good practices as well as guidance on implementation, which can be adapted to the specific circumstances of individual countries and regions.

The Company complies with the relevant OECD principles.

Euroshareholders Corporate Governance guidelines, 2000

The European Shareholders Group, "Euroshareholders", is the confederation of European shareholders associations. It was founded in 1990 and is based in Brussels. At present, eight national shareholders associations are members of Euroshareholders. The Organization's overall task is to represent the interests of individual shareholders in the European Union.

The main objectives of Euroshareholders are:

- To support harmonization at the EU level on issues such as minority shareholder protection, transparency of the capital markets and cross-border proxy voting.
- To enhance shareholder value in European companies.
- To support corporate governance issues at the European level.

In April 1999, the Organization for Economic Co-operation and Development (OECD) published its general principles on corporate governance. Euroshareholders guidelines are based upon the same principles, but are more specific and detailed.

The Company substantially complies with the guidelines, except the following:

"Companies should clearly state (in writing) their financial objectives as well as their strategy, and should include these in the Annual Report."

Combined Code of Corporate Governance

The Combined Code was derived from the Ron Hampel Committee's Final Report and from the Cadbury and Greenbury reports. The Combined Code is appended to the listing rules of the London Stock Exchange.

The stipulations contained in the Combined Code require, among other things, that the Boards should maintain a sound system of internal control to safeguard shareholders' investment and the Company's assets. They also required that the directors should, at least annually, conduct a review of the effectiveness of the group's system of internal control and should report to shareholders that they have done so. The review should cover all controls, including financial, operational and compliance controls and risk management.

The Company substantially fulfils the requirements under the code, excepting that the chairman is a working director and evaluation of performance of the Board is done on yearly basis. The last evaluation was done in January, 2009. The Governance committee of the Board will take it forward.

PART - III UNIQUE FEATURES OF MASTEK'S POLICIES

Some of the unique policies which Mastek has been following:

- *Mastek's Board spends considerable time discussing corporate governance matters, including business ethics and best practices. On a quarterly basis, there is a corporate governance report comprising of internal reports and certifications on business risk management, financial planning & budgeting, financial risk mitigation & management, shareholder relationship, customer relationship, employee relationship, other stakeholder relationship and asset & IPR protection. The Board discusses the report at length at its meetings. In addition, the customer survey analysis, the employee survey analysis and the Investor survey analysis are placed at the Board meetings.*
- *Mastek informally conducts satisfaction surveys with analysts from leading domestic and foreign brokerage houses from time to time. The findings are used to stream line the company's investor relations program and processes.*
- *Four of Mastek's non-executive Directors are independent and are not in any way related to the Company.*

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CORPORATE GOVERNANCE REPORT (Contd.)

PART - IV REPORT OF THE COMMITTEES OF THE BOARD

1. AUDIT COMMITTEE

The Audit Committee of the Board consists of the following directors:

Mr. Diwan Arun Nanda - Chairman

Mr. Amit Shah

Mr. Ashank Desai

The committee has, *inter alia*, the mandate to oversee the Company's financial reporting process and the disclosure of financial information in order to ensure that the financial statements are correct, sufficient and credible. The committee reviewed the independence of both the internal and the statutory auditors and expressed its satisfaction with the same. The Committee discussed the quality of the accounting principles as applied, and significant judgements affecting the financial statements, with the management as well as the internal and the statutory auditors of the Company. The committee also discussed with the statutory auditors, without the presence of the management, the Company's financial disclosures and the quality of the Company's accounting principles as applied, underlying judgements affecting the financial statements, and other significant decisions made by the management in preparing the financial disclosures. The committee, relying on the review and discussions conducted with the management and the independent auditors, believes that the Company's financial statements are fairly presented in conformity with Indian Generally Accepted Accounting Principles in all material aspects. The committee is satisfied that it adequately meets with its responsibilities as recommended in the SEBI Code.

The committee had discussed with the internal and statutory auditors the internal controls to ensure that the accounts of the Company are properly maintained and that accounting transactions are in accordance with prevailing laws and regulations. The committee reviewed the annual audit program and discussed with the auditors their findings and with the management, the follow-up actions. Nothing of a material nature was reported by the auditors.

The Committee has recommended to the Board, the audited stand alone and consolidated financial statements prepared as per Indian GAAP of Mastek Limited and its subsidiaries for the year ended be

accepted by the Board as a true and fair view statement of the financial status of the group.

The Committee, reviewed the Foreign Exchange Exposure Status and Legal Compliance Status on quarterly basis and expressed its satisfaction with the same.

The committee reviewed and approved the Internal Audit Plan for the financial year 2010-11.

The committee recommended to the Board the appointment of Price Waterhouse, Chartered Accountants, as statutory auditors of the Company for the financial year ending June 30, 2011 and that the necessary resolutions for appointing them as auditors be placed before the shareholders.

The committee recommended to the Board the appointment of Price Waterhouse as auditors of the Company for the US GAAP financial statements for the financial year ending June 30, 2011.

Mr Raj Nair resigned from the committee on July 20, 2010. The committee expressed its sincere appreciation for the valuable services rendered by Mr. Nair during his association with the committee

Mr. Anil Singhvi was inducted into the committee on July 20, 2010.

Place: Mumbai
Date: July 20, 2010

Diwan Arun Nanda
Chairman, Audit Committee

2. SHARE TRANSFER CUM INVESTOR GRIEVANCE COMMITTEE

The Investor Grievance Committee consists of the following directors:

Mr. Ashank Desai - Chairman

Mr. Sudhakar Ram

Mr. R. Sundar

The committee is headed by Mr. Ashank Desai, Non Executive director. The committee has the mandate to review and redress shareholder grievances and to attend to share transfers. The committee reviewed shareholder grievances, redressal of shareholder grievances and share transfers for the year and expressed satisfaction with the same. The committee also noted that the shareholding in dematerialized mode as on June 30, 2010 was 98.57%.

CORPORATE GOVERNANCE REPORT (Contd.)

The Details of complaints resolved during the financial year ended June 30, 2010 are as follows :

Nature of Complaints	Received	Resolved	Closing
Dividend related	11	11	0

Mr Raj Nair resigned from the committee on July 20, 2010 and Mr. Anil Singhvi was inducted into the committee on July 20, 2010.

To the Members of Mastek Limited

Declaration regarding compliance with the code of conduct of the Company by Board members and senior management personnel

This is to confirm that the Company has adopted Code of Conduct for the Board of Directors and senior management personnel of the Company, which is available at www.mastek.com.

I declare that the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct of the Company.

Ashank Desai
Chairman,

Place: Mumbai
Date: July 21, 2010

Share Transfer cum Investor
Grievance Committee

Place: Mumbai
Date July 21, 2010

Sudhakar Ram
Chairman and Managing Director

CERTIFICATE FROM PRACTICING COMPANY SECRETARY

ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT (S)

I have examined the compliance of conditions of Corporate Governance by Mastek Limited for the year ended June 30, 2010 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedure and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion of the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement. I state generally that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Transfer cum Investor Grievance Committee.

I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For V. Sundaram & Co.

Place: Mumbai
Dated: July 21, 2010

V. Sundaram
Practicing Company Secretary
C.P. No. 3373

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CORPORATE GOVERNANCE REPORT (Contd.)

SECRETARIAL COMPLIANCE REPORT

The Board of Directors
Mastek Limited

We have examined the registers, records, books and papers of Mastek Limited. ("the Company") as required to be maintained under the Companies Act, 1956 ("the Act"), the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company ("the requirements") for the year ended 30th June 2010. Based on our examination as well as information and explanation furnished by the Company to us and the records made available to us, we hereby report that:

1. The requisite statutory registers and other records as required under the Act and the Rules made there under have been maintained in accordance with the Act in physical and electronic mode as applicable.
 2. The requisite forms, returns and documents required under the Act and the Rules made there under to be filed with the Registrar of Companies and other authorities have been duly filed.
 3. The requirements relating to the meetings of Directors and its Committees thereof and of the shareholders, the minutes of the proceedings thereat have been duly complied with by the Company. The Company has a Board consisting of 8 members and the board had met 7 times and the minutes have been recorded properly in the minutes book maintained for the purpose. As required under the Listing Agreement and Companies Act the Company has the following Committees:
 - Audit Committee: The committee has met 4 times during the year under review. The minutes are recorded.
 - Share Transfer Committee cum Investor Grievance Committee: The committee had held 12 meetings and the minutes are properly recorded.
 - Compensation/Remuneration Committee: The committee had held 4 meetings and the minutes are properly recorded.
 - There are other non-mandatory committees like Governance Committee, Nominations Committee, Corporate Directors Committee and Buyback Committee.
- The Company has not passed any resolutions through the postal ballot route under the provisions of Section 192A and the rules made there under.
4. The re-appointments of Directors who retired by rotation during the period under review at the Annual General Meeting have been made in accordance with the requirements of the Act. Mr. Rajesh Mashruwala resigned from the board on 13th April, 2010 and Mr. Anil Singhvi was appointed as an additional director on 23rd April, 2010. Mr. Ashank Desai, Non-Executive Director, was paid certain perquisites/facilities, the monetary value of the same did not exceed Rs. 15,00,000/- (Rupees Fifteen Lakhs only) as specified in the consent letter issued by the Government of India on an application made by the Company.
 5. Due disclosures under the requirements of the statutes have been made by the Company. The Company had allotted 44,443 Equity Shares under ESOP schemes for its executives and employees, after complying with the provisions of the Companies Act and the Listing Agreements. The shares so allotted have been listed as required under the Listing Agreement. The Company has also complied with all the requirements of the Listing Agreements with the Stock Exchanges. The Company has complied with the provisions of SEBI (Disclosure & Investor Protection) Guidelines 2000.
 6. The Company has complied with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997 as amended from time to time. The Company has received the information as required from the promoters & others and had filed statements with the stock exchanges under the regulation 8 (3) of the said Regulations within the stipulated period.
 7. The Company has complied with the requirements of the Depositories Act 1996 pertaining to dematerialization of shares. As per information received from Sharepro Services (I) Pvt. Ltd, who were appointed by the Company as Registrars and Transfer Agents (R T A), no requests for rematerialization has come. The Company has not received any requests from any members holding physical shares for transfer/transmission/transposition.
 8. The Company had declared Interim Dividend and the Final Dividend for the previous financial year at the Annual General Meeting held during the year and the same have been paid after duly complying with the requirements of the Act within the stipulated time as prescribed under the Act. The Company has transferred the monies lying in unclaimed dividend account to the Investors' Education and Protection Fund.
 9. The Company has obtained credit facilities from Banks and the necessary compliances of the provisions of section 293(1) (a) and 293 (1) (d) of the Act are made.

CORPORATE GOVERNANCE REPORT (Contd.)

The company has not created any charge during the year under review.

10. The Company has complied with the provisions of section 372A and other provision of the Act in respect of guarantees given, loans granted and investment made by way of Equity Shares in subsidiaries and other companies during the financial year ending 30th June, 2010. The Company has, wherever required, obtained the necessary approvals of the Board or Committee thereof, shareholders, the Central Government or other authorities as per the requirements of the Act.
11. The Company has neither accepted any Fixed Deposits nor borrowed by way of debentures. The dividends declared have been paid during the year. The Annual Return and the Annual Reports were duly filed as required under the Act. The Company has, therefore not defaulted in any of the provisions of Section 274 (1) (g) of the Act, which would otherwise disqualify the Directors of the Company from acting as Directors of any other Company.
12. The Company has complied with the relevant clauses of the listing agreement with the Stock Exchanges

pertaining to submissions of the statements, documents, disclosure requirements, publication in newspapers, press releases, Corporate Governance Standards as prescribed in clause 49 of the Listing Agreement. The Company has complied with the relevant provisions of SEBI (Prohibition of Insider Trading) Regulations 1992 as amended from time to time. The Company noted the Code of Conduct for Directors and other Senior Executives as required under the Clause 49 of the Listing Agreement.

13. The Company has made proper entries in the register and relevant disclosures of the Contracts in which directors are interested as required under the Section 301 of the Companies Act.
14. The Company has not during the period under review bought back any shares of the Company.

For V. Sundaram & Co.

Place: Mumbai
Dated: July 21, 2010

V. Sundaram
Practicing Company Secretary

CORPORATE GOVERNANCE REPORT (Contd.)

INVESTOR INFORMATION

1. COMPANY OVERVIEW:

Incorporated in 1982, Mastek is a leading IT player with global operations providing enterprise solutions to businesses and governments worldwide. The company architects, designs, develops, integrates and maintains strategic applications that create a tangible business impact at customers' end. The company is currently focused on two verticals - Insurance and Government. Mastek has substantial experience and intellectual property in these verticals.

Mastek operates across the North America, Europe, and Asia Pacific regions. The Company was promoted by Mr. Ashank Desai, Mr. Ketan Mehta and Mr. R.Sundar. Mr. Sudhakar Ram joined the Company as Promoter Director in the year 1984.

Mastek had its IPO (Initial Public Offering) in December 1992 and raised Rs. 422.1 lacs in gross aggregate proceeds. There was an additional public offering in March 1996 when the company raised Rs. 720 lacs in gross aggregate proceeds.

2. EQUITY HISTORY:	Number of shares
Prior to Initial Public Offer	23,97,000 of Rs. 10/- each
Initial Public Offer in December, 1992	6,03,000 of Rs. 10/- each
Issued under Employees' Stock Option Plan till 1996	56,640 of Rs. 10/- each
Second Public Offer in March, 1996	4,00,000 of Rs. 10/- each
Bonus Shares in January, 2000	34,56,640 of Rs. 10/- each
Adjusted the above in view of sub-division of shares of Rs. 10/- into two shares of Rs. 5/- each	1,38,26,560 of Rs 5/- each
Buy-back of shares in 2003-04 & 2004-05	3,99,848 of Rs. 5/ each
Bonus Shares in April, 2006	1,40,54,594 of Rs. 5/- each
Issued under Employees' Stock Option Plans from 2000-01 till 2008-09	10,78,283 of Rs. 5/ each
Shares Bought back from May, 2008 to June 30, 2008	14,83,232 of Rs 5/ each
Shares Extinguished till June 30, 2008	9,15,714 of Rs 5 each
Issued under Employees' Stock Option Plans in 2009-10	44,443 of Rs. 5/- each

3. THE COMPANY'S EQUITY SHARES ARE LISTED ON THE FOLLOWING STOCK EXCHANGES:

National Stock Exchange of India Limited
Bombay Stock Exchange limited

- (i) All inquiries relating to the shareholder records, share transfers, transmission of shares, change of address, non-receipt of dividend, loss of share certificates, etc. should be addressed to:

The Share Transfer Agent:
Sharepro Services (I) Pvt. Ltd.
Samhita Warehousing Complex,
13AB, Gala No. 52,
Nr. Sakinaka Telephone Exchange,
Off. Andheri-Kurla Road,
Andheri (East),
Mumbai - 400 072
Phone: 6772 0300 / Fax : 2837 5646
e-mail: indira@shareproservices.com

saritam@shareproservices.com

Contact Person: Ms. Indira Karkera/Ms. Sarita

- (ii) **Share Transfer System:** The Company processes shares sent for transfer, transmission etc. every month. Transfers/transmissions which are complete in all respects are registered and returned within 30 days of lodgement.

The Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities as per the requirement of Clause 47 (c) of the Listing Agreements of the Stock Exchanges. The Company has obtained quarterly certificates for the timely dematerialization of shares of the Company as per the requirement of the SEBI (Depositories & Participants) Regulations, 1996. These certificates have been submitted to the Stock Exchanges and the National Securities Depository Limited/Central Depository Services (India) Limited. The Company has also carried out Secretarial Audits for the Reconciliation of Share Capital as required under the Listing Guidelines every quarter and the quarterly secretarial audit reports issued by an independent Practising Company Secretary have been regularly filed with the Stock Exchanges.

- (iii) **Bank Details for Electronic Shareholdings:**

While opening accounts with Depository Participants (DP), you may have given your Bank Account details, which will be used by the Company for printing on dividend warrants for remittance of dividend. SEBI vide its circular no. DCC/FITTCIR-3/2001 dated October 15, 2001, has

CORPORATE GOVERNANCE REPORT (Contd.)

advised that all companies should mandatorily use ECS facility wherever available. In the absence of availability of ECS facility, companies may use warrants for distributing the dividends. Vide its circular no. D&CC/FITTC/CIR-04/2001 dated November 13, 2001, SEBI has advised companies to mandatorily print the Bank Account details furnished by the Depositories on the dividend warrants. This ensures that dividend warrants, even if lost or stolen cannot be used for any purpose other than for depositing the money in the Account specified on the dividend warrants and ensures safety for the investors. Members are requested to furnish their Bank Account details to their DPs, if not already informed.

4. ANNUAL GENERAL MEETING:

- Date and Time : October 1, 2010 at 3 p.m.
- Venue : Gajjar Hall, Nirman Bhavan, Law Garden, Law College Road, Ellis Bridge, Ahmedabad 380 006 Gujarat, India

5. FINANCIAL CALENDAR:

- Financial reporting for the quarters ending –
September 30, 2010: around October 12, 2010
December 31, 2010: around January 12, 2011
March 31, 2011 : around April 12, 2011
June 30, 2011 : around July 22, 2011

11. DISTRIBUTION OF SHAREHOLDING AS ON JUNE 30, 2010

Range No. of shares	Number of Shareholders	Percentage	Value Rs.	Percentage
1 - 500	14,483	91.97	60,46,645	4.49
501 - 1000	707	4.49	27,21,905	2.02
1001 - 5000	448	2.85	45,68,950	3.39
5001 - 10000	34	0.22	12,29,130	0.91
10001 and above	75	0.47	12,01,53,055	89.19
TOTAL	15,747	100	13,47,19,685	100

DISTRIBUTION OF SHAREHOLDING AS ON JUNE 30, 2009

Range No. of shares	Number of Shareholders	Percentage	Value Rs.	Percentage
1 - 500	13,289	90.22	57,74,880	4.29
501 - 1000	804	5.46	30,54,580	2.27
1001 - 5000	501	3.40	50,55,610	3.76
5001 - 10000	55	0.37	20,06,210	1.49
10001 and above	80	0.54	11,86,06,190	88.19
TOTAL	14,729	100	13,44,97,470	100

- Annual General Meeting for the year ending June 30, 2011 : around October 1, 2011

6. BOOK CLOSURE DATE:

September 23, 2010 to October 1, 2010.
(Both days inclusive)

7. DIVIDEND PAYMENT:

on or after October 6, 2010 but within the statutory limit.

8. STOCK CODE :

Name of the Exchange	Scrip Code	Reuters	Bloomberg
Bombay Stock Exchange	523704	MAST.BO	MAST@IN
National Stock Exchange	MASTEK	MAST.NS	MMAST@IN

9. LISTING FEES PAID:

The Company has paid annual listing fees of the Stock Exchanges where the Company's shares are listed.

10. CAPITAL STRUCTURE:

Authorised Capital

Equity Rs. 20,00,00,000/-

Preference Rs. 20,00,00,000/-

Issued, Subscribed and Paid-up Capital

Equity Rs. 134,719,685

CORPORATE GOVERNANCE REPORT (Contd.)

12. ANNUAL HIGH-LOW PRICE HISTORY FOR PREVIOUS THREE YEARS

Fiscal Year	BOMBAY STOCK EXCHANGE		NATIONAL STOCK EXCHANGE	
	Price Per Equity share (Rs.)		Price Per Equity share (Rs.)	
	High	Low	High	Low
2010	462	192	466	195
2009	390	97	400	97
2008	419	220	418	224

13. QUARTERLY HIGH-LOW PRICE HISTORY FOR PREVIOUS TWO YEARS

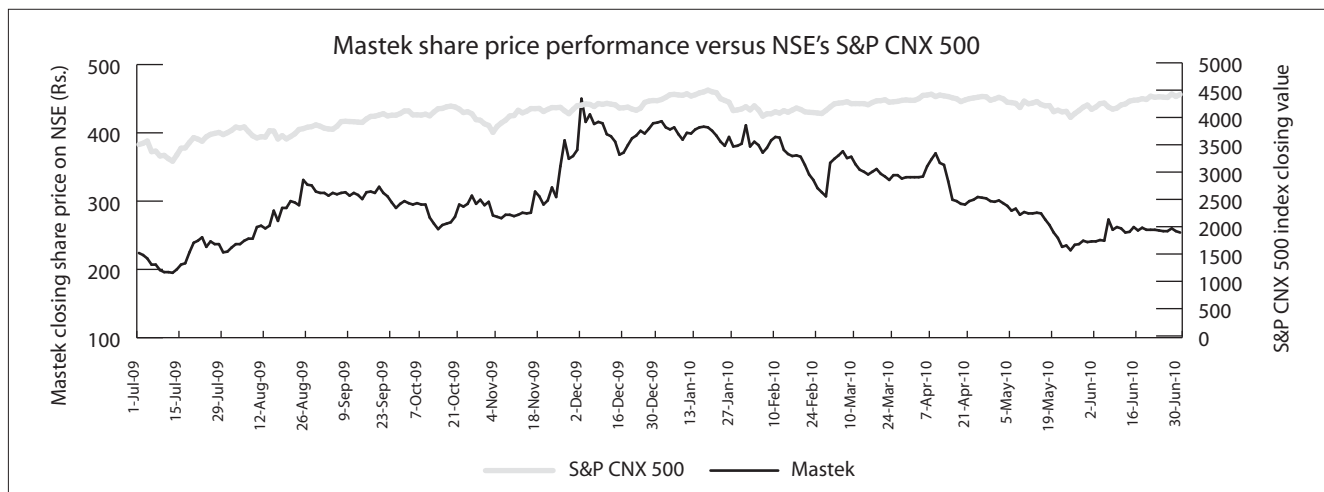
Fiscal Year	BOMBAY STOCK EXCHANGE		NATIONAL STOCK EXCHANGE	
	Price Per Equity share (Rs.)		Price Per Equity share (Rs.)	
	High	Low	High	Low
2010				
1st quarter	343	192	345	195
2 nd quarter	462	254	466	255
3 rd quarter	423	291	423	283
4 th quarter	379	225	376	227
2009				
1st quarter	390	265	400	265
2 nd quarter	339	150	315	150
3 rd quarter	179	97	179	97
4 th quarter	266	117	265	117

14. MONTHLY VOLUMES AND PRICES: FISCAL 2009-10

Month and year	BOMBAY STOCK EXCHANGE			NATIONAL STOCK EXCHANGE		
	High (Rs.)	Low (Rs.)	Volume	High (Rs.)	Low (Rs.)	Volume
Jul-09	255.00	192.10	407,451	255	195	963,236
Aug-09	343.00	231.00	569,155	345	230	1,666,023
Sep-09	329.90	288.00	266,645	328	289	950,265
Oct-09	318.50	254.20	468,004	318	255	1,233,354
Nov-09	394.00	270.10	2,180,439	396	271	5,169,662
Dec-09	462.00	363.00	4,509,451	466	362	10,470,150
Jan-10	423.00	361.00	872,407	423	365	2,224,624
Feb-10	417.90	306.20	613,948	418	305	1,548,956
Mar-10	377.90	290.70	711,909	379	283	2,124,168
Apr-10	379.00	282.00	810,219	376	289	2,297,598
May-10	303.00	225.00	110,162	303	227	297,148
June-10	289.00	238.00	1,616,217	290	232	4,397,985

CORPORATE GOVERNANCE REPORT (Contd.)

MASTEK SHARE PRICE PERFORMANCE VERSUS NSE's S&P CNX 500



Note: Daily closing prices on the NSE have been considered for the comparison in above chart.

Source: www.nseindia.com

15. SHAREHOLDING PATTERN - AS ON JUNE 30, 2010

Category	No of Shares	% of Shareholding
Indian Promoters	11,506,660	42.71
Mutual Funds And UTI	21,371	0.08
Financial Institutions/Banks	70	0.01
Insurance Companies	3,408,854	12.65
Foreign Institutional Investors	8,530,181	31.66
Directors	24,102	0.09
Bodies Corporate	374,830	1.39
Individuals Holding Nominal Capital Upto Rs. 1 Lakh	2,593,267	9.62
Individuals Holding Nominal Capital More Than Rs. 1 Lakh	197,684	0.73
Non-resident Indians	286,918	1.06
Grand Total	26,943,937	100

SHAREHOLDING PATTERN - AS ON JUNE 30, 2009

Category	No of Shares	% of Shareholding
Indian Promoters	11,542,260	42.91
Mutual Funds And Uti	225,741	0.84
Financial Institutions/Banks	2,412	0.01
Insurance Companies	3,753,982	13.96
Foreign Institutional Investors	7,579,886	28.18
Directors	16,821	0.06
Bodies Corporate	252,411	0.94
Individuals Holding Nominal Capital Upto Rs. 1 Lakh	2,864,614	10.65
Individuals Holding Nominal Capital More Than Rs. 1 Lakh	413,121	1.54
Non-resident Indians	248,246	0.91
Grand Total	26,899,494	100.00

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CORPORATE GOVERNANCE REPORT (Contd.)

16. DETAILS ON PHYSICAL & ELECTRONIC MODE

Date	Status of Shares - Physical versus Electronic mode		
	Physical	Electronic	Total
June 30, 2010	3,85,011	2,65,58,926	2,69,43,937
June 30, 2009	4,31,216	2,64,68,278	2,68,99,494

17. OVERVIEW OF THE VOLUME OF CORRESPONDENCE HANDLED DURING THE YEAR ENDED JUNE 30, 2010:

	No of Letters
Investors' correspondence handled	
* Classification of correspondence handled	
1. General letters seeking information and advice	—
2. Cases of non-receipt despite proper dispatch of dividend Warrants and Share Certificates.(Complaints not amounting to grievance)	11
3. Complaints	—
Total	11

There were no pending transfers as on June 30, 2010.

18. INSTITUTIONAL SHAREHOLDERS WITH MORE THAN 1% HOLDING AS AT JUNE 30, 2010-

Sr No	Name of the Shareholder	Number of shares	%
1	Nalanda India Fund Ltd	2,688,020	9.98
2	Fidelity	1,850,000	6.87
3	Bajaj Allianz Life Insurance Co Ltd	1,825,134	6.77
4	Life Insurance Corporation of India	1,375,623	5.11
5	Dynamic Global Value Fund	1,338,141	4.97
6	Goldman Sachs Investments (Mauritius) Ltd	1,206,533	4.48
7	Dynamic Global Value Class	274,569	1.02
8	Dynamic Far East Value Fund	269,722	1.00

19. Transfer to the Investor Education & Protection Fund

Pursuant to the provisions of Section 205A(5) and Section 205C of the Companies Act, 1956, (the Act) the amount of dividend of Rs. 205,338/- which has remained unclaimed and unpaid for a period of seven years from the date of transfer of such amount to Unpaid Dividend Account, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly, the amount of dividend for the financial year ended June 30, 2003 which has remained unclaimed and unpaid for the stipulated period is due to be credited to the IEPF on October 29, 2010 and no claims shall lie against the IEPF or the Company in respect of such amounts after this date.

Members who have so far not encashed their dividend warrants or have not received the dividend warrants are requested to lodge their claim, if not already lodged with Sharepro Services (i) Pvt. Ltd., the RTA for revalidating the warrants or obtaining duplicate warrants/ or payment in lieu of such warrants in the form of demand draft for payment of the unclaimed dividend amount.

20. Information for shareholders on the Internet

The Company actively communicates its strategy and the developments of its business to the financial markets. Quarterly results and related disclosures are put up on its website. The senior executives of the Company regularly interact with analysts and investors. Press releases and analyst/investor conference calls are organized by the Company, with releases or transcripts thereof made available on the website. Shareholders can access the homepage at <http://www.mastek.com> for more information and may register for regular updates.

21. Outstanding GDRs/ADRs/warrants or any convertible instruments:

There are no outstanding GDRs/ADRs/warrants except for the stock options granted to the employees of the Company and its subsidiaries which shall be eligible for conversion over the vesting period. The options, when exercised, shall increase the equity share capital.

22. Off-shore Development Centers:

The Company has Off-Shore Software Development Centers at SEEPZ, Mumbai, Mastek Millennium Center, Millennium Business Park, Mahape, Pune and Chennai.

23. Compliance Officer of the Company:

Name: O Banerjee, Company Secretary

Address: **Mastek Limited,**
#106, SDF-4, SEEPZ,
Andheri(East), Mumbai-400 096
Phone No: + 91-22-66952222
Fax: +91-22-66951331