

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U72900MH1992PLC069662

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCA3203F

(ii) (a) Name of the company

HEXAWARE TECHNOLOGIES

(b) Registered office address

152, MILLENIUM BUSINESS PARK, SECTOR 3R TTC INDUSTRIAL AR
EA MAHAPE, NA
NAVI MUMBAI
Maharashtra
400710

(c) *e-mail ID of the company

gunjanm@hexaware.com

(d) *Telephone number with STD code

02233268585

(e) Website

www.hexaware.com

(iii) Date of Incorporation

20/11/1992

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	CA MAGNUM HOLDINGS		Holding	95.19
2	Hexaware Technologies Inc.		Subsidiary	100
3	Hexaware Technologies GmbH 		Subsidiary	100
4	Hexaware Technologies UK Ltd 		Subsidiary	100
5	Hexaware Technologies Asia P 		Subsidiary	100
6	Hexaware Technologies Canac 		Subsidiary	100
7	Hexaware Technologies Mexic 		Subsidiary	100

8	Hexaware Technologies Limited		Subsidiary	100
9	Hexaware Technologies Romania		Subsidiary	100
10	Hexaware Technologies Saudi Arabia		Subsidiary	100
11	Hexaware Technologies Hong Kong		Subsidiary	100
12	Hexaware Technologies Nordic		Subsidiary	100
13	Hexaware Information Technologies		Subsidiary	100
14	Mobiquity Inc		Subsidiary	100
15	Mobiquity Velocity Solutions, Inc		Subsidiary	100
16	Mobiquity Cooperatief UA		Subsidiary	100
17	Mobiquity BV		Subsidiary	100
18	Mobiquity Softech Private Limited		Subsidiary	100
19	Morgan Clark BV		Subsidiary	100
20	Hexaware Technologies South Africa		Subsidiary	100
21	Hexaware Technologies Belgium		Subsidiary	100
22	Hexaware Technologies Argentina		Subsidiary	100
23	Hexaware Al Balagh Technologies		Joint Venture	65

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	525,000,000	303,408,791	303,408,791	303,408,791
Total amount of equity shares (in Rupees)	1,050,000,000	606,817,582	606,817,582	606,817,582

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital

Number of equity shares	525,000,000	303,408,791	303,408,791	303,408,791
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	1,050,000,000	606,817,582	606,817,582	606,817,582

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,100,000	0	0	0
Total amount of preference shares (in rupees)	1,563,100,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	1,100,000	0	0	0
Nominal value per share (in rupees)	1,421	1,421	1,421	1,421
Total amount of preference shares (in rupees)	1,563,100,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	1,416,201	300,680,462	302096663	604,193,326	604,193,326	
Increase during the year	0	1,475,343	1475343	2,950,686	2,950,686	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	1,312,128	1312128	2,624,256	2,624,256	

vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	163,215	163215	326,430	326,430	
Dematerialisation of Physical Shares						
Decrease during the year	163,215	0	163215	326,430	326,430	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	163,215		163215	326,430	326,430	
Dematerialisation of Physical Shares						
At the end of the year	1,252,986	302,155,805	303408791	606,817,582	606,817,582	

Preference shares

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE093A01033

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0		0
Partly convertible debentures	0		0
Fully convertible debentures	0		0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

49,849,000,000

(ii) Net worth of the Company

26,672,000,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	288,802,101	95.19	0	
10.	Others	0	0	0	
	Total	288,802,101	95.19	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	10,288,933	3.39	0	
	(ii) Non-resident Indian (NRI)	4,052,004	1.34	0	
	(iii) Foreign national (other than NRI)	1,300	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	2,735	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	75,889	0.03	0	
7.	Mutual funds	3,840	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	180,135	0.06	0	
10.	Others Trust, Clearing Member, NBI	1,854	0	0	

	Total	14,606,690	4.82	0	0
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Total number of shareholders (other than promoters)

**Total number of shareholders (Promoters+Public/
Other than promoters)**

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CARLSON INVESTMENT +				480	0
UPS GROUP TRUST				75,409	0.03

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	47,439	46,644
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	6	0	6	0	0
B. Non-Promoter	1	3	1	3	0.37	0
(i) Non-Independent	1	1	1	1	0.37	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0

(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	9	1	9	0.37	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MILIND SHRIPAD SAR ⁺	00109854	Director	0	
NEERAJ BHARADWAJ	01314963	Director		
SRIKRISHNA RAMAKA ⁺	03160121	Director		
KAPIL MODI	07055408	Director		
JULIUS MICHAEL GEN ⁺	09365873	Director		
LUCIA DE FATIMA SO ⁺	09374169	Director		
SANDRA JOY HORBA ⁺	09383306	Director		
JOSEPH MCLAREN QU ⁺	09477487	Director		
MICHAEL WILLIAM BE ⁺	09479465	Director		
SHAWN ALBERT DEVI ⁺	09699900	Director		
VIKASH KUMAR JAIN	AEHPJ1199Q	CFO		
GUNJAN METHI	AGUPG7129C	Company Secretar		

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	04/05/2023	47,030	62	95.6

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/01/2023	10	10	100
2	07/02/2023	10	10	100
3	02/03/2023	10	8	80
4	04/05/2023	10	10	100
5	27/07/2023	10	10	100
6	28/09/2023	10	7	70
7	02/11/2023	10	8	80

C. COMMITTEE MEETINGS

Number of meetings held

8

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	07/02/2023	3	3	100
2	AUDIT COMM	04/05/2023	3	3	100
3	AUDIT COMM	25/07/2023	3	3	100
4	AUDIT COMM	30/10/2023	3	3	100
5	NOMINATION	07/02/2023	4	4	100
6	NOMINATION	02/03/2023	4	4	100
7	STAKE HOLD	07/02/2023	3	3	100
8	CSR COMMIT	07/02/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MILIND SHRIF	7	7	100	6	6	100	
2	NEERAJ BHA	7	6	85.71	6	6	100	
3	SRIKRISHNA	7	5	71.43	0	0	0	
4	KAPIL MODI	7	7	100	1	1	100	
5	JULIUS MICH	7	7	100	2	2	100	
6	LUCIA DE FA	7	6	85.71	0	0	0	
7	SANDRA JOY	7	4	57.14	0	0	0	
8	JOSEPH MCL	7	7	100	7	7	100	
9	MICHAEL WIL	7	7	100	1	1	100	
10	SHAWN ALBE	7	7	100	2	2	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	R SRIKRISHNACE	CEO & EXECUTIVE	19,111,014	0	31,408,675		50,519,689
	Total		19,111,014	0	31,408,675	0	50,519,689

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIKASH KUMAR JA	CFO	25,989,175	0	7,630,000	0	33,619,175
2	GUNJAN METHI	COMPANY SECRETARY	3,347,340	0	0	0	3,347,340
	Total		29,336,515	0	7,630,000	0	36,966,515

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MICHAEL WILLIAM	DIRECTOR	0	24,563,750	0	900,000	25,463,750
2	MILIND SARWATE	INDEPENDENT	0	8,321,250	0	1,300,000	9,621,250
3	JOSEPH MCLAREN	INDEPENDENT	0	23,663,750	0	1,400,000	25,063,750
	Total		0	56,548,750	0	3,600,000	60,148,750

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

0

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

0

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company