

General information about company	
Scrip code	532129
NSE Symbol	HEXAWARE
MSEI Symbol	
ISIN	INE093A01033
Name of the entity	HEXAWARE TECHNOLOGIES LIMITED
Date of start of financial year	01-01-2018
Date of end of financial year	31-12-2018
Reporting Quarter	Yearly
Date of Report	31-12-2018
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Is there any change in information of board of directors compare to previous quarter

Yes

Wether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	ATUL KANTILAL NISHAR	AACPN2193F	00307229	Non-Executive - Non Independent Director	Chairperson		20-11-1998			1	1	1		
2	Mr	CHANDRASEKAR PERUVEMBA RAMACHANDRAN	AAWPC4142P	02251080	Non-Executive - Independent Director	Not Applicable		01-01-2018		12	1	2	0		
3	Mr	R SRIKRISHNA	AJAPR5685D	03160121	Executive Director	Not Applicable	CEO	28-07-2014			1	0	0		
4	Mr	JIMMY MAHTANI	AJZPM2234Q	00996110	Non-Executive - Non Independent Director	Not Applicable		11-10-2013			1	1	0		

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	KOSMAS KALLIAREKOS	ZZZZ9999Z	03642933	Non-Executive - Non Independent Director	Not Applicable		11-10-2013			1	0	0	Textual Information (2)	
6	Mr	BHARAT SHAH	AADPS4345K	00136969	Non-Executive - Independent Director	Not Applicable		17-10-2016		26	5	8	1		
7	Mr	DILEEP CHOKSI	AAAPC8266E	00016322	Non-Executive - Independent Director	Not Applicable		17-10-2016		26	6	9	4		
8	Mr	BASAB PRADHAN	AAUPB0143P	00892181	Non-Executive - Independent Director	Not Applicable		09-06-2016		31	1	1	0		

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	CHRISTIAN OECKING	ABYPO1921H	03090264	Non-Executive - Independent Director	Not Applicable		26-06-2016		30	1	1	0		
10	Mrs	MEERA SHANKAR	BCIPS4161H	06374957	Non-Executive - Independent Director	Not Applicable		11-04-2018		9	4	2	0		

Text Block	
Textual Information(1)	<p>1. Mr. Bharat Shah : -Total Tenure 10.05 Years. Under Companies Act, 1956 First Appointed on 29.07.2008 then Under Companies Act, 2013 Appointed as ID w.e.f. 17.10.2014 for two years and on 17.10.2016 re-appointed for three years.</p> <p>2. Mr. Dileep Choksi : - Total Tenure 5.03 Years. Under Companies Act, 1956 appointed as ID on 11.10.2013 and under Companies Act, 2013 appointed as ID w.e.f. 17.10.2014 for Two Years and re-appointed for second term w.e.f. 17.10.2016 for three years.</p> <p>3.Mr. Basab Pradhan : - Total Tenure 4.07 Years. On 09.06.2014 Appointed as ID for a term of Two Years and now re-appointed w.e.f. 09.06.2016 for second term of three Years.</p> <p>4. Mr. Christian Oecking : - Total Tenure 4.06 Years. On 26.06.2014 appointed as ID for two years and re-appointed in second term of three years w.e.f. 26.06.2016.</p> <p>5. Mrs. Meera Shankar : - Total Tenure 2.09 Years. She was appointed as ID w.e.f. 11.04.2016 and was reappointed for a period of two years w.e.f. 11.04.2018</p>
Textual Information(2)	FOREIGN DIRECTOR

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	Yes

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00016322	DILEEP CHOKSI	Non-Executive - Independent Director	Chairperson	11-10-2013		
2	06374957	MEERA SHANKAR	Non-Executive - Independent Director	Member	25-10-2016		
3	00996110	JIMMY MAHTANI	Non-Executive - Non Independent Director	Member	09-11-2013		
4	03090264	CHRISTIAN OECKING	Non-Executive - Independent Director	Member	26-06-2014		
5	02251080	CHANDRASEKAR PERUVEMBA RAMACHANDRAN	Non-Executive - Independent Director	Member	25-10-2016		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00892181	BASAB PRADHAN	Non-Executive - Independent Director	Chairperson	25-06-2016		
2	03090264	CHRISTIAN OECKING	Non-Executive - Independent Director	Member	26-06-2014		
3	03642933	KOSMAS KALLIAREKOS	Non-Executive - Non Independent Director	Member	29-04-2014		
4	00996110	JIMMY MAHTANI	Non-Executive - Non Independent Director	Member	29-04-2014		
5	00136969	BHARAT SHAH	Non-Executive - Independent Director	Member	25-10-2016		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00892181	BASAB PRADHAN	Non-Executive - Independent Director	Member	25-10-2016		
2	02251080	CHANDRASEKAR PERUVEMBA RAMACHANDRAN	Non-Executive - Independent Director	Member	25-10-2016		
3	00307229	ATUL KANTILAL NISHAR	Non-Executive - Non Independent Director	Chairperson	09-11-2013		
4	00016322	DILEEP CHOKSI	Non-Executive - Independent Director	Member	25-10-2016		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00136969	BHARAT SHAH	Non-Executive - Independent Director	Chairperson	29-04-2014		
2	00307229	ATUL NISHAR	Non-Executive - Non Independent Director	Member	29-04-2014		
3	06374957	MEERA SHANKAR	Non-Executive - Independent Director	Member	25-10-2016		
4	03090264	CHRISTIAN OECKING	Non-Executive - Independent Director	Member	25-10-2016		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00307229	ATUL NISHAR	STRATEGY AND RISK COMMITTEE	Non-Executive - Non Independent Director	Chairperson	
2	00996110	JIMMY MAHTANI	STRATEGY AND RISK COMMITTEE	Non-Executive - Non Independent Director	Member	
3	03642933	KOSMAS KALLIAREKOS	STRATEGY AND RISK COMMITTEE	Non-Executive - Non Independent Director	Member	
4	02251080	CHANDRASEKAR PERUVEMBA RAMACHANDRAN	STRATEGY AND RISK COMMITTEE	Non-Executive - Independent Director	Member	
5	00892181	BASAB PRADHAN	STRATEGY AND RISK COMMITTEE	Non-Executive - Independent Director	Member	
6	00136969	BHARAT SHAH	STRATEGY AND RISK COMMITTEE	Non-Executive - Independent Director	Member	

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	24-07-2018		
2		24-10-2018	91
3		20-12-2018	56

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	24-10-2018	Yes	5	24-07-2018	91	
2	Nomination and remuneration committee	23-10-2018	Yes	5	24-07-2018	90	
3	Nomination and remuneration committee	24-10-2018	Yes	5			
4	Nomination and remuneration committee	20-12-2018	Yes	5			
5	Stakeholders Relationship Committee	23-10-2018	Yes	3	24-07-2018	90	
6	Corporate Social Responsibility Committee	23-10-2018	Yes	4	24-07-2018	90	

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)
Disclosure of notes of material transaction with related party			Textual Information(2)

Text Block

Textual Information(1)	Related Party Transactions entered with wholly Owned Subsidiaries only, which is exempt.
Textual Information(2)	Related Party Transactions entered with wholly Owned Subsidiaries only, which is exempt.

Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	GUNJAN METHI
2	Designation	Company Secretary and Compliance Officer

Text Block

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.hexaware.com
2	Terms and conditions of appointment of independent directors	Yes		https://hexaware.com/investors/
3	Composition of various committees of board of directors	Yes		https://hexaware.com/investors/
4	Code of conduct of board of directors and senior management personnel	Yes		https://hexaware.com/investors/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://hexaware.com/investors/
6	Criteria of making payments to non-executive directors	Yes		https://hexaware.com/investors/
7	Policy on dealing with related party transactions	Yes		https://hexaware.com/investors/
8	Policy for determining 'material' subsidiaries	Yes		https://hexaware.com/investors/
9	Details of familiarization programmes imparted to independent directors	Yes		https://hexaware.com/investors/

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://hexaware.com/investors/
11	email address for grievance redressal and other relevant details	Yes		https://hexaware.com/investors/
12	Financial results	Yes		https://hexaware.com/investors/
13	Shareholding pattern	Yes		https://hexaware.com/investors/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

Annexure II		
1	Name of signatory	GUNJAN METHI
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

Annexure II		
1	Name of signatory	GUNJAN METHI
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	GUNJAN METHI
Designation of person	Company Secretary and Compliance Officer
Place	NAVI MUMBAI
Date	15-01-2019

