

General information about company	
Scrip code	532129
NSE Symbol	HEXAWARE
MSEI Symbol	NOT LISTED
ISIN	INE093A01033
Name of the entity	HEXAWARE TECHNOLOGIES LIMITED
Date of start of financial year	01-01-2019
Date of end of financial year	31-12-2019
Reporting Quarter	Yearly
Date of Report	31-12-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

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)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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	AACP2193F	00307229	Non-Executive - Non Independent Director	Chairperson		25-08-1955	NA		20-11-1992				1	0	1	1		
2	Mr	R. SRIKRISHNA	AJAPR5685D	03160121	Executive Director	Not Applicable	CEO	12-08-1970	NA		28-07-2014				1	0	0	0		
3	Mr	JIMMY MAHTANI	AJZPM2234Q	00996110	Non-Executive - Non Independent Director	Not Applicable		27-10-1976	NA		11-10-2013				1	0	2	0		
4	Mr	KOSMAS KALLIAREKOS	ZZZZ9999Z	03642933	Non-Executive - Non Independent Director	Not Applicable		01-01-1965	NA		11-10-2013				1	0	0	0	Textual Information(2)	

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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	CHANDRASEKAR PERUVEMBA RAMACHANDRAN	AAWPC4142P	02251080	Non-Executive - Independent Director	Not Applicable		28-09-1955	NA		01-01-2018	01-01-2019		12	1	1	2	2		
6	Mrs	MEERA SHANKAR	BCIPS4161H	06374957	Non-Executive - Independent Director	Not Applicable		09-10-1950	NA		11-04-2016	11-04-2018		21	4	4	2	0		
7	Mr	BHARAT SHAH	AADPS4345K	00136969	Non-Executive - Independent Director	Not Applicable		18-02-1947	NA		17-10-2014	17-10-2016	16-10-2019	36	0	0	0	0		
8	Mr	DILEEP CHOKSI	AAAPC8266E	00016322	Non-Executive - Independent Director	Not Applicable		26-12-1949	NA		17-10-2014	17-10-2016	16-10-2019	36	0	0	0	0		

Text Block	
Textual Information(1)	<p>1. Mr. Bharat Shah : -Total Tenure 10.15 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.Ceased to be ID w.e.f. 16-10-2019 on completion of Second Tenure of ID.</p> <p>2. Mr. Dileep Choksi : - Total Tenure 6.01 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. Ceased to be ID w.e.f. 16-10-2019 on completion of Second Tenure of ID.</p> <p>3. Mrs. Meera Shankar : - Total Tenure 3.09 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> <p>4. Mr. P R Chandrasekar : - Total Tenure 2.00 Year (24 Months). In a First Term Appointed as ID w.e.f. 01.01.2018 for One year and in a second term re-appointed as ID w.e.f. 01.01.2019 for a period of three years.</p>
Textual Information(2)	FOREIGN DIRECTOR

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	02251080	CHANDRASEKAR PERUVEMBA RAMACHANDRAN	Non-Executive - Independent Director	Chairperson	25-10-2016		
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	00016322	DILEEP CHOKSI	Non-Executive - Independent Director	Chairperson	11-10-2013	16-10-2019	

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	06374957	MEERA SHANKAR	Non-Executive - Independent Director	Chairperson	13-07-2019		
2	02251080	CHANDRASEKAR PERUVEMBA RAMACHANDRAN	Non-Executive - Independent Director	Member	13-07-2019		
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	Chairperson	25-10-2016	16-10-2019	

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	00307229	ATUL KANTILAL NISHAR	Non-Executive - Non Independent Director	Chairperson	09-11-2013		
2	02251080	CHANDRASEKAR PERUVEMBA RAMACHANDRAN	Non-Executive - Independent Director	Member	25-10-2016		
3	00996110	JIMMY MAHTANI	Non-Executive - Non Independent Director	Member	19-12-2019		
4	00016322	DILEEP CHOKSI	Non-Executive - Independent Director	Member	25-10-2016	16-10-2019	

Risk Management Committee							
Whether the Risk Management 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	00307229	ATUL KANTILAL NISHAR	Non-Executive - Non Independent Director	Chairperson	25-10-2016		
2	00996110	JIMMY MAHTANI	Non-Executive - Non Independent Director	Member	25-10-2016		
3	03642933	KOSMAS KALLIAREKOS	Non-Executive - Non Independent Director	Member	25-10-2016		
4	02251080	CHANDRASEKAR PERUVEMBA RAMACHANDRAN	Non-Executive - Independent Director	Member	25-10-2016		
5	00136969	BHARAT SHAH	Non-Executive - Independent Director	Member	25-10-2016	16-10-2019	

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	06374957	MEERA SHANKAR	Non-Executive - Independent Director	Chairperson	25-10-2016		
2	00307229	ATUL KANTILAL NISHAR	Non-Executive - Non Independent Director	Member	29-04-2014		
3	00996110	JIMMY MAHTANI	Non-Executive - Non Independent Director	Member	19-12-2019		
4	00136969	BHARAT SHAH	Non-Executive - Independent Director	Chairperson	29-04-2014	16-10-2019	

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	08-08-2019				Yes		
2		23-10-2019	75		Yes	5	2
3		19-12-2019	56		Yes	5	2

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	08-08-2019				Yes	3	2
2	Audit Committee	23-10-2019	75			Yes	3	2
3	Audit Committee	19-12-2019	56			Yes	3	2
4	Nomination and remuneration committee	08-08-2019				Yes	3	2
5	Nomination and remuneration committee	23-10-2019	75			Yes	3	2
6	Nomination and remuneration committee	19-12-2019	56			Yes	4	2

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	Yes	
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 are entered with wholly Owned Subsidiaries which are exempt except for which the approval of the Audit Committee and Board is obtained.
Textual Information(2)	Material Related Party Transactions entered with wholly Owned Subsidiaries, which are 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 500 listed entities)	Yes
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		https://hexaware.com/investors/
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	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://hexaware.com/investors/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://hexaware.com/investors/
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://hexaware.com/investors/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://hexaware.com/investors/
21	Materiality Policy as per Regulation 30	Yes		https://hexaware.com/investors/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://hexaware.com/investors/
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://hexaware.com/investors/

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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

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	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

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	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	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

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	NA
	Any other information to be provided	

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	13-01-2020

