

**General information about company**

Scrip code	532129
NSE Symbol	HEXAWARE
MSEI Symbol	NIL
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	Quarterly
Date of Report	30-09-2019
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	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	20-11-1992				1	0	1	1		
2	Mr	CHANDRASEKAR PERUVEMBA RAMACHANDRAN	AAWPC4142P	02251080	Non-Executive - Independent Director	Not Applicable		28-09-1955	01-01-2018	01-01-2019		9	1	1	2	0		
3	Mr	R. SRIKRISHNA	AJAPR5685D	03160121	Executive Director	Not Applicable	CEO	12-08-1970	28-07-2014				1	0	0	0		
4	Mr	JIMMY MAHTANI	AJZPM2234Q	00996110	Non-Executive - Non Independent Director	Not Applicable		27-10-1976	11-10-2013				1	0	1	0		

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

**Whether 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	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	KOSMAS KALLIAREKOS	ZZZZ9999Z	03642933	Non-Executive - Non Independent Director	Not Applicable		01-01-1965	11-10-2013				1	0	0	0		Textual Information(2)	
6	Mr	BHARAT SHAH	AADPS4345K	00136969	Non-Executive - Independent Director	Not Applicable		18-02-1947	17-10-2014	17-10-2016		35	6	6	8	1			
7	Mr	DILEEP CHOKSI	AAAPC8266E	00016322	Non-Executive - Independent Director	Not Applicable		26-12-1949	17-10-2014	17-10-2016		35	6	6	10	3			
8	Mrs	MEERA SHANKAR	BCIPS4161H	06374957	Non-Executive - Independent Director	Not Applicable		09-10-1950	11-04-2016	11-04-2018		18	4	4	2	0			

<b>Text Block</b>	
Textual Information(1)	<p>1. Mr. Bharat Shah : -Total Tenure 10.14 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 6.00 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. Mrs. Meera Shankar : - Total Tenure 3.06 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 1.09 Year (21 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> <p>5. Mr. R Srikrishna was appointed as CEO w.e.f. 28-07-2014 and as Executive Director w.e.f. 17-10-2014 to held office up to 27-07-2019 and thereafter was re-appointed as CEO and Executive Director for Five Years w.e.f. 28.07.2019.</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	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	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	03642933	KOSMAS KALLIAREKOS	Non-Executive - Non Independent Director	Member	29-04-2014		
2	00996110	JIMMY MAHTANI	Non-Executive - Non Independent Director	Member	29-04-2014		
3	00136969	BHARAT SHAH	Non-Executive - Independent Director	Chairperson	25-10-2016		
4	06374957	MEERA SHANKAR	Non-Executive - Independent Director	Member	13-07-2019		
5	02251080	CHANDRASEKAR PERUVEMBA RAMACHANDRAN	Non-Executive - Independent Director	Member	13-07-2019		

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	00016322	DILEEP CHOKSI	Non-Executive - Independent Director	Member	25-10-2016		

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		

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 KANTILAL NISHAR	Non-Executive - Non Independent Director	Member	29-04-2014		
3	06374957	MEERA SHANKAR	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

**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	13-06-2019				Yes		
2		13-07-2019	29		Yes	4	1
3		08-08-2019	25		Yes	6	3

**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	23-04-2019				Yes		
2	Audit Committee	08-08-2019	106			Yes	3	2
3	Nomination and remuneration committee	24-04-2019				Yes		
4	Nomination and remuneration committee	13-07-2019	79			Yes	2	1
5	Nomination and remuneration committee	08-08-2019				Yes	3	2
6	Corporate Social Responsibility Committee	24-04-2019				Yes		

**Annexure 1****IV. Meeting of Committees**

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*
7	Corporate Social Responsibility Committee	08-08-2019				Yes	2	1

**Annexure 1**

<b>V. Related Party Transactions</b>			
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 one 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**

**Signatory Details**

Name of signatory	GUNJAN METHI
Designation of person	Company Secretary and Compliance Officer
Place	NAVI MUMBAI
Date	15-10-2019

