

Date: April 24, 2019

To,
The Manager Listing,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort,
Mumbai – 400 023

To,
The Manager Listing,
National Stock Exchange of India Limited
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

Subject: Report of Scrutinizer and Voting results of 26th Annual General Meeting held on April 23, 2019 pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulations"), enclosed herewith please find voting results on remote e-voting and voting at the AGM, on the agenda items transacted at the 26th Annual General Meeting held on April 23, 2019 at 3.30 pm at Walchand Hirachand Hall, 4th Floor, IMC Bldg., IMC Marg, Churchgate, Mumbai – 400020.

Further enclosed herewith please find report of Scrutinizer on remote e-voting and voting at the AGM.

This is also being made available at the website of the Company i.e www.hexaware.com

Thanking you,
Yours faithfully,
For **Hexaware Technologies Limited**



Gunjan Methi
Company Secretary



HEXAWARE TECHNOLOGIES LTD.

Regd. office: Bldg No. 152, Millennium Business Park, Sector - III, 'A' Block, TTC Industrial Area, Mahape,
Navi Mumbai 400710. (INDIA). Tel.: +91 22 6791 9595, Fax : +91 22 6791 9500
(CIN) : L72900MH1992PLC069662 URL : www.hexaware.com

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 email snaco@snaco.net: website www.snaco.net

To,

The Chairman

Hexaware Technologies Limited

CIN: L72900MH1992PLC069662

Building No. 152, Millennium Business Park,
Sector -III, 'A' Block, TTC Industrial Area,
Mahape, Navi Mumbai 400710.

Dear Sir,

We thank you for appointing us as the Scrutinizer for the remote e-Voting and voting by your members, at the 26th Annual General Meeting (AGM) of your Company held on Tuesday, 23rd April, 2019.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Malati A. Kumar



Malati Kumar
Partner

Date : 24th April, 2019

Place :Thane

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	HEXAWARE TECHNOLOGIES LIMITED
MEETING	26 TH ANNUAL GENERAL MEETING
DAY, DATE & TIME	TUESDAY, 23 RD APRIL, 2019 at 3.30 p.m
VENUE	WALCHAND HIRACHAND HALL, 4TH FLOOR, IMC BLDG., IMC MARG, CHURCHGATE, MUMBAI – 400020

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the Voting conducted at the Annual General Meeting (AGM) of **Hexaware Technologies Limited** (hereinafter referred to as **the Company**) held on **Tuesday, 23rd April, 2019 at 3:30 p.m.** at the venue.

2. Dispatch of Notice convening the Meeting

The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the AGM as under:

- On **29th March, 2019** by **e-mail** to **56,353** members who had registered their e-mail-ids with the Company/ Depositories.
- On **29th March, 2019** by **Registered Post** to **2430** members in physical form.
- On **28th March, 2019** and **29th March, 2019** by **Courier** to **23,247** members in physical form.



3. Cut-off date

The Voting rights were reckoned as on **16th April, 2019**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.

4. Remote e-Voting

4.1 Agency

The Company has appointed **National Securities Depository Limited (NSDL)** as the agency for providing the remote e-Voting platform.

4.2 Remote e-Voting Period

Remote e-Voting platform was open from **Saturday, 20th April, 2019 at 9:00 a.m. till Monday, 22nd April, 2019 at 5:00 p.m.** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-Voting platform provided by NSDL.

5. Voting at the AGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (LODR) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/ folios, number of shares held but not the manner in which they have voted.



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5.2 Accordingly, NSDL, the remote e-Voting Agency provided us with the names, DP Id & Client Id / folios and shareholding of the members who had cast their votes through remote e-Voting.

5.3 The Company provided e-voting facility to the members who attended the meeting.

6. Counting Process

6.1 On completion of voting at the meeting, NSDL provided us with the list of members who had cast their votes, their holding details and details of vote cast on the resolutions.

6.2 The votes were reconciled with the records maintained by Company and NSDL with respect to the authorizations / proxies lodged with the Company and NSDL.

6.3 We unblocked the remote e-Voting results on the NSDL e-Voting platform in the presence of Mr. S. N. Viswanathan and Ms. Ekta Redekar and downloaded the remote e-Voting results.

7. Results

7.1 We observed that:

- a) **95** Members had cast their votes at the meeting.
- b) **271** Members had cast their votes through remote e-Voting.

7.2 The Consolidated Result with respect to each item on the agenda as set out in the Notice of the 26th AGM dated 12th March, 2019 is enclosed herewith.



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7.3 Based on the aforesaid results, we report that **Three Ordinary Resolutions** as contained in **Item No. 1 to Item No. 3** and **Two Special Resolutions** as contained in the **Item No. 4 and Item No. 5** of the **Notice of the AGM** dated **12th March, 2019** have been **passed with the requisite majority.**

Malati A. Kumar



Malati Kumar

Partner

ACS : 15508

COP. No. : 10980

Date : 24th April, 2019

Place : Thane

Atul K. Mishra



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Consolidated Results

1. Adoption of Financial Statements.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	257	25,74,38,415	95	4,69,053	352	25,79,07,468	100.00
Dissent	4	4	0	0	4	4	0.00
Total	261	25,74,38,419	95	4,69,053	356	25,79,07,472	100.00

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 1** of the Notice of the 26th AGM dated **12th March, 2019** has been passed with **requisite majority**.

Malati A. Kumar

Malati Kumar

Partner

ACS : 15508

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Date : 24th April, 2019

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2. Confirmation of Dividend.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	266	25,83,59,736	95	4,69,053	361	25,88,28,789	100.00
Dissent	4	40	0	0	4	40	0.00
Total	270	25,83,59,776	95	4,69,053	365	25,88,28,829	100.00

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 2** of the Notice of the 26th AGM dated 12th March, 2019 has been passed with **requisite majority**.

Malati A. Kumar



Malati Kumar
Partner

ACS : 15508
COP. No. : 10980

Date : 24th April, 2019
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3. Re-appointment of Mr. Kosmas Kalliarekos.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	112	22,03,73,896	94	4,68,552	206	22,08,42,448	85.32
Dissent	157	3,79,84,462	1	501	158	3,79,84,963	14.68
Total	269	25,83,58,358	95	4,69,053	364	25,88,27,411	100.00

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 3** of the Notice of the 26th AGM dated 12th March, 2019 has been passed with **requisite majority**.

Malati A. Kumar



Malati Kumar
Partner
ACS : 15508
COP No. : 10980

Date : 24th April, 2019
Place : Thane

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4. Re-appointment of Mr. P.R. Chandrasekar as a Non- Executive Independent Director.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	221	24,81,97,537	93	4,69,038	314	24,86,66,575	96.07
Dissent	48	1,01,60,827	2	15	50	1,01,60,842	3.93
Total	269	25,83,58,364	95	4,69,053	364	25,88,27,417	100.00

Based on the aforesaid results, we report that the **Special Resolution** as contained in **Item No. 4** of the Notice of the 26th AGM dated 12th March, 2019 has been passed with **requisite majority**.

Malati A. Kumar



Malati Kumar
Partner
ACS : 15508
COP No. : 10980

Date : 24th April, 2019
Place : Thane

Report of Scrutinizer on remote e-Voting & Voting by members of Hexaware Technologies Limited held on 23rd April, 2019

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

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5. Adoption of New Articles of Association

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	112	21,83,38,822	94	4,68,552	206	21,88,07,374	84.58
Dissent	155	3,98,97,237	1	501	156	3,98,97,738	15.42
Total	267	25,82,36,059	95	4,69,053	362	25,87,05,112	100.00

Based on the aforesaid results, we report that the **Special Resolution** as contained in **Item No. 5** of the Notice of the 26th AGM dated 12th March, 2019 has been passed with **requisite majority**.

Malati A. Kumar



Malati Kumar

Partner

ACS : 15508

COP No. : 10980

Date : 24th April, 2019

Place : Thane

Report of Scrutinizer on remote e-Voting & Voting by members of Hexaware Technologies Limited held on 23rd April, 2019

	HEXAWARE TECHNOLOGIES LTD
Date of the AGM/EGM	23-04-2019
Total number of shareholders on record date	85476
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	131
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	186,318,590	186,318,590	100.0000	186,318,590	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		186,318,590	100.0000	186,318,590	0	100.0000	0.0000
Public- Institutions	E-Voting	83,005,063	68,788,524	82.8727	68,788,524	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		68,788,524	82.8727	68,788,524	0	100.0000	0.0000
Public- Non Institutions	E-Voting	28,379,616	2,331,305	8.2147	2,331,301	4	99.9998	0.0001
	Poll		469,053	1.6528	469,053	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,800,358	9.8675	2,800,354	4	99.9999	0.0001
Total		297,703,269	257,907,472	86.6324	257,907,468	4	100.0000	0.0000



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Confirmation of dividend							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	186,318,590	186,318,590	100.0000	186,318,590	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		186,318,590	100.0000	186,318,590	0	100.0000	0.0000
Public- Institutions	E-Voting	83,005,063	69,709,901	83.9827	69,709,901	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		69,709,901	83.9827	69,709,901	0	100.0000	0.0000
Public- Non Institutions	E-Voting	28,379,616	2,331,285	8.2146	2,331,245	40	99.9982	0.0017
	Poll		469,053	1.6528	469,053	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,800,338	9.8674	2,800,298	40	99.9986	0.0014
Total		297,703,269	258,828,829	86.9419	258,828,789	40	100.0000	0.0000

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Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Kosmas Kalliarekos							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	186,318,590	186,318,590	100.0000	186,318,590	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		186,318,590	100.0000	186,318,590	0	100.0000	0.0000
Public- Institutions	E-Voting	83,005,063	69,708,401	83.9809	31,728,804	37,979,597	45.5164	54.4835
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		69,708,401	83.9809	31,728,804	37,979,597	45.5165	54.4835
Public- Non Institutions	E-Voting	28,379,616	2,331,367	8.2149	2,326,502	4,865	99.7913	0.2086
	Poll		469,053	1.6528	468,552	501	99.8931	0.1068
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,800,420	9.8677	2,795,054	5,366	99.8084	0.1916
Total		297,703,269	258,827,411	86.9414	220,842,448	37,984,963	85.3242	14.6758

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Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. P R Chandrasekar as a Non-Executive Independent director							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	186,318,590	186,318,590	100.0000	186,318,590	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		186,318,590	100.0000	186,318,590	0	100.0000	0.0000
Public- Institutions	E-Voting	83,005,063	69,708,401	83.9809	59,548,425	10,159,976	85.4250	14.5749
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		69,708,401	83.9809	59,548,425	10,159,976	85.4250	14.5750
Public- Non Institutions	E-Voting	28,379,616	2,331,373	8.2150	2,330,522	851	99.9634	0.0365
	Poll		469,053	1.6528	469,038	15	99.9968	0.0031
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,800,426	9.8678	2,799,560	866	99.9691	0.0309
Total		297,703,269	258,827,417	86.9414	248,666,575	10,160,842	96.0743	3.9257

P. R. Chandrasekar



Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Adoption of New Articles of Association							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	186,318,590	186,318,590	100.0000	186,318,590	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		186,318,590	100.0000	186,318,590	0	100.0000	0.0000
Public- Institutions	E-Voting	83,005,063	69,586,182	83.8337	29,689,808	39,896,374	42.6662	57.3337
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		69,586,182	83.8337	29,689,808	39,896,374	42.6662	57.3338
Public- Non Institutions	E-Voting	28,379,616	2,331,287	8.2147	2,330,424	863	99.9629	0.0370
	Poll		469,053	1.6528	468,552	501	99.8931	0.1068
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,800,340	9.8675	2,798,976	1,364	99.9513	0.0487
Total		297,703,269	258,705,112	86.9003	218,807,374	39,897,738	84.5779	15.4221

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