Chartered Accountants Indiabulls Finance Centre Tower 3, 27th - 32nd Floor Senapati Bapat Marg Elphinstone Road (West) Mumbai - 400 013 Maharashtra, India

Tel: +91 (022) 6185 4000 Fax: +91 (022) 6185 4501/4601

#### INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF HEXAWARE TECHNOLOGIES LIMITED

- 1. We have audited the accompanying Statement of Consolidated Financial Results of HEXAWARE TECHNOLOGIES LIMITED ("the Company") and its subsidiaries (the Company and its subsidiaries constitute "the Group") for the Quarter and Six Months ended June 30, 2014 ("the Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part D Select Information referred to in paragraph 5 below. This Statement has been prepared on the basis of the related interim consolidated financial statements, which is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to express an opinion on the Statement, based on our audit of the related interim consolidated financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS-25) on Interim Financial Reporting specified under the Companies Act, 1956 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014) and other accounting principles generally accepted in India.
- 2. We conducted our audit of the Statement in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3. We did not audit the interim financial statements of seven subsidiaries included in the consolidated financial results, whose interim financial statements reflect total assets of Rs.14,713.57 lacs as at June 30, 2014, total revenues of Rs.9,623.90 lacs and Rs. 1,9285.20 lacs for the Quarter and Six Months ended June 30, 2014, respectively, and total profit after tax of Rs.238.77 lacs and Rs.550.15 lacs for the Quarter and Six Months ended June 30, 2014, respectively, as considered in the consolidated financial results. These interim financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

Regd. Office: 12, Dr. Annie Bescht Road, Opp. Shiv Sagar Estate, Worli, Mumbai - 400 018, India
Deloitte Haskins & Sells (Registration No. BA 97449) a partnership firm was converted into Deloitte Haskins & Sells LLP (LLP Identification No. AAB-8737) a limited liability partnership with effect from 20th November 2013.

CHARTERED

- 4. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors referred to in paragraph 3 above, the Statement:
  - a. includes the results of the following entities:
    Hexaware Technologies Inc., Hexaware Technologies Mexico S. De. R.L. De. C.V.,
    Hexaware Technologies UK Ltd., FocusFrame Europe BV, Hexaware Technologies Asia
    Pacific Pte Limited, Hexaware Technologies GmbH, Hexaware Technologies Canada
    Limited, Caliber Point Business Solutions Ltd., Risk Technology International Limited and
    Hexaware Technologies DO Brazil Ltd.
  - b. is presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges; and
  - c. gives a true and fair view in conformity with the accounting principles generally accepted in India of the net profit and other financial information of the Group for the Quarter and Six Months ended June 30, 2014.
- 5. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged / encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to investor complaints disclosed in Part D Select Information for the Quarter and Six Months Ended June 30, 2014 of the Statement, from the details furnished by the Management and Registrars.

CHARTERED

ACCOUNTANTS

For DELOITTE HASKINS & SELLS LLP Chartered Accountants (Firm's Registration No. 117366W/W-100018)

> R. D. Kamat Partner

(Membership No. 36822)

MUMBAI, July 22, 2014

Chartered Accountants
Indiabulls Finance Centre
Tower 3, 27th - 32nd Floor
Senapati Bapat Marg
Elphinstone Road (West)
Mumbai - 400 013
Maharashtra, India

Tel: +91 (022) 6185 4000 Fax: +91 (022) 6185 4501/4601

### INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF HEXAWARE TECHNOLOGIES LIMITED

- 1. We have audited the accompanying Statement of Standalone Financial Results of HEXAWARE TECHNOLOGIES LIMITED ("the Company") for the Quarter and Six Months ended June 30, 2014 ("the Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part D Select Information referred to in paragraph 4 below. This Statement has been prepared on the basis of the related interim financial statements, which is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to express an opinion on the Statement, based on our audit of the related interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS-25) on Interim Financial Reporting specified under the Companies Act, 1956 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014) and other accounting principles generally accepted in India.
- 2. We conducted our audit of the Statement in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
  - (i) is presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges; and
  - (ii) gives a true and fair view in conformity with the accounting principles generally accepted in India of the net profit and other financial information of the Company for the Quarter and Six Months ended June 30, 2014.



4. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged / encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding, in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to the investor complaints disclosed in Part D - Select Information for the Quarter and Six Months Ended June 30, 2014 of the Statement, from the details furnished by the Management and Registrars.

CHARTERED

**ACCOUNTANTS** 

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

R. D. Kamat

Partner

(Membership No. 36822)

MUMBAI, July 22, 2014



#### A) CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED 30TH JUNE 2014

(Rupees in Lakhs except per share data)

PARTICULARS	QUARTER ENDED 30th JUN'2014 AUDITED	QUARTER ENDED 31st MAR'2014 AUDITED	QUARTER ENDED 30th JUN'2013 AUDITED	SIX MONTHS ENDED 30th JUN'2014 AUDITED	SIX MONTHS ENDED 30th JUN'2013 AUDITED	YEAR ENDED 31st DEC'2013 AUDITED
INCOME						
INCOME FROM OPERATIONS	61,038.41	58,887.94	53,660.14	119,926.35	104,428.53	228,534.82
EXPENSES						
EMPLOYEE BENEFITS EXPENSE	33,901.88	33,619.28	28,754.90	67,521.16	57,389.98	122,187.83
SOFTWARE AND DEVELOPMENT EXPENSES	10,546.50	8,553.37	7,732.02	19,099.87	14,932.02	34,789.79
OPERATING AND OTHER EXPENSES	6,422.53	5,385.16	4,448.50	11,807.69	9,594.92	20,334.30
DEPRECIATION AND AMORTISATION	1,076.40	1,078.52	935.01	2,154.92	1,865.04	3,860.36
TOTAL EXPENSES	51,947.31	48,636.33	41,870.43	100,583.64	83,781.96	181,172.28
PROFIT FROM OPERATIONS BEFORE OTHER INCOME, EXCHANGE RATE DIFFERENCE & INTEREST	9,091.10	10,251.61	11,789.71	19,342.71	20,646.57	47,362.54
OTHER INCOME (NET)	732.56	853.26	1,023.24	1,585.82	1,974.74	3,727.34
EXCHANGE RATE DIFFERENCE (NET) GAIN / (LOSS)	104.02	(1,352.23)	(397,27)	(1,248.21)	(171.93)	(3,119.94)
PROFIT BEFORE INTEREST AND TAX	9,927.68	9,752.64	12,415.68	19,680.32	22,449.38	47,969.94
Interest	1.07	2.67	0.64	3.74	0,95	20.40
PROFIT BEFORE TAX	9,926.61	9,749.97	12,415.04	19,676.58	22,448.43	47,949.54
TAX EXPENSE (Refer note 3)	2,269.61	2,719.75	2,624.36	4,989.36	4,730.05	10,036.16
PROFIT AFTER TAX	7,657.00	7,030.22	9,790.68	14,687.22	17,718.38	37,913.38
PAID UP EQUITY SHARE CAPITAL (FACE VALUE OF RS. 2/- PER SHARE)	6,006.49	6,005.34	5,972.56	6,006.49	5,972.56	5,997.52
RESERVES AND SURPLUS						113,918.60
EARNINGS PER SHARE (Rupees) BASIC DILUTED	2.55 2.54	2.34 2.33	3.28 3.26	4.89 4.87	5.95 5.90	12.70 12.59

#### B) CONSOLIDATED SEGMENT REPORTING

PARTICULARS	QUARTER ENDED 30th JUN'2014 AUDITED	QUARTER ENDED 31st MAR'2014 AUDITED	QUARTER ENDED 30th JUN'2013 AUDITED	SIX MONTHS ENDED 30th JUN'2014 AUDITED	SIX MONTHS ENDED 30th JUN'2013 AUDITED	YEAR ENDED 31st DEC'2013 AUDITED
REVENUE BY INDUSTRY SEGMENT						
TRAVEL AND TRANSPORTATION	11,737.28	11,020.30	9,988.26	22,757.58	19,437.02	41,470.45
BANKING AND FINANCIAL SERVICES	21,097.35	19,853.62	18,284.68	40,950.97	35,202.88	77,931.81
INSURANCE AND HEALTHCARE	8,681.32	8,683.59	8,171.40	17,364.91	15,930.66	35,729.36
MANUFACTURING AND SERVICES	11,435.86	11,493.95	10,355.16	22,929.81	20,072.91	45,572.47
OTHERS	8,086.60	7,836.48	6,860.64	15,923.08	13,785.06	27,830.73
NET REVENUE FROM OPERATIONS	61,038.41	58,887.94	53,660.14	119,926.35	104,428.53	228,534.82
SEGMENT RESULT BEFORE TAX						
TRAVEL AND TRANSPORTATION	2,960.88	2,364.32	2,709.14	5,325.20	4,570.40	10,860.85
BANKING AND FINANCIAL SERVICES	2,202.56	2,562.73	3,909.23	4,765.29	6,569.50	14,911.02
INSURANCE AND HEALTHCARE	1,505.56	1,767.74	2,000.41	3,273.30	3,491.55	8,495.92
MANUFACTURING AND SERVICES	2,411.41	3,175.85	3,216.56	5,587.26	5,878.60	13,657.33
OTHERS	1,087.09	1,459.49	889.38	2,546.58	2,001.56	3,297.78
TOTAL	10,167.50	11,330.13	12,724.72	21,497.63	22,511.61	51,222.90
ADD :OTHER INCOME	732.56	853.26	1,023.24	1,585.82	1,974.74	3,727.34
ADD: EXCHANGE RATE DIFFERENCE (NET) GAIN / (LOSS)	104,02	(1,357 73)	(397 27)	(1,748 71)	(171.93)	(3,119.94)
LESS: INTEREST	1.07	2.67	0.64	3.74	0.95	20.40
LESS : OTHER UN-ALLOCABLE EXPENDITURE	1,076.40	1,078.52	935.01	2,154.92	1,865.04	3,860.36
PROFIT BEFORE TAX	9,926.61	9,749.97	12,415.04	19,676.58	22,448.43	47,949.54

#### Notes on segment information

Principal segments

Primary business segments have been identified taking into account the services offered to customers globally operating in different industry segments, differing risks and returns, the organisational structure and the internal reporting system.

Segmental capital employed
Assets and liabilities contracted have not been identified to any of the reportable segments as the assets are used interchangeably between segments and it is not practicable to reasonably allocate the liabilities to individual segments. Accordingly no disclosure relating to segment assets and segment liabilities are made.







#### C) HEXAWARE TECHNOLOGIES LIMITED - INDIA - STANDALONE BASIS AUDITED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED 30TH JUNE 2014

PARTICULARS	QUARTER ENDED 30th JUN'2014 AUDITED	QUARTER ENDED 31st MAR'2014 AUDITED	QUARTER ENDED 30th JUN'2013 AUDITED	SIX MONTHS ENDED 30th JUN'2014 AUDITED	SIX MONTHS ENDED 30th JUN'2013 AUDITED	YEAR ENDED 31st DEC'2013 AUDITED
INCOME						
INCOME FROM OPERATIONS	23,798.40	25,330.79	24,681.80	49,129.19	47,864.82	101,995,40
EXPENSES		,				
EMPLOYEE BENEFITS EXPENSE (* Net of write back of Rs. 896.45 lacs)	* 11,373.58	12,043.82	10,480.85	* 23,417.40	21,860.22	44,000.34
SOFTWARE AND DEVELOPMENT EXPENSES	1,496.83	1,686.24	1,204,86	3,183.07	2,443.75	5,253,29
OPERATING AND OTHER EXPENSES	2,821.91	2,379.25	2,261.67	5,201.16	4,493.72	9,540.45
DEPRECIATION AND AMORTISATION	882.71	876,29	754.83	1,759,00	1,520.23	3,103.05
TOTAL EXPENSES	16,575.03	16,985.60	14,702.21	33,560.63	30,317.92	61,897.13
PROFIT FROM OPERATIONS BEFORE OTHER INCOME, EXCHANGE RATE DIFFERENCE & INTEREST	7,223.37	8,345.19	9,979.59	15,568.56	17,546.90	40,098.27
OTHER INCOME (NET) (Refer note 3)	677.39	4,533.61	966.81	5,211.00	1,798.08	3,332.31
EXCHANGE RATE DIFFERENCE (NET) GAIN / (LOSS)	178.31	(1,227.07)	(213.61)	(1,048.76)	162.20	(2,414.31
PROFIT BEFORE INTEREST AND TAX	8,079.07	11,651.73	10,732.79	19,730.80	19,507.18	41,016.27
INTEREST	0.04	1,84	0.03	1.88	0.07	13.53
PROFIT BEFORE TAX	8,079.03	11,649.89	10,732.76	19,728.92	19,507.11	41,002.74
TAX EXPENSE (Refer note 3)	1,542.57	2,045.77	2,020.56	3,588.34	3,731.75	7,606.11
PROFIT AFTER TAX	6,536.46	9,604.12	8,712.20	16,140.58	15,775.36	33,396.63
PAID UP EQUITY SHARE CAPITAL (FACE VALUE OF RS. 2/- PER SHARE)	6,006.49	6,005.34	5,972.56	6,006.49	5,972.56	5,997.52
RESERVES AND SURPLUS						82,855.22
EARNINGS PER SHARE (Rupees) BASIC DILUTED	2.18 2.17	3.20 3.18	2.92 2.90	5.38 5.35	5.30 5.25	11.19 11.09

#### D) SELECT INFORMATION FOR THE QUARTER ENDED 30TH JUNE 2014

PARTICULARS	QUARTER	QUARTER	QUARTER	SIX MONTHS	SIX MONTHS	YEAR
	ENDED	ENDED	ENDED	ENDED	ENDED	ENDED
	30th JUN'2014	31st MAR'2014	30th JUN'2013	30th JUN'2014	30th JUN'2013	31st DEC'2013
	AUDITED	AUDITED	AUDITED	AUDITED	AUDITED	AUDITED
I. PARTICULARS OF SHAREHOLDING  1. PUBLIC SHAREHOLDING  a. NUMBER OF SHARES OF RS 2/- EACH  b, PERCENTAGE OF SHAREHOLDING	87,514,046	87,456,421	215,244,221	87,514,046	215,244,221	87,152,496
	29 <sub>-</sub> 14%	29.13%	72_08%	29.14%	72.08%	29.06%
2. PROMOTERS AND PROMOTER GROUP SHAREHOLDING a. PLEDGED/ENCUMBERED - NUMBER OF SHARES - PERCENTAGE OF THE TOTAL SHAREHOLDING OF PROMOTER AND PROMOTER GROUP - PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY b. NON-ENCUMBERED - NUMBER OF SHARES - PERCENTAGE OF THE TOTAL SHAREHOLDING OF PROMOTER AND PROMOTER GROUP - PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY	0.00% 0.00% 212,810,526 100.00% 70.86%	0.00% 212,810,526 100.00%	0,00% 83,383,866 100.00%	0.00% 212,810,526 100.00%	0,00% 83,383,866 100,00%	- 0.00% 0.00% 212,723,451 100,00% 70,94%
II. INVESTOR COMPLAINTS  PENDING AT THE BEGINNING OF THE QUARTER RECEIVED DURING THE QUARTER DISPOSED OFF DURING THE QUARTER REMAINING UNRESOLVED AT THE END OF THE QUARTER	2 2 2					

#### E) Notes:

1) The Consolidated audited financial results and standalone audited financial results of the Company, reviewed and recommended by the Audit Committee, were taken on record by the Board of Directors of the Company at its meeting held on July 22, 2014.

The Company has opted to publish only consolidated audited financial results, along with information on audited standalone results as per the amended guidelines issued by the Securities and Exchange Board of India. Standalone audited results are available on the Company's website.

- 2) Information on segments has been disclosed on a consolidated basis in accordance with Accounting Standard 17 (Segment Reporting)
- Quarter ended 31st March 2014, includes dividend aggregating to Rs. 3,732.27 lacs received by Hexaware Technologies Ltd from its subsidiary in the USA
  against which income tax charge of Rs 634.30 lacs had been provided.
- 4) The Board of directors have recommended a payment of interim dividend of Rs. 1.60 per share (80%) on an equity share of Rs. 2/- each, at its meeting held on July 22, 2014.
- 5) Figures for the previous period/year have been regrouped wherever necessary to conform to the current period/year.



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#### F) STATEMENT OF ASSETS AND LIABILITIES (CONSOLIDATED AUDITED)

(Rs. In lakhs)

PARTICULARS	AS AT 30TH JUN 2014 AUDITED	AS AT 31ST DEC 2013 AUDITED
I. EQUITY AND LIABILITIES		
1. SHAREHOLDERS' FUNDS		
a. SHARE CAPITAL	6,006.49	5,997.52
b. RESERVES AND SURPLUS	119,521.65	113,918.60
SUB TOTAL SHARE HOLDERS' FUNDS	125,528.14	119,916.12
2. SHARE APPLICATION MONEY PENDING ALLOTTMENT	1.59	8.56
3. NON CURRENT LIABILITIES		
a, DEFERRED TAX LIABILITIES (NET)	2,195.44	2,755.46
b. OTHER LONG TERM LIABILITIES	69.76	91.78
c. LONG TERM PROVISIONS	2,246,95	2,048.46
SUB TOTAL NON CURRENT LIABILITIES	4,512.15	4,895.70
4. CURRENT LIABILITIES	6 706 26	4,939.93
a. TRADE PAYABLES	6,786.36 16,928.28	17,602.89
b. OTHER CURRENT LIABILITIES c. SHORT TERM PROVISIONS	10,926.28	35,754.23
C. SHORT TERM PROVISIONS	10,811.18	33,737.23
SUB TOTAL CURRENT LIABILITIES	34,525.82	58,297.05
TOTAL EQUITY AND LIABILITIES	164,567.70	183,117.43
II. ASSETS		
1, NON CURRENT ASSETS		
FIXED ASSETS	37,275.47	37,681.29
GOODWILL ON CONSOLIDATION	15,604.75	16,026.86
NON CURRENT INVESTMENTS	45.78	45.78
DEFERRED TAX ASSETS (NET)	2,335.05	2,273.23
LONG TERM LOANS AND ADVANCES	13,553.45	12,907.02
OTHER NON CURRENT ASSETS	2,157.75	1,767.12
SUB TOTAL NON CURRENT ASSETS	70,972.25	70,701.30
2. CURRENT ASSETS		
CURRENT INVESTMENTS	13,602.55	33,780.57
TRADE RECEIVABLES	34,198.22	32,357.83
CASH AND CASH EQUIVALENTS	24,138.73	30,105.19
SHORT TERM LOANS AND ADVANCES	5,140.94	4,834.31
OTHER CURRENT ASSETS	16,515.01	11,338.23
SUB TOTAL CURRENT ASSETS	93,595.45	112,416.13
		402 447 47
TOTAL ASSETS	164,567.70	183,117.43

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#### G) STATEMENT OF ASSETS AND LIABILITIES (STAND ALONE AUDITED)

(Rs. In lakhs)

PARTICULARS	AS AT 30TH JUN 2014 AUDITED	AS AT 31ST DEC 2013 AUDITED
I. EQUITY AND LIABILITIES		
1. SHAREHOLDERS' FUNDS		
a. SHARE CAPITAL	6,006.49	5,997.52
b. RESERVES AND SURPLUS	90,447.60	82,855.22
SUB TOTAL SHARE HOLDERS' FUNDS	96,454.09	88,852.74
2. SHARE APPLICATION MONEY PENDING ALLOTTMENT	1.59	8.56
3. NON CURRENT LIABILITIES		
a. DEFERRED TAX LIABILITIES (NET)	1,866.05	2,453.63
b. OTHER LONG TERM LIABILITIES	69.76	1.73
c. LONG TERM PROVISIONS	1,940.80	1,712.57
SUB TOTAL NON CURRENT LIABILITIES	3,876.61	4,167.93
4. CURRENT LIABILITIES		
a. TRADE PAYABLES	15,595.96	14,898.36
b. OTHER CURRENT LIABILITIES	5,691.41	6,776.68
c. SHORT TERM PROVISIONS	6,727.05	31,830.66
SUB TOTAL CURRENT LIABILITIES	28,014.42	53,505.70
TOTAL EQUITY AND LIABILITIES	128,346.71	146,534.93
II. ASSETS		
1. NON CURRENT ASSETS		
FIXED ASSETS	31,984.51	32,314.08
NON CURRENT INVESTMENTS	20,095.17	20,095.17
LONG TERM LOANS AND ADVANCES	12,393.66	12,056.33
OTHER NON CURRENT ASSETS	1,768.97	1,405.02
SUB TOTAL NON CURRENT ASSETS	66,242.31	65,870.60
2. CURRENI ASSEIS		
CURRENT INVESTMENTS	13,114.86	33,316.75
TRADE RECEIVABLES	26,926.74	23,879.56
CASH AND CASH EQUIVALENTS	11,143.04	14,748.80
SHORT TERM LOANS AND ADVANCES	5,708.90	5,188.42
OTHER CURRENT ASSETS	5,210.86	3,530,80
SUB TOTAL CURRENT ASSETS	62,104.40	80,664.33
TOTAL ASSETS	128,346.71	146,534.93

For Hexaware Technologies Limited

**Executive Director and President Global Delivery** 

Place : Mumbai Date : July 22, 2014

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R. V. Ramanan