



**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

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ICSI Unique Code: P1991MH040400

To,  
The Chairman  
**Hexaware Technologies Limited**  
**CIN: U72900MH1992PLC069662**

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 remote e-Voting and e-Voting by Members at the 29<sup>th</sup> Annual General Meeting (AGM) of your Company held on Tuesday, 26<sup>th</sup> April, 2022 through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM").

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



**Malati Kumar**  
**Partner**



**SCRUTINIZER'S REPORT**

<b>Name of the Company</b>	<b>Hexaware Technologies Limited</b>
<b>Meeting</b>	<b>Annual General Meeting</b>
<b>Day, Date &amp; Time</b>	<b>Tuesday, 26<sup>th</sup> April, 2022 at 09:00 a.m. (IST)</b>
<b>Deemed Venue</b>	<b>Registered Office</b>
<b>Mode</b>	<b>Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”).</b>

**1. Appointment as Scrutinizer**

We were appointed as the Scrutinizer for the remote e-Voting as well as the e-voting by Members during the Annual General Meeting (AGM) of **Hexaware Technologies Limited** (hereinafter referred to as “**the Company**”) held through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”). Our responsibility as a Scrutinizer is to ensure that the voting process was conducted in a fair and transparent manner and to submit a scrutinizer’s report on the voting on the resolutions, based on the reports generated from the electronic voting system.

**2. Dispatch of Notice convening the Annual General Meeting (AGM)**

2.1. Pursuant to the relevant circulars issued by Ministry of Corporate Affairs for holding the AGM of the Members through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”), an advertisement was published in Business Standard (English newspaper) and Navshakti Marathi (vernacular language newspaper), having electronic editions on 02<sup>nd</sup> & 04<sup>th</sup> April, 2022 specifying the date & time of the AGM and an advertisement was published in Business Standard (English newspaper) and Navshakti Marathi (vernacular language newspaper) on 04<sup>th</sup> April, 2022 regarding intimation of dispatch of Annual Reports, availability of the notice on Company’s website, manner of registration of email-ids by the members (both physical & demat) who are yet to register their email-ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.





2.2. The Company hosted the notice of AGM on its website and the website of NSDL (e-voting Agency) on 04<sup>th</sup> April, 2022.

2.3. The Company informed that on the basis of the Register of Members and the List of Beneficial Owners made available by KFin Technologies Limited, the Registrar and Share Transfer Agents (RTA) of the Company and the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) respectively, the Company completed dispatch of Notice of AGM on **04<sup>th</sup> April, 2022** by E-mail to **35,711** Members who had registered their email-ids with the Company/ Depositories.

### **3. Cut-off date**

The Voting rights were reckoned as on 19<sup>th</sup> April, 2022, being the cut-off date for the purpose of deciding the entitlements of members for the remote e-Voting and e-voting during the AGM.

### **4. Remote e-Voting Process**

#### **4.1. Agency**

The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the platform for remote e-Voting and e-Voting during the Meeting.

#### **4.2. Remote e-Voting Period**

Remote e-Voting platform was open from Saturday, **23<sup>rd</sup> April, 2022 at 9:00 a.m. till Monday, 25<sup>th</sup> April, 2022 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 Meeting**

5.1. 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





## **S. N. ANANTHASUBRAMANIAN & CO** **Company Secretaries**

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.

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.

### **6. Counting Process**

On completion of e-Voting during the AGM, we unblocked the results of the remote e-Voting and e-Voting by members during the AGM, on the NSDL e-Voting platform and downloaded the results.

### **7. Results**

7.1. The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 29<sup>th</sup> AGM dated 09<sup>th</sup> February, 2022 is enclosed herewith.

7.2. Based on the aforesaid results, we report that the **Eleven Ordinary Resolutions & Two Special Resolutions** as contained in Item No. 1 to Item No. 13 respectively of the Notice of the AGM dated 09<sup>th</sup> February, 2022 have been **passed with the requisite majority**.

**For S. N. ANANTHASUBRAMANIAN & Co.**  
**Company Secretaries**

**Malati Kumar**  
**Partner**

**ACS: 15508 | COP: 10880**

**ICSI UDIN: A015508D000208415**

**26<sup>th</sup> April, 2022 | Thane**





**CONSOLIDATED RESULTS**

**Item No. 1: Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended December 31, 2021.**

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	59	28,80,75,399	1	8,200	60	28,80,83,599	99.9996
<b>Dissent</b>	4	1,101	0	0	4	1,101	0.0004
<b>Total</b>	63	28,80,76,500	1	8,200	64	28,80,84,700	100.0000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 1** of the Notice of the AGM dated 09<sup>th</sup> February, 2022 has been passed with **requisite majority**.



**Malati Kumar**  
**Partner**

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**26<sup>th</sup> April, 2022 | Thane**

*Report of Scrutinizer on remote e-Voting & e-Voting by members at the 29<sup>th</sup> Annual General Meeting  
of Hexaware Technologies Limited held on 26<sup>th</sup> April, 2022*

**CONSOLIDATED RESULTS**

**Item No. 2: To confirm payment of interim dividend**

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	60	28,80,75,400	1	8,200	61	28,80,83,600	99.9996
<b>Dissent</b>	3	1,100	0	0	3	1,100	0.0004
<b>Total</b>	63	28,80,76,500	1	8,200	64	28,80,84,700	100.0000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 2** of the Notice of the AGM dated 09<sup>th</sup> February, 2022 has been passed with **requisite majority**.



**Malati Kumar**

**Partner**

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**26<sup>th</sup> April, 2022 | Thane**

*Report of Scrutinizer on remote e-Voting & e-Voting by members at the 29<sup>th</sup> Annual General Meeting of Hexaware Technologies Limited held on 26<sup>th</sup> April, 2022*



**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

**CONSOLIDATED RESULTS**

Item No. 3: Re-appointment of Mr. R Srikrishna (DIN: 03160121).

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	59	28,80,75,399	1	8,200	60	28,80,83,599	99.9996
Dissent	4	1,101	0	0	4	1,101	0.0004
<b>Total</b>	63	28,80,76,500	1	8,200	64	28,80,84,700	100.0000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 3** of the Notice of the AGM dated 09<sup>th</sup> February, 2022 has been passed with **requisite majority**.



**Malati Kumar**

**Partner**

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**26<sup>th</sup> April, 2022 | Thane**

*Report of Scrutinizer on remote e-Voting & e-Voting by members at the 29<sup>th</sup> Annual General Meeting  
of Hexaware Technologies Limited held on 26<sup>th</sup> April, 2022*



**CONSOLIDATED RESULTS**

**Item No. 4: Appointment of Mr. Patrick McCarter (DIN: 07973226) as a Non- Executive Non-Independent director**

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	57	28,80,75,289	1	8,200	58	28,80,83,489	99.9996
<b>Dissent</b>	6	1,211	0	0	6	1,211	0.0004
<b>Total</b>	63	28,80,76,500	1	8,200	64	28,80,84,700	100.0000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 4** of the Notice of the AGM dated 09<sup>th</sup> February, 2022 has been passed with **requisite majority**.



**Malati Kumar**

**Partner**

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**26<sup>th</sup> April, 2022 | Thane**

*Report of Scrutinizer on remote e-Voting & e-Voting by members at the 29<sup>th</sup> Annual General Meeting  
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**CONSOLIDATED RESULTS**

**Item No. 5: Appointment of Mr. Neeraj Bharadwaj (DIN: 01314963) as a Non- Executive Non Independent director**

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	57	28,80,75,289	1	8,200	58	28,80,83,489	99.9996
<b>Dissent</b>	6	1,211	0	0	6	1,211	0.0004
<b>Total</b>	63	28,80,76,500	1	8,200	64	28,80,84,700	100.0000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 5** of the Notice of the AGM dated 09<sup>th</sup> February, 2022 has been passed with **requisite majority**.



**Malati Kumar**

**Partner**

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**26<sup>th</sup> April, 2022 | Thane**

**CONSOLIDATED RESULTS**

Item No. 6: Appointment of Mr. Julius Genachowski (DIN: 09365873) as a Non- Executive Non Independent director

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	57	28,80,75,289	1	8,200	58	28,80,83,489	99.9996
<b>Dissent</b>	6	1,211	0	0	6	1,211	0.0004
<b>Total</b>	63	28,80,76,500	1	8,200	64	28,80,84,700	100.0000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 6** of the Notice of the AGM dated 09<sup>th</sup> February, 2022 has been passed with **requisite majority**.



**Malati Kumar**

**Partner**

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**26<sup>th</sup> April, 2022 | Thane**

*Report of Scrutinizer on remote e-Voting & e-Voting by members at the 29<sup>th</sup> Annual General Meeting of Hexaware Technologies Limited held on 26<sup>th</sup> April, 2022*



**CONSOLIDATED RESULTS**

**Item No. 7: Appointment of Mr. Kapil Modi (DIN: 07055408) as a Non-Executive Non-Independent director**

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	55	28,80,75,229	1	8,200	56	28,80,83,429	99.9996
<b>Dissent</b>	7	1,261	0	0	7	1,261	0.0004
<b>Total</b>	62	28,80,76,490	1	8,200	63	28,80,84,690	100.0000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 7** of the Notice of the AGM dated 09<sup>th</sup> February, 2022 has been passed with **requisite majority**.



**Malati Kumar**

**Partner**

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**26<sup>th</sup> April, 2022 | Thane**

*Report of Scrutinizer on remote e-Voting & e-Voting by members at the 29<sup>th</sup> Annual General Meeting  
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**CONSOLIDATED RESULTS**

Item No. 8: Appointment of Ms. Lucia Soares (DIN: 09383306) as a Non-Executive Non Independent director

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	57	28,80,75,289	1	8,200	58	28,80,83,489	99.9996
Dissent	6	1,211	0	0	6	1,211	0.0004
<b>Total</b>	<b>63</b>	<b>28,80,76,500</b>	<b>1</b>	<b>8,200</b>	<b>64</b>	<b>28,80,84,700</b>	<b>100.0000</b>

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 8** of the Notice of the AGM dated 09<sup>th</sup> February, 2022 has been passed with **requisite majority**.



**Malati Kumar**

**Partner**

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**26<sup>th</sup> April, 2022 | Thane**

*Report of Scrutinizer on remote e-Voting & e-Voting by members at the 29<sup>th</sup> Annual General Meeting of Hexaware Technologies Limited held on 26<sup>th</sup> April, 2022*



**S. N. ANANTHASUBRAMANIAN & CO**  
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**CONSOLIDATED RESULTS**

Item No. 9: Appointment of Ms. Sandra Horbach (DIN: 09374169) as a Non- Executive Non Independent director

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	57	28,80,75,289	1	8,200	58	28,80,83,489	99.9996
Dissent	6	1,211	0	0	6	1,211	0.0004
Total	63	28,80,76,500	1	8,200	64	28,80,84,700	100.0000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 9** of the Notice of the AGM dated 09<sup>th</sup> February, 2022 has been passed with **requisite majority**.



**Malati Kumar**

**Partner**

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**26<sup>th</sup> April, 2022 | Thane**

*Report of Scrutinizer on remote e-Voting & e-Voting by members at the 29<sup>th</sup> Annual General Meeting  
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**CONSOLIDATED RESULTS**

**Item No. 10: Appointment of Mr. Joseph McLaren Quinlan (DIN: 09477487) as a Non- Executive Independent director**

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	57	28,80,75,289	1	8,200	58	28,80,83,489	99.9996
<b>Dissent</b>	6	1,211	0	0	6	1,211	0.0004
<b>Total</b>	63	28,80,76,500	1	8,200	64	28,80,84,700	100.0000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 10** of the Notice of the AGM dated 09<sup>th</sup> February, 2022 has been passed with **requisite majority**.

**Malati Kumar**  
**Partner**



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**26<sup>th</sup> April, 2022 | Thane**

*Report of Scrutinizer on remote e-Voting & e-Voting by members at the 29<sup>th</sup> Annual General Meeting  
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**CONSOLIDATED RESULTS**

**Item No. 11: Appointment of Mr. Michael Bender (DIN: 09479465) as a Non-Executive Non Independent director**

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	56	28,80,75,239	1	8,200	57	28,80,83,439	99.9996
<b>Dissent</b>	7	1,261	0	0	7	1,261	0.0004
<b>Total</b>	63	28,80,76,500	1	8,200	64	28,80,84,700	100.0000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 11** of the Notice of the AGM dated 09<sup>th</sup> February, 2022 has been passed with **requisite majority**.



**Malati Kumar**

**Partner**

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**26<sup>th</sup> April, 2022 | Thane**

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**CONSOLIDATED RESULTS**

**12. Modification in terms of remuneration of Mr. Milind Sarwate, Non-Executive Independent Director**

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	54	28,80,74,979	1	8,200	55	28,80,83,179	99.9995
<b>Dissent</b>	9	1,521	0	0	9	1,521	0.0005
<b>Total</b>	63	28,80,76,500	1	8,200	64	28,80,84,700	100.0000

Based on the aforesaid results, we report that the **Special Resolution** as contained in **Item No. 12** of the Notice of the AGM dated 09<sup>th</sup> February, 2022 has been passed with **requisite majority**.



**Malati Kumar**

**Partner**

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**CONSOLIDATED RESULTS**

**13. Increase in remuneration payable to Non-Executive Directors of the Company**

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	52	28,80,74,922	1	8,200	53	28,80,83,122	99.9995
<b>Dissent</b>	11	1,578	0	0	11	1,578	0.0005
<b>Total</b>	63	28,80,76,500	1	8,200	64	28,80,84,700	100.0000

Based on the aforesaid results, we report that the **Special Resolution** as contained in **Item No. 13** of the Notice of the AGM dated 09<sup>th</sup> February, 2022 has been passed with **requisite majority**.



**Malati Kumar**

**Partner**

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