



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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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 30th Annual General Meeting (AGM) of your Company held on Thursday, 4th May, 2023 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 A. Kumar



Malati Kumar
Partner



SCRUTINIZER'S REPORT

Name of the Company	Hexaware Technologies Limited
Meeting	Annual General Meeting
Day, Date & Time	Thursday, 04th May, 2023 at 04:30 p.m. (IST)
Deemed Venue	Registered Office
Mode	Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

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 12th 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 12th April, 2023 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.



Report of Scrutinizer on remote e-Voting & e-Voting by members at the 30th Annual General Meeting of Hexaware Technologies Limited held on 04th May, 2023



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2.2. The Company hosted the notice of AGM on its website and the website of NSDL (e-voting Agency) on 11th April, 2023.

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 **11th April, 2023** by E-mail to **36,568** Members who had registered their email-ids with the Company/ Depositories.

3. Cut-off date

The Voting rights were reckoned as on 27th April, 2023, 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 **Monday, 01st May, 2023 at 9:00 a.m. till Wednesday, 03rd May, 2023 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



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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 at 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 30th AGM dated 27th March, 2023 is enclosed herewith.

7.2. Based on the aforesaid results, we report that the **Eight Ordinary Resolutions & One Special Resolution** as contained in Item No. 1 to Item No. 9 respectively of the Notice of the AGM dated 27th March, 2023 have been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

Malati A. Kumar

Malati Kumar

Partner

ACS: 15508 | COP: 10880

ICSI UDIN: A015508E000259818

05th May, 2023 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 1: Adoption of Financial Statements for the financial year ended December 31, 2022.

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	37	28,86,22,514	1	1	38	28,86,22,515	100.00%
Dissent	2	51	0	0	2	51	0.00%
Total	39	28,86,22,565	1	1	40	28,86,22,566	100.00%

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 1** of the Notice of the AGM dated 27th March, 2023 has been passed with **requisite majority**.

Malati A. Kumar



Malati Kumar

Partner

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*Report of Scrutinizer on remote e-Voting & e-Voting by members at the 30th Annual General Meeting
of Hexaware Technologies Limited held on 04th May, 2023*



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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	
Assent	38	28,86,22,515	1	1	39	28,86,22,516	100.00%
Dissent	1	50	0	0	1	50	0.00%
Total	39	28,86,22,565	1	1	40	28,86,22,566	100.00%

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 2** of the Notice of the AGM dated 27th March, 2023 has been passed with **requisite majority**.

Malati A. Kumar



Malati Kumar

Partner

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Report of Scrutinizer on remote e-Voting & e-Voting by members at the 30th Annual General Meeting of Hexaware Technologies Limited held on 04th May, 2023



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CONSOLIDATED RESULTS

Item No. 3: Re-appointment of Mr. Neeraj Bharadwaj (DIN: 01314963).

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	36	28,86,22,513	1	1	37	28,86,22,514	100.00%
Dissent	3	52	0	0	3	52	0.00%
Total	39	28,86,22,565	1	1	40	28,86,22,566	100.00%

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 3** of the Notice of the AGM dated 27th March, 2023 has been passed with **requisite majority**.

Malati A. Kumar


Malati Kumar

Partner

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CONSOLIDATED RESULTS

Item No. 4: Re-Appointment of Mr. Julius Genachowski (DIN: 09365873)

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	35	28,86,21,413	1	1	36	28,86,21,414	100.00%
Dissent	4	1,152	0	0	4	1,152	0.00%
Total	39	28,86,22,565	1	1	40	28,86,22,566	100.00%

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 4** of the Notice of the AGM dated 27th March, 2023 has been passed with **requisite majority**.

Malati A. Kumar



Malati Kumar

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CONSOLIDATED RESULTS

Item No. 5: Re-appointment of Statutory Auditors

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	37	28,86,22,514	1	1	38	28,86,22,515	100.00%
Dissent	2	51	0	0	2	51	0.00%
Total	39	28,86,22,565	1	1	40	28,86,22,566	100.00%

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 5** of the Notice of the AGM dated 27th March, 2023 has been passed with **requisite majority**.

Malati A. Kumar



Malati Kumar

Partner

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Report of Scrutinizer on remote e-voting & e-voting by members at the 30th Annual General Meeting of Hexaware Technologies Limited held on 04th May, 2023



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CONSOLIDATED RESULTS

Item No. 6: Appointment of Mr. Shawn Albert Devilla (DIN: 09699900) as a Non-Executive Non Independent Director w.e.f. 9th August, 2022.

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	35	28,86,21,413	1	1	36	28,86,21,414	100.00%
Dissent	4	1,152	0	0	4	1,152	0.00%
Total	39	28,86,22,565	1	1	40	28,86,22,566	100.00%

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 6** of the Notice of the AGM dated 27th March, 2023 has been passed with **requisite majority**.

Malati A. Kumar



Malati Kumar

Partner

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Report of Scrutinizer on remote e-voting & e-voting by members at the 30th Annual General Meeting of Hexaware Technologies Limited held on 04th May, 2023



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CONSOLIDATED RESULTS

Item No. 7: Appointment of Mr. Srikrishna Ramakarthykeyan (DIN: 03160121) as a Director of the Company not liable to retire by rotation

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	35	28,86,21,413	1	1	36	28,86,21,414	100.00%
Dissent	4	1,152	0	0	4	1,152	0.00%
Total	39	28,86,22,565	1	1	40	28,86,22,566	100.00%

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 7** of the Notice of the AGM dated 27th March, 2023 has been passed with **requisite majority**.

Malati A. Kumar



Malati Kumar

Partner

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CONSOLIDATED RESULTS

Item No. 8: Appointment of Mr. Srikrishna Ramakarthikeyan (DIN: 03160121) as the Chief Executive Officer and Whole-time Director of the Company w.e.f. 2nd March, 2023.

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	35	28,86,21,413	1	1	36	28,86,21,414	100.00%
Dissent	3	1,151	0	0	3	1,151	0.00%
Total	38	28,86,22,564	1	1	39	28,86,22,565	100.00%

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 8** of the Notice of the AGM dated 27th March, 2023 has been passed with **requisite majority**.

Malati A. Kumar

Malati Kumar

Partner

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CONSOLIDATED RESULTS

Item No. 9: Re-appointment of Mr. Milind Shripad Sarwate (DIN:- 00109854) as a Non Executive Independent Director w.e.f. 25th April, 2023.

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	35	28,86,21,413	1	1	36	28,86,21,414	100.00%
Dissent	3	1,151	0	0	3	1,151	0.00%
Total	38	28,86,22,564	1	1	39	28,86,22,565	100.00%

Based on the aforesaid results, we report that the **Special Resolution** as contained in **Item No. 9** of the Notice of the AGM dated 27th March, 2023 has been passed with **requisite majority**.

Malati A. Kumar

Malati Kumar

Partner

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