

S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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ICSI Unique Code: P1991MH040400

10th May, 2024

To,
The Chairman,
Hexaware Technologies Limited
CIN: U72900MH1992PLC069662
152, Millennium Business Park,
Sector 3R, TTC Industrial Area,
Mahape, Navi Mumbai – 400710

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e-voting by your Members at the Annual General Meeting of your Company held on 09th May, 2024.

We are pleased to submit the 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
Type of Meeting	Annual General Meeting
Day, Date & Time	Thursday, 09 th May, 2024 at 05.00 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 the Members at the Annual General Meeting ("AGM") of **Hexaware Technologies Limited** (hereinafter referred to as 'the Company') held on Thursday, 09th May, 2024 at 05.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and 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 AGM and Advertisements

2.1. Pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (MCA) for holding the AGM or other general meetings of Members through Video Conferencing (VC) or Other Audio Visual Means (OAVM), an advertisement was published in **Business Standard (English Newspaper)**, **Navshakti (Marathi Newspaper)** on **09th April, 2024**, specifying the date & time of the AGM, availability of the notice on the Company's website, intimation of dispatch of Annual Reports, manner of





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registration of email ids by the Members (both physical and 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 detailed notice of AGM on its website and the website of NSDL (e-voting Agency) on 16th April, 2024.
 - 2.3. The Company has informed that on the basis of the Register of Members and the list of Beneficial Owners made available by KFin Technologies Limited, 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 **16th April, 2024** by e-mail to **37,218** Members who had registered their email ids with the Company/ Depositories.
 - 2.4. As informed to us, no Member has registered his/her email-id pursuant to the advertisements made by the Company.
- 3. Cut-off date**
- 3.1 Voting rights with respect to the agenda items were reckoned as on **Thursday, 02nd May, 2024**, being the cut-off date for the purpose of deciding the eligibility of Members for remote e-voting and e-voting at the AGM.

4. Remote e-voting process

4.1. Agency

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





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4.2. Remote e-voting period

Remote e-voting platform was open from **09.00 a.m. (IST) on Monday, 06th May, 2024 till 05.00 p.m. (IST) on Wednesday, 08th May, 2024** and Members were required to cast their votes electronically conveying their assent or dissent, as the case may be, in respect of the resolution(s) on the remote e-voting platform provided by NSDL.

5. Voting at the AGM

5.1. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of the AGM, 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

6.1. On completion of e-voting at the AGM, we unblocked the results of the remote e-voting and e-voting by Members at the AGM, on the NSDL e-voting platform and downloaded the results for scrutiny.

6.2. All the votes cast by the Members were found to be valid.





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7. Results

- 7.1. Consolidated results with respect to the agenda items as set out in the Notice of the AGM dated **12th April, 2024** is enclosed herewith.
- 7.2. Based on the aforesaid results, we report that 7 (Seven) Ordinary Resolutions as set out in Item Nos.1 to 7, and 4 (Four) Special Resolutions as set out in Item Nos.8 to 11 of the Notice of the AGM dated **12th April, 2024** have been passed with the requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023

Malati A. Kumar

Malati Kumar

Partner

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Company Secretaries

CONSOLIDATED RESULTS

Item No. 1: To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st December, 2023 together with the Reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	53	28,88,91,495	7	7,478	60	28,88,98,973	100.0000%
Dissent	2	51	0	0	2	51	0.0000%
Total	55	28,88,91,546	7	7,478	62	28,88,99,024	100.0000%

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated 12th April, 2024 has been **passed with requisite majority**.

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

Malati A. Kumar
Malati Kumar
Partner



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Company Secretaries

CONSOLIDATED RESULTS

Item No. 2: To confirm the payment of Interim Dividends on equity shares.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	54	28,88,91,496	7	7,478	61	28,88,98,974	100.0000%
Dissent	1	50	0	0	1	50	0.0000%
Total	55	28,88,91,546	7	7,478	62	28,88,99,024	100.0000%

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 12th April, 2024 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries

Malati A. Kumar

Malati Kumar

Partner

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CONSOLIDATED RESULTS

Item No. 3: To appoint a Director in place of Mr. Kapil Modi, (DIN: 07055408), who retires by rotation, and being eligible, seeks re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	50	28,88,91,085	7	7,478	57	28,88,98,563	100.0000%
Dissent	3	61	0	0	3	61	0.0000%
Total	53	28,88,91,146	7	7,478	60	28,88,98,624	100.0000%

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 12th April, 2024 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries

Malati A. Kumar

Malati Kumar

Partner

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CONSOLIDATED RESULTS

Item No. 4: To appoint a Director in place of Ms. Lucia Soares, (DIN: 09374169), who retires by rotation, and being eligible, seeks re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	50	28,88,91,085	7	7,478	57	28,88,98,563	100.0000%
Dissent	4	141	0	0	4	141	0.0000%
Total	54	28,88,91,226	7	7,478	61	28,88,98,704	100.0000%

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 12th April, 2024 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.

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Malati Kumar

Partner

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CONSOLIDATED RESULTS

Item No. 5: To appoint a Director in place of Ms. Sandra Horbach, (DIN: 09383306), who retires by rotation, and being eligible, seeks re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	50	28,88,91,085	7	7,478	57	28,88,98,563	100.0000%
Dissent	4	141	0	0	4	141	0.0000%
Total	54	28,88,91,226	7	7,478	61	28,88,98,704	100.0000%

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 12th April, 2024 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

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Malati Kumar

Partner

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CONSOLIDATED RESULTS

Item No. 6: Split / Subdivision of equity shares of the Company having face value of Rs. 2/- per share to face value of Re. 1/- per share.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	52	28,88,91,175	7	7,478	59	28,88,98,653	100.0000%
Dissent	2	51	0	0	2	51	0.0000%
Total	54	28,88,91,226	7	7,478	61	28,88,98,704	100.0000%

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 6** of the Notice of the AGM dated 12th April, 2024 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries

Malati A. Kumar
Malati Kumar

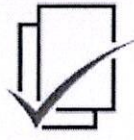
Partner

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CONSOLIDATED RESULTS

Item No. 7: Alteration in Capital Clause of the Memorandum of Association of the Company.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	50	28,88,90,665	7	7,478	57	28,88,98,143	100.0000%
Dissent	3	131	0	0	3	131	0.0000%
Total	53	28,88,90,796	7	7,478	60	28,88,98,274	100.0000%

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 7** of the Notice of the AGM dated 12th April, 2024 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.

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Malati A. Kumar
Malati Kumar



Partner

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CONSOLIDATED RESULTS

Item No. 8: Approval of the 'Hexaware Employees Stock Option Plan 2024' ("ESOP 2024"/ "Plan") and grant of employee stock options to the employees of the Company.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	49	28,88,89,995	7	7,478	56	28,88,97,473	99.9997%
Dissent	4	801	0	0	4	801	0.0003%
Total	53	28,88,90,796	7	7,478	60	28,88,98,274	100.0000%

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 8** of the Notice of the AGM dated 12th April, 2024 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

Malati A. Kumar
Malati Kumar

Partner

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CONSOLIDATED RESULTS

Item No. 9: To approve grant of employee stock options to the employees of Subsidiary Company(ies) of the Company under 'Hexaware Employees Stock Option Plan 2024' ("ESOP 2024"/ "Plan").

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	49	28,88,89,975	7	7,478	56	28,88,97,453	99.9997%
Dissent	4	821	0	0	4	821	0.0003%
Total	53	28,88,90,796	7	7,478	60	28,88,98,274	100.0000%

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 9** of the Notice of the AGM dated 12th April, 2024 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries

Malati A. Kumar
Malati Kumar

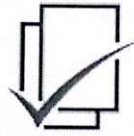


Partner

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CONSOLIDATED RESULTS

Item No. 10: To consider and approve set-up of the Hexaware Employees Stock Option Trust 2024 ("Trust").

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	50	28,88,90,665	7	7,478	57	28,88,98,143	100.0000%
Dissent	3	131	0	0	3	131	0.0000%
Total	53	28,88,90,796	7	7,478	60	28,88,98,274	100.0000%

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 10** of the Notice of the AGM dated 12th April, 2024 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.
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Malati A. Kumar
Malati Kumar



Partner

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CONSOLIDATED RESULTS

Item No. 11: Provision of money by the Company for subscription and purchase of its own Shares by the Trust under the 'Hexaware Employees Stock Option Plan 2024' ("ESOP 2024"/ "Plan").

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	49	28,88,89,995	7	7,478	56	28,88,97,473	99.9997%
Dissent	4	801	0	0	4	801	0.0003%
Total	53	28,88,90,796	7	7,478	60	28,88,98,274	100.0000%

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 11** of the Notice of the AGM dated 12th April, 2024 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

Malati A. Kumar

Malati Kumar

Partner

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