



NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS

Notice is hereby given to all the members of Hexaware Technologies Limited (the “Company”) that the Extra Ordinary General Meeting of the Members of the Company will be held on September 06, 2024, at 9.00 a.m. via video conferencing / other audio visual means (“VC/OAVM”) to transact the following business:

1. APPOINTMENT OF MR. VIVEK SHARMA AS AN INDEPENDENT DIRECTOR

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the recommendation of the Nomination and Remuneration Committee of the Board of Directors and pursuant to Section 149, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“**Companies Act**”), Regulation 17 and other applicable provisions thereof, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), and pursuant to the provisions of the Articles of Association of the Company, Mr. Vivek Sharma (DIN:10741746), who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors with effect from August 13, 2024 and who holds office till the conclusion of forth coming Annual General Meeting, who possesses relevant expertise and experience and is not disqualified under Section 164 of the Companies Act and who has signified his consent to act as an independent director of Hexaware Technologies Limited (the “**Company**”), and has submitted a declaration that he meets the criteria for appointment as an independent director under the Section 149(6) of the Companies Act and the SEBI Listing Regulations, and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an independent director on the board of directors of the Company (the “**Board**” or “**Board of Directors**”), who shall hold office for a term of Three years commencing date of approval by the Board i.e August 13, 2024, and not be liable to retire by rotation. Mr. Vivek Sharma shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and commission as detailed in the letter of appointment dated August 13, 2024, issued to Mr. Vivek Sharma, and as may be determined by the Board from time to time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any Director or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

HEXAWARE TECHNOLOGIES LIMITED

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Mahape, Navi Mumbai - 400 710 (INDIA) | Tel: +91 022 3326 8585 | Email: marketing@hexaware.com
CIN: U72900MH1992PLC069662 | URL: www.hexaware.com

“RESOLVED FURTHER THAT any of the director of the Board and/or the Company Secretary of the Company are severally authorized to issue certified true copies of the above resolution and the same may be forwarded to any concerned authorities for necessary action.”

2. APPOINTMENT OF MS. SUKANYA KRIPALU AS AN INDEPENDENT DIRECTOR

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the recommendation of the Nomination and Remuneration Committee of the Board of Directors and pursuant to Section 149, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (**“Companies Act”**), Regulation 17 and other applicable provisions thereof, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and pursuant to the provisions of the Articles of Association of the Company, Ms. Sukanya Kripalu (DIN: 06994202), who was appointed as an Additional Director (Category: Non-Executive Woman Independent Director) of the Company by the Board of Directors with effect from August 13, 2024 and who holds office till the conclusion of forth coming Annual General Meeting, who possesses relevant expertise and experience and is not disqualified under Section 164 of the Companies Act and who has signified her consent to act as an independent director of Hexaware Technologies Limited (the **“Company”**), and has submitted a declaration that she meets the criteria for appointment as an independent director under the Section 149(6) of the Companies Act and the SEBI Listing Regulations, and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Woman Independent Director on the board of directors of the Company (the **“Board”** or **“Board of Directors”**), who shall hold office for a term of Three years commencing date of approval by the Board i.e August 13, 2024, and not be liable to retire by rotation. Ms. Sukanya Kripalu shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and commission as detailed in the letter of appointment dated August 13, 2024 issued to Ms. Sukanya Kripalu, and as may be determined by the Board from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any Director or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

“RESOLVED FURTHER THAT any of the director of the Board and/or the Company Secretary of the Company are severally authorized to issue certified true copies of the above resolution and the same may be forwarded to any concerned authorities for necessary action.”

3. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special resolution:

“RESOLVED THAT, pursuant to approval of the board of directors of the Company (the **“Board”**) at its meeting held on August 13, 2024 and the provisions of Sections 5, 14 and 15 and other applicable provisions of the Companies Act and rules notified thereunder, as amended, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, and the SEBI Listing Regulations, as amended, the requirements prescribed by the stock exchanges where the Equity Shares of the Company are proposed to be listed, in accordance with the enabling provisions of the memorandum and articles of association, the consent and approval of the shareholders of the Company be and is hereby accorded for substitution of the existing set of articles of association of the Company with the amended set of articles of association of the Company, as placed before the meeting, and the same be approved and adopted as the new articles of association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

“RESOLVED FURTHER THAT any of the director of the Board and/ or Company Secretary of the Company are severally authorized to issue certified true copies of the above resolution and the same may be forwarded to any concerned authorities for necessary action.”

4. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to approval of the board of directors of the Company (**“Board”**) at its meeting held on August 13, 2024 and the provisions of Sections 4,13 and 15 and other applicable provisions of the Companies Act and rules notified thereunder, as amended, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with the enabling provisions of the memorandum and articles of association, and subject to such other necessary statutory approvals and modifications if any, the consent and approval of the shareholders of the Company be and is hereby accorded to adopt new set of Memorandum of Association (**“MOA”**) of the Company in place of the existing MOA including but not limited to the changes as provided below, with no change in existing ‘Clause III (A)’ containing the Main Objects sub-clause no. 1 to 5.”

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“RESOLVED FURTHER THAT the existing ‘Clause III (B)’ i.e. “Objects Ancillary or Incidental to the attainment of Main Objects” containing sub-clause no. 6 to 56 be and hereby stands deleted and replaced by New ‘Clause III (B)’ i.e. “Objects which are necessary for the furtherance of the Main Objects specified in ‘(A)’ containing the sub-clause no. 6 to 55.”

“RESOLVED FURTHER THAT the existing ‘Clause III (C)’ i.e. “Other Objects” be and hereby stands deleted as the same has been included in Clause III(B).”

“RESOLVED FURTHER THAT the existing ‘Clause IV’ i.e. ‘The Liability of the members is limited’ be and hereby stands deleted and replaced by New ‘Clause IV’ i.e. ‘The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.’”

“RESOLVED FURTHER THAT no change in the existing ‘Clause V’ i.e. Authorized Capital.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any Director or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

“RESOLVED FURTHER THAT any of the director of the Board and/ or Company Secretary of the Company are severally authorized to issue certified true copies of the above resolutions and the same may be forwarded to any concerned authorities for necessary action.”

5. AMENDMENT TO THE HEXAWARE TECHNOLOGIES LIMITED - EMPLOYEE STOCK OPTION PLAN 2015

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (**“SEBI SBEB & SE Regulations”**), provisions contained in the memorandum of association and the articles of association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the **“Applicable Laws”**) and subject to any approvals, permissions and sanctions of any/ various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the **“Board”**), the consent of the shareholders be and is hereby accorded to amend the Hexaware Technologies Limited – Employee Stock Option Plan 2015 (**“ESOP 2015 Plan”**), for compliance with the requirements under Applicable Laws.”

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“RESOLVED FURTHER THAT, it is hereby noted that the amendments to the ESOP 2015 Plan are being carried out to meet the regulatory requirement in terms of the SEBI SBEB & SE Regulations as the same shall be applicable once the Company is listed.”

“RESOLVED FURTHER THAT in compliance with the requirements under the SEBI SBEB & SE Regulations, no further grants shall be made under ESOP 2015 Plan.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, any Director or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary and make such filings/ applications with the regulatory authorities including the Registrar of Companies, Maharashtra at Mumbai, effectively to implement this resolution.”

“RESOLVED FURTHER THAT, the Nomination and Remuneration Committee of the Board be and is hereby authorized to make any modifications or revisions in the ESOP 2015 Plan as it may deem fit, from time to time, provided that the same is in conformity with the Companies Act, the Companies (Share Capital and Debenture) Rules, 2014, as amended, the SEBI SBEB & SE Regulations, the memorandum and articles of association of the Company and any other applicable laws.”

“RESOLVED FURTHER THAT any of the director of the Board and/or the Company Secretary of the Company are severally authorized to issue certified true copies of the above resolutions and the same may be forwarded to any concerned authorities for necessary action.”

6. AMENDMENT TO THE HEXAWARE EMPLOYEES STOCK OPTION PLAN 2024

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (**“SEBI SBEB & SE Regulations”**), provisions contained in the memorandum of association and the articles of association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the **“Applicable Laws”**) and subject to any approvals, permissions and sanctions of any/ various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the **“Board”**), the consent of the shareholders be and is hereby accorded to amend the Hexaware Employees Stock Option Plan 2024 (**“ESOP 2024 Plan”**), for compliance with the requirements under Applicable Laws.”

“RESOLVED FURTHER THAT, it is hereby noted that the amendments to the ESOP 2024 Plan are being carried out to meet the regulatory requirement in terms of the SEBI SBEB & SE Regulations as the same shall be applicable once the Company is listed.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, any Director or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary and make such filings/ applications with the regulatory authorities including the Registrar of Companies, Maharashtra at Mumbai, effectively implement this resolution.”

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“RESOLVED FURTHER THAT, the Nomination and Remuneration Committee of the Board be and is hereby authorized to make any modifications or revisions in the ESOP 2024 Plan as it may deem fit, from time to time, provided that the same is in conformity with the Companies Act, the Companies (Share Capital and Debenture) Rules, 2014, as amended, the SEBI SBEB & SE Regulations, the memorandum and articles of association of the Company and any other applicable laws.”

“RESOLVED FURTHER THAT any of the directors of the Board and/or the Company Secretary of the Company are severally authorized to issue certified true copies of the above resolutions and the same may be forwarded to any concerned authorities for necessary action.”

**By Order of the Board of Directors
For Hexaware Technologies Limited**

Sd/-

Gunjan Methi

Company Secretary

ACS Number - A16317

Date: August 13, 2024

Place: Navi Mumbai

Registered Office address:

152, Millennium Business Park, Sector-III, 'A' Block,
TTC Industrial Area, Mahape, Navi Mumbai - 400 710.

CIN : U72900MH1992PLC069662

Email: Investori@hexaware.com

Website: www.hexaware.com

Tel : 022 – 3326 8585

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NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021 and Circular No.19/2021 dated December 08, 2021, General Circular No. 10/2022 dated December 28, 2022, General Circular 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars'), permitted the holding of Extra Ordinary General Meeting ('EOGM') through VC / OAVM, without the physical presence of members at the common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), and MCA circulars, the EOGM of the Company is being held through VC / OAVM. The EOGM shall be deemed to be held at Registered office address of the Company. Since the EOGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection virtually.
3. Shareholders are requested to intimate the change in their address, if any, quoting the folio number/ DP ID Client ID and are requested to register their e-mail address and changes therein with the Depositories/ Registrar and Share Transfer Agent.
4. In compliance with the provisions of section 108 of the Act and the rules framed thereunder read with Circulars issued by the Ministry of Corporate Affairs, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL on all resolutions set forth in this Notice. The voting facility through electronic voting system shall be made available during the EOGM and members attending the meeting through VC/OAVM who have not casted their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on August 30, 2024 are entitled for remote e-voting on the Resolutions set forth in this Notice.
5. The process and manner for e-voting and process of joining meeting through VC/ OAVM along with other details also forms part of the Notice.
6. Members are requested to:
 - a. Intimate to the Company's Registrar and Share Transfer Agent/Depository Participant, changes, if any, in their respective addresses along with Pin Code number at an early date.
 - b. Quote folio numbers/DP ID – Client ID in all their correspondence.
 - c. Consolidate holdings into one folio in case of multiplicity of folios with names in identical order.
 - d. Update Bank details and PAN number with the Registrar and Share Transfer Agent / Depository Participant to avail receipt of dividend by ECS/ NECS facility.
7. Non-Resident Shareholders are requested to inform the Company immediately about:
 - a. The change in the Residential Status on return to India for permanent settlement;
 - b. The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
8. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representative to vote during the Extra Ordinary General Meeting.
9. M/s. S. N. Ananthasubramanian & CO., Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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10. In compliance with the MCA Circulars, Notice of calling the Extra Ordinary General Meeting is being sent only through electronic mode to those Members whose email addresses are registered with the RTA / Depositories. Members may note that the Notice of Extra Ordinary General Meeting will also be available on the Company's website www.hexaware.com, and on the website of NSDL <https://www.evoting.nsdl.com>

It is encouraged that members update their email address registered with RTA / Depository to ensure that all communication sent by the Company are received at the desired email address.

11. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available for atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
12. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at www.hexaware.com, and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021 and Circular No.19/2021 dated December 08, 2021, General Circular No. 10/2022 dated December 28, 2022, General Circular 09/2023 dated September 25, 2023.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

- I. The remote e-voting period commences on Tuesday, September 03, 2024 (9:00 am) and ends on Thursday, September 05, 2024 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 30, 2024, may cast their vote by remote e-voting.
- II. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently. Those Members, who will be present in the EOGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EOGM.
- III. The Members who have cast their vote by remote e-voting prior to the EOGM may also attend/ participate in the EOGM through VC / OAVM but shall not be entitled to cast their vote again.
- IV. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- V. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. A person who is not a Member as on the cut-off date should treat this Notice of EOGM for information purpose only.
- VI. M/s. S. N. Ananthasubramanian & Co, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall, immediately after the conclusion of voting at the EOGM, first count the votes cast during the EOGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EOGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by the board, who shall countersign the same.
- VIII. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.hexaware.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately.





How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

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	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@snaco.net with a copy marked to evoting@nsdl.com
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 – 48867000 or send a request to Prajakta Pawle at evoting@nsdl.com or contact Mr. Amit Vishal, Dy Vice President or Prajakta Pawle, Executive , National Securities Depository Ltd., 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 or write on evoting@nsdl.com, at the designated email IDs: evoting@nsdl.com or at telephone nos. : 022 – 48867000 who will also address the grievances connected with the voting by electronic means.

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice, updation of bank details:

1. In case shares are held in physical mode please send request letter at Investori@hexaware.com duly signed by registered member providing Folio No., Name of shareholder, email id, mobile number, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) or any document (such as Driving Licence, Bank Statement, Election Card, Passport) for registering email address.
2. Following additional details need to be provided in case of updating Bank Account Details:
 - a) Name and Branch of the Bank in which you wish to receive the dividend,
 - b) the Bank Account type,
 - c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions
 - d) 9 digit MICR Code Number, and
 - e) 11 digit IFSC Code
 - f) a scanned copy of the cancelled cheque bearing the name of the first shareholder
3. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company email id i.e investori@hexaware.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same as mentioned above for Remote e-voting.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions may send their questions in advance from their registered email id mentioning their name, demat account number/folio number, mobile number at Investori@hexaware.com. The same will be replied by the company suitably. Members, who would like to ask questions during the EOGM with regard to any agenda item mentioned in notice of EOGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address - Investori@hexaware.com in advance by August 30, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the EOGM.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, AND SECRETARIAL STANDARD-2 ISSUED BY ICSI IN RESPECT OF AGENDA ITEMS SET OUT IN THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF HEXAWARE TECHNOLOGIES LIMITED TO BE HELD ON SEPTEMBER 06, 2024, AT 9:00 A.M VIA VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS (“VC/OAVM”)

ITEM NO. 1

APPOINTMENT OF MR. VIVEK SHARMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Company intends to list its equity shares (the “**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the “**Offer**”). In connection with the Offer, the Company will be required to comply with the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”).

Accordingly, pursuant to the recommendation of the Nomination & Remuneration Committee, the board of directors of the Company (the “**Board**”) has recommended appointment of Mr. Vivek Sharma (DIN 10741746) as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 of the SEBI Listing Regulations, each as amended, in connection with the Offer of the Equity Shares. In this regard, the Board has noted that Mr. Vivek Sharma fulfils the criteria for independent directors as set out in the Companies Act, 2013, related rules framed thereunder and the SEBI Listing Regulations and that he is independent of the management of the Company.

The Company has received from Mr. Vivek Sharma (DIN 10741746) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Company has received a notice in writing, under the provision of Section 160 of the Companies Act, 2013, from a member, proposing his candidature as an Independent Director of the Company. A brief profile of the Mr. Vivek Sharma is given below:

Mr. Vivek Sharma helps boards and management teams grow their businesses through AI, data, and digital transformation.

As CEO and co-founder of InStride, a Los Angeles-based EdTech company established in 2019, Vivek transformed the company into a profitable 200-person enterprise. Under his four years of leadership, InStride partnered with 41 major corporations. Prior to InStride, Vivek spent six years at The Walt Disney Company as Senior Vice President, Digital Guest Experience & eCommerce, leading a \$10 billion eCommerce business and serving 150 million guests annually across Disney’s global network of theme parks, resorts, cruises, restaurants and retail businesses. In earlier stints, Vivek served at Yahoo for four years as General Manager of Yahoo Mail & Messenger and Vice President of Yahoo Search, and at McKinsey & Company for eight years as Associate Partner of technology practice.

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Vivek serves on the boards of Kaiser Permanente and JetBlue Airways (NASDAQ: JBLU), where he chairs the Technology Committee. He is an adjunct professor of data science at the University of Southern California and a member of the Innovation Science & Technology (IST) advisory council at Caltech. An accomplished author, Vivek has written two books— "C-SPARK: CEO-led Workforce Education for the AGE of AND" and "WIREFRAMED: Simplifying Digital Innovation for Business Leaders"—as well as two HBR articles, "It's Time for Boards to Take AI Seriously" and "6 Ways AI Could Disrupt Your Business."

Vivek graduated from the Indian Institute of Technology, New Delhi and holds an MBA from INSEAD, France.

Vast experience of Mr. Vivek Sharma in various areas, will help the Company to decide future business strategies for growth of the Company. All the relevant documents, contracts, the terms and conditions of the appointment of Mr. Vivek Sharma as an Independent Director of the Company shall be open for inspection by the Members electronically up to the date of Extra Ordinary General Meeting. Members seeking to inspect such documents can send an email at Investori@hexaware.com.

Kindly refer the annexure to notice for information in respect of appointment of Mr. Vivek Sharma, pursuant to the Secretarial Standard on General Meetings.

Mr. Vivek Sharma shall be paid sitting fees for attending Board Meetings / Committee Meetings of the Board and profit-based commission pursuant to terms of contract of appointment.

The Board of Directors has recommended the appointment of Mr. Vivek Sharma as an Independent Director for a term of three years subject to Mr. Vivek Sharma continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

Accordingly, the Board recommends passing of the ordinary resolutions as set out in Item No. 1 of the notice for approval of the shareholders.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution except to the extent of shares held by them.

ITEM NO. 2

APPOINTMENT OF MS. SUKANYA KRIPALU AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Company intends to list its equity shares (the “**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the “**Offer**”). In connection with the Offer, the Company will be required to comply with the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”).

Accordingly, the board of directors of the Company (the “**Board**”) has recommended appointment of Ms. Sukanya Kripalu as a Woman Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 of the SEBI Listing Regulations, each as amended, in connection with the Offer of the Equity Shares. In this regard, the Board has noted that Ms. Sukanya Kripalu fulfils the criteria for independent directors, as set out in the Companies Act, 2013, related rules framed thereunder and the SEBI Listing Regulations and that she is independent of the management of the Company.

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The Company has received from Ms. Sukanya Kripalu (DIN - 06994202) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Company has received a notice in writing, under the provision of Section 160 of the Companies Act, 2013, from a member, proposing her candidature as Woman Independent Director of the Company. A brief profile of the Ms. Sukanya Kripalu is given below:

Sukanya is a business strategy and marketing consultant. She is also an independent director across several boards. Her experience includes working with leading corporates like Nestle, Cadbury and Kellogg. She was also the CEO of Quadra Advisory – a WPP group company.

Her consulting experience comprised business strategy, marketing, brand building and training for clients ranging from MNCs to Indian companies to PSUs. She has worked across sectors including consumer electronics, FMCG, media, financial services, oil & gas etc.

Ms. Sukanya Kripalu is on the Board of Directors of companies such as UltraTech Cement Ltd, Colgate India Ltd, Ceat India Ltd, Aditya Birla Fashion & Retail Ltd. Entertainment Network (India) Ltd and Hindalco Industries Limited (w.e.f September 01, 2024). Apart from board responsibilities which include strategy, business development and governance, she also chairs the Nomination and Remuneration Committee across several companies. Sukanya has also been a member of the CII FMCG committee.

Ms. Sukanya Kripalu is a graduate in Mathematics from St. Xavier's College, Mumbai and a post graduate from the Indian Institute of Management, Calcutta.

Vast experience of Ms. Sukanya Kripalu in various areas, will help the Company to decide future business strategies for growth of the Company. All the relevant documents, contracts, the terms and conditions of the appointment of Ms. Sukanya Kripalu as Woman Independent Director of the Company shall be open for inspection by the Members electronically up to the date of Extra Ordinary General Meeting. Members seeking to inspect such documents can send an email at Investori@hexaware.com.

Kindly refer the annexure to notice for information in respect of appointment of Ms. Sukanya Kripalu, pursuant to the Secretarial Standard on General Meetings.

Ms. Sukanya Kripalu shall be paid sitting fees for attending Board Meetings / Committee Meetings of the Board and profit based commission pursuant to terms of contract of appointment.

The Board of Directors has recommended the appointment of Ms. Sukanya Kripalu as a Woman Independent Director for a term of three years subject to her continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

Accordingly, the Board recommends passing of the ordinary resolutions as set out in Item No. 2 of the notice for approval of the shareholders.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution except to the extent of shares held by them.

ITEM NO. 3

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

The Company intends to list its equity shares (the “**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offer of the Equity Shares (the “**Offer**”). In order to undertake the Offer, the Company will be required to ensure that the articles of association of the Company (the “**Articles of Association**”) conform to the requirements prescribed by relevant stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges.

The Company therefore proposes to adopt an amended set of Articles of Association that conform to additional requirements and directions provided by the stock exchanges and contain such other articles as required by a listed company under applicable laws (including the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended) and in accordance with the enabling provisions of the memorandum and articles of association.

A copy of the existing set of articles of association and the revised articles of association shall be open for inspection by the Members electronically up to the date of Extra Ordinary General Meeting. Members seeking to inspect such documents can send an email at Investori@hexaware.com.

Pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the Company by way of a special resolution.

Accordingly, the board of directors of the Company (the “**Board**”) recommends passing of the special resolutions as set out in Item No. 3 of the notice for approval of the shareholders.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution except to the extent of shares held by them.

ITEM NO. 4

ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

The Company intends to list its equity shares (the “**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offer of the Equity Shares (the “**Offer**”). In order to undertake the Offer, the Company will be required to ensure that the Memorandum of association of the Company (the “**MOA**”) conform to the requirements prescribed by relevant stock exchanges, Companies Act, 2013 and other applicable law, prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges.

The object clause and the liability clause of the existing MOA needs to be re-aligned as per Table A of Schedule I of the Companies Act, 2013. Members are requested to note that there is no change in main objects of the Company. MOA is being amended and replaced only to bring the same in line with the applicable laws.

The Company therefore proposes to adopt an amended set of Memorandum of Association that conform to additional requirements and directions provided by the stock exchanges and Companies Act, 2013.

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A copy of the existing set of Memorandum of association and the revised Memorandum of association shall be open for inspection by the Members electronically up to the date of Extra Ordinary General Meeting. Members seeking to inspect such documents can send an email at Investori@hexaware.com.

Pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013, as applicable, any amendment in Memorandum of Association requires approval of the members of the Company by way of a special resolution.

Accordingly, the Board recommends passing of the special resolution as set out in Item No. 4 of the notice for approval of the shareholders.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution except to the extent of shares held by them.

ITEM NO. 5

AMENDMENT TO THE HEXAWARE TECHNOLOGIES LIMITED - EMPLOYEE STOCK OPTION PLAN 2015

The members of the Company at the 22nd Annual General Meeting held on May 7, 2015 approved 'Hexaware Technologies Limited Employee Stock Options Plan 2015' ("**ESOP 2015 Plan**"), for rewarding its employees including Directors (collectively, "**Employees**"), of the Company and its subsidiaries, for their continuous hard work, dedication and support, which has led the Company and the subsidiaries on the trajectory of growth.

Given that the Company is proposing to undertake an initial public offering of its equity shares ("**Equity Shares**"), on listing of such Equity Shares, the Company will be required to ensure that the ESOP 2015 Plan is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended ("**SEBI SBEB & SE Regulations**"). Accordingly, the ESOP 2015 Plan is required to be amended to align it with SEBI SBEB & SE Regulations. The board of directors of the Company (the "**Board**") vide resolution passed on August 13, 2024 has approved the amendments proposed in the ESOP 2015 Plan.

In respect of the statement of disclosure as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and the SEBI SBEB & SE Regulations, the Company is proposing to amend the ESOP 2015 Plan which was approved by the members earlier, to align with SEBI SBEB & SE Regulations.

A draft copy of the ESOP 2015 Plan with the proposed amendments shall be open for inspection by the Members electronically up to the date of Extra Ordinary General Meeting. Members seeking to inspect such documents can send an email at Investori@hexaware.com.

Accordingly, the Board recommends passing of the special resolutions as set out in Item No. 5 of the notice for approval of the shareholders.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution except to the extent of shares held by them.

ITEM NO. 6

AMENDMENT TO THE HEXAWARE EMPLOYEES STOCK OPTION PLAN 2024

To promote the culture of employee ownership and as well as to attract, retain, motivate, and incentivize senior and critical talent in line with corporate growth and creation of shareholders value, the Company implemented an employee stock option plan namely 'Hexaware Employees Stock Option Plan 2024' ("**ESOP 2024 Plan**") through the Hexaware Employees Stock Option Trust 2024 ("**Trust**") for key employees including directors of the Company (other than independent directors) and its subsidiaries as eligible under Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and as determined from time to time.

Given that the Company is proposing to undertake an initial public offering of its equity shares ("**Equity Shares**"), on listing of such Equity Shares, the Company will be required to ensure that the Hexaware Employees Stock Option Plan 2024 ("**ESOP 2024 Plan**") is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended ("**SEBI SBEB & SE Regulations**"). Accordingly, the ESOP 2024 Plan is required to be amended to align it with SEBI SBEB & SE Regulations. The board of directors of the Company (the "**Board**") vide resolution passed on August 13, 2024 has approved the amendments proposed in the ESOP 2024 Plan.

In respect of the statement of disclosure as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and the SEBI SBEB & SE Regulations the company is proposing to amend the ESOP 2024 Plan which was approved by the members earlier to align with SEBI SBEB & SE Regulations.

A draft copy of the ESOP 2024 Plan with the proposed amendments shall be open for inspection by the Members electronically up to the date of Extra Ordinary General Meeting. Members seeking to inspect such documents can send an email at Investori@hexaware.com.

Accordingly, the Board recommends passing of the special resolutions as set out in Item No. 6 of the notice for approval of the shareholders.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution except to the extent of shares held by them.

**By Order of the Board of Directors
For Hexaware Technologies Limited**

Sd/-

Gunjan Methi

Company Secretary

ACS Number - A16317

Date : August 13, 2024

Place: Navi Mumbai

Registered Office address:

152, Millennium Business Park, Sector-III, 'A' Block,

TTC Industrial Area, Mahape,

Navi Mumbai 400710

CIN: U72900MH1992PLC069662

Email: Investori@hexaware.com

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Tel: 022 - 3326 8585

Annexure to Notice of Extra Ordinary General Meeting
Additional information on directors recommended for appointment as required under Secretarial Standards

Name of Director	Vivek Sharma	Sukanya Kripalu
Brief Resume	Vivek Sharma helps boards and management teams grow their businesses through AI, data, and digital transformation	Sukanya is a business strategy and marketing consultant. She is also an independent director across several boards. Her experience includes working with leading corporates like Nestle, Cadbury and Kellogg. She was also the CEO of Quadra Advisory – a WPP group company.
Experience / Expertise	As CEO and co-founder of InStride, a Los Angeles-based EdTech company established in 2019, Vivek transformed the company into a profitable 200-person enterprise. Under his four years of leadership, InStride partnered with 41 major corporations. Prior to InStride, Vivek spent six years at The Walt Disney Company as Senior Vice President, Digital Guest Experience & eCommerce, leading a \$10 billion eCommerce business and serving 150 million guests annually across Disney's global network of theme parks, resorts, cruises, restaurants and retail businesses. In earlier stints, Vivek served at Yahoo for four years as General Manager of Yahoo Mail & Messenger and Vice President of Yahoo Search, and at McKinsey & Company for eight years as Associate Partner of technology practice	Her consulting experience comprised business strategy, marketing, brand building and training for clients ranging from MNCs to Indian companies to PSUs. She has worked across sectors including consumer electronics, FMCG, media, financial services, oil & gas etc. Ms. Sukanya Kripalu is on the Board of Directors of companies such as UltraTech Cement Ltd, Colgate India Ltd, Ceat India Ltd, Aditya Birla Fashion & Retail Ltd, Entertainment Network (India) Ltd and Hindalco Industries Limited (w.e.f September 01, 2024). Apart from board responsibilities which include strategy, business development and governance, she also chairs the Nomination and Remuneration Committee across several companies. Sukanya has also been a member of the CII FMCG committee.
Age	50	64
Date of Birth	16th October, 1974	30th October, 1960
Date of 1st Appointment	13th August, 2024	13th August, 2024
Qualification	Vivek graduated from the Indian Institute of Technology, New Delhi and holds an MBA from INSEAD, France	Mrs. Sukanya Kripalu is a graduate in Mathematics from St. Xavier's College, Mumbai and a post graduate from the Indian Institute of Management, Calcutta
Relationship between Directors inter-se and with other Director, Manager and other KMPs of the Company	Mr. Vivek Sharma is not related to any other Director, Manager and other KMPs of the Company	Ms.Sukanya Kripalu is not related to any other Director, Manager and other KMPs of the Company
Name of listed Companies in which he/she is Director and the Membership of Committees of the Board	Not Applicable	Ms.Sukanya Kripalu is holding directorship in following listed companies: 1.UltraTech Cement Ltd 2.Colgate - Palmolive (India) Ltd 3. Ceat Ltd 4.Aditya Birla Fashion & Retail Ltd 5. Entertainment Network (India) Ltd 6.Hindalco Industries Limited (w.e.f September 01, 2024) Mr.Sukanya Kripalu is holding membership in the following committees of other listed companies: 1.UltraTech Cement Ltd 1.Stakeholders Relationship Committee - Member 2.CSR Committee - Member 3.Risk Management Committee - Chairperson 2.Colgate - Palmolive (India) Ltd 1.Audit Committee - Member 2.Stakeholders Relationship Committee - Member 3. Nomination & Remuneration Committee - Chairperson 4. Risk Management committee - Chairperson 3. Ceat Ltd 1. Nomination and Remuneration Committee -Chairperson 2. CSR Committee - Member 4.Aditya Birla Fashion & Retail Ltd 1. Nomination & Remuneration Committee - Chairperson 2.Audit Committee - Member 3.Stakeholders Relationship Committee - Member 5. Entertainment Network (India) Ltd 1. Nomination and Remuneration Committee - Chairperson 2. Audit Committee - Member
Shareholding	NIL	NIL
Terms and condition of appointment	Appointed as Independent Director for a period of 3 years w.e.f. August 13, 2024	Appointed as Independent Director for a period of 3 years w.e.f. August 13, 2024
Details of remuneration sought to be paid	Sitting fees and commission	Sitting fees and commission
Details of remuneration last drawn	Not Applicable	Not Applicable
Meeting attended during the year	Not Applicable	Not Applicable