



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

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ICSI Unique Code: P1991MH040400

To,

The Chairman

**Hexaware Technologies Limited**

**CIN: L72900MH1992PLC069662**

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 28<sup>th</sup> Annual General Meeting (AGM) of your Company held on Thursday, 22<sup>nd</sup> April, 2021 through Video Conferencing (“VC”) /Other Audio-Visual Means (“OAVM”).

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



**Malati Kumar**  
**Partner**



**SCRUTINIZER'S REPORT**

Name of the Company	<b>Hexaware Technologies Limited</b>
Meeting	<b>Annual General Meeting</b>
Day, Date & Time	<b>Thursday, 22<sup>nd</sup> April, 2021 at 09:00 a.m. (IST)</b>
Deemed Venue	<b>Registered Office</b>
Mode	<b>Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").</b>

**1. Appointment as Scrutinizer**

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

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

2.1 Pursuant to General Circulars No. 14/2020, 17/ 2020, 20/2020, 02/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021 respectively issued by Ministry of Corporate Affairs, an advertisement was published in Business Standard (English newspaper) and Navshakti Marathi (vernacular language newspaper), having electronic editions on 27<sup>th</sup> March, 2021 specifying the date & time of the AGM and an advertisement was published in Business Standard (English newspaper)





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and Navshakti Marathi (vernacular language newspaper) on March 31, 2021 regarding intimation of dispatch of Annual Reports, availability of the notice on Company's website, manner of registration of email-ids by the members (both physical & demat) who are yet to register their email-ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

2.2 The Company hosted the notice of AGM on its website and the website of NSDL (e-voting Agency) on March 30, 2021.

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 Private 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 March 30, 2021 by E-mail to 37,257 Members who had registered their email-ids with the Company/ Depositories.

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

The Voting rights were reckoned as on 15<sup>th</sup> April, 2021, 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 has appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-Voting platform and e-Voting during the Meeting.





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

Remote e-Voting platform was open from **Monday, 19<sup>th</sup> April, 2021 at 9:00 a.m. till Wednesday, 21<sup>st</sup> April, 2021 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 and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/ folios, number of shares held but not the manner in which they have voted.
- 5.2 Accordingly, NSDL, the remote e-Voting Agency provided us with the names, DP Id & Client Id / folios and shareholding of the members who had cast their votes through remote e-Voting.

### **6 Counting Process**

On completion of e-Voting during the AGM, we unblocked the results of the remote e-Voting and e-Voting by members at 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 28<sup>th</sup> AGM dated 11<sup>th</sup> February, 2021 is enclosed herewith.





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7.2 Based on the aforesaid results, we report that the **Four Ordinary Resolutions** as contained in **Item No. 1 to Item No. 4** of the **Notice of the AGM dated 11<sup>th</sup> February, 2021** have been **passed with the requisite majority.**

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



**Malati Kumar**

**Partner**

**ACS: 15508 | COP: 10880**

**ICSI UDIN : A015508C000157914**

**22<sup>nd</sup> April, 2021 | Thane**



**CONSOLIDATED RESULTS**

**1. Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended December 31, 2020.**

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	49	28,68,38,810	2	8,700	51	28,68,47,510	100.00
Dissent	1	1	0	0	1	1	0.00
<b>Total</b>	<b>50</b>	<b>28,68,38,811</b>	<b>2</b>	<b>8,700</b>	<b>52</b>	<b>28,68,47,511</b>	<b>100.00</b>

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 1** of the Notice of the AGM dated **11<sup>th</sup> February, 2021** has been passed with **requisite majority**.



**Malati Kumar**  
**Partner**

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**CONSOLIDATED RESULTS**

**2. To confirm the Interim dividend declared on Equity Shares**

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	48	28,68,38,801	2	8,700	50	28,68,47,501	100.0000
<b>Dissent</b>	2	10	0	0	2	10	0.0000
<b>Total</b>	50	28,68,38,811	2	8,700	52	28,68,47,511	100.0000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 2** of the Notice of the AGM dated **11<sup>th</sup> February, 2021** has been passed with **requisite majority**.



**Malati Kumar**  
**Partner**

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**CONSOLIDATED RESULTS**

**3. Re-appointment of Mr. Jimmy Mahtani (DIN – 00996110) as a Director liable to retirement by rotation.**

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	46	28,68,38,700	2	8,700	48	28,68,47,400	100.0000
<b>Dissent</b>	4	111	0	0	4	111	0.0000
<b>Total</b>	50	28,68,38,811	2	8,700	52	28,68,47,511	100.0000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 3** of the Notice of the AGM dated **11<sup>th</sup> February, 2021** has been passed with **requisite majority**.



**Malati Kumar**  
**Partner**

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**CONSOLIDATED RESULTS**

**4. Appointment of Mr. Rajeev Kumar Mehta as a Non-Executive Independent Director w.e.f. 05<sup>th</sup> October, 2020.**

Particulars	Remote e-Votes		e-Voting during the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	49	28,68,38,810	2	8,700	51	28,68,47,510	100.0000
<b>Dissent</b>	1	1	0	0	1	1	0.0000
<b>Total</b>	50	28,68,38,811	2	8,700	52	28,68,47,511	100.0000

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 4** of the Notice of the AGM dated **11<sup>th</sup> February, 2021** has been passed with **requisite majority**.



**Malati Kumar**  
**Partner**

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**22<sup>nd</sup> April, 2021 | Thane**