

Date: 25<sup>th</sup> April, 2017

To,  
The Manager Listing,  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Fort,  
Mumbai – 400 023

To,  
The Manager Listing,  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (E), Mumbai - 400 051

Subject: Report of Scrutinizer and Voting results of NCLT Convened Meeting held on April 24, 2017 pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulations"), enclosed herewith please find voting results on remote e-voting, postal ballot and voting at the venue of the meeting, on the agenda item for approval of Scheme of arrangement for merger of Risk Technology International Limited, wholly owned subsidiary with Hexaware Technologies Limited at the NCLT convened meeting held on April 24, 2017 at 3.00 pm at M. C. Ghia Hall, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Behind Prince of Wales Museum/Kala Ghoda, Mumbai-400 001.

Further enclosed herewith please find report of Scrutinizer on remote e-voting, postal ballot and voting at the venue of the meeting.

This is also being made available at the website of the Company i.e [www.hexaware.com](http://www.hexaware.com)

Thanking you,  
Yours faithfully,  
For **Hexaware Technologies Limited**

  
**Gunjan Methi**  
Company Secretary



**Report of Scrutinizer- Consolidated**

24<sup>th</sup> April, 2017

To  
Mr. Atul Nishar  
The Chairperson of Shareholders Meeting  
**Hexaware Technologies Limited**  
CIN L72900MH1992PLC069662  
152, Millennium Business Park,  
Sector III, A Block, TTC Industrial Area,  
Mahape, Navi Mumbai, 400710

Dear Sir,

**Consolidated Report of Scrutinizer on the results of Voting by way of Postal Ballot, Remote E-voting and Voting by way of electronic means conducted at the venue, in connection with the Resolution detailed in the Notice dated 20<sup>th</sup> March, 2017, convening Meeting of Equity Shareholders of Hexaware Technologies Limited on Monday, 24<sup>th</sup> April, 2017 at 3.00 P.M. at M. C. Ghia Hall, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Behind Prince of Wales Museum, Kala Ghoda, Mumbai-400 001 in pursuance of directions issued by Mumbai Bench of Hon'ble National Company Law Tribunal (NCLT) vide Order dated 16<sup>th</sup> March, 2017 in Company Scheme Application No. 269 of 2017.**

I, Malati A. Kumar (COP 10980), Partner, M/s. S.N.ANANTHASUBRAMANIAN & Co., Company Secretaries was appointed as Scrutinizer for the purpose of the voting taken on the Resolution mentioned in the Notice dated 20<sup>th</sup> March, 2017, for the Meeting of Equity Shareholders of Hexaware Technologies Limited held on Monday, 24<sup>th</sup> April, 2017 at 3:00 P.M. at M. C. Ghia Hall, Bhogilal Hargovinddas Building, 18/20, K. Dubhash Marg, Behind Prince of Wales Museum, Kala Ghoda, Mumbai-400 001 in pursuance of directions of Mumbai Bench of Hon'ble National Company Law Tribunal ('NCLT') vide its Order dated 16<sup>th</sup> March, 2017 passed in connection with Company Scheme Application No. 269 of 2017 ('NCLT Convened Meeting').

The compliance with the relevant provisions of the Companies Act, 2013, Rules thereunder and NCLT order dated March 16, 2017, in relation to voting through Postal Ballot, Remote E-voting and Voting by way of electronic means at NCLT convened meeting on the proposed resolution is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process in all modes are conducted in a fair and transparent manner and render Scrutinizer's report, based on reports generated from the electronic voting system provided by National Securities Depository Limited ("NSDL") and the physical counting of votes by way of Postal Ballot papers.



**S. N. ANANTHASUBRAMANIAN & CO.**  
**COMPANY SECRETARIES**

Firm Registration No. : P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704; email [sna@snaco.net](mailto:sna@snaco.net); website [www.snaco.net](http://www.snaco.net)

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per directions issued by Hon'ble NCLT, the Company had provided remote e-voting facility through NSDL and also the facility to vote by way of Postal Ballot, before the NCLT Convened Meeting and also, by way of electronic voting at the NCLT Convened Meeting.

Notices were issued to the shareholders whose name were appearing in the Register of Members as at the close of business hours on 17<sup>th</sup> March, 2017 and voting rights were reckoned as on close of business hours on Friday, 17<sup>th</sup> March, 2017, being the cut-off date for the purpose of deciding the entitlements of members to vote.

Remote e-voting and voting by way of Postal Ballot, to facilitate voting by the Equity Shareholders of the Company as at cut-off date of as on close of business hours on Friday, 17<sup>th</sup> March, 2017, commenced on Saturday, 25<sup>th</sup> March, 2017 at 9.00 A.M. and ended on Sunday, 23<sup>rd</sup> April, 2017 at 5.00 P.M.

Additionally, the Equity Shareholders of the Company as at the cut-off date of 17<sup>th</sup> March, 2017 who had not voted either by way of remote e-voting or Postal Ballot earlier were allowed to vote by way of electronic voting at the NCLT Convened Meeting.

Pursuant to the provisions of Companies Act, 2013, I unblocked the remote e-voting results on the NSDL e-voting platform in the presence of Mr. S.N.Viswanathan and Ms. Aishwarya Krishnan, who are not in the employment of the Company and downloaded the remote e-voting results.

Particulars of all the postal ballot forms received from the shareholders have been entered in a register separately maintained for the purpose.

We have relied on information provided by M/s. Karvy Computershare Private Limited, the Registrar & Share Transfer Agent ('RTA') of the Company in relation to details regarding number of shares held and signature of shareholders.

After the announcement was made by the Chairman appointed for the Meeting, members and Proxies present at the NCLT Convened Meeting voted on the electronic voting facility provided by the Company.



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We hereby submit our Consolidated Report as under:

**A. Details of Votes cast (by way of Remote E-voting, Postal Ballot and E-Voting at NCLT convened meeting) with respect to Resolution proposed in the Notice dated 20<sup>th</sup> March, 2017.**

**Resolution:** Resolution approving Scheme of Amalgamation pursuant to Section 230 to 232 and other applicable provisions of Companies Act, 2013 of Risk Technology International Limited with Hexaware Technologies Limited and their respective shareholders.

Particulars		No of Members	No of Shares
Votes cast by way of Remote E-voting	A	490	25,79,62,841
Votes cast by way of Postal Ballot	B	177	65,553
Votes cast by way of E-voting at NCLT Convened Meeting	C	55	7,642
<b>Total Votes cast</b>	<b>D</b>	<b>722</b>	<b>25,80,36,036</b>
<b>Less</b> :Rejection of Votes cast by way of Remote E-voting	E	0	0
<b>Less</b> :Rejection of Votes on Postal ballot	F	7	1,397
<b>Less</b> : Rejection of Votes cast by E-voting at NCLT convened meeting	G	0	0
<b>Total Rejections</b>	<b>H</b>	<b>7</b>	<b>1,397</b>
Valid votes cast by way of Remote E-voting	A – E	490	25,79,62,841
Valid votes cast by way of Postal Ballot	B- F	170	64,156
Valid votes cast by E-voting at NCLT convened meeting	C- G	55	7,642
<b>Total Valid Votes</b>	<b>D – H</b>	<b>715</b>	<b>25,80,34,639</b>



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**B. Reasons for Rejections**

Particulars	No of Members	No of Shares
Rejection of Votes cast by way of Remote E-voting	Nil	Nil
Rejection of Votes on Postal ballot	7	1,397
(i) Signature Mismatch	4	860
(ii) Unsigned ballot paper	2	177
(iii) Not Voted	1	360
Rejection of Votes cast electronically at the meeting	0	0
Voted through postal ballot and by E-voting at NCLT convened meeting	0	0
Not a shareholder as on record date	0	0
<b>Total Rejections</b>	<b>7</b>	<b>1,397</b>



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**C. Total number of votes in favor and/or against the Resolution**

Particulars	Remote E-voting		Postal Ballot		E-Voting at the NCLT convened meeting		Total	
	Members	Shares	Members	Shares	Members	Shares	Members	Shares
Total Valid Votes	490	25,79,62,841	170	64,156	55	7,642	715	25,80,34,639
Total votes cast in favor of resolution	474	25,79,59,162	166	63,761	52	7,639	692	25,80,30,582
Total votes cast against resolution	16	3,679	4	375	3	3	23	4,057
% of Votes cast in favor	96.73	99.999	97.65	99.42	94.55	99.96	96.78	99.99
% of Votes cast against	3.27	0.001	2.35	0.58	5.45	0.04	3.32	0.01

For S.N.ANANTHASUBRAMANIAN & CO.

Company Secretaries



*Malati A. Kumar*

Malati Kumar

Partner

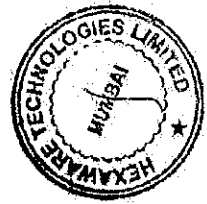
C.P.No.10980

*Atul K. Nishan*



HEXAWARE TECHNOLOGIES LTD(NCLT MEETING)	
Date of the NCLT Convened Meeting	24-04-2017
Total number of shareholders on record date	94869
No. of shareholders present in the meeting either in person or through proxy:	0
Promoters and Promoter Group:	0
Public:	94
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.		Scheme of Arrangement									
Resolution required: (Ordinary/ Special)		No.									
Whether promoter/promoter group are interested in this resolution?		No.									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid		
Promoter and Promoter Group	E-Voting	211318590	211318590	100.0000	211318590	0	100.0000	0.0000	0		
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot (if applicable)	211318590	0	0.0000	0	0	0.0000	0.0000	0		
	Total	211318590	211318590	100	211318590	0	100.0000	0.0000	0		
Public- Institutions	E-Voting	54224373	46476874	85.7121	46476874	0	100.0000	0.0000	0		
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot (if applicable)	54224373	0	0.0000	0	0	0.0000	0.0000	0		
	Total	54224373	46476874	85.7121	46476874	0	100.0000	0.0000	0		
Public- Non Institutions	E-Voting	30790397	167377	0.5436	163698	3679	97.8019	2.1980	0		
	Poll	0	7642	0.0248	7639	3	99.9607	0.0392	0		
	Postal Ballot (if applicable)	30790397	64156	0.2084	63781	375	99.4154	0.5845	1397		
	Total	30790397	239175	0.7768	235118	4057	98.3038	1.6962	1397		
	Total	51924976	75881539	146.3307	75803032	8057	99.9999	0.0001	0		



*Signature*