

**INDEPENDENT AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF HEXAWARE TECHNOLOGIES LIMITED**

Report on the Condensed Interim Consolidated Financial Statements

We have audited the accompanying condensed interim consolidated financial statements of **HEXAWARE TECHNOLOGIES LIMITED** (hereinafter referred to as the "Holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Condensed Consolidated Balance Sheet as at 30th June, 2016, the Condensed Consolidated Statement of Profit and Loss for the quarter and six months then ended, the Condensed Consolidated Cash Flow Statement for the six months then ended, and the selected Explanatory notes (hereinafter referred to as "the condensed consolidated financial statements").

Management's Responsibility for the Condensed Interim Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these condensed consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including Accounting Standard (AS-25) on Interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013, ("the Act"), read with relevant rules issued thereunder. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of the preparation of these condensed consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these condensed consolidated financial statements based on our audit.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the condensed consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the condensed consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the condensed consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the condensed consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the condensed consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on these condensed consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid condensed consolidated financial statements give a true and fair view in conformity with AS-25 and the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 30th June, 2016, its consolidated profit for the quarter and six months ended on that date and its consolidated cash flows for the six months ended on that date.

Other Matter

We did not audit the financial statements of eight subsidiaries whose financial statements reflect total assets of Rs. 2,452.41 million as at 30th June, 2016, total revenues of Rs. 1,158.74 million and Rs. 2,223.11 million for the quarter and six months then ended respectively and net cash flows amounting to Rs. 186.58 million for the six months then ended, as considered in the condensed consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the condensed consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

Our opinion on the condensed consolidated financial statements is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Abhijit A. Damle
Partner
(Membership No. 102912)

MUMBAI, 28th July, 2016

HEXAWARE TECHNOLOGIES LIMITED

CONDENSED CONSOLIDATED BALANCE SHEET AS AT 30th JUNE 2016

(Rupees Million)

| Particulars | Note No. | As at | |
|--|-----------|------------------|--------------------|
| | | 30th June 2016 | 31st December 2015 |
| I. EQUITY AND LIABILITIES | | | |
| Share holders' funds : | | | |
| a. Share capital | "3" | 603.63 | 603.13 |
| b. Reserves and surplus | "4" | 14,580.58 | 13,728.93 |
| | | ----- | ----- |
| | | 15,184.21 | 14,332.06 |
| Non-current liabilities : | | | |
| a. Deferred tax liabilities (net) | "5" | 78.16 | 91.95 |
| b. Other long-term liabilities | "6" | 32.53 | 30.80 |
| c. Long-term provisions - Employee benefits | | 366.96 | 322.67 |
| | | ----- | ----- |
| | | 477.65 | 445.42 |
| Current liabilities : | | | |
| a. Trade payables | | - | - |
| i) Dues of micro and small enterprises | | - | - |
| ii) Others | | 1,180.77 | 981.88 |
| b. Other current liabilities | "7" | 2,995.35 | 2,985.02 |
| c. Short-term provisions | "8" | 1,180.79 | 1,553.52 |
| | | ----- | ----- |
| | | 5,356.91 | 5,520.42 |
| | | ----- | ----- |
| Total | | 21,018.77 | 20,297.90 |
| | | ===== | ===== |
| II. ASSETS | | | |
| Non-current assets : | | | |
| a. Fixed Assets : | "9" | | |
| i) Tangible assets | | 3,463.14 | 3,378.30 |
| ii) Intangible assets | | 1,980.84 | 1,949.85 |
| iii) Capital work-in-progress | | 2,108.81 | 1,160.35 |
| | | ----- | ----- |
| | | 7,552.79 | 6,488.50 |
| b. Non-current investments | "10" | 4.58 | 4.58 |
| c. Deferred tax asset (Net) | "5" | 363.63 | 348.05 |
| d. Long-term loans and advances | "11" | 1,726.27 | 1,813.28 |
| e. Other non-current assets | "12" | 228.32 | 196.06 |
| | | ----- | ----- |
| | | 9,875.59 | 8,850.47 |
| Current Assets : | | | |
| a. Current investments | "13" | 220.77 | 409.33 |
| b. Trade receivables | "14" | 4,436.21 | 4,405.78 |
| c. Cash and cash equivalents | "15" | 2,792.30 | 3,864.46 |
| d. Short-term loans and advances | "16" | 938.12 | 769.35 |
| e. Other current assets | "17" | 2,755.78 | 1,998.51 |
| | | ----- | ----- |
| | | 11,143.18 | 11,447.43 |
| | | ----- | ----- |
| Total | | 21,018.77 | 20,297.90 |
| | | ===== | ===== |
| III. NOTES FORMING PART OF FINANCIAL STATEMENTS | | | |
| | "1 to 28" | | |

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors

Abhijit A. Damle
(Partner)

R. Srikrishna
(CEO and Executive Director)

Dileep Choksi
(Director)

Place : Mumbai
Date : 28th July, 2016

HEXAWARE TECHNOLOGIES LIMITED
CONDENSED CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE QUARTER AND SIX MONTHS ENDED 30th JUNE 2016

(Rupees Million)

| Particulars | Note No. | For the quarter ended 30th June 2016 | For the quarter ended 30th June 2015 | For the six months ended 30th June 2016 | For the six months ended 30th June 2015 |
|--|----------|---|---|--|--|
| I. INCOME | | | | | |
| a. Revenue from operations | | 8,696.65 | 7,722.02 | 16,898.78 | 14,856.28 |
| b. Other income | "18" | 9.55 | 20.66 | 20.38 | 57.30 |
| | | ----- | ----- | ----- | ----- |
| | | 8,706.20 | 7,742.68 | 16,919.16 | 14,913.58 |
| II. EXPENSES | | | | | |
| a. Software and development expenses | "19" | 1,625.86 | 1,316.21 | 3,006.85 | 2,524.49 |
| b. Employee benefits expense | "20" | 4,807.42 | 4,307.87 | 9,631.25 | 8,349.81 |
| c. Operations and other expense | "21" | 862.77 | 694.53 | 1,592.56 | 1,295.78 |
| d. Employee stock option compensation cost | | 46.62 | 80.18 | 119.99 | 91.85 |
| e. Exchange rate difference (net) | | (122.45) | (63.24) | (166.73) | 70.84 |
| f. Interest - others | | 0.13 | 0.02 | 0.17 | 0.17 |
| g. Depreciation and amortization expense | "9" | 138.60 | 114.86 | 276.92 | 230.29 |
| | | ----- | ----- | ----- | ----- |
| | | 7,358.95 | 6,450.43 | 14,461.01 | 12,563.23 |
| Profit before Tax | | 1,347.25 | 1,292.25 | 2,458.15 | 2,350.35 |
| Tax expense | | | | | |
| Income Tax - Current (net of MAT credit entitlement) | | 350.55 | 323.67 | 639.33 | 617.10 |
| Income Tax - Deferred (Credit) | | (3.29) | (20.27) | (23.02) | (89.12) |
| | | ----- | ----- | ----- | ----- |
| | | 347.26 | 303.40 | 616.31 | 527.98 |
| Profit for the period | | 999.99 | 988.85 | 1,841.84 | 1,822.37 |
| | | ===== | ===== | ===== | ===== |
| Earnings per share (in Rupees) | "24" | | | | |
| Basic | | 3.31 | 3.28 | 6.10 | 6.05 |
| Diluted | | 3.29 | 3.25 | 6.06 | 6.00 |
| Face value of equity share (in Rupees) | | 2.00 | 2.00 | 2.00 | 2.00 |

III. NOTES FORMING PART OF FINANCIAL STATEMENTS

"1 to 28"

In terms of our report attached

For Deloitte Haskins & Sells LLP
 Chartered Accountants

For and on behalf of the Board of Directors
Abhijit A. Damle
 Partner.
 Place: Mumbai
 Date : 28th July, 2016

R. Srikrishna
 (CEO and Executive Director)

Dileep Choksi
 (Director)

| Particulars | For the six months ended 30th June 2016 | For the six months ended 30th June 2015 |
|--|--|--|
| A Cash Flow from operating activities | | |
| Net Profit before tax | 2,458.15 | 2,350.35 |
| Adjustments for: | | |
| Depreciation and amortization expenses | 276.92 | 230.29 |
| Employee Stock option compensation cost | 119.99 | 91.85 |
| Interest income | (1.89) | (6.14) |
| Provision for doubtful accounts (net) | 10.51 | 24.72 |
| Debts and advances written off | 1.47 | 3.67 |
| Dividend from current investments | (7.76) | (31.52) |
| Loss on sale of fixed assets / Assets written off (Net) | (0.05) | 0.33 |
| Deferred settlement loss relating to roll-over cash flow hedges | - | 184.36 |
| Exchange rate difference (net) unrealised | 72.64 | 6.52 |
| Interest expense | 0.17 | 0.17 |
| Operating profit before working capital changes | 2,930.15 | 2,854.60 |
| Adjustments for: | | |
| Trade and other receivables | (888.80) | (1,391.38) |
| Trade and other payables | 274.06 | 193.38 |
| Cash generated from operations | 2,315.41 | 1,656.60 |
| Direct Taxes Paid (Net) | (640.75) | (497.70) |
| Net cash from operating activities | 1,674.66 | 1,158.90 |
| B Cash flow from investing activities | | |
| Purchase of fixed assets | (1,142.92) | (527.61) |
| Proceeds from sale of fixed assets | 1.13 | 1.29 |
| Interest received (Net of tax Rs. 0.37 Million (Rs. 1.23 Million)) | 1.91 | 10.90 |
| Purchase of current investments | (3,995.26) | (6,132.01) |
| Proceeds from sale of investments | 4,183.82 | 7,263.72 |
| Dividend from current investments | 7.76 | 31.52 |
| Net cash (used in) / from investing activities | (943.56) | 647.81 |
| C Cash flow from financing activities | | |
| Proceeds from issue of share capital (Net) | 5.13 | 22.45 |
| Share application money adjusted | - | (0.38) |
| Interest and other finance charges paid | (0.17) | (0.17) |
| Dividend paid (including corporate dividend tax) | (1,779.42) | (1,630.22) |
| Net cash used in financing activities | (1,774.46) | (1,608.32) |
| Net (Decrease) / Increase in cash and cash equivalents | (1,043.36) | 198.39 |
| Cash and cash equivalents at the beginning of the period | 3,791.16 | 2,859.76 |
| Cash and cash equivalents at the end of the period (Refer Note No. 1 below) | 2,747.80 | 3,058.15 |

Notes:

1. Components of cash and cash equivalents comprise the following:
(Refer Note no. 15 of notes forming part of financial statements)

| | | |
|---|-----------------|-----------------|
| Cash and Bank Balances | 2,959.35 | 3,303.79 |
| Less: Restricted Bank Balances | (167.05) | (233.39) |
| Cash and cash Equivalents | 2,792.30 | 3,070.40 |
| Effect of changes in Exchange rate in cash and cash equivalents | (44.50) | (12.25) |
| Total Cash and Cash equivalents | 2,747.80 | 3,058.15 |

2. The previous period's figures have been regrouped wherever necessary.

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors

Abhijit A. Damle
(Partner)

R. Srikrishna **Dileep Choksi**
(CEO and Executive Director) (Director)

Place: Mumbai
Date : 28th July, 2016

HEXAWARE TECHNOLOGIES LIMITED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1 Background

Hexaware Technologies Limited (“Hexaware” or the “Holding Company”) is a public limited company incorporated in India. The Company is engaged in information technology consulting, software development and business process management. Hexaware provides multiple service offerings to its clients across various industries comprising travel, transportation, hospitality, logistics, banking, financial services, insurance, healthcare, manufacturing and services. The various service offerings comprise application development and management, enterprise package solutions, infrastructure management, business intelligence and analytics, business process, quality assurance and independent testing.

These condensed consolidated interim financial statements are prepared using the same basis / accounting policies as those used for the audited financial statements for the year ended on 31st December 2015 . These interim financial statements have been prepared considering the requirements of Accounting Standard 25 “Interim financial reporting” .

2 Subsidiaries to Consolidation

The consolidated financial statements present the consolidated accounts of Hexaware Technologies Limited with the following wholly owned subsidiaries drawn upto the same reporting date as that of the Holding Company.

| Name of the subsidiary company | Country of incorporation |
|---|--------------------------|
| Hexaware Technologies Inc. | United States of America |
| Hexaware Technologies, Mexico S. De. R.L. De. C.V. | Mexico |
| Hexaware Technologies UK Ltd. | United Kingdom |
| FocusFrame Europe BV (Subsidiary of Hexaware Technologies Inc.) (Closed w.e.f. 31st March 2015) | Netherland |
| Hexaware Technologies Asia Pacific Pte Limited | Singapore |
| Hexaware Technologies GmbH. | Germany |
| Hexaware Technologies Canada Limited. | Canada |
| Risk Technology International Limited | India |
| Hexaware Technologies DO Brazil Ltd , Brazil (Subsidiary of Hexaware Technologies UK Ltd) | Brazil |
| Guangzhou Hexaware Information Technologies Company Limited (formed and comenced business on 21st May, 2015) | China |
| Hexaware Technologies LLC (formed on 14th October 2015) | Russia |

| Particulars | As at 30th June 2016 | | As at 31st December 2015 | |
|---|-------------------------|--------------|-----------------------------|--------------|
| 3 SHARE CAPITAL | | | | |
| a. Authorised | | | | |
| 475,000,000 Equity Shares of Rs. 2/- each | | 950.00 | | 950.00 |
| 1,100,000 Series "A" Preference Shares of Rs. 1,421/- each (Authorised Preference share capital can be either cumulative or non cumulative with a power to the Company to convert the same into equity shares at any time.) | | 1,563.10 | | 1,563.10 |
| Total | | 2,513.10 | | 2,513.10 |
| b. Issued, Subscribed and Paid-up Capital | | | | |
| Equity Shares of Rs. 2/- each Fully Paid. | | 603.63 | | 603.13 |
| Total | | 603.63 | | 603.13 |
| c. Reconciliation of number of shares | | | | |
| Particulars | Numbers | Amount | Numbers | Amount |
| Shares outstanding at the beginning of the period / year | 301,562,897 | 603.13 | 300,923,472 | 601.85 |
| Shares issued during the period / year | 251,450 | 0.50 | 639,425 | 1.28 |
| Shares outstanding at the end of the period / year | 301,814,347 | 603.63 | 301,562,897 | 603.13 |
| d. Details of shares held by shareholders holding more than 5% shares | | | | |
| Name of Shareholder | No. of Shares held | % of holding | No. of Shares held | % of holding |
| HT Global IT Solutions Holdings Ltd. (Holding Company) | 215,047,193 | 71.25 | 215,047,193 | 71.31 |
| e. Shares allotted as fully paid up by way of bonus shares during five years preceding the year end | | | | |
| The Company allotted 145,545,781 equity shares as fully paid up bonus shares by utilisation of Securities premium account on 2nd March, 2011 pursuant to shareholder's resolution passed in Extra Ordinary General Meeting held on 15th February, 2011 | | | | |
| f. Rights, preferences and restrictions attached to equity shares | | | | |
| The Company has one class of equity shares having a par value of Rs. 2 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities, in proportion to their shareholding. | | | | |
| g. Shares reserved for issue under options | | | | |
| The Company has granted employee stock options under ESOP 2002, 2007 and 2008 schemes and restricted stock units under the ESOP 2008 and 2015 scheme. Each option entitles the holder to one equity share of Rs. 2 each. 8,954,463 (9,844,513) options were outstanding as on 30th June, 2016. | | | | |
| h. The Board of Directors, at its meeting held on 28th July, 2016 has declared 50% dividend of Rs. 1 /- per equity share. | | | | |

HEXAWARE TECHNOLOGIES LIMITED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Rupees Million)

| Particulars | As at 30th June 2016 | | As at 31st December 2015 | |
|---|-------------------------|-----------|-----------------------------|-----------|
| 4 RESERVES AND SURPLUS | | | | |
| a Securities premium account | | | | |
| As per last Balance Sheet | 4,772.37 | | 4,741.93 | |
| Add : Received during the year | 4.63 | | 30.44 | |
| | ----- | 4,777.00 | ----- | 4,772.37 |
| b Employee stock options outstanding | | | | |
| As per last Balance Sheet | 232.66 | | - | |
| Add: Employee stock options compensation cost | 119.99 | | 232.66 | |
| | ----- | 352.65 | ----- | 232.66 |
| c General reserve | | | | |
| As per last Balance Sheet | 2,144.05 | | 2,140.38 | |
| Add : Transfer from Statement of Profit and Loss | - | | 3.67 | |
| | ----- | 2,144.05 | ----- | 2,144.05 |
| d Hedging reserve | | | | |
| As per last Balance Sheet | 15.96 | | (253.01) | |
| Add: (Profit) / Losses transferred to Statement of Profit and Loss on occurrence of forecasted hedge transactions (Net) | (27.82) | | 109.97 | |
| Add: Changes in the fair value of the effective portion of outstanding cash flow hedges | 91.27 | | 159.00 | |
| | ----- | 79.41 | ----- | 15.96 |
| e Amalgamation reserve | | 2.88 | | 2.88 |
| f Special Economic Zone Re-investment reserve | | | | |
| As per last Balance Sheet | 329.52 | | 281.39 | |
| Add : Transfer from Balance in Statement of Profit and Loss | 170.21 | | 172.75 | |
| Less : Transfer to Statement of Profit and Loss on utilisation for acquisition of plant and machinery. | 160.09 | | 124.62 | |
| | ----- | 339.64 | ----- | 329.52 |
| g Currency translation reserve | | | | |
| As per last Balance Sheet | 1,109.70 | | 1,011.72 | |
| Addition during the period / year (Net) | 93.32 | | 97.98 | |
| | ----- | 1,203.02 | ----- | 1,109.70 |
| h Balance in Statement of Profit and Loss | | | | |
| As per last Balance Sheet | 5,121.79 | | 4,378.41 | |
| Add : Profit for the period / year | 1,841.84 | | 3,932.10 | |
| Add : Transfer from Special Economic Zone Re-investment reserve | 160.09 | | 124.62 | |
| | ----- | 7,123.72 | ----- | 8,435.13 |
| Less : Appropriations | | | | |
| Interim Dividend - Equity | 1,056.51 | | 2,608.16 | |
| Tax on Dividend | 215.07 | | 528.76 | |
| Transfer to General Reserve | - | | 3.67 | |
| Transfer to Special Economic Zone Re-investment Reserve | 170.21 | | 172.75 | |
| | ----- | 1,441.79 | ----- | 3,313.34 |
| | ----- | 5,681.93 | ----- | 5,121.79 |
| Total | ----- | 14,580.58 | ----- | 13,728.93 |

HEXAWARE TECHNOLOGIES LIMITED
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Rupees Million)

| PARTICULARS | As at 30th June 2016 | As at 31st December 2015 |
|---|-------------------------|-----------------------------|
| 5 DEFERRED TAX ASSETS / LIABILITIES | | |
| a. Deferred tax assets: | | |
| i. Provision for doubtful receivables | 9.25 | 8.53 |
| ii. Depreciation | 11.75 | 9.83 |
| iii. Employee benefits | 300.47 | 288.60 |
| iv. Provision - others | 40.38 | 40.82 |
| v. Others | 1.78 | 0.27 |
| Total | 363.63 | 348.05 |
| b. Deferred tax liabilities: | | |
| i. Depreciation | 179.19 | 169.51 |
| | 179.19 | 169.51 |
| Less: Deferred tax assets: | | |
| i. Employee benefits | 73.59 | 67.49 |
| ii. Provision for doubtful debts and advances | 27.44 | 10.07 |
| | 101.03 | 77.56 |
| Total | 78.16 | 91.95 |
| 6 OTHER LONG-TERM LIABILITIES | | |
| a For expenses | 4.22 | 3.53 |
| b Capital creditors | 28.31 | 27.27 |
| Total | 32.53 | 30.80 |
| 7 OTHER CURRENT LIABILITIES | | |
| a Unearned revenues | 149.49 | 275.13 |
| b Unclaimed dividend * | 132.26 | 119.92 |
| c Other payables | | |
| - Employee related | 1,365.58 | 1,036.83 |
| - Statutory liabilities | 327.94 | 367.31 |
| - Deposit received from customer / lessee | 0.38 | 0.38 |
| - Capital creditors | 346.54 | 389.57 |
| - For expenses | 673.16 | 795.88 |
| Total | 2,995.35 | 2,985.02 |
| * There is no amount due and outstanding to be credited to Investor Education and Protection Fund. | | |
| 8 SHORT-TERM PROVISIONS | | |
| a For employee benefits | 565.54 | 488.18 |
| b Proposed dividend | 301.81 | 723.75 |
| c Tax on proposed dividend | 61.44 | 147.34 |
| d Provision for taxation (net of advance tax) (net of MAT credit availed Rs. 47.68 Million (Rs. 47.68 Million)) | 163.43 | 104.47 |
| e Others (Refer note no. 26) | 88.57 | 89.78 |
| Total | 1,180.79 | 1,553.52 |

HEXAWARE TECHNOLOGIES LIMITED
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
9 - FIXED ASSETS

(Rupees Million)

| SR. NO. | PARTICULARS | GROSS BLOCK | | | | DEPRECIATION / AMORTISATION | | | | NET BLOCK | |
|---------|---|------------------|---------------|-------------------------|------------------|-----------------------------|----------------|-------------------------|------------------|------------------|------------------|
| | | As at 01.01.2016 | Additions | Deductions/ Adjustments | As at 30.06.2016 | As at 01.01.2016 | For the period | Deductions/ Adjustments | As at 30.06.2016 | As at 30.06.2016 | As at 31.12.2015 |
| A | TANGIBLE ASSETS | | | | | | | | | | |
| 1 | Land - Freehold | 0.15 | - | - | 0.15 | - | - | - | - | 0.15 | 0.15 |
| | Land - Leasehold (Refer note no.1) | 455.87 | 118.60 | - | 574.47 | 34.64 | 2.76 | - | 37.40 | 537.07 | 421.23 |
| 2 | Buildings | 2,250.89 | 1.01 | - | 2,251.90 | 223.72 | 20.35 | - | 244.07 | 2,007.83 | 2,027.17 |
| 3 | Plant and Machinery | 1,763.17 | 104.60 | 19.00 | 1,848.77 | 1,293.90 | 109.56 | 20.64 | 1,382.82 | 465.95 | 469.27 |
| 4 | Office Equipments | 834.51 | 29.09 | 4.41 | 859.19 | 617.70 | 51.74 | 5.06 | 664.38 | 194.81 | 216.81 |
| 5 | Furniture and Fixtures | 604.72 | 20.73 | 5.80 | 619.65 | 434.65 | 23.62 | 5.93 | 452.34 | 167.31 | 170.07 |
| 6 | Leasehold Improvements | 105.68 | 32.17 | 0.87 | 136.98 | 39.26 | 14.30 | 1.21 | 52.35 | 84.63 | 66.42 |
| 7 | Vehicles | 26.48 | - | 0.79 | 25.69 | 19.30 | 1.57 | 0.57 | 20.30 | 5.39 | 7.18 |
| | Total - Tangible Assets | 6,041.47 | 306.20 | 30.87 | 6,316.80 | 2,663.17 | 223.90 | 33.41 | 2,853.66 | 3,463.14 | 3,378.30 |
| | <i>Previous year</i> | <i>5,718.38</i> | <i>402.50</i> | <i>79.41</i> | <i>6,041.47</i> | <i>2,338.51</i> | <i>402.75</i> | <i>78.09</i> | <i>2,663.17</i> | <i>3,378.30</i> | |
| B | INTANGIBLE ASSETS | | | | | | | | | | |
| 1 | Softwares | 452.53 | 29.90 | (0.95) | 483.38 | 331.43 | 39.05 | (0.61) | 371.09 | 112.29 | 121.10 |
| 2 | Customer Contracts/Relations | 115.55 | - | (19.67) | 135.22 | 2.14 | 13.97 | (1.38) | 17.49 | 117.73 | 113.41 |
| 3 | Goodwill On Consolidation | 1,715.34 | - | (35.48) | 1,750.82 | - | - | - | - | 1,750.82 | 1,715.34 |
| | Total - Intangible Assets | 2,283.42 | 29.90 | (56.10) | 2,369.42 | 333.57 | 53.02 | (1.99) | 388.58 | 1,980.84 | 1,949.85 |
| | <i>Previous year</i> | <i>2,011.39</i> | <i>190.04</i> | <i>(81.99)</i> | <i>2,283.42</i> | <i>252.94</i> | <i>79.72</i> | <i>(0.91)</i> | <i>333.57</i> | <i>1,949.85</i> | |
| C | CAPITAL WORK IN PROGRESS | | | | | | | | | 2,108.81 | 1,160.35 |
| | (Mainly in respect of buildings under construction) | | | | | | | | | | |
| | CURRENT PERIOD | 8,324.89 | 336.10 | (25.23) | 8,686.22 | 2,996.74 | 276.92 | 31.42 | 3,242.24 | 7,552.79 | 6,488.50 |
| | <i>PREVIOUS YEAR</i> | <i>7,729.77</i> | <i>592.54</i> | <i>(2.58)</i> | <i>8,324.89</i> | <i>2,591.45</i> | <i>482.47</i> | <i>77.18</i> | <i>2,996.74</i> | <i>6,488.50</i> | |

Notes:

1 Includes Rs. 90.00 Million and Rs. 7.85 Million (Previous Year Rs. 7.40 Million) being lease premium and accumulated amortisation respectively in respect part of leasehold land allotted to the Company at Nagpur for which final lease agreement is being executed.

2 Plant and machinery includes computer systems.

3 Exchange difference (net) on account of translation of fixed assets into INR included under deductions is as follows:

(Rupees Million)

| Particulars | Gross Block | Depreciation |
|------------------------------|--------------|--------------|
| Goodwill on consolidation | 35.48 | - |
| TANGIBLE ASSETS | | |
| Plant and Machinery | 1.42 | 0.29 |
| Office Equipments | 0.97 | 0.17 |
| Furniture and Fixtures | 0.61 | 0.16 |
| Leasehold Improvements | 0.30 | 0.64 |
| Vehicles | 0.04 | 0.04 |
| Intangible Assets | | |
| Computer Softwares | 0.95 | 0.60 |
| Customer Contracts/Relations | 19.67 | 1.38 |
| Current Period | 59.44 | 3.28 |
| <i>Previous year</i> | <i>87.55</i> | <i>6.41</i> |

HEXAWARE TECHNOLOGIES LIMITED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Rupees Million)

| Particulars | As at 30th June 2016 | As at 31st December 2015 |
|---|-------------------------|-----------------------------|
| 10 NON CURRENT INVESTMENTS | | |
| Trade Investments - Others - Unquoted (At cost) | | |
| 240,958 equity shares of Rs. 10/- each fully paid up in Beta Wind Farm Pvt.Ltd. | 4.58 | 4.58 |
| Total | 4.58 | 4.58 |
| 11 LONG TERM LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD) | | |
| a Capital advances | 166.92 | 353.35 |
| b Security deposits | 154.55 | 136.85 |
| c Advance income tax and fringe benefit tax (net of provision for tax) | 373.63 | 342.24 |
| d MAT credit entitlement | 947.02 | 917.48 |
| e Other loans and advances (includes service tax receivable, prepaid expenses, etc.) | 84.15 | 63.36 |
| Total | 1,726.27 | 1,813.28 |
| 12 OTHER NON CURRENT ASSETS | | |
| a Interest accrued on deposits | 0.38 | 0.51 |
| b Unbilled services | 20.26 | 39.69 |
| c Receivable on account of mark to market gains on derivative contracts (Refer note no. 23) | 40.63 | 1.77 |
| d Non current bank balances Restricted bank balances (Refer note no. 15) | 167.05 | 154.09 |
| Total | 228.32 | 196.06 |
| 13 CURRENT INVESTMENTS | | |
| Investments in Mutual funds (Unquoted) | 220.77 | 409.33 |
| Total | 220.77 | 409.33 |

HEXAWARE TECHNOLOGIES LIMITED
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Rupees Million)

| Particulars | As at 30th June 2016 | As at 31st December 2015 |
|--|-------------------------|-----------------------------|
| 14 TRADE RECEIVABLES (UNSECURED) | | |
| a Over six months from the due date | | |
| Considered good | 14.98 | 26.49 |
| Considered doubtful | 89.65 | 83.61 |
| | 104.63 | 110.10 |
| Less: Provision for doubtful receivables | 89.65 | 83.61 |
| | 14.98 | 26.49 |
| b Others | | |
| Considered good | 4,421.23 | 4,379.29 |
| Considered doubtful | 24.81 | 19.68 |
| | 4,446.04 | 4,398.97 |
| Less: Provision for doubtful receivables | 24.81 | 19.68 |
| | 4,421.23 | 4,379.29 |
| Total | 4,436.21 | 4,405.78 |
| 15 CASH AND CASH EQUIVALENTS | | |
| a Cash in hand | 0.04 | 0.03 |
| b Balances with banks | | |
| In current accounts | 2,768.96 | 3,858.72 |
| Remittances in transit | - | 2.06 |
| Bank deposit accounts with less than 3 months maturity | 23.30 | 3.65 |
| | 2,792.26 | 3,864.43 |
| c Other bank balances: | | |
| Unclaimed dividend accounts | 132.62 | 120.28 |
| Margin money | 34.43 | 33.81 |
| | 167.05 | 154.09 |
| Cash and bank balances | 2,959.35 | 4,018.55 |
| d Bank balances reclassified as non current assets | | |
| Restricted bank balances (Refer note no. 12) | (167.05) | (154.09) |
| Total | 2,792.30 | 3,864.46 |
| 16 SHORT TERM LOANS AND ADVANCES (UNSECURED) | | |
| a Considered good | | |
| i. Security deposits | 38.31 | 9.70 |
| ii. Advance Income Tax (net of provision for tax) | 27.31 | 25.67 |
| iii. Other loans and advances (includes service tax receivable, prepaid expenses, employee travel advances etc.) | 872.50 | 733.98 |
| | 938.12 | 769.35 |
| b Considered doubtful | | |
| Security deposits | 35.14 | 35.15 |
| Less : Provision for doubtful deposits | 35.14 | 35.15 |
| | - | - |
| Total | 938.12 | 769.35 |
| 17 OTHER CURRENT ASSETS | | |
| a Interest accrued on deposits | 0.78 | 1.05 |
| b Unbilled services | 2,689.74 | 1,978.38 |
| c Receivable on account of mark to market gains on derivative contracts (net) (Refer note no. 23) | 65.26 | 19.08 |
| Total | 2,755.78 | 1,998.51 |

HEXAWARE TECHNOLOGIES LIMITED
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Rupees Million)

| Particulars | For the quarter ended 30th June 2016 | For the quarter ended 30th June 2015 | For the six months ended 30th June 2016 | For the six months ended 30th June 2015 |
|---|---|---|--|--|
| 18 OTHER INCOME | | | | |
| Dividend from current investments | 2.89 | 11.01 | 7.76 | 31.52 |
| Interest income | 0.78 | 2.89 | 1.89 | 6.14 |
| Profit / (Loss) on sale of fixed assets (net) | 0.57 | 0.06 | 0.05 | (0.33) |
| Miscellaneous income | 5.31 | 6.70 | 10.68 | 19.97 |
| Total | 9.55 | 20.66 | 20.38 | 57.30 |
| | ===== | ===== | ===== | ===== |
| 19 SOFTWARE AND DEVELOPMENT EXPENSES | | | | |
| Consultant travel and related expenses | 441.98 | 392.37 | 819.28 | 758.12 |
| Software expenses * | 1,183.88 | 923.84 | 2,187.57 | 1,766.37 |
| Total | 1,625.86 | 1,316.21 | 3,006.85 | 2,524.49 |
| | ===== | ===== | ===== | ===== |
| * Includes subcontracting charges | 1,130.85 | 892.73 | 2,146.28 | 1,705.76 |
| 20 EMPLOYEE BENEFITS EXPENSE | | | | |
| Salary and other allowances | 4,227.80 | 3,779.11 | 8,398.91 | 7,317.60 |
| Contribution to provident and other funds | 472.61 | 440.07 | 1,001.51 | 861.87 |
| Staff welfare expenses | 107.01 | 88.69 | 230.83 | 170.34 |
| Total | 4,807.42 | 4,307.87 | 9,631.25 | 8,349.81 |
| | ===== | ===== | ===== | ===== |
| 21 OPERATIONS AND OTHER EXPENSE | | | | |
| Rent | 89.05 | 65.89 | 170.39 | 129.19 |
| Rates and taxes | 9.50 | 8.59 | 18.64 | 19.15 |
| Travelling and conveyance | 204.90 | 185.79 | 391.11 | 334.50 |
| Electricity charges | 59.86 | 54.92 | 107.97 | 96.99 |
| Communication expenses | 74.48 | 66.00 | 137.33 | 114.16 |
| Repairs and maintenance | 80.94 | 60.73 | 159.56 | 119.04 |
| Printing and stationery | 9.19 | 10.80 | 20.65 | 17.12 |
| Auditors remuneration | 8.65 | 8.29 | 17.57 | 17.32 |
| Legal and professional fees | 28.10 | 35.22 | 68.06 | 73.60 |
| Advertisement and business promotion | 115.75 | 24.80 | 163.96 | 67.08 |
| Bank and other charges | 2.68 | 2.36 | 5.06 | 4.52 |
| Directors' sitting fees | 0.48 | 0.50 | 0.92 | 0.81 |
| Insurance charges | 13.27 | 11.93 | 25.18 | 25.55 |
| Debts and advances written off | - | - | 1.47 | 3.67 |
| Provision for doubtful accounts (net of write back) * | 20.29 | 19.26 | 10.51 | 24.72 |
| Staff recruitment expenses | 42.10 | 32.86 | 92.44 | 65.67 |
| Service charges | 61.79 | 51.19 | 115.22 | 98.53 |
| Corporate Social Responsibility Expenditure | 3.62 | - | 15.71 | 5.00 |
| Miscellaneous expenses | 38.12 | 55.40 | 70.81 | 79.16 |
| Total | 862.77 | 694.53 | 1,592.56 | 1,295.78 |
| | ===== | ===== | ===== | ===== |
| * Net of write backs | 13.84 | 3.36 | 30.20 | 12.52 |

HEXAWARE TECHNOLOGIES LIMITED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

22 Contingent liability in respect of :

- a) Claims not acknowledged as debt Rs. 28.14 million(31st December 2015 Rs 28.14 million), being a claim from landlord of a premise occupied by the Holding Company in an earlier year. The Company is confident of successfully contesting the aforesaid matter and does not expect any outflow on this count.
- b) Claims for taxes on income:
- i. Where Holding Company is in appeal
- Income tax demands of Rs 9.59 million (31st December 2015 Rs 9.74 million) have been raised in respect of assessments completed in earlier year, arising from certain disallowances by the Income tax authorities. The Company has appealed against the orders and based on merit, expects favourable outcome. Hence no provision against such demand is considered necessary.
- ii. Others:
- In an earlier year, the CIT (A) had passed an order in favour of the Company against demand of Rs 23.79 million raised by the Assessing officer for AY 2008-09, which had arisen mainly due to disallowance of foreign exchange loss as business expenses. Against this, the Income Tax Department has filed an appeal with Income Tax Appellate Tribunal and the matter is under process.

23 Derivative Instruments

Forward exchange contracts to Sell US Dollar 143.18 million, Euro 4.60 million and GBP 4.20 million are outstanding as at 30th June 2016 (As on 31st December 2015 US Dollar 156.94 million, Euro 5.60 million and GBP 4.20 million)

Fair value net gain of the derivative instruments identified as cash flow hedges is Rs. 105.89 million as at 30th June, 2016 (As at 31st December 2015 Rs. 20.85 million).

Net gain of Rs.79.41 million recognized in Hedging Reserve as at 30th June 2016 is expected to be recycled to Statement of Profit and Loss over two years.

24 Earnings Per Share (EPS) - The components of basic and diluted EPS are as follows :

| Particulars | For the quarter ended | | For the six months ended | |
|---|-----------------------|----------------|--------------------------|----------------|
| | 30th June 2016 | 30th June 2015 | 30th June 2016 | 30th June 2015 |
| Net profit after tax (Rs. Million) | 999.99 | 988.85 | 1,841.84 | 1,822.37 |
| Weighted average outstanding equity shares considered for basic EPS (Nos) | 301,807,270 | 301,288,727 | 301,710,063 | 301,160,214 |
| Basic Earnings per share (in Rs.) | 3.31 | 3.28 | 6.10 | 6.05 |
| Weighted average outstanding equity shares considered for basic EPS (Nos) | 301,807,270 | 301,288,727 | 301,710,063 | 301,160,214 |
| Add : Dilutive impact of employee stock options (Nos) | 2,258,894 | 2,542,365 | 2,348,745 | 2,642,702 |
| Weighted average outstanding equity shares considered for diluted EPS (Nos) | 304,066,164 | 303,831,092 | 304,058,808 | 303,802,916 |
| Diluted Earnings per share: (in Rs.) | 3.29 | 3.25 | 6.06 | 6.00 |

HEXAWARE TECHNOLOGIES LIMITED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

25 Related party disclosures

Names of related parties

Ultimate Holding Company and it's subsidiaries

Baring Private Equity Asia GP V. LP, Cayman Island (Ultimate holding company) (control exists)

The Baring Asia Private Equity Fund V, LP, Cayman Island

Baring Private Equity Asia V Mauritius Holding (4) Limited, Mauritius

Holding Company (control exists)

HT Global IT Solutions Holdings Limited, Mauritius

Key Management Personnel

Mr. R. Srikrishna - Executive Director and CEO

Mr Amrinder Singh - Whole Time Director of Hexaware Technologies UK Ltd

Mr Rajiv Pant – President, North America operations of Hexaware Technologies Inc. (upto 30th August 2015)

| Particulars | Remuneration (Rs Million) | |
|---|---------------------------------|-----------------------------------|
| | Quarter Ended 30th June 2016 | Half Year Ended 30th June 2016 |
| Mr R Srikrishna (including share based payment) | 35.83 | 56.35 |
| | (34.03) | (67.16) |
| Mr. Amrinder Singh | 10.81 | 16.44 |
| | (5.65) | (11.13) |
| Mr. Rajiv Pant | - | - |
| | (21.41) | (30.21) |
| Previous period figures are given in brackets | | |
| | Closing balances as at | |
| | 30th June 2016 | 31st December 2015 |
| Payable to KMP | 40.42 | 36.35 |
| Options / RSU's granted to KMP (Nos.) | 607,238 | 607,238 |

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'Provision Others' represents provisions towards expenditure relating to employee benefit obligations on contract acquisition (previous year including provision for loss on contract execution), the outflow for which is expected in the next year.

(Rs. Million)

| Particulars | As at | |
|---|----------------------|--------------------|
| | As at 30th June 2016 | 31st December 2015 |
| Provision at the beginning of the period / year | 89.78 | 92.30 |
| Provision made during the period / year | - | 85.62 |
| Paid /Adjusted during the period / year | (1.21) | (88.14) |
| Provision at the end of the period / year | 88.57 | 89.78 |

HEXAWARE TECHNOLOGIES LIMITED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

27 Segments

| Quarter ended 30th June, 2016 | | | | | |
|--|---------------------------|--------------------------------|--------------------------|------------------------------------|-------------|
| (Rupees Million) | | | | | |
| Primary Segment : Business Segments | Travel and Transportation | Banking and Financial Services | Insurance and Healthcare | Manufacturing, Consumer and Others | Total |
| Segment Revenue | 1,256.83 | 3,475.85 | 1,483.46 | 2,480.51 | 8,696.65 |
| | (1,341.26) | (2,837.65) | (1,213.98) | (2,329.13) | (7,722.02) |
| Segment Results | 207.93 | 344.61 | 313.32 | 488.12 | 1,353.98 |
| | (225.06) | (356.21) | (260.51) | (481.45) | (1,323.23) |
| Less: Unallocable expenses | | | | | 16.15 |
| | | | | | (51.62) |
| Add: Other Income | | | | | 9.55 |
| | | | | | (20.66) |
| Less: Interest - others | | | | | 0.13 |
| | | | | | (0.02) |
| Profit before tax | | | | | 1,347.25 |
| | | | | | (1,292.25) |
| Less: Provision for taxation | | | | | 347.26 |
| | | | | | (303.40) |
| Profit after tax | | | | | 999.99 |
| | | | | | (988.85) |
| Secondary Segment – Geographic Segment | North America | Europe | India | Rest of the World | Total |
| Revenue attributable to location of customers | 7,146.40 | 1,061.63 | 177.24 | 311.38 | 8,696.65 |
| | (6,284.19) | (991.17) | (139.98) | (306.68) | (7,722.02) |
| Segment assets based on their locations | 6,801.13 | 1,379.14 | 8,772.57 | 191.24 | 17,144.08 |
| | (6,665.38) | (1,275.47) | (8,076.17) | (363.50) | (16,380.52) |
| Additions to fixed assets (including capital work in progress) | 33.70 | 0.43 | 587.09 | 0.61 | 621.83 |
| | (25.98) | (0.39) | (300.86) | (0.40) | (327.63) |
| Goodwill | 1,596.61 | 154.21 | - | - | 1,750.82 |
| | (1,564.26) | (151.08) | (-) | (-) | (1,715.34) |

HEXAWARE TECHNOLOGIES LIMITED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Six months ended 30th June, 2016

(Rupees Million)

| Primary Segment : Business Segments | Travel and Transportation | Banking and Financial Services | Insurance and Healthcare | Manufacturing, Consumer and Others | Total |
|--|---------------------------|--------------------------------|--------------------------|------------------------------------|-------------|
| Segment Revenue | 2,513.33 | 6,692.93 | 2,920.54 | 4,771.98 | 16,898.78 |
| | (2,517.00) | (5,508.41) | (2,328.59) | (4,502.28) | (14,856.28) |
| Segment Results | 437.11 | 670.25 | 571.77 | 869.00 | 2,548.13 |
| | (443.05) | (706.90) | (521.83) | (922.57) | (2,594.35) |
| Less: Unallocable expenses | | | | | 110.19 |
| | | | | | (301.13) |
| Add: Other Income | | | | | 20.38 |
| | | | | | (57.30) |
| Less: Interest - others | | | | | 0.17 |
| | | | | | (0.17) |
| Profit before tax | | | | | 2,458.15 |
| | | | | | (2,350.35) |
| Less: Provision for taxation | | | | | 616.31 |
| | | | | | (527.98) |
| Profit after tax | | | | | 1,841.84 |
| | | | | | (1,822.37) |
| Secondary Segment – Geographic Segment | North America | Europe | India | Rest of the World | Total |
| Revenue attributable to location of customers | 13,925.87 | 2,022.61 | 332.62 | 617.68 | 16,898.78 |
| | (12,092.97) | (1,879.39) | (275.60) | (608.32) | (14,856.28) |
| Segment assets based on their locations | 6,801.13 | 1,379.14 | 8,772.57 | 191.24 | 17,144.08 |
| | (6,665.38) | (1,275.47) | (8,076.17) | (363.50) | (16,380.52) |
| Additions to fixed assets (including capital work in progress) | 86.78 | 11.68 | 1,185.23 | 0.87 | 1,284.56 |
| | (46.61) | (0.39) | (398.73) | (0.77) | (446.50) |
| Goodwill | 1,596.61 | 154.21 | - | - | 1,750.82 |
| | (1,564.26) | (151.08) | (-) | (-) | (1,715.34) |

Notes

1. The Company has identified business segment as the primary segment. Business segments have been identified taking into account the services offered to customers globally operating in different industry segments, differing risks and returns, the organizational and the internal reporting systems.
2. Revenues and expenses directly attributable to segments are reported under each reportable business segment. Common expenses which are not directly identifiable to each reporting segment have been allocated to each reporting segment on the basis of associated revenues of the segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.
3. Assets and liabilities contracted have not been identified to any of the reportable business segments as the assets are used interchangeably between segments and it is not practicable to reasonably allocate the liabilities to individual segments. Accordingly, no disclosure relating to segment assets and segment liabilities are made.
4. Previous period /year figures are given in brackets.

HEXAWARE TECHNOLOGIES LIMITED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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Previous period / years figures have been regrouped / reclassified wherever necessary to correspond with the current period classification / disclosure.

For and on behalf of the board

R Srikrishna
(CEO and Executive Director)

Dileep Choksi
(Director)

Place : Mumbai
Date : 28th July 2016.