

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

(Under Regulation 9(1) and (2) of SEBI (Prohibition of Insider Trading Regulations, 2015)

I. INTRODUCTION

- i. To protect the interests of investors in general, the Securities and Exchange Board of India had formulated the SEBI (Insider Trading) Regulations, 1992 under the powers conferred on it under the SEBI Act, 1992 which was further renamed as SEBI (Prohibition of Insider Trading) Regulations, 1992. The SEBI (Prohibition of Insider Trading) Regulations, 1992 have been repealed and replaced by the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “**Insider Trading Regulations**”) which came into force with effect from May 15, 2015 and the same is applicable to all companies whose shares are listed or proposed to be listed on the Stock Exchange.
- ii. It is also mandatory in terms of the Insider Trading Regulations for every listed company and intermediary to formulate a Code of Conduct (*as defined below*) to regulate, monitor and report Trading by Designated Persons (*as defined below*) and Immediate Relatives (*as defined below*) of Designated Persons and also a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (*as defined below*).
- iii. In order to comply with the mandatory requirements of the Insider Trading Regulations, it was necessary to formulate a specific Code of Conduct for Hexaware Technologies Limited (hereinafter referred to as “**the Company**” or “**Hexaware**”) for use by its Designated Persons.
- iv. The Hexaware Code of Conduct for Prevention of Insider Trading (hereinafter referred to as “**the Original Code**”) was formulated and was in force with effect from October 17, 2002.
- v. In line with the amended Insider Trading Regulations, the Original Code was also revised and the following Code of Conduct (“**the Code**”) has been adopted by the Board of Directors of the Company for use by all Insiders (*as defined below*) of the Company including Designated Persons and Immediate Relatives of Designated Persons as defined in this policy and is effective from October 23, 2019 in substitution of the Original Code.
- vi. The Code is based on the principle that Designated Persons of the Company owe a fiduciary duty to, among others, the shareholders of the Company to place the interest of the shareholders above their own and conduct their personal Securities transactions in a manner that does not create any conflict of interest situation. The Code is also intended to serve as a guiding charter for all concerned persons associated with the functioning of the Company and their dealings in Securities of the Company. Further, the Code also seeks to ensure, timely and adequate disclosure of Unpublished Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company’s Securities.

II. DEFINITIONS

- i. “**Act**” shall mean the Securities and Exchange Board of India Act, 1992 (15 of 1992) and any amendments thereto.
- ii. “**Audit Committee**” shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with regulation 18 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.
- iii. “**Board**” shall mean the board of directors of the Company.
- iv. “**CEO**” shall mean the chief executive officer of Hexaware Technologies Limited.
- v. “**Compliance Officer**” shall mean the company secretary or such other senior officer designated so

and reporting to the chief financial officer, CEO and the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Insider Trading Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in the Insider Trading Regulations under the overall supervision of the Board.

vi. “**Connected Person**” shall mean:

- a) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access;
- b) without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
 - an Immediate Relative of Connected Persons specified in clause (a); or ³¹
 - a holding company or associate company or subsidiary company; or
 - an intermediary as Specified in Section 12 of the Act or an employee or director thereof; or
 - an investment company, trustee company, asset management company or an employee or director thereof; or
 - an official of a stock exchange or of clearing house or corporation; or
 - a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or
 - a banker of the company; or
 - a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his Immediate Relative or banker of the company, has more than ten per cent of the holding or interest.

vii. “**Contra trade**” means a Trade or transactions which involves buying or selling any number of shares of the Company and within six months Trading or transacting in an opposite transaction involving sell or buy following the prior transaction.

viii. “**Designated Persons**” shall be persons identified by Board, in consultation with the Compliance Officer, on the basis of their role and function in the Company and the access that such role and function shall provide to Unpublished Price Sensitive Information in addition to seniority and professional designation and shall include:

- a) Employees of the Company and its material subsidiaries designated by the Board on the basis

- of their functional role or access to Unpublished Price Sensitive Information in the organization;
- b) Every Promoter of the Company;
 - c) Every director of the Company and its material subsidiaries;
 - d) Executive assistant / secretaries of directors and executive directors of the Company;
 - e) All CXOs including the CEO, the delivery head, the chief finance officer, the chief information officer etc., and employees up to two levels below Hexaware group CEO of the Company and its material subsidiaries (identified by the Board);
 - f) Members of the management council (names of such persons presently holding membership is attached as Annexure B);
 - g) Every identified employee in the corporate secretarial, accounts, finance, taxation, IT & legal departments irrespective of their role and designation.
- ix. **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media
 - x. **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to Trading in Securities.
 - xi. **“Insider”** shall mean any person who is:
 - (i) a Connected Person; or
 - (ii) in possession of or having access to Unpublished Price Sensitive Information.
 - xii. **“Material financial relationship”** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% such Designated Person’s of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm’s length transactions.
 - xiii. **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
 - xiv. **“Promoter group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
 - xv. **“SEBI”** shall mean the Securities and Exchange Board of India.
 - xvi. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
 - xvii. **“Specified”** means specified by SEBI in writing.
 - xviii. **“Takeover Regulations”** mean the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

- xix. **“Trading”** means and includes subscribing, redeeming, switching buying, selling, dealing, or agreeing to subscribe, [redeem. switch] buy, sell, deal in any Securities, and "trade" shall be construed accordingly.
The term “trading” shall include dealing, including activities like pledging etc., in addition to buying, selling or subscribing.
- xx. **“Trading Day”** means a day on which the recognized stock exchanges are open for Trading.
- xxi. **“Trading Window”** shall mean the period during which Trading in the Company’s Securities is allowed.
- xxii. **“Unpublished Price Sensitive Information”** or **“UPSI”** means any information, relating to a Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to the following:
- a) financial results;
 - b) dividends;
 - c) change in capital structure;
 - d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
 - e) changes in key managerial personnel.

All other words and phrases will have the same meaning as defined under the Insider Trading Regulations as amended from time to time. Words and expressions used and not defined in the Insider Trading Regulations but defined in the Act, the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

III. APPLICABILITY

- i. This amended Code is effective from October 23, 2019.
- ii. This Code shall be applicable to all the Designated Persons and Immediate Relatives of Designated Persons of the Company.

IV. COMPLIANCE OFFICER

The Company has presently appointed Mrs. Gunjan Methi, Company Secretary as the Compliance Officer who shall report to the chief financial officer, CEO and the Board and shall provide reports to the chairman of the Audit Committee, if any, or to the chairman of the Board at such frequency as may be stipulated by the Board, but at least once a year.

- i. The Compliance Officer shall be *inter-alia* responsible for:
 - a) setting forth policies and procedures;
 - b) compliance of policies and procedures;
 - c) monitoring adherence to the rules for preservation of Unpublished Price Sensitive Information;

- d) pre-clearing trades of Designated Persons;
- e) monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board;
- f) maintaining records of the Designated Persons and any change therein;
- g) maintaining records of the disclosures made pursuant to the Insider Trading Regulations for a minimum period of 5 (five) years and submission of such disclosures to the stock exchanges as required under the Insider Trading Regulations;
- h) determining when the Trading Window shall be closed;
- i) determining timing for re-opening of the Trading Window;
- j) reporting on insider trading to the Board and in particular, providing reports to the chairman of the Audit Committee, if any, or to the chairman of the Board at such frequency as may be stipulated by the Board (but not less than once in a year);
- k) reviewing and approving the trading plan subject to receipt of the requisite undertaking from the Insider that such Insider is not in possession of Unpublished Price Sensitive Information or that such Insider shall ensure that any Unpublished Price Sensitive Information in his possession becomes generally available before he commences executing his trades;

in case if any UPSI in possession of any Insider at the time of formulation of plan has not become generally available at the time of commencement of plan's implementation, Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available.

- l) notifying the approved trading plan to the stock exchanges on which the Securities of the Company are listed.
- ii. In order to discharge the functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her function. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.
 - iii. The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Insider Trading Regulations and the Code.

V. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

- i. No Insider shall communicate, provide or allow access to any UPSI, relating to the Company or Securities listed, to any persons including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- ii. No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or Securities listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(For policy on determination of "Legitimate purposes", refer "Code of Fair disclosures and Conduct")

"Legitimate purpose" shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers,

merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibition of this Code or Insider Trading Regulations.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purpose of these regulations and due notice shall be given to such person to maintain confidentiality of such UPSI in compliance with these regulations / Code.

- iii. Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
 - a) an obligation to make an open offer under the Takeover Regulations where the Board is of informed opinion that the sharing of such information is in the best interests of the Company; or
 - b) not attracting the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that the sharing of such information is in the best interests of the Company and the information that constitutes Unpublished Price Sensitive Information is disseminated to be made generally available at least 2 (two) Trading Days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.

However, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose mentioned above and shall not otherwise trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

VI. TRADING WHEN IN POSSESSION OF UPSI

- i. No Insider shall directly or indirectly:
 - a) trade in Securities that are listed on a stock exchange when in possession of UPSI;
 - b) trade in Securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI; and
 - c) provide advise/tips to any third party on Trading in Company’s Securities while in possession of UPSI.
- ii. An Insider who has ceased to be associated with the Company shall not, directly or indirectly Trade in Company’s Securities while in possession of UPSI, till such information is made generally available to the public.
- iii. When a person who has Traded in Securities has been in possession of UPSI, his/her Trades would be presumed to have been motivated by the knowledge and awareness of such information in their possession.
- iv. The restriction shall not apply to:
 - a) a transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of Regulation 3 of the Insider Trading Regulations and both parties had made a conscious and informed trade decision (Provided that such UPSI was not obtained under Clause V (iii) (a) or (b)).

Provided that such off-market Trades shall be reported by the Insiders to the Company within two working days. The Company shall notify the particulars of such Trades to the stock

exchange on which the Securities are listed within two Trading Days from receipt of the disclosure or from becoming aware of such information;

- b) a transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- c) transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- d) Trades that are part of a trading plan set up in accordance with the Regulation 5 of the Insider Trading Regulations and the rules forming part of this Code;
- e) a transaction that was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Regulation 3 of the Insider Trading Regulations and both parties made a conscious and informed trade decision;

Provided that such UPSI was not obtained by either person under Clause V (iii) (a) or (b);

- f) In the case of non-individual Insiders:
 - the individuals who were in possession of such UPSI were different from the individuals taking Trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to Trade; and
 - appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking Trading decisions and there is no evidence of such arrangements having been breached.

VII. TRADING PLANS

- i. An Insider shall be entitled to formulate a trading plan (in the Format attached as Proforma-I) and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out on his behalf in accordance with such plan.
- ii. Such trading plan shall –
 - a. Not entail commencement of Trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;

Not entail overlap of any period for which another trading plan is already in existence;

- b. [Set out following parameters for each trade to be executed:
 - i. either the value of Trades to be effected or the number of Securities to be traded;
 - ii. nature of the Trade;
 - iii. Either specific date or time period not exceeding five consecutive Trading Days;
 - iv. Price limit, that is an upper price limit for a buy Trade and a lower price limit for a sell Trade, subject to the range as specified below:
 - 1. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price; and
 - 2. for a sell trade: the lower price limit shall be between the closing price on the

day before submission of the trading plan and upto twenty per cent lower than such closing price.]

- c. Not entail Trading in Securities for market abuse.
- iii. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Insider Trading Regulations and shall be entitled to seek such express undertaking as may be necessary to enable to such assessment and to approve and monitor the implementation of the plan.

The requirement for pre-clearance of Trade from the Compliance Officer shall not apply to a trade executed as per an approved trading plan.

Trading Window norms [shall not be applicable for trades carried out in accordance with an approved trading plan.

- iv. Trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to execute any trade in the Securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced, if any Unpublished Price Sensitive Information in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade under these rules or sub-clause (iv) of clause (v) of sub-regulation 2 of regulation 3 of the Insider Trading Regulations, the insider shall execute the trade only if the execution price of the security is within such limit.

If price of the security is outside the price limit set by the insider, the trade shall not be executed.

In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in these rules or sub-regulation 4 of regulation 3 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- (i)The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any;
- (ii)Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not;
- (iii)The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed;
- (iv)In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.]

- v. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.]

VIII. CHINESE WALL:

The Company may implement the following procedures:

- a) Separating those areas of the Company which routinely have access to confidential information including Unpublished Price Sensitive Information, considered "restricted areas" from "public

areas". The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public areas;

- b) Physical separation of departments within the organization, especially the departments that have frequent access / are likely to have access to UPSI. The separation of departments may be determined by Board in consultation with Compliance Officer;
- c) Demarcation of the various departments as inside areas may be implemented by the Company by putting a board at the entrance of the department for "Restricted Access"; and
- d) In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

IX. TRADING WINDOW

All Designated Persons and their Immediate Relatives shall be subject to certain Trading restrictions as enumerated below:

- i. The Trading Window shall be closed when the Compliance Officer determines that the Designated Persons or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information, including during the periods mentioned in the table below, the list setting forth examples below for closure of window, and not being an exhaustive list.

Sr. No.	Particulars	Trading Window shall remain closed
1	Declaration of financial results (quarterly, half-yearly and annual)	From the end of each financial year and from the end of each quarter until a period of atleast 48 hours after the declaration of the financial results.
2	Declaration of dividends (interim and final)	From the date of notice given to stock exchanges for convening the meeting of the Board until a period of atleast 48 hours after the declaration of dividend.
3	Issue of Securities by way of public / rights / bonus etc.	From the date of notice given to stock exchanges for convening the meeting of the Board until a period of atleast 48 hours after the declaration of such issuance.

- ii. Trading Window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to the Securities of the Company to which such Unpublished Price Sensitive Information relates.
- iii. Trading Window restriction shall not apply in respect of transactions specified in Clause VI (iv) (a) to (e) above and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by SEBI.

It shall also not apply to transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time

- iv. The Compliance Officer after taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the Trading Window, however in any event it shall not be earlier than 48 (forty-eight) hours after the information becomes generally available.
- v. All the Designated Persons and their Immediate Relatives shall conduct their dealings in the Securities of the Company only in a valid Trading Window and shall not deal in any transaction involving the purchase or sale of the Company's Securities during the periods when the Trading Window is closed or during any other period as may be specified by the Company from time to time.
- vi. In case of employee stock options, exercise of options in respect of which exercise price was pre-determined in compliance with applicable regulations may be allowed by the Company in the period when the Trading Window is closed. However, sale of shares allotted on exercise of employee stock options shall not be allowed when Trading Window is closed.
- vii. The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

X. PRE-CLEARANCE OF TRADES:

All the-Designated Persons who intend to deal in the Securities of the Company when the Trading Window is open and exceeding Rs. 10,00,000/- (Rupees Ten Lakhs) in value over a calendar quarter or any such value as the Board may decide, shall get the transactions pre-cleared in the manner enumerated below:

- i. An application (attached as Proforma II) shall be made to the Compliance Officer by the Designated Persons indicating the estimated number of Securities that such person intends to deal in, details of depository with which such person has a demat account, details as to the Securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf. The Compliance Officer shall assess the applications and grant approval for pre-clearance of trade (in format attached as Proforma III) within a reasonable time.
- ii. The Designated Persons shall execute a declaration (attached as Proforma IV) in favour of the Company incorporating inter-alia, the following clauses, and submit the same to the Compliance Officer along with the application form as mentioned in clause (i) above:
 - a) the Designated Persons does not have any access or has not received or does not possess any Unpublished Price Sensitive Information up to the time of signing the said declaration;
 - b) that in case the Designated Persons have access to or receives-or possesses Unpublished Price Sensitive Information-after the signing of this declaration but before the execution of the transaction, he/she shall inform the Compliance Officer of the change in his/her position and that he/she shall completely refrain from dealing in the Securities of the Company till such time such information becomes public;
 - c) that such Designated Person has not contravened the Code as notified by the Company from time to time; and
 - d) he/she has made full and true disclosure in the matter.
- iii. Pre-clearance would not be required for Trades executed as per approved trading plan.

XI. PERIOD FOR COMPLETING THE TRANSACTIONS

- i. All Designated Persons shall execute their order in respect of the Securities of the Company within 7 (seven) Trading Days after pre-clearance approval is received from the Compliance Officer.
- ii. The date on which the order is executed shall be intimated forthwith to the Compliance Officer (in format attached as Proforma V).
- iii. If the Designated Person decides not to trade in Securities of the Company, after seeking approval, he shall intimate the same to the Compliance Officer in Proforma VI.
- iv. If the order is not executed within 7 (seven) Trading Days after the approval is given, fresh pre-clearance would be needed for the Trades to be executed.
- v. All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction, i.e., sell or buy any number of shares during the next six months following the prior transaction.

XII. HOLDING PERIOD

All Designated Persons who are permitted to buy or sell any number of Securities of the Company shall not enter into a contra (opposite) transaction i.e. sell or buy any number of Securities during the next 6 (six) months following the prior transaction.

In case any Contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

This restriction does not apply for trades pursuant to exercise of stock options.

XIII. WAIVER OF HOLDING PERIOD

The Compliance Officer may be empowered to grant relaxation from strict application of such restriction on Contra trade for reasons to be recorded, e.g. medical emergency, hospitalization etc., in writing provided that such relaxation does not violate these regulations. An application in this regard (attached as Proforma VII) shall be made to the Compliance Officer.

XIV. DISCLOSURES & REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

The disclosures of Trading in Securities shall also include Trading in derivatives of Securities subject to applicable laws and the traded value of the derivatives shall be taken into account for purposes of this Code.

The disclosures to be made by any person under this Clause shall include those relating to Trading by such person's Immediate Relatives, and by any other person for whom such person takes Trading decisions. Provided that trading in derivatives of securities is permitted by any law for the time being in force.

Disclosures made under this Code shall be maintained by the Company for a minimum period of five years, in such form as may be Specified.

A. Initial Disclosure

- i. Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the Promoter group shall disclose his holding of Securities of the

Company as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a Promoter in the format attached as Proforma VIII.

- ii. Every Designated Person shall disclose details like Permanent Account Number, names of educational institutions from which they have graduated and names of their past employers.

B. Continual Disclosure

Every Promoter, member of the Promoter group, Designated Person and Director of the Company shall disclose to the Company (as per Proforma IX) the number of such Securities acquired or disposed of within 2 (two) Trading Days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten lakhs only).

- i. The Company shall within 2 (two) Trading Days of receipt of the disclosure or from becoming aware of such information, disclose the particulars of such Trading to all the Stock Exchanges on which the Securities of the Company are listed.
- ii. Designated Persons shall be required to disclose names and PAN or any other identifier authorized by law, phone, mobile and cell numbers which are used by them of the following persons to the company on an annual basis and as and when the information changes:
 - a) Immediate Relatives; and
 - b) persons with whom such Designated Person(s) shares a Material financial relationship.

C. Disclosures by other Connected Persons:

The Company may at its discretion, require any other Connected Person or class of Connected Persons to make disclosures of holding and Trading in Securities of the Company (as per Format attached as Proforma X) at such frequency as may be determined by the Company.

XV. Process to be followed in sensitive transaction(s)

A. In case of Specific Transaction(s)

Individuals who are brought inside on sensitive transaction(s) shall be given due notice and also made aware about the duties and responsibilities attached to receipt of inside information and liability that attaches to misuse or unwarranted use of such information on case to case basis.

B. In general

Non-disclosure Agreement shall be executed with every incoming/existing employees of the Company.

XVI. PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- i. Any complaint (written or oral or electronic) regarding a leak or suspected leak of UPSI received by the Company shall be reported by the Compliance Officer to the Audit Committee within reasonable time from the date of receipt of the complaint; Refer to Whistle Blower Policy of the Company.
- ii. The Audit Committee shall review the complaint and shall discuss with the Compliance Officer on next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or external agencies.

- iii. If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Compliance Officer;
- iv. Based on the update provided by the Compliance Officer, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps;
- v. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle-Blowers;
Employee who reports any alleged violations of any securities laws to SEBI in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated 17 September 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination; and
- vi. The Board shall have the power to amend any of the inquiry procedures with respect to leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information.

XVII. MAINTENANCE OF RECORDS OF DISCLOSURE

- i. The Compliance Officer shall maintain records of all the disclosures made under this Code for a minimum period of 5 (five) years.

XVIII. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

- i. Any Designated Persons who trades in Securities of the Company or communicates any information for Trading in the Securities of the Company, in contravention of the Code shall be held guilty and penalized and appropriate action shall be taken by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for participation in employee stock option plans or termination of their employment contract, or such other action, as the Company may in this regard deem fit. Any amount collected under this shall be remitted to SEBI for credit to the Investor Protection and Education Fund administer by SEBI under the Act.
- ii. The penal action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Insider Trading Regulations.
- iii. In case the Company /Compliance Officer observes that there has been a violation of the Insider Trading Regulations, the Compliance Officer shall inform SEBI about such violation in the format attached as Proforma [XI]. The concerned Designated Persons shall provide all the requisite information and render necessary co-operation as may be required by the Company / Compliance Officer /SEBI in this connection.
- iv. In the event of a breach of the Insider Trading Regulations, the Company shall promptly inform the stock exchanges where securities of the Company are traded, in such form and manner as may be specified by SEBI from time to time.

XIX. CLARIFICATIONS

This policy is only internal code of conduct and one of the measures to avoid insider trading. Every Insider is required to familiarize himself with the SEBI regulations in order to ensure compliance with this Code, SEBI regulations and other statutes fully.

Please note that in case the SEBI regulations or any statutory provisions are more stringent than those contained in this Code, SEBI regulations / statutory provisions will prevail.

For all queries concerning this Code, the Designated Persons may please contact the Compliance Officer, Mrs. Gunjan Methi at Bldg. No. 152, Millennium Business Park, Sector – 3, TTC Industrial Area, Mahape, Navi Mumbai – 400 093.

Tel: **022 – 4159 8860/ 99879 48328**

Fax: **022 – 4159 9578**

E-mail: **gunjanm@hexaware.com**

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

A. INTRODUCTION

1. The Securities and Exchange Board of India (“**SEBI**”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**Regulations**”) on January 15, 2015, which is effective from May 15, 2015, which are amended from time to time.
2. Pursuant to Regulation 8 of the Regulations, Hexaware Technologies Limited (the “**Company**”) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“**Fair Disclosure Code**”).
3. Accordingly, the Board of Directors of the Company has formulated the Fair Disclosure Code.

B. SCOPE

1. The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, the Company has adopted this Fair Disclosure Code.
2. This Fair Disclosure Code ensures timely and adequate disclosure of UPSI which would impact the price of its Securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.
3. The Company is committed to timely and accurate disclosure based on applicable legal and regulatory requirements

C. TERMS AND DEFINITIONS

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

A code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information for adhering each of the principles is set out below:

1. Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website.
 - a) Put on Company’s website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information..
4. Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorised to do so by the Chief Executive Officer (CEO) or the chief financial officer of the Company.

5. Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
6. Appropriate and fair response to queries on news reports, if required, and requests for verification of market rumours by regulatory authorities.
7. Investors and analysts should only be given access to generally available information. However, in the event that any information that is not generally available is provided to an institutional investor, analyst or researcher then Hexaware shall ensure that such information is simultaneously made available to the public as well.
8. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made. Details relating to quarterly performance and financial results to be disseminated to the shareholders through the press releases and uploaded on the Company's website.
9. Handling of all Unpublished Price Sensitive Information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information.

Unpublished Price Sensitive Information, may however be disclosed, to persons who need such information for furtherance of legitimate purposes as per policy for determination of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company, provided it is not shared to evade or circumvent the prohibition under this regulation.

10. The Fair Disclosure Code and every amendment hereto will be promptly intimated to the stock exchanges where the Company's securities are listed.
11. The Fair Disclosure Code is subject to review by the Board as and when deemed necessary.

ANNEXURE A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES [Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

A. PREFACE

This Policy, as a part of “Codes of Fair Disclosure and Conduct” formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as “Policy for Determination of Legitimate Purposes” hereinafter referred to as “Policy”.

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

B. OBJECTIVE

The objective of this policy is to identify ‘Legitimate Purposes’ for performance of duties or discharge of legal obligations, which will be considered as exceptions for the purpose of procuring/communicating ‘Unpublished Price Sensitive Information’ (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

C. SCOPE

No Insider should communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to a company or securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The sharing of Unpublished Price Sensitive Information shall be deemed to be for “Legitimate Purpose” if it satisfies the following criteria:

1. The sharing of Unpublished Price Sensitive Information is in ordinary course of business by an Insider including with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
2. The information is shared by an Insider with any person strictly on a ‘need-to-know’ basis.
3. The information is not shared with an intent to evade or circumvent the prohibitions under SEBI (Prohibition of Insider Trading) Regulations, 2015.
4. Sharing of such information is in compliance with the Insider Trading policy of the Company.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Insider Trading Regulations.

D. DIGITAL DATABASE

The Board shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such databases shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

E. REVIEW AND CHANGES TO THIS POLICY

The Board may amend this Policy from time to time (if required) to incorporate any subsequent amendment(s) / modification(s) brought in by SEBI with respect to matters covered under this Policy or even otherwise,

F. APPROVED AND ADOPTED

This Policy was approved and adopted by the Board on October 23, 2019.

**PROFORMA I
FORMAT FOR TRADING PLAN**

Date:

To
The Compliance Officer,
Hexaware Technologies Limited
Mumbai

Dear Sir/Madam,

I, _____, in my capacity as _____ of the Company hereby submit the trading plan with respect to dealing in Securities of the Company for a total period of 12 months from _____ to _____.

DP ID/Client ID / Folio No	Type of security	Nature of Trade (Buy/Sell)	Proposed Date/time period of trade	No. /total amount of Securities proposed to be traded

With respect to the above trading plan, I hereby undertake that I shall:

- I. Not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan.
- II. Not commence the Trading as per above plan if the Unpublished Price Sensitive Information which is in my possession at present, do not comes into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.
- IV. Not tender any other trading plan for the period for which the above trading plan is already in force; and
- V. Not entail Trading in Securities for market abuse.

Signature: _____

PROFORMA – II

Application form for Pre-clearance of trades in Company's Securities [Clause X (i)]

The Compliance Officer
Hexaware Technologies Limited
Mumbai

Dear Sir/Madam,

I _____ intend to deal in the Securities of the Company as per the particulars furnished below: -

Name of the person for whom the transaction is to be executed	
Relationship with the applicant	
No. of Securities (specify) covered by the transaction	
Nature of transaction for which approval is sought	Purchase / Sale / Both* / Creation of pledge / Revocation of pledge
Depository.	
Depository I.D. No.	
Client I.D. No.	
Particulars of the broker through whom the transaction is to be executed	Name: Address: Tel. No.:

Pursuant to Clause X (ii) of the Code of Conduct, I enclose duly stamped and executed undertaking executed in favour of the Company, containing the prescribed particulars.

I request you to kindly pre-clear the above transaction at the earliest.

Thanking you,
Yours faithfully,

(Name of the Applicant)

Employee No.:

Department:

Date:

Place:

PROFORMA – III

Date: _____

To

Dear Sir / Mam,

Sub: Pre-clearance of transaction in Company's Securities

Re: Your application dated _____ for pre-clearance of transaction for _____ shares of the Company in your name.

With reference to your above application pursuant to Clause X (i) of Code of Conduct seeking pre-clearance of your transaction in shares of the Company, we hereby accord our approval to the proposed transaction.

You may kindly note that pursuant to Clause XI(i) of the said Code of Conduct, the aforesaid transaction shall be executed within 7 (seven) Trading Days from the date of receipt of this approval letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, shall be made afresh before executing any transaction / deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within two (2) Trading Days from the date of transaction/deal. In case the transaction is not undertaken, a 'Nil' report is necessary.

Thanking you,
Yours faithfully,
For Hexaware Technologies Limited

Gunjan Methi
Company Secretary

PROFORMA IV

Draft declaration to be accompanied with every pre-clearance application [Clause X (ii)]

The Compliance Officer

Hexaware Technologies Limited
Mumbai

Dear Sir / Madam,

I, _____ being a Designated Person of the Company, am desirous of dealing in _____ shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

Pursuant to Clause X (ii) of the Code of Conduct, I hereby confirm:

- a. That I do not have any access nor have received or possess any “Unpublished Price Sensitive Information” (as defined in Company’s Code of Conduct for Prevention of Insider Trading) up to the date of signing this declaration;
- b. That in case I have access to or receive or possess “Unpublished Price Sensitive Information” after the signing of this declaration but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I shall completely refrain from dealing in the Securities of the Company till such time such information becomes public;
- c. That if approval is granted, I shall execute the deal within seven (7) working days of the receipt of approval, failing which I shall seek fresh pre-clearance to execute the deal.
- d. That I shall submit the necessary report within two (2) Trading Days of execution of the transaction or file a ‘Nil’ report with the Compliance Officer if the transaction is not undertaken.
- e. That I have not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time; and
- f. That I have made full and true disclosure in the matter.

(Signature)

Name of the Designated Person

Employee No.:

Division:

Location:

Place:

Date:

PROFORMA V

Confirmation of date of completion of transaction – [Clause XI(ii)]

The Compliance Officer
Hexaware Technologies Limited
Mumbai

Dear Sir / Madam,

Sub: Date of completion of transaction

I hereby confirm that the transaction for dealing in the shares of the Company for which, pre-clearance was granted on _____ was completed on _____ by purchasing / selling / pledging / revocation the pledge on _____ (nos.) Securities of the Company.

Details of the transaction undertaken are as follows:

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

- i. Broker's contract note;
- ii. Proof of payment to/from broker;
- iii. Extract of bank passbook/statement(to be submitted in case of demat transaction); and
- iv. Copy of delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above Securities for a minimum period of six months. In case there is any urgent need to sell these Securities within the said period, I shall approach the Compliance Officer for necessary approval. (Applicable in case of purchase / subscription).

I agree not to enter into a transaction for purchase of Company Securities for a minimum period of six months. (Applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Thanking you,

Yours faithfully

(Signature)

Name of Designated Person

Employee No.:

Division:

Location:

Place:

Date:

PROFORMA VI
Intimation of Non trade – Clause XI (iii)

To
The Compliance Officer
Hexaware Technologies Limited
Mumbai

Dear Sir,
Sub: Non Trade of Securities of the Company for which pre-clearance was secured
Ref: Approval / Sanction letter dated _____ for trade in the Securities of the Company

I hereby wish to inform you that I have received Approval / Sanction letter dated _____ for trade in (number of securities) of the Company, however due to below mentioned reason I have not traded in the Securities of the Company within the prescribed number of days.

REASON FOR NON TRADE:

Kindly take the same on record.

Thanking you,
Yours faithfully

(Signature)

Name of Directors and Designated Person

Employee No.:

Division:

Location:

Place:

Date:

Note: Please mention the reason for Non Trade

PROFORMA VII

Application for waiver of minimum holding period – [Clause XI]

The Compliance Officer
Hexaware Technologies Limited
Mumbai

Dear Sir / Madam,

Sub: Waiver of minimum holding period

I request you to grant me waiver of the minimum holding period under the Code of Conduct for Prevention of Insider Trading with respect to _____ (nos.) of Securities of the Company held by me / _____(name of relative and nature of relation) singly / jointly, acquired by me on _____(date). I propose to deal in the said shares on account of _____

I do not possess nor am privy to any “Unpublished Price Sensitive Information” (as defined in Company’s Code of Conduct for Prevention of Insider Trading) as on the date of signing this declaration;
I declare and confirm that there is no intent to evade or circumvent the prohibitions under SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Company’s Code of Conduct for Prevention of Insider Trading. Subject to approval, I shall seek pre-clearance of transaction alongwith the necessary undertaking/declaration before executing the transaction and comply with all necessary requirements under the Code of Conduct for Prevention of Insider Trading.

Thanking you,
Yours faithfully

(Signature)

Name of Directors and Designated Person

Employee No.:

Division:

Location:

Place:

Date:

PROFORMA VIII
FORMAT FOR DISCLOSURE ON BECOMING PROMOTER/MEMBER OF PROMOTER
GROUP/APPOINTMENT AS DIRECTOR/KMP
FORM B¹

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of the Company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/ DIN & address with Contact nos.	Category of Person(Promoter s/ KMP /Directors /immediate relative to/other setc.)	Date of appointment of Director /KMP OR Date of becoming Promoter / member of Promoter group	Securities held at the time of becoming Promoter / member of Promoter group / appointment of Director/KMP		% of Shareholding
			Type of security (For eg.- shares, Warrant, Convertible Debentures etc.)	No	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of open interest (OI) in derivatives of the Company held on appointment of KMP / Director or upon becoming a Promoter / member of Promoter group of the Company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/member of Promoter group/ appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/member of Promoter group/ appointment of Director/KMP		
Contract specifications	Number Of Units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of Units (contracts * lot size)	Notional Value in Rupee terms
7	8	9	10	11	12

Note: In case of options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

PROFORMA IX
DISCLOSURE FOR CHANGE IN SHAREHOLDING (FORM C)
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015²
[Regulation 7 (2) read with Regulation 6(2)]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of the Company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN, & address with contact nos.	Category of Person (Promoter / Member of Promoter group/ KMP / Director/ Immediate Relative to/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed				Securities held post acquisition / disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of Intimation to Company	Mode of Acquisition/disposal (on market Purchase / public/ rights/ preferential offer/ off market / Inter-se Transfer, ESOPs etc.)
		Type of Security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shares held	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction type (Buy/Sale/Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by Promoter, Employee or Director of the Company and other such persons as mentioned in Regulation 6(2)

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	No of units (contracts *lot size)	Notional Value	No of units (contracts *lot size)	
15	16	17	18	19	20	21

Note: In case of options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

PROFORMA X
DISCLOSURE FOR HOLDING/CHANGE IN SHAREHOLDING
Form D (Indicative format)³

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by other Connected Persons as identified by the Company

Details of trading in securities by other Connected Persons as identified by the Company

Name, PAN No., CIN/ DIN, & address with contact details of other Connected Persons as identified by the company	Connection with the company	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed				Securities held post acquisition / disposal		Date of allotment advice/ acquisition of shares/ sale of shares (specify)		Date of Intimation to Company	Mode of acquisition/disposal (on market Purchase / public rights/ preferential offer/ off market / Inter-se Transfer, ESOPs etc.
		Type of Security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction type (Buy/ Sale/ Pledge/ Revoke / Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by other Connected Persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	No of units (contracts *lot size)	Notional Value	No of units (contracts *lot size)	
15	16	17	18	19	20	21

Note: In case of options, notional value shall be calculated based on premium plus strike price of options

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name:
Signature:
Place:

PROFORMA XI

**Report By Hexaware Technologies Limited for violations related to Code of Conduct under SEBI
(Prohibition of Insider Trading) Regulations, 2015
[Schedule B read with Regulation 9(1) of SEBI Prohibition of Insider Trading) Regulations, 2015]**

Sr No.	Particulars	Details
1	Name of listed company / Intermediary / Fiduciary	Hexaware Technologies Limited
2	<i>Please tick appropriate checkbox</i> Reporting in capacity of: <input type="checkbox"/> Listed company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3	Name of the Designated Person (DP) Name of the immediate relative of DP if reporting is for immediate relative	
4	PAN of the DP PAN of the immediate relative of DP if reporting is for immediate relative	
5	Designation of DP	
6	Functional role of DP	
7	Whether DP is Promoter / Promoter Group / holding CXO level position (e.g. CEO, CFO, CTO etc.)	
8	Transaction details	
	(a) Name of the scrip	
	(b) No. of shares traded (which includes pledge) and value (Rs.) (Date-wise)	
9	In case value of trade(s) is more than Rs 10 lacs in a calendar quarter (a) Date of intimation of trade(s) by concerned DP/director/Promoter/Promoter group to Company under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	
	(b) Date of intimation of trade(s) by Company to stock exchanges under Regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	
10	Details of violations observed under SEBI (Prohibition of Insider Trading) Regulations, 2015	
11	Action taken by Listed Company / Intermediary / Fiduciary	
12	Reasons recorded in writing for taking action stated above	
13	Details of the previous instances of violations, if any, since last financial year	
14	Any other relevant information	