



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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ICSI Unique Code: P1991MH040400

September 06, 2024

To,

The Chairman

HEXAWARE TECHNOLOGIES LIMITED

Bldg. No. 152, Millennium Business Park,
Sector – III, 'A' Block, TTC Industrial Area,
Mahape, Navi Mumbai - 400 710.

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e-voting by your Members at the Extraordinary General Meeting of your Company held on Friday, September 06, 2024 through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM").

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




S.N. Viswanathan

Partner



SCRUTINIZER'S REPORT

Name of the Company	Hexaware Technologies Limited
Meeting	Extraordinary General Meeting
Day, Date & Time	Friday, September 06, 2024 at 09:00 A.M. (IST)
Deemed Venue	Bldg. No. 152, Millennium Business Park, Sector – III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai - 400 710.
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Shareholders at the Extra Ordinary General Meeting ("EGM") of **Hexaware Technologies Limited** (hereinafter referred to as 'the Company') held on Friday, September 06, 2024 at 09.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions, based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the EGM

2.1. Pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (MCA) for holding the AGM or other general meetings of Members through Video Conferencing (VC) or Other Audio Visual Means (OAVM), an advertisement was published in Business Standard (English language Newspaper) and Navshakti (Marathi language Newspaper), having electronic editions, on **14th August 2024**, specifying the date & time of the EGM, availability of the notice on the Company website manner of registration of email id's by the





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shareholders (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the EGM, etc.

- 2.2. The Company hosted the detailed notice of EGM on its website and the website of NSDL (e-voting Agency) on **14th August, 2024**.
- 2.3. The Company has informed that on the basis of the Register of Shareholders and the list of Beneficial Owners made available by KFin Technologies Limited, Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company completed dispatch of Notice of EGM on **14th August, 2024** by e-mail to **37,439** Shareholders who had registered their email ids with the Company/ Depositories.
- 2.4. As informed to us, no shareholder has registered his/her email-id pursuant to the advertisements made by the Company.

3. Cut-off date

- 3.1 Voting rights with respect to the agenda Items was reckoned as on **Friday, 30th August, 2024**, being the cut-off date (Specified Date) for the purpose of deciding the entitlement of shareholders for remote e-voting and e-voting during the EGM.

4. Remote e-voting process

4.1. Agency

The Company appointed National Securities Depository Limited (NSDL) as the agency for providing the platform for remote e-voting and e-voting during the EGM.





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4.2. Remote e-voting period

Remote e-voting platform was open from **09:00 a.m. on Tuesday, 3rd September, 2024 till 5:00 p.m. on Thursday, 5th September, 2024** and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the resolution on the remote e-voting platform provided by NSDL.

5. Voting at the EGM

5.1. In line with the Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Shareholders who have cast their votes through remote e-voting do not vote again during the General Meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Shareholders who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

5.2. Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the shareholders who had cast their votes through remote e-voting.

6. Counting Process

6.1. On completion of e-voting at the EGM, we unblocked the results of the remote e-voting and e-voting by shareholders at the EGM, on the platform provided by NSDL and downloaded the results.

6.2. All the votes cast by the Shareholders were found to be valid.





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7. Results

7.1. The Consolidated Results with respect to the agenda items as set out in the EGM Notice are enclosed herewith.

7.2. Based on the aforesaid results, we report that 2 (Two) Ordinary Resolution as set out in Item Nos. 1 and 2 and 4 (Four) Special Resolutions as set out in Item Nos. 3 to 6 of the Notice of the EGM dated **August 13, 2024** have been passed with the requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023




S.N. Viswanathan

Partner

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ICSI UDIN: A061955F001155861

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CONSOLIDATED RESULTS

Item No. 1: Appointment of Mr. Vivek Sharma as an Independent Director of the Company.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	86	57,76,27,355	3	4,48,350	89	57,80,75,705	100.0000
Dissent	4	238	0	0	4	238	0.0000
Total	90	57,76,27,593	3	4,48,350	93	57,80,75,943	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the EGM dated **13th August, 2024** has been passed with requisite majority.




S.N. Viswanathan

Partner

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September 06, 2024 | Thane



CONSOLIDATED RESULTS

Item No. 2: Appointment of Ms. Sukanya Kripalu as an Independent Director of the Company.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	86	57,76,27,551	3	4,48,350	89	57,80,75,901	100.0000
Dissent	3	38	0	0	3	38	0.0000
Total	89	57,76,27,589	3	4,48,350	92	57,80,75,939	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the EGM dated **13th August, 2024** has been **passed with requisite majority**.




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Partner

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CONSOLIDATED RESULTS

Item No. 3: Adoption of new set of Articles of Association of the Company as per the Companies Act, 2013.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	85	57,76,27,391	3	4,48,350	88	57,80,75,741	100.0000
Dissent	3	38	0	0	3	38	0.0000
Total	88	57,76,27,429	3	4,48,350	91	57,80,75,779	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 3** of the Notice of the EGM dated **13th August, 2024** has been **passed with requisite majority**.




S.N. Viswanathan

Partner

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CONSOLIDATED RESULTS

Item No. 4: Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	84	57,76,27,191	3	4,48,350	87	57,80,75,541	100.0000
Dissent	3	38	0	0	3	38	0.0000
Total	87	57,76,27,229	3	4,48,350	90	57,80,75,579	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 4** of the Notice of the EGM dated **13th August, 2024** has been **passed with requisite majority**.




S.N. Viswanathan

Partner

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CONSOLIDATED RESULTS

Item No. 5: Amendment to the Hexaware Technologies Limited- Employee Stock Option Plan, 2015.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	83	57,76,25,851	3	4,48,350	86	57,80,74,201	99.9998
Dissent	4	1,378	0	0	4	1,378	0.0002
Total	87	57,76,27,229	3	4,48,350	90	57,80,75,579	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 5** of the Notice of the EGM dated **13th August, 2024** has been **passed with requisite majority**.

S.N. Viswanathan

S.N. Viswanathan
Partner

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CONSOLIDATED RESULTS

Item No. 6: Amendment to the Hexaware Employees Stock Option Plan, 2024.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	83	57,76,25,851	3	4,48,350	86	57,80,74,201	99.9998
Dissent	4	1,378	0	0	4	1,378	0.0002
Total	87	57,76,27,229	3	4,48,350	90	57,80,75,579	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 6** of the Notice of the EGM dated **13th August, 2024** has been **passed with requisite majority**.




S.N. Viswanathan

Partner

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