

**Date of the EGM: 19.12.2014**

**Total number of shareholders on record as at date of dispatch of notice: 84126**

**No. of shareholders present in the meeting either in person or through proxy :83**

**Promoters and Promoter Group: 0**

**Public: 83**

**No. of Shareholders attended the meeting through Video Conferencing : NIL**

**Promoters and Promoter Group:**

**Public:**

**(Agenda-wise)**

**Details of the Agenda: 1. Appointment of Mr. R Srikrishna as a Whole-time Director of the Company**

**Resolution required: (Ordinary/Special) : SPECIAL**

**Mode of voting: (Show of hands/Poll/Postal ballot/E-voting) : E-VOTING AND POLL**

HEXAWARE TECHNOLOGIES LIMITED (CIN : L72900MH1992PLC069662)								
Clause 35A (Physical and e-Voting)								
Resolution 1								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1	193935793	193935793	100.000000	193935793	0	100.000000	0.000000
Public – Institutional holders	85	72562882	25763659	35.505286	24763095	1000564	96.116375	3.883625
Public-Others	148	34424797	1069211	3.105933	1069065	146	99.986345	0.013655
<b>Total</b>	<b>234</b>	<b>300923472</b>	<b>220768663</b>	<b>73.363723</b>	<b>219767953</b>	<b>1000710</b>	<b>99.546716</b>	<b>0.453284</b>

**The Resolution passed with requisite majority.**

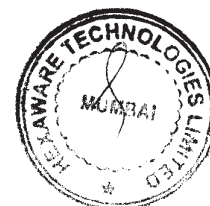
**Details of the Agenda: 2. Appointment of Mr. Bharat Shah as a non-executive Independent director**

**Resolution required: (Ordinary/Special) : ORDINARY**

**Mode of voting: (Show of hands/Poll/Postal ballot/E-voting) : E-VOTING AND POLL**

HEXAWARE TECHNOLOGIES LIMITED (CIN : L72900MH1992PLC069662)								
Clause 35A (Physical and e-Voting)								
Resolution 2								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1	193935793	193935793	100.000000	193935793	0	100.000000	0.000000
Public – Institutional holders	84	72562882	25688659	35.401928	25683359	5300	99.979368	0.020632
Public-Others	147	34424797	1069111	3.105642	1068907	204	99.980919	0.019081
<b>Total</b>	<b>232</b>	<b>300923472</b>	<b>220693563</b>	<b>73.338767</b>	<b>220688059</b>	<b>5504</b>	<b>99.997506</b>	<b>0.002494</b>

**The Resolution passed with requisite majority.**



**Details of the Agenda: 3. Appointment of Mr. Dileep Choksi as a non-executive Independent director**

**Resolution required: (Ordinary/Special) : ORDINARY**

**Mode of voting: (Show of hands/Poll/Postal ballot/E-voting) : E-VOTING AND POLL**

HEXAWARE TECHNOLOGIES LIMITED (CIN : L72900MH1992PLC069662)								
Clause 35A (Physical and e-Voting)								
Resolution 3								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1	193935793	193935793	100.000000	193935793	0	100.000000	0.000000
Public – Institutional holders	85	72562882	25763659	35.505286	20681517	5082142	80.273990	19.726010
Public-Others	146	34424797	1069091	3.105584	1068882	209	99.980451	0.019549
<b>Total</b>	<b>232</b>	<b>300923472</b>	<b>220768543</b>	<b>73.363683</b>	<b>215686192</b>	<b>5082351</b>	<b>97.697883</b>	<b>2.302117</b>

**The Resolution passed with requisite majority.**

**Details of the Agenda: 4. Appointment of Mr. Atul Nishar as a non-executive director liable to retire by rotation**

**Resolution required: (Ordinary/Special) : ORDINARY**

**Mode of voting: (Show of hands/Poll/Postal ballot/E-voting) : E-VOTING AND POLL**

HEXAWARE TECHNOLOGIES LIMITED (CIN : L72900MH1992PLC069662)								
Clause 35A (Physical and e-Voting)								
Resolution 4								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1	193935793	193935793	100.000000	193935793	0	100.000000	0.000000
Public – Institutional holders	85	72562882	25763659	35.505286	22774742	2988917	88.398709	11.601291
Public-Others	145	34424797	1068471	3.103783	1068192	279	99.973888	0.026112
<b>Total</b>	<b>231</b>	<b>300923472</b>	<b>220767923</b>	<b>73.363477</b>	<b>217778727</b>	<b>2989196</b>	<b>98.646001</b>	<b>1.353999</b>

**The Resolution passed with requisite majority.**

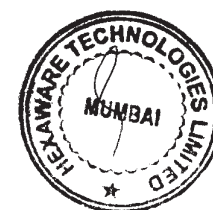
**Details of the Agenda: 5. Appointment of Mr. Jimmy Mahtani as a non-executive director liable to retire by rotation**

**Resolution required: (Ordinary/Special) : ORDINARY**

**Mode of voting: (Show of hands/Poll/Postal ballot/E-voting) : E-VOTING AND POLL**

HEXAWARE TECHNOLOGIES LIMITED (CIN : L72900MH1992PLC069662)								
Clause 35A (Physical and e-Voting)								
Resolution 5								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1	193935793	193935793	100.000000	193935793	0	100.000000	0.000000
Public – Institutional holders	85	72562882	25763659	35.505286	17719746	8043913	68.778064	31.221936
Public-Others	144	34424797	1058956	3.076143	1058672	284	99.973181	0.026819
<b>Total</b>	<b>230</b>	<b>300923472</b>	<b>220758408</b>	<b>73.360315</b>	<b>212714211</b>	<b>8044197</b>	<b>96.356108</b>	<b>3.643892</b>

**The Resolution passed with requisite majority.**



**Details of the Agenda: 6. Appointment of Mr. Kosmas Kalliarekos as a non-executive director liable to retire by rotation**

**Resolution required: (Ordinary/Special) : ORDINARY**

**Mode of voting: (Show of hands/Poll/Postal ballot/E-voting) : E-VOTING AND POLL**

HEXAWARE TECHNOLOGIES LIMITED (CIN : L72900MH1992PLC069662)								
Clause 35A (Physical and e-Voting)								
Resolution 6								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1	193935793	193935793	100.000000	193935793	0	100.000000	0.000000
Public – Institutional holders	85	72562882	25763659	35.505286	22930215	2833444	89.002168	10.997832
Public-Others	147	34424797	1069111	3.105642	1067939	1172	99.890376	0.109624
<b>Total</b>	<b>233</b>	<b>300923472</b>	<b>220768563</b>	<b>73.363690</b>	<b>217933947</b>	<b>2834616</b>	<b>98.716024</b>	<b>1.283976</b>

**The Resolution passed with requisite majority.**

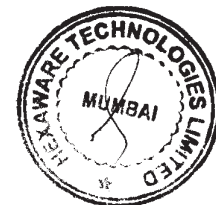
**Details of the Agenda: 7 Amendments to Articles of Association of the Company**

**Resolution required: (Ordinary/Special) : SPECIAL**

**Mode of voting: (Show of hands/Poll/Postal ballot/E-voting) : E-VOTING AND POLL**

HEXAWARE TECHNOLOGIES LIMITED (CIN : L72900MH1992PLC069662)								
Clause 35A (Physical and e-Voting)								
Resolution 7								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1	193935793	193935793	100.000000	193935793	0	100.000000	0.000000
Public – Institutional holders	85	72562882	25763659	35.505286	25720440	43219	99.832248	0.167752
Public-Others	147	34424797	1069205	3.105915	1068331	874	99.918257	0.081743
<b>Total</b>	<b>233</b>	<b>300923472</b>	<b>220768657</b>	<b>73.363721</b>	<b>220724564</b>	<b>44093</b>	<b>99.980028</b>	<b>0.019972</b>

**The Resolution passed with requisite majority.**



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

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292  
E-mail: [sna@snaco.net](mailto:sna@snaco.net), Website: [www.snaco.net](http://www.snaco.net)

To,  
The Chairman  
HEXAWARE TECHNOLOGIES LIMITED  
[CIN L72900MH1992PLC069662]  
Bldg. 152, Millenium Business Park,  
Sector III, A Block, TTC Industrial Area,  
Mahape,  
Navi Mumbai - 400 710

Dear Sir,

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the e-Voting and voting on Poll by your shareholders, at the Extra Ordinary General Meeting of your Company held on Friday, 19<sup>th</sup> December 2014 at 3.00 p.m.

Please find enclosed, our Report in three parts as listed below:

Section I - Consolidated Results of e-Voting & Poll

Section II - Report of Poll Results at the EGM in the prescribed format

Section III - Report of the Scrutinizer on e-Voting

Our Report on e-Voting is based on the data downloaded from the e-Voting platform provided by National Securities Depository Limited (NSDL) and our Report on Voting on the Poll is based on the data provided / authenticated by your Registrar and Share Transfer Agent.

We trust you will find our Report to be comprehensive and self-explanatory in all respects. We will, however, be happy to answer your queries, if any, on the same.

For S. N. ANANTHASUBRAMANIAN & CO.

*Malati A. Kumar*



**Malati Kumar  
Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

***Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited***

**S. N. ANANTHASUBRAMANIAN & CO  
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**SECTION - I**

**Consolidated Results**



***Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited***

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

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Based on Results of e-Voting & Poll at the Extra Ordinary General Meeting held on Friday, 19<sup>th</sup> December, 2014 at 3.00 p.m., Consolidated Results of each Item on the Agenda as set out in the Notice dated 19<sup>th</sup> November, 2014 is annexed herewith

**Consolidated Results of Item No. 1 - Special Resolution**

Subject	Appointment of Mr. R.Srikrishna as a Whole-time Director of the Company.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	21,90,91,809	6,76,144	21,97,67,953	99.55
Dissent	10,00,710	0	10,00,710	0.45
Total	22,00,92,519	6,76,144	22,07,68,663	100.00

Accordingly, out of a total of 22,07,68,663 valid votes cast via e-Voting and Poll, 21,97,67,953 votes were cast **ASSENTING** to the Special Resolution constituting 99.55 % of the votes polled; 0.45 % votes were cast **DISSENTING** to the Special Resolution.

Thus, the Special Resolution as contained in Item No. 1 of the Notice dated 19<sup>th</sup> November 2014, is passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & CO.

*Malati A. Kumar*



**Malati Kumar  
Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited**

**S. N. ANANTHASUBRAMANIAN & CO  
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**Consolidated Results of Item No. 2 - Ordinary Resolution**

<b>Subject</b>	<b>Appointment of Mr. Bharat Shah as Non-Executive Independent Director.</b>
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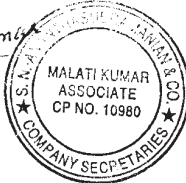
<b>Particulars</b>	<b>Number of Votes contained in</b>			<b>Percentage</b>
	<b>e-Votes</b>	<b>Poll</b>	<b>Total</b>	
<b>Assent</b>	22,00,11,915	6,76,144	22,06,88,059	100.00
<b>Dissent</b>	5,504	0	5,504	0.0
<b>Total</b>	22,00,17,419	6,76,144	22,06,93,563	100.00

Accordingly, out of a total of 22,06,93,563 valid votes cast via e-Voting and Poll, 22,06,88,059 votes were cast **ASSENTING** to the Ordinary Resolution constituting 100% of the votes polled; 5,504 votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 2 of the Notice dated 19<sup>th</sup> November 2014, is passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & CO.

*Malati A. Kumar*



**Malati Kumar  
Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited**

**S. N. ANANTHASUBRAMANIAN & CO**  
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**Consolidated Results of Item No. 3 - Ordinary Resolution**

<b>Subject</b>	<b>Appointment of Mr. Dileep Choksi as Non-Executive Independent Director.</b>
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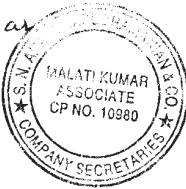
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	21,50,10,048	6,76,144	21,56,86,192	97.70
Dissent	50,82,351	0	50,82,351	2.30
Total	22,00,92,399	6,76,144	22,07,68,543	100.00

Accordingly, out of a total of 22,07,68,543 valid votes cast via e-Voting and Poll, 21,56,86,192 votes were cast **ASSENTING** to the Ordinary Resolution constituting 97.70 % of the votes polled; 50,82,351 votes were cast **DISSENTING** to the Ordinary Resolution constituting 2.30 % of the votes polled.

Thus, the Ordinary Resolution as contained in Item No. 3 of the Notice dated 19<sup>th</sup> November 2014, is passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & CO.

*Malati A. Kumar*



**Malati Kumar**  
**Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited**



**S. N. ANANTHASUBRAMANIAN & CO**  
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**Consolidated Results of Item No. 4 - Ordinary Resolution**

<b>Subject</b>	<b>Appointment of Mr. Atul Nishar as Non-Executive Director liable to retire by rotation.</b>
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	21,71,02,583	6,76,144	21,77,78,727	98.65
Dissent	29,89,196	0	29,89,196	1.35
Total	22,00,91,779	6,76,144	22,07,67,923	100.00

Accordingly, out of a total of 22,07,67,923 valid votes cast via e-Voting and Poll, 21,77,78,727 votes were cast **ASSENTING** to the Ordinary Resolution constituting 98.65 % of the votes polled; 29,89,196 votes were cast **DISSENTING** to the Ordinary Resolution constituting 1.35 % of the votes polled.

Thus, the Ordinary Resolution as contained in Item No. 4 of the Notice dated 19<sup>th</sup> November 2014, is passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & CO.



*Malati A. Kumar*

**Malati Kumar**  
**Associate**  
Date : 19<sup>th</sup> December, 2014  
Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited**

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

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**Consolidated Results of Item No. 5 - Ordinary Resolution**

Subject	Appointment of Mr. Jimmy Mahtani as Non-Executive Director liable to retire by rotation.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	21,20,38,067	6,76,144	21,27,14,211	96.36
Dissent	80,44,197	0	80,44,197	3.64
Total	22,00,82,264	6,76,144	22,07,58,408	100.00

Accordingly, out of a total of 22,07,58,408 valid votes cast via e-Voting and Poll, 21,27,14,211 votes were cast **ASSENTING** to the Ordinary Resolution constituting 96.36 % of the votes polled; 80,44,197 votes were cast **DISSENTING** to the Ordinary Resolution constituting 3.64 % of the votes polled.

Thus, the Ordinary Resolution as contained in Item No. 5 of the Notice dated 19<sup>th</sup> November 2014, is passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & CO.

*Malati A. Kumar*  


**Malati Kumar**  
**Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited**

**S. N. ANANTHASUBRAMANIAN & CO**  
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**Consolidated Results of Item No. 6 - Ordinary Resolution**

<b>Subject</b>	<b>Appointment of Mr. Kosmas Kalliarekos as Non-Executive Director liable to retire by rotation.</b>
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	21,72,57,803	6,76,144	21,79,33,947	98.72
Dissent	28,34,616	0	28,34,616	1.28
<b>Total</b>	<b>22,00,92,419</b>	<b>6,76,144</b>	<b>22,07,68,563</b>	<b>100.00</b>

Accordingly, out of a total of 22,07,68,563 valid votes cast via e-Voting and Poll, 21,79,33,947 votes were cast **ASSENTING** to the Ordinary Resolution constituting 98.72 % of the votes polled; 28,34,616 votes were cast **DISSENTING** to the Ordinary Resolution constituting 1.28 % of the votes polled.

Thus, the Ordinary Resolution as contained in Item No. 6 of the Notice dated 19<sup>th</sup> November 2014, is passed with requisite majority.

**For S. N. ANANTHASUBRAMANIAN & CO.**

*Malati A. Kumar*  


**Malati Kumar**  
**Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited**

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

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**Consolidated Results of Item No. 7 - Special Resolution**

Subject	Amendments to Articles of Association of the Company.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	22,00,48,520	6,76,044	22,07,24,564	99.98
Dissent	44,093	0	44,093	0.02
Total	22,00,92,613	6,76,044	22,07,68,657	100.00

Accordingly, out of a total of 22,07,68,657 valid votes cast via e-Voting and Poll, 22,07,24,564 votes were cast **ASSENTING** to the **Special Resolution** constituting 99.98 % of the votes polled; 44,093 votes were cast **DISSENTING** to the **Ordinary Resolution** constituting 0.02 % of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 7 of the Notice dated 19<sup>th</sup> November 2014, is passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & CO.

*Malati A. Kumar*



**Malati Kumar**  
**Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

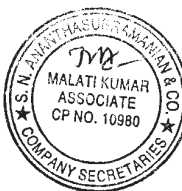
**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited**

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

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292  
E-mail: [sna@snaco.net](mailto:sna@snaco.net), Website: [www.snaco.net](http://www.snaco.net)

**SECTION - II**

**Poll Results**



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**FORM No. MGT-13**

**Report of Scrutinizer(s)**

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)  
of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
HEXAWARE TECHNOLOGIES LIMITED  
[CIN L72900MH1992PLC069662]  
Bldg. 152, Millenium Business Park,  
Sector III, A Block, TTC Industrial Area,  
Mahape,  
Navi Mumbai - 400 710

EGM held on : Friday, 19<sup>th</sup> December, 2014 at 3.00 p.m.

Dear Sir,

I, Ms. Malati Kumar of M/s. S.N.ANANTHASUBRAMANIAN & Co., Practicing Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Extra Ordinary General Meeting of Hexaware Technologies Limited held on Friday, 19<sup>th</sup> December, 2014 at 3.00 p.m., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s Sharepro Services (Indi) Pvt. Ltd., Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

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3. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the Poll for each item on the agenda are Resolution wise annexed to this report.
5. Soft copy of the List of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary.
6. The poll papers and all other relevant records have been duly handed over to the Company Secretary for keeping in safe record.

**For S. N. ANANTHASUBRAMANIAN & CO.**

*Malati A. Kumar*  


**Malati Kumar  
Associate**

**Date : 19<sup>th</sup> December, 2014**

**Place : Thane**

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Hexaware Technologies Limited***

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**Item No. 1 - Special Resolution**

**Appointment of Mr. R.Srikrishna as a Whole-time Director of the Company.**

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
60	6,76,144	100.00

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
0	0	0.00

**(iii) Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
6	46,63,002



**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited**



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*Details of Invalid Votes for the said Item are as under:*

Reason for invalidity	Number of members	Number of Votes
Not signed	2	46,62,889
Duplicate voting	3	113
Nil holding on cut-off	1	0
Total	6	46,63,002

For S. N. ANANTHASUBRAMANIAN & CO.

*Malati A. Kumar*



**Malati Kumar  
Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
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**Item No. 2 - Ordinary Resolution**

**Appointment of Mr. Bharat Shah as Non-Executive Independent Director.**

(i) Voted in favour of the resolution:

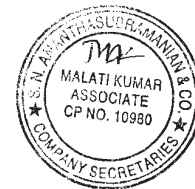
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
60	6,76,144	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
0	0	0.00

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
6	46,63,002



**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited**

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

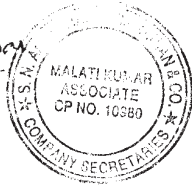
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*Details of Invalid Votes for the said Item are as under:*

Reason for invalidity	Number of members	Number of Votes
Not signed	2	46,62,889
Duplicate voting	3	113
Nil holding on cut-off	1	0
Total	6	46,63,002

**For S. N. ANANTHASUBRAMANIAN & CO.**

*Malati A. Kumar*



**Malati Kumar  
Associate**

**Date : 19<sup>th</sup> December , 2014**

**Place : Thane**

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited**

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**Item No. 3 - Ordinary Resolution**

**Appointment of Mr. Dileep Choksi as Non-Executive Independent Director.**

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
60	6,76,144	100.00

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
0	0	0.00

**(iii) Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
6	46,63,002



**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
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*Details of Invalid Votes for the said Item are as under :*

Reason for invalidity	Number of members	Number of Votes
Not signed	2	46,62,889
Duplicate voting	3	113
Nil holding on cut-off	1	0
Total	6	46,63,002

For S. N. ANANTHASUBRAMANIAN & CO.

*Malati A. Kumar*



**Malati Kumar  
Associate**

Date : 19<sup>th</sup> December, 2014  
Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
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**Item No. 4 - Ordinary Resolution**

**Appointment of Mr. Atul Nishar as Non-Executive Director liable to retire by rotation.**

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
60	6,76,144	100.00

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
0	0	0.00

**(iii) Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
6	46,63,002



**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
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*Details of Invalid Votes for the said Item are as under :*

Reason for invalidity	Number of members	Number of Votes
Not signed	2	46,62,889
Duplicate voting	3	113
Nil holding on cut-off	1	0
Total	6	46,63,002

**For S. N. ANANTHASUBRAMANIAN & CO.**

*Malati A. Kumar*



**Malati Kumar  
Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited**

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**Item No. 5 - Ordinary Resolution**

**Appointment of Mr. Jimmy Mahtani as Non-Executive Director liable to retire by rotation**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
60	6,76,144	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
0	0	0.00

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
6	46,63,002



**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
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*Details of Invalid Votes for the said Item are as under:*

Reason for invalidity	Number of members	Number of Votes
Not signed	2	46,62,889
Duplicate voting	3	113
Nil holding on cut-off	1	0
Total	6	46,63,002

For S. N. ANANTHASUBRAMANIAN & CO.

*Malati A. Kumar*



**Malati Kumar**  
**Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of**  
**Hexaware Technologies Limited**

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**Item No. 6 - Ordinary Resolution**

**Appointment of Mr. Kosmas Kalliarekos as Non-Executive Director liable to retire by rotation**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
60	6,76,144	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
0	0	0.00

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
6	46,63,002



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*Details of Invalid Votes for the said Item are as under :*

Reason for invalidity	Number of members	Number of Votes
Not signed	2	46,62,889
Duplicate voting	3	113
Nil holding on cut-off date	1	0
Total	6	46,63,002

For S. N. ANANTHASUBRAMANIAN & CO.



*Malati A. Kumar*

Malati Kumar  
Associate

Date : 19<sup>th</sup> December, 2014

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
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**Item No.7 - Special Resolution**

**Amendments to Articles of Association of the Company.**

**(i) Voted in favour of the resolution:**

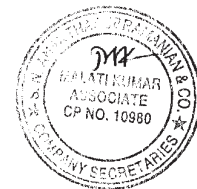
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
59	6,76,044	100.00

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
0	0	0.00

**(iii) Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
7	46,63,102



**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
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*Details of Invalid Votes for the said Item are as under :*

Reason for invalidity	Number of members	Number of Votes
Not signed	2	46,62,889
Duplicate voting	3	113
Nil holding on cut-off date	1	0
Not voted	1	100
<b>Total</b>	<b>7</b>	<b>46,63,102</b>

For S. N. ANANTHASUBRAMANIAN & CO.

*Malati A. Kumar*  


**Malati Kumar**  
**Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of**  
**Hexaware Technologies Limited**

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**SECTION - III**

**e-Voting Results**



***Report of Scrutinizer on e-Voting & Poll by Shareholders of  
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Report to the Chairman, HEXAWARE TECHNOLOGIES LIMITED [CIN L72900MH1992PLC069662], a Company incorporated under the Companies Act, 1956 and having its Registered Office at Bldg. 152, Millenium Business Park, Sector III, A Block, TTC Industrial Area, Mahape, Navi Mumbai - 400 710 (hereinafter referred to as 'the Company') on the e-Voting conducted by the Company to pass the items on the agenda as contained in the Notice dated 19<sup>th</sup> November, 2014.

1. In terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of Companies (Management & Administration) Rules, 2014 (the Rules), I was appointed by the Company on 5<sup>th</sup> November, 2014 as Scrutinizer to the e-Voting process for passing the items on the agenda as contained in the Notice dated 19<sup>th</sup> November, 2014.
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the purpose of e-Voting, the Company completed dispatch of the Notice of e-Voting;
  - by email to 36,417 Members who had registered their email-ids with the Company, on 24<sup>th</sup> November, 2014 ; and
  - by Registered Post to 33,889 Members & by Courier to 13,820 Members in physical form, on 24<sup>th</sup> November, 2014
3. In terms of the aforesaid Notice, e-Voting was open for three days from 9.00 a.m. on Saturday , 13<sup>th</sup> December, 2014 TO 6.00 p.m. on Monday, 15<sup>th</sup> December, 2014 and members were required to cast their votes electronically conveying their assent or dissent in

***Report of Scrutinizer on e-Voting & Poll by Shareholders of  
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- respect of the Ordinary and Special Resolutions, on e-Voting platform provided by NSDL.
4. The Voting rights were reckoned as on Friday, 14<sup>th</sup> November, 2014, being the Cut-off date for the purpose of e-Voting.
  5. As required in the Rules, I unlocked the e-Voting on the platform provided by NSDL after the completion of the e-Voting process at 6.00 p.m. on Monday, 15<sup>th</sup> December, 2014, in the presence of Ms. Archana Mantri and Ms. Nivedita Bhosekar .
  6. Based on the results made available to me, 175 members have cast their votes on the e-Voting platform and I have annexed with this Report, the details and analysis of the e-Voting Results for each of the agenda items contained in the said Notice.

For S. N. Ananthasubramanian & Co.

*Malati A. Kumar*



**Malati Kumar**  
**Associate**  
Date : 19<sup>th</sup> December, 2014  
Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
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Agenda Item No.	1
Subject	Appointment of Mr. R.Srikrishna as a Whole-time Director of the Company.
Type of Resolution	Special

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	169	21,90,91,809	99.545
Dissent	5	10,00,710	0.455
Total	174	22,00,92,519	100

*Details of other e-Votes for the said Item are as under:*

Reason for invalidity	Number of e-Votes	Number of Votes Contained in e-Votes
Not voted	1	150

For S. N. Ananthasubramanian & Co.

*Malati A. Kumar*  


**Malati Kumar**  
**Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
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Agenda Item No.	2
Subject	Appointment of Mr. Bharat Shah as Non-Executive Independent Director.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	168	22,00,11,915	99.997
Dissent	4	5,504	0.003
Total	172	22,00,17,419	100

**Details of other e-Votes for the said Item :**

Reason for invalidity	Number of e-Votes	Number of Votes Contained in e-Votes
Not voted	3	75,250

For S. N. Ananthasubramanian & Co.

*Malati A. Kumar*  


**Malati Kumar**  
**Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
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Agenda Item No.	3
Subject	Appointment of Mr. Dileep Choksi as Non-Executive Independent Director.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	161	21,50,10,048	97.691
Dissent	11	50,82,351	2.309
Total	172	22,00,92,399	100.00

*Details of other e-Votes for the said Item are as under:*

Reason for invalidity	Number of e-Votes	Number of Votes Contained in e-Votes
Not voted	3	270

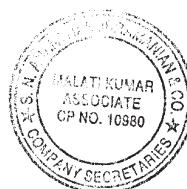
For S. N. Ananthasubramanian & Co.

*Malati A. Kumar*

Malati Kumar  
Associate

Date : 19<sup>th</sup> December, 2014

Place : Thane



*Report of Scrutinizer on e-Voting & Poll by Shareholders of  
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E-mail: [sna@snaco.net](mailto:sna@snaco.net), Website: [www.snaco.net](http://www.snaco.net)

Agenda Item No.	4
Subject	Appointment of Mr. Atul Nishar as Non-Executive Director liable to retire by rotation.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	162	21,71,02,583	98.641
Dissent	9	29,89,196	1.359
Total	171	22,00,91,779	100.00

*Details of other e-Votes for the said Item are as under:*

Reason for invalidity	Number of e-Votes	Number of Votes Contained in e-Votes
Not voted	4	890

For S. N. Ananthasubramanian & Co.

*Malati A. Kumar*



**Malati Kumar**  
**Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

*Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited*

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

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292  
E-mail: [sna@snaco.net](mailto:sna@snaco.net), Website: [www.snaco.net](http://www.snaco.net)

Agenda Item No.	5
Subject	Appointment of Mr. Jimmy Mahtani as Non-Executive Director liable to retire by rotation
Type of Resolution	Ordinary

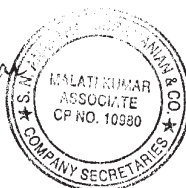
Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	143	21,20,38,067	96.345
Dissent	27	80,44,197	3.655
Total	170	22,00,82,264	100.00

*Details of other e-Votes for the said Item are as under:*

Reason for invalidity	Number of e-Votes	Number of Votes Contained in e-Votes
Not voted	5	10,405

For S. N. Ananthasubramanian & Co.

*Malati A. Kumar*



**Malati Kumar**  
**Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

**Report of Scrutinizer on e-Voting & Poll by Shareholders of  
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Agenda Item No.	6
Subject	Appointment of Mr. Kosmas Kalliarekos as Non-Executive Director liable to retire by rotation
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	162	21,72,57,803	98.712
Dissent	11	28,34,616	1.288
Total	173	22,00,92,419	100.00

*Details of other e-Votes for the said Item are as under:*

Reason for invalidity	Number of e-Votes	Number of Votes Contained in e-Votes
Not voted	2	250

For S. N. Ananthasubramanian & Co.

*Malati A. Kumar*



**Malati Kumar**  
**Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

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Agenda Item No.	7
Subject	Amendments to Articles of Association of the Company.
Type of Resolution	Special

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	168	22,00,48,520	99.980
Dissent	6	44,093	0.020
Total	174	22,00,92,613	100.00

*Details of other e-Votes for the said Item are as under:*

Reason for invalidity	Number of e-Votes	Number of Votes Contained in e-Votes
Not voted	1	56

For S. N. Ananthasubramanian & Co.

*Malati A. Kumar*



**Malati Kumar  
Associate**

Date : 19<sup>th</sup> December, 2014

Place : Thane

*Report of Scrutinizer on e-Voting & Poll by Shareholders of  
Hexaware Technologies Limited*