

Date: August 10, 2020

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

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

Subject: Declaration of voting results of the postal ballot (including remote e-voting) in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and submission of Scrutinizer's report.

Dear Sir / Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulations"), enclosed herewith please find voting results on remote e-voting along with Scrutinizer report for the Special resolution relating to approval of Voluntary Delisting of the Equity Shares of the Company from the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), as set out in Notice of Postal Ballot dated July 09, 2020

We would like to inform you that the aforesaid special resolution as mentioned in the Notice has been approved by the members with requisite majority.

The result along with the Scrutinizer's report is available on the website of the Company at the following link: http://hexaware.com/investors/

We request you to kindly take the above information on record.

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

Gunjan Methi Company Secretary



HEXAWARE TECHNOLOGIES LTD.

Regd. office: Bldg No. 152, Millennium Business Park, Sector - III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai 400710. (INDIA). Tel.: +91 22 6791 9595, Fax: +91 22 6791 9500 (CIN): L72900MH1992PLC069662 URL: www.hexaware.com



10/25-26, 2nd Floor, Brindaban, Thane (W) – 400 601 T: +91 22 25345648 | +91 22 25432704 E: <u>snaco@snaco.net</u> |W: www.snaco.net ICSI Unique Code: P1991MH040400

SCRUTINIZER'S REPORT

To,

The Chairman,

Hexaware Technologies Limited

CIN:L72900MH1992PLC069662

152, Millennium Business Park,

Sector-III, 'A' Block, TTC Industrial Area,

Mahape, Navi Mumbai - 400 710.

I am pleased to present the report on the **Postal Ballot** conducted by Hexaware Technologies Limited ("**the Company**") seeking consent of its Members for the Special Resolution as contained in the Notice of Postal Ballot dated 09th July, 2020.

- In terms of provisions of Section 110 of the Companies Act, 2013 (the Act) read with Companies (Management and Administration) Rules, 2014, I was appointed as the Scrutinizer by the Company to conduct the Postal Ballot as contained in the Notice dated 09th July, 2020.
- 2. In terms of Sections 110 and 108 of the Companies Act, 2013, and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 14/ 2020 dated 8thApril, 2020, General Circular No. 17/ 2020 dated 13thApril, 2020 and General Circular No. 22/ 2020 dated 15thJune, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID 19" issued by the Ministry of Corporate Affairs, Government of India, Regulation 8(1)(b) of the Securities



Scrutinizer's Report on Postal Ballot conducted by Hexaware Technologies Limited vide Notice dated 09th July, 2020

and Exchange Board of India (Delisting of Equity Shares), Regulations 2009 ("**Delisting Regulations**"), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; approval for the Special Resolution was sought by way of Postal Ballot. Accordingly, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes were not sent to the Members as per the exemptions provided in the MCA Circulars mentioned above. Hence the communication of the assent or dissent by the Members took place through electronic voting only.

3. Members' approval was sought for voluntary delisting of the Equity Shares of the Company from BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") pursuant to the proposed acquisition by HT Global IT Solutions Holdings Limited ("Promoter"), either by itself or along with any member of the Promoter Group, of all the Equity Shares listed on BSE Limited and National Stock Exchange of India Limited, held by the Public Shareholders of the Company, in accordance with the provisions of the Delisting Regulations.

4. Dispatch of Notice

- 4.1 The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on Friday, 03rd July, 2020 ("the cut-off date") the Company completed dispatch of the Notice of Postal Ballot on Thursday, 09th July, 2020 by email to 65,781 members who had registered their email ids with the Company/ Depositories;
- 4.2 The Company has in light of the MCA Circulars, offered facility to members who have not registered their email address and in consequence could not receive the remote e-voting notice, to temporarily get their email address registered with the RTA. The detailed process for registration of email addresses was provided in the e-voting instructions section of the Notice.

MALATI ANIL KUMAR



- 4.3 Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user id and password to enable remote e-voting for this postal ballot.
- 4.4 The members were also informed that the said Notice along with the Explanatory Statement was placed on the Company's website at www.hexaware.com and NSDL's e-voting website: www.evoting.nsdl.com and was also available on the websites of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com.
- 5. In terms of the aforesaid notice, Members were required to convey their assent or dissent, as the case may be, by way of e-voting, on the e-voting platform provided by NSDL, till **05:00 p.m. on Saturday 08th August, 2020** (the Last Date).
- 6. **1,197** Members cast their votes on the remote e-voting platform till the Last Date including votes cast by the Promoter under 2 (two) folios.
- 7. In terms of Regulation 8(1) (b) of the Delisting Regulations, the Special Resolution will be considered to have been passed only if the votes cast by Public Shareholders in favour of the proposal amount to at least two times the number of votes cast by Public Shareholders against it ("Requisite Majority").
 - 8. Based on a scrutiny of the valid votes cast through e-voting, I report that,
 - than three times the number of the votes cast against the Special Resolution, the Special Resolution as contained in the Notice of Postal Ballot dated 09th July, 2020, has been passed with the requisite majority, as per the provisions of the Companies Act, 2013;

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Scrutinizer's Report on Postal Ballot conducted by Hexaware Technologies Limited vide Notice dated 09th July, 2020



ii) as the number of votes cast by the public shareholders in favour of the Special Resolution is more than two times the votes cast by the public shareholders against the Special Resolution, I report that, the **Special Resolution** as contained in the Notice of Postal Ballot dated 09th July, 2020, has been passed by the Public Shareholders with **Requisite Majority**, as per the provisions of Regulation 8(1)(b) of the Delisting Regulations.

I have annexed with this report, an analysis of the Result of the Special Resolution as contained in the said Notice, under the relevant provisions of the Companies Act, 2013 and the Delisting Regulations.

Soft copy of relatevant files containing voting data as downloaded from the e-voting portal have been shared with Ms. Gunjan Methi, Company Secretary of the Company.

You may accordingly declare the results of the voting.

For S. N. Ananthasubramanian & Co. Company Secretaries

ICSI Unique Code: P1991MH040400



Malati Kumar Partner

ACS: 15508 | COP No.: 10980

ICSI UDIN : A015508B000563825

10th August, 2020

Thane

SRIKRISHNA RAMAKARTHIKEYA

Digitally signed by SRIKRISHNA RAMAKARTHIKEYAN Date: 2020.08.10 15:59:58 +05'30'



Result of Postal Ballot

Voting Results as per the provisions of Section 114 (2) (c) the Companies Act, 2013

Item No. 1: Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited and the National Stock Exchange of India Limited.

Particulars					Percentage (%) of total paid up capital	Percentage (%) of otal paid up capital	Percentage of total votes polled	of total
	e-voters	10	o-vo	e-votes Total				
Voting exercised through e-voting	1,197	197		26,50,97,691		88.6970		100.0000
Members voted in favour of the resolution (Assent)	7	202		25,94,15,010		86.7956		97.8563
Promoter	2		18,63,18,590		62.3389		70.2830	
Public shareholders	703		7,30,96,420		24.4567		27.5733	
Members voted against the resolution (Dissent)	4	492		56,82,951		1.9014		2.1437
Promoter	0		0		0		0	
Public shareholders	492		56,82,951		1.9014		2.1437	
Members who abstained from voting.*		0		0			0	0

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Scrutinizer's Report on Postal Ballot conducted by Hexaware Technologies Limited

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Based on the aforesaid result, as the number of votes cast in favour of the Special Resolution is more than three times the number of the votes cast against the Special Resolution, I report that, the **Special Resolution** as contained in the Notice of Postal Ballot dated 09th July, 2020, has been passed with the requisite majority, as per the provisions of the Companies Act, 2013.

MALATI KUMAR ANIL

Malati Kumar

Partner

ACS: 15508 | COP No.: 10980

ICSI UDIN : A015508B000563825

10th August, 2020



Result of Postal Ballot

Voting results as per Regulation 8(1)(b) of the Delisting Regulations

Item No. 1: Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited and the National Stock Exchange of India Limited.

Category	Mode of voting	Mode No. of shares of held (1)	% of the listed share capital	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 the votes polled (6) = [(4)/(2)]*100	% of votes Against on votes polled (7)= [(5)/(2)]*100
Public Institutions	E- voting	7,79,47,394	26.0798	26.0798 7,22,13,456	92.6438	92.6438 6,91,01,116 31,12,340	31,12,340	95.6901	4.3099
Public Non- E- institutions vo	E- voting	3,46,14,089	11.5813	65,65,915	18.9689	39,95,304	25,70,611	60.8492	39.1508
Total		11,25,61,483	37.6611	37.6611 7,87,79,371	69.9878	69.9878 7,30,96,420	56,82,951	92.7862	7.2138

Note: None of the shareholders who had logged on to the e-voting portal, abstained from voting

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Scrutinizer's Report on Postal Ballot conducted by Hexaware Technologies Limited vide Notice dated 09th July, 2020

Based on the aforesaid result, as the number of votes cast by the Public shareholders in favour of the Special Resolution is Resolution as contained in the Notice of Postal Ballot dated 09th July, 2020, has been passed with Requisite Majority as more than two times the votes cast by the Public shareholders against the Special Resolution, I report that, the Special per the provisions of Regulation 8(1)(b) of the Delisting Regulations.

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Malati Kumar

Partner

ACS: 15508 | COP No.: 10980

ICSI UDIN : A015508B000563825

10th August, 2020

	HEXAWARE TECHNOLOGIES LTD
Date of the AGM/EGM-Postal Ballot	08-08-2020
Total number of shareholders on record date/Cut off date	87776
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1 Including promo	oters						
	s	I.C. V. I					1 ((DCE)) 1 N	
	1 ' ' '	•	elisting of the l	Equity Shares of	the Company fro	m the BSE Limite	ed "BSE" and the N	ational Stock
Resolution required: (Ordinary/ Special)	Exchange of India	Limited "NSE".						
Whether promoter/ promoter group are								
interested in the agenda/resolution?	Yes							
				% of Votes				
				Polled on				
				outstanding			% of Votes in	% of Votes
				shares			favour on votes	against on votes
		No. of shares	No. of votes	(3)=[(2)/(1)]*	No. of Votes –	No. of Votes –	polled	polled
Category	Mode of Voting	held (1)	polled (2)	100	in favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		186,318,590	100.0000	186,318,590	0	100.0000	0.0000
	Poll] 186,318,590	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	100,510,590						
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		186,318,590	100.0000	186,318,590	0	100.0000	0.0000
	E-Voting		72,213,456	92.6438	69,101,116	3,112,340	95.6900	4.3099
	Poll	77,947,394	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	77,947,394						
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		72,213,456	92.6438	69,101,116	3,112,340	95.6901	4.3099
	E-Voting		6,565,915	18.9689	3,995,304	2,570,611	60.8491	39.1508
	Poll	34,614,089	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	34,014,089						
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,565,915	18.9689	3,995,304	2,570,611	60.8492	39.1508
	Total	298,880,073	265,097,961	88.6971	259,415,010	5,682,951	97.8563	2.1437

Resolution No.	1 - Excuding pror	noters						
Resolution required: (Ordinary/ Special)	Special - Approval	for Voluntary D	elisting of the I	quity Shares of	the Company fro	m the BSE Limite	d "BSE" and the Na	ational Stock
Whether promoter/ promoter group are								
interested in the agenda/resolution?	Yes							
				% of Votes				
				Polled on				
				outstanding			% of Votes in	% of Votes
				shares			favour on votes	against on votes
		No. of shares	No. of votes	(3)=[(2)/(1)]*	No. of Votes –	No. of Votes –	polled	polled
Category	Mode of Voting	held (1)	polled (2)	100	in favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		72,213,456	92.6438	69,101,116	3,112,340	95.6900	4.3099
	Poll	77,947,394	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	77,347,334						
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		72,213,456	92.6438	69,101,116	3,112,340	95.6901	4.3099
	E-Voting		6,565,915	18.9689	3,995,304	2,570,611	60.8491	39.1508
	Poll	34,614,089	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	34,014,069						
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,565,915	18.9689	3,995,304	2,570,611	60.8492	39.1508
	Total	112,561,483	78,779,371	69.9879	73,096,420	5,682,951	92.7862	7.2138