

HEXT/SE/2025/140

December 18, 2025

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Symbol: HEXT

Scrip Code:544362

Dear Sir / Madam,

Subject: Disclosure under Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations")

We wish to inform you that the Board of Directors of the Company ("**the Board**"), at its meeting held on Thursday, December 18, 2025, has approved the following:

1. Scheme of Amalgamation amongst Softcrylic Technology Solutions India Private Limited and Mobiquity Softech Private Limited with Hexaware Technologies Limited and their respective shareholders

In continuation of our earlier communication, vide letter no. HEXT/SE/2025/120 dated November 6, 2025, we wish to inform that the Board has approved the Scheme of Amalgamation by way of Merger by absorption under Sections 230 to 232 of the Companies Act, 2013 amongst Softcrylic Technology Solutions India Private Limited ("**Transferor 1 Company**") and Mobiquity Softech Private Limited ("**Transferor 2 Company**") with Hexaware Technologies Limited ("**Transferee Company**") and their respective Shareholders. The Transferor Companies are the Wholly Owned Subsidiaries of the Company.

Details pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, have been annexed herewith as **Annexure-A**.

2. Reconstitution of the Nomination and Remuneration Committee of the Board of the Company

Pursuant to Regulation 30 read with Regulation 19 and other applicable Regulations of the Listing Regulations, the Board has reconstituted the Nomination and Remuneration Committee ("**the Committee**") of the Board. Mr. Kapil Modi, Non-Executive Director has been appointed as member of the Committee and Mr. Neeraj Bharadwaj, Non-Executive Director, ceases to be a member of the Committee.

The composition of the Committee is provided in **Annexure-B**.

HEXAWARE TECHNOLOGIES LIMITED

Regd. Office: 8th Floor, 13th Level, Q1, Loma Co-Developers1 Private Limited, Plot No.Gen-4/1, TTC Industrial Area, Ghansoli, Navi Mumbai-400710, Maharashtra, India | Tel: +91 022 3326 8585 | Email: investor@hexaware.com
CIN: L72900MH1992PLC069662 | URL: www.hexaware.com

You are requested to kindly take the same on record.

The same is also available on website of the Company at www.hexaware.com.

For Hexaware Technologies Limited

Gunjan Methi
Company Secretary & Compliance Officer

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Annexure A

Sr. No.	Particulars	Details
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>Details of Softcrylic Technology Solutions India Private Limited ("Transferor 1 Company"):</p> <p>Softcrylic Technology Solutions India Private Limited (U72200MH2002PTC456837) is an Unlisted Private Limited Company incorporated under the provisions of the Companies Act, 1956, having registered office situated at Building No.152, Millennium Business Park, Sector III, A Block TTC Industrial Area, Mahape, Navi Mumbai, Thane, Maharashtra, India, 400710</p> <p>The Transferor 1 Company is a wholly owned subsidiary of Transferee Company and is not listed on any stock exchange in India or abroad.</p> <p>The turnover of the Transferor 1 Company for the nine months ended September 30, 2025 was Rs. 38.35 Crore</p> <p>The Net Worth of the Transferor 1 Company as on September 30, 2025 was Rs. 13.12 Crore</p> <p>Details of Mobiquity Softech Private Limited ("Transferor 2 Company"):</p> <p>Mobiquity Softech Private Limited (U72200MH2010PTC456840) is an Unlisted Private Limited Company incorporated under the provisions of the Companies Act, 1956, having registered office situated at 152, Millenium Business Park, Sector 3R TTC Industrial Area Mahape, Navi Mumbai, Thane, Maharashtra, India, 400710</p> <p>The Transferor 2 Company is a wholly owned subsidiary of Transferee Company and is not listed on any stock exchange in India or abroad.</p> <p>The turnover of the Transferor 2 Company for the nine months ended September 30, 2025 was Rs. 114.98 Crore</p>

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		<p>The Net Worth of the Transferor 2 Company as on September 30, 2025 was Rs. 86.94</p> <p>Details of Hexaware Technologies Limited ("Transferee Company"):</p> <p>Hexaware Technologies Limited (L72900MH1992PLC069662) is a Listed Company incorporated under the provisions of the Companies Act, 1956, having registered office situated at 8th floor, 13th Level, Q1, Loma Co- Developers1 Private Limited, Plot No. Gen-4/1, TTC Industrial Area, Ghansoli, Navi Mumbai, Thane, Maharashtra, India, 400710</p> <p>The Transferee Company is the Holding Company of both the Transferor Companies and is listed on BSE Limited and National Stock Exchange of India Limited.</p> <p>The turnover (Standalone) of the Transferee Company for the nine months ended September 30, 2025 was Rs. 5,529.2 Crore</p> <p>The Net Worth of the Transferee Company as on September 30, 2025 was Rs. 3,447.20 Crore</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>The Transferor Companies are Wholly Owned Subsidiaries of the Transferee Company.</p> <p>The proposed merger does not fall within the purview of related party transactions in view of General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs and the same is subject to the sanction of the Hon'ble National Company Law Tribunal/Central Government.</p> <p>Further, pursuant to Regulation 23(5)(b) of the Listing Regulation, the related party transaction provisions are not applicable to the scheme as the same is between the holding company and its Wholly Owned Subsidiary and the Scheme is also exempt from the provisions of SEBI Master Circular No. SEBIIHO/CFD/POD2/P/CIRI2023/93 dated 20th June, 2023</p>

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3.	Area of business of the entity(ies)	<p>Transferor Company 1 is currently engaged in the business of software development and other IT-enabled services.</p> <p>Transferor Company 2 is engaged in business of providing mobile technology solutions and end-to-end omnichannel digital consulting services.</p> <p>Transferee Company is engaged in the business of information technology consulting, software development, business process services, data and AI, cloud, Digital IT operations, and enterprise platforms.</p>
4.	Rationale for amalgamation/ merger	<p>Both the Transferor Companies and the Transferee Company are under the same control and management and are engaged in the complementary areas of technology-enabled services.</p> <p>The Transferee Company is the Holding Company and holds 100% of the paid-up share capital of the Transferor Companies vide itself and its nominees.</p> <p>The proposed merger will be beneficial to the Transferor Companies, the Transferee Company, their respective shareholders and creditors, employees and other stakeholders.</p>
5.	In case of cash consideration – amount or otherwise share exchange ratio	The Transferor Companies are the Wholly Owned Subsidiaries of the Transferee Company. Thus, no cash consideration is involved.
6.	Brief details of change in shareholding pattern (if any) of listed entity	Not Applicable since Transferor Companies are the Wholly Owned Subsidiaries of the Transferee Company

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Annexure B

Revised composition of Nomination and Remuneration Committee

Name of the Member	Position
Mr. Milind Sarwate	Chairman, Independent Director
Ms. Sukanya Kripalu	Member, Independent Director
Mr. Joseph McLaren Quinlan	Member, Independent Director
Mr. Kapil Modi	Member, Non-Executive Director

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