Hexaware
TECHNOLOGIES
YOUR SUCCESS IS OUR FOCUS

December 20, 2014

National Stock Exchange of India,
Exchange Plaza, 5th Floor,
Plot No. C / 1, G Block,
Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051.

Kind Attn. : - Mr. Hari K.

Dear Sir,

Sub : - Outcome of the Extra-Ordinary General Meeting

Pursuant to the provisions of clause 35A of the listing agreement, please find attached herewith the outcome of the Extra-Ordinary General Meeting of the Members held on December 19, 2014 along with the scrutinizer's report.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For **Hexaware Technologies Limited**

Gunjan Methi
Company Secretary

Encls: a/b

Date of the EGM: 19.12.2014

Total number of shareholders on ~~record date~~ 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
Total	234	300923472	220768663	73.363723	219767953	1000710	99.546716	0.453284

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
Total	232	300923472	220693563	73.338767	220688059	5504	99.997506	0.002494

The Resolution passed with requisite majority.

HEXAWARE TECHNOLOGIES LIMITED MUMBAI

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
Total	232	300923472	220768543	73.363683	215686192	5082351	97.697883	2.302117

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

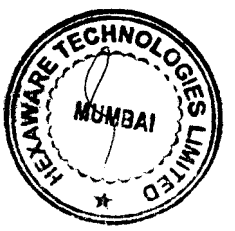
HEXAWARE TECHNOLOGIES LIMITED (CIN : L72900MH1992PLC069662)								
Clause 35A (Physical and e-Voting)								
Resolution 4								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	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
Total	231	300923472	220767923	73.363477	217778727	2989196	98.646001	1.353999

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
Total	230	300923472	220758408	73.360315	212714211	8044197	96.356108	3.643892

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

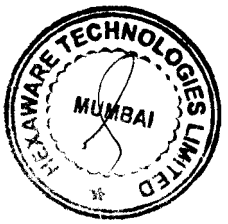
HEXAWARE TECHNOLOGIES LIMITED (CIN : L72900MH1992PLC069662)								
Clause 35A (Physical and e-Voting)								
Resolution 6								
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	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
Total	233	300923472	220768563	73.363690	217933947	2834616	98.716024	1.283976

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
Total	233	300923472	220768657	73.363721	220724564	44093	99.980028	0.019972

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, Website: 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, 19th 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

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR ASSOCIATE CP NO. 10980 COMPANY SECRETARIES

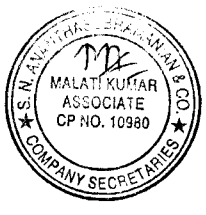
Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

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
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SECTION - I

Consolidated Results



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, Website: www.snaco.net

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

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 19th November 2014, is passed with **requisite majority.**

For S. N. ANANTHASUBRAMANIAN & CO.

Malati A. Kumar

MALATI KUMAR ASSOCIATE CP NO. 10980 S. N. ANANTHASUBRAMANIAN & CO. COMPANY SECRETARIES

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

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, Website: www.snaco.net

Consolidated Results of Item No. 2 - Ordinary Resolution

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

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	22,00,11,915	6,76,144	22,06,88,059	100.00
Dissent	5,504	0	5,504	0.0
Total	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 19th November 2014, is passed with **requisite majority.**

For S. N. ANANTHASUBRAMANIAN & CO.

Malati A. Kumar

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR ASSOCIATE CP NO. 10980 COMPANY SECRETARIES

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

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, Website: www.snaco.net

Consolidated Results of Item No. 3 - Ordinary Resolution

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

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 19th November 2014, is passed with **requisite majority.**

For S. N. ANANTHASUBRAMANIAN & CO.

Malati A. Kumar

MALATI KUMAR
ASSOCIATE
CP NO. 10980
S.N. ANANTHASUBRAMANIAN & CO. ★ COMPANY SECRETARIES ★

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

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, Website: www.snaco.net

Consolidated Results of Item No. 4 - Ordinary Resolution

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

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 19th November 2014, is passed with **requisite majority.**

For S. N. ANANTHASUBRAMANIAN & CO.



Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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E-mail: sna@snaco.net, Website: www.snaco.net

Consolidated Results of Item No. 5 - Ordinary Resolution

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

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 19th November 2014, is passed with **requisite majority.**

For S. N. ANANTHASUBRAMANIAN & CO.

Malati A. Kumar

MALATI KUMAR ASSOCIATE CP NO. 10980 COMPANY SECRETARIES

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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E-mail: sna@snaco.net, Website: www.snaco.net

Consolidated Results of Item No. 6 - Ordinary Resolution

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

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
Total	22,00,92,419	6,76,144	22,07,68,563	100.00

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 19th November 2014, is passed with **requisite majority.**

For S. N. ANANTHASUBRAMANIAN & CO.

Malati A. Kumar

MALATI KUMAR ASSOCIATE CP NO. 10980 S. N. ANANTHASUBRAMANIAN & CO. COMPANY SECRETARIES

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

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, Website: www.snaco.net

Consolidated Results of Item No. 7 - Special Resolution

Subject	Amendments to Articles of Association of the Company.

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 19th November 2014, is passed with **requisite majority.**

For S. N. ANANTHASUBRAMANIAN & CO.

Malati A. Kumar

MALATI KUMAR ASSOCIATE CP NO. 10980 S. N. ANANTHASUBRAMANIAN & CO COMPANY SECRETARIES

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

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
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SECTION - II

Poll Results



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
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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, 19th 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, 19th 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.

S.N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR ASSOCIATE CP NO. 10930 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, Website: www.snaco.net

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

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR ASSOCIATE CP NO. 10980 COMPANY SECRETARIES

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

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, Website: www.snaco.net

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



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E-mail: sna@snaco.net, Website: www.snaco.net

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 Kumar
Associate
Date : 19th December, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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E-mail: sna@snaco.net, Website: www.snaco.net

Item No. 2 - Ordinary Resolution

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

(i) Voted in favour of the resolution:

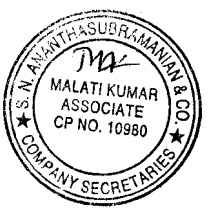
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
60	6,76,144	100.00

(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



S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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E-mail: sna@snaco.net, Website: www.snaco.net

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
CP NO. 10980
S.N. ANANTHASUBRAMANIAN & CO. COMPANY SECRETARIES

Malati Kumar
Associate
Date : 19th December , 2014
Place : Thane

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, Website: www.snaco.net

Item No. 3 - Ordinary Resolution

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

(i) Voted in favour of the resolution:

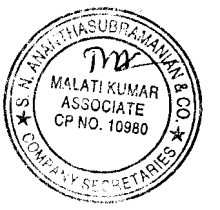
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
60	6,76,144	100.00

(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



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COMPANY SECRETARIES

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E-mail: sna@snaco.net, Website: www.snaco.net

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
CP NO. 10980

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

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, Website: www.snaco.net

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



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, Website: www.snaco.net

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
CP NO. 10980
S.N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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E-mail: sna@snaco.net, Website: www.snaco.net

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



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COMPANY SECRETARIES

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E-mail: sna@snaco.net, Website: www.snaco.net

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

S.N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR ASSOCIATE CP NO. 10960 COMPANY SECRETARIES

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

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, Website: www.snaco.net

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

S. N. ANANTHASUBRAMANIAN & CO
MALATI KUMAR
ASSOCIATE
CP NO. 10980
COMPANY SECRETARIES

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, Website: www.snaco.net

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 Kumar
Associate
Date : 19th December, 2014
Place : Thane

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, Website: www.snaco.net

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



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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 date	1	0
Not voted	1	100
Total	**7**	**46,63,102**

For S. N. ANANTHASUBRAMANIAN & CO.

Malati A. Kumar

MALATI KUMAR
ASSOCIATE
CP NO. 10980

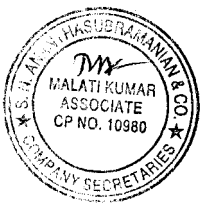
Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

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, Website: www.snaco.net

SECTION - III

e-Voting Results



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, Website: www.snaco.net

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 19th 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 5th November, 2014 as Scrutinizer to the e-Voting process for passing the items on the agenda as contained in the Notice dated 19th 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 **24th November, 2014** ; and
   - by Registered Post to **33,889** Members & by Courier to **13,820** Members in physical form, on **24th November, 2014**

3. In terms of the aforesaid Notice, e-Voting was open for three days from **9.00 a.m. on Saturday , 13th December,2014 TO 6.00 p.m. on Monday, 15th December, 2014** and members were required to cast their votes electronically conveying their assent or dissent in

MALATI KUMAR ASSOCIATE CP NO. 10980 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, Website: www.snaco.net

respect of the Ordinary and Special Resolutions, on e-Voting platform provided by NDSL.

4. The Voting rights were reckoned as on **Friday, 14th 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, 15th 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
CP NO. 10980
COMPANY SECRETARIES

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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E-mail: sna@snaco.net, Website: www.snaco.net

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 CP NO. 10980

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

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, Website: www.snaco.net

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

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR ASSOCIATE CP NO. 10980 COMPANY SECRETARIES

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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E-mail: sna@snaco.net, Website: www.snaco.net

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

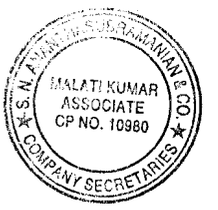
Details of other e-Votes for the said Item are as under:

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 : 19th December, 2014
Place : Thane



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, Website: 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

S.N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR ASSOCIATE CP NO. 10980 COMPANY SECRETARIES

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
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E-mail: sna@snaco.net, Website: 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

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR ASSOCIATE CP NO. 10980 COMPANY SECRETARIES

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

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, Website: www.snaco.net

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 CP NO. 10980 — S. N. ANANTHASUBRAMANIAN & CO. — COMPANY SECRETARIES

Malati Kumar
Associate
Date : 19th December, 2014
Place : Thane

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, Website: www.snaco.net

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 CP NO. 10980

Malati Kumar
Associate

Date : 19th December, 2014
Place : Thane