

# Creating smiles through great people and technology



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Today, technology has a far bigger impact on the way individuals communicate, learn, and think. It helps the society as a whole and determines how people interact with one another on a daily basis. It aids in solving problems at an increasingly faster pace and at a lower cost. At Hexaware, we believe technology can be rightly leveraged to achieve more and create new benchmarks. We are working relentlessly to harness the power of technology to bring products and solutions for our clients that in turn help them create secure and relevant personalised products that stay true to their brand promise.

Technology is what makes us come to work every day. It drives the passion of our colleagues when we take on a challenge and solve it together. It fuels the excitement of our clients when they see the traction we bring to their business. It sparks a feeling of joy and contentment when we render immersive experiences with the products we've helped build.

It helps us in spreading smiles.

## 2021 highlights



### Financial Capital

Funds available to us, including debt, equity and reinvestments, to support future business activities and use as inputs in other capitals to create value over time.

**₹71,777 million**

Revenue

**₹13,414 million**

Adjusted EBITDA

**₹13,292 million**

Cash & bank balances including mutual funds

Read more on [page 78 to 85](#)

**₹37,881 million**

Networth



### Intellectual Capital

Our knowledge base, which includes our intellectual properties, thought leadership, trademarks, patents, copyrights and solutions developed through R&D.

**28**

IPs owned

**121**

Whitepapers

Read more on [page 75](#)



### Manufactured Capital

Our tangible infrastructure (offices across the globe, IT and telecommunication hardware) required for the smooth functioning of our operations and for delivering quality service to clients.

**₹1,092 million**

Capex investments

Read more on [page 6 and 7](#)



### Social and Relationship Capital

Our relationships with our stakeholders – customers, suppliers, investors, the government and the society, among others.

**38,263**

CSR beneficiaries

**47**

New customers added

Read more on [page 56 to 59](#)



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## Human Capital

Our people and their diverse skillsets, experience and industry knowledge, along with their safety and well-being.

**4,333**

New hires

Read more on [page 52 to 55](#)



## Natural Capital

Natural resources, such as water, land and energy, which we either utilise or are impacted by our operations.

**17%**

Reduction in energy consumption

Read more on [page 50 to 51](#)

**30%**

Reduction in water consumption



## About Hexaware

# Accelerating digital transformation

With more than three decades of experience, we are a next-generation IT and consulting service provider. Our innovative and tailor-made technology solutions enable our clients to achieve operational excellence and enhance customer experience.

We are on a journey to take our clients' digital transformation experience to the next-level by leveraging our industry-leading delivery and execution model, built around our purpose-driven, three-pronged strategy.

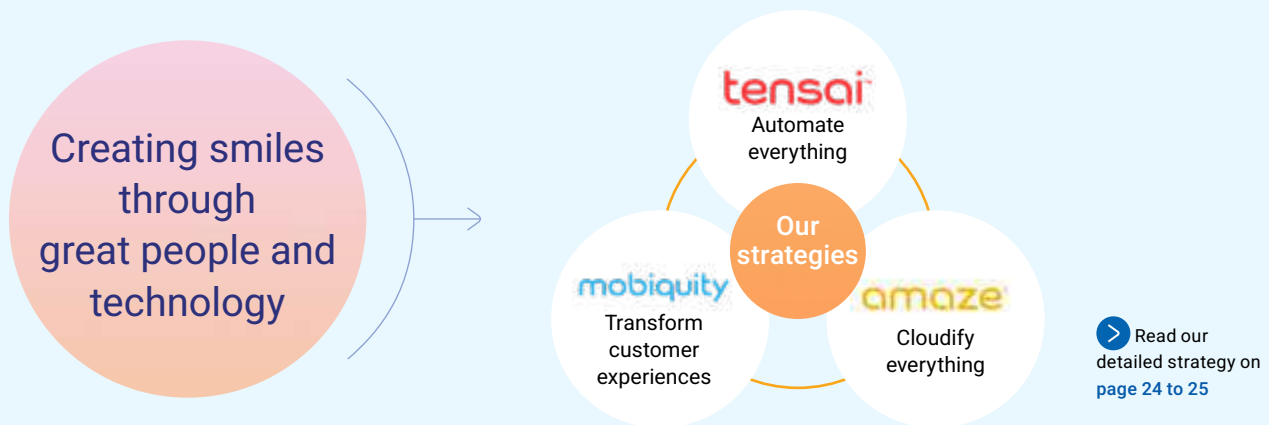
## What clients need

Eliminating redundancies

Driving agility and flexibility

Elevating end-user experience

## Why we exist - our purpose



## Backed by our foundational principles

Strong brand value

Customer focus

Domain expertise

Serving diverse sectors

Skilled professionals

## Stakeholders impacted

Customers

Community

Shareholders

Employees

## Vision

### Technology is a magical thing.

It allows us to connect with each other and solve problems that were unresolved. The impact of technology is massive in our lives and will continue to grow beyond our estimation.

For technology to reach its full effect, all we need is the right set of people who can apply it to human needs and challenge the status quo by manifesting its true potential to influence the future.

## Mission

### Pushing the boundaries of technology to bring future-thinking into the present.

We pair technology with market context, customer insights, enterprise experience, and data science to make tomorrow's big ideas come alive today in scalable, smart and impactful ways.

We transform our customers' business to automate repetitive tasks and make decisions more data-driven. This is our way of enhancing business processes and developing new experiences that drive the happiness of our customers and growth of their business.

By harnessing the full capabilities of the cloud, building digital products and services, we deliver great experiences for people and realise new revenue sources for businesses. We specialise in enabling extreme automation that allows enterprises to intelligently run their operations in the cloud and bring new solutions to market at the speed of light.

## Organisational values



Cool



Disruptive



Highly passionate



Fearless attitude



Anchored in the past

## Strengths



### Strong brand value

We witnessed robust brand performance owing to healthy operating margins and revenue growth possibilities, according to the report 'India 100 2021' by Brand Finance.

Featured among **Top 10** companies in the IT services sector in India



### Customer focus

Our focused approach helped us deliver enhanced customer experiences, making us a trusted and dependable IT service provider.

**13** Years of average tenure of relationship with our top 10 clients



### Domain expertise

With more than two decades of experience in delivering emerging technology solutions, we develop proprietary technologies for a diverse customer base across different business verticals.

**28** IPs owned



### Serving diverse sectors

We serve customers across the world from different sectors, such as Banking, Financial Services, Healthcare and Insurance, Travel and Transportation, High-Tech Professional Services and Manufacturing and Consumer sectors. This reduces our dependency on a single business vertical.

**6** Business verticals



### Skilled professionals

Our team comprises people from different regions of the world with diverse skillsets that give us a strong impetus for growth. We undertake various engagement initiatives to empower our people and minimise attrition.

**24,000+** Employees



## Service Ecosystem

# Delivering transformative technology solutions

Underpinned by our three strategic brands of Tensai™, Amaze® and Mobiquity, we focus on leveraging the power of human-machine collaboration to amplify customer experience transformation.

### Services



#### Digital Product Engineering (DPE)

#### Cloud Transformation

#### Digital Core Transformation (DCT)

### Key offerings



- Digital strategy
- Digital agency & experience design
- Web or mobile experience design and front-end development
- Digital products (platforms) – shoppable commerce, marketing & content platforms
- Digital products (cloud native)
- Product engineering
- Analytics, AI and ML
- Digital content management & marketing

- Amaze® – platform to enable cloud transformation & migrations at scale across apps, data & infra
- Partnerships across AWS, Microsoft & GCP in complex engagements
- Consulting-led migration service to enable Cloudify Everything vision for customers

- Design & development of APIs, micro services, integration
- Cloud native development
- Custom application development
- Data (BI, analytics, AI/ML) related development
- Architecture assessment & consulting
- Custom rewrite to cloud
- Testing (non-managed services)
- Custom migration

### Across six business verticals



### Through our three platforms



tensai™

amaze®

## Enterprise & Next Generation Services (E&NGS)

- Advisory, consulting
- Implementations, global rollouts
- Enterprise SaaS services
- Development & support (L2 & L3) ASM, functional validations / testing
- ERP analytics & BI

## Business Process Services (BPS)

- Customer service
- Omni-Channel customer experience
- Content management
- Tensai for operations
- RPA, AI, ML based automation
- Data management & processing

## Digital IT Operations (ITO) & Others

- Infra support (data centre, network & app infra)
- Application support
- Managed testing
- Infra support EUC, including service desk
- Database and data related support
- IT service management
- Cyber security support
- Cloud operations
- Devops
- Automation-as-a-service



Manufacturing  
and Consumer



Hi-Tech &  
Professional  
Services



Travel and  
Transportation

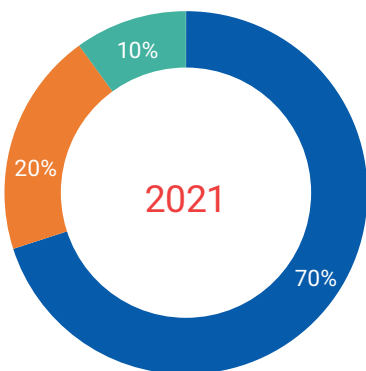
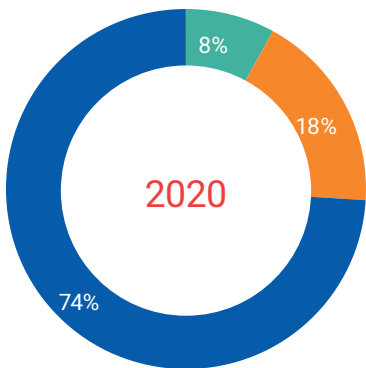


## Geographical Footprint

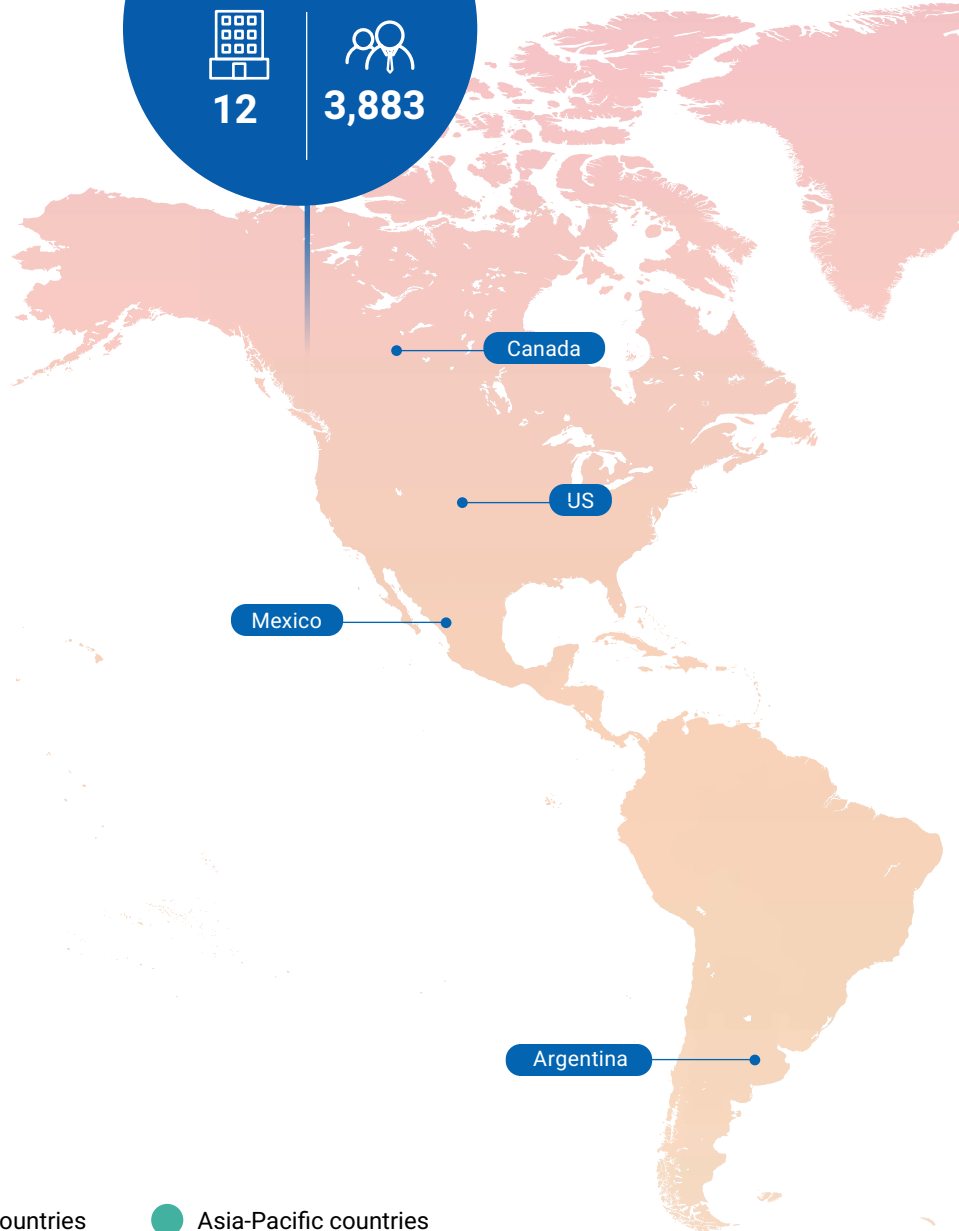
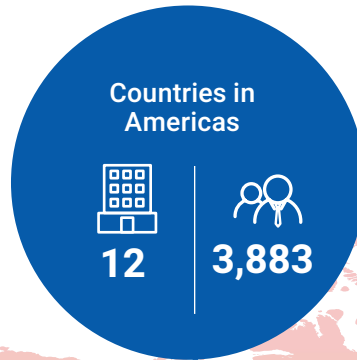
# Staying closer to our customers

Our global delivery centres are strategically located at prime locations in close proximity to our key clients. With our powerful IT infrastructure and employees from different parts of the world, we are able to provide services in regional languages, which is a critical advantage for the company in ensuring client satisfaction.

### Share of revenue



● Countries in Americas    ● European countries    ● Asia-Pacific countries







\* Including onsite employees



Delivery centres and offices



Employees



## Awards and Recognitions

# Honoured across platforms

### Lauded for best people practices



Hexaware has been officially certified as a 'Great Place to Work' by Great Place to Work Institute – India



Received the 'Most Inclusive Employer' Award at the Sydney Hills Local Business Awards 2021



Won the Brandon Hall Group Silver Award in the 'Best Program for Upskilling Employees 2021' Category



Recognised as a leader in Learning and Development at the World HRD Congress 2021



Bagged the Golden Peacock National Training Award, 2021 in the IT sector

## Recognised for customer satisfaction

- Ranked #1 for overall customer satisfaction by Whitelane Research IT Sourcing Study, Belux, 2021
- Ranked #3 for overall customer satisfaction – Whitelane Research IT Sourcing Study, Europe, 2020/2021
- Ranked #2 for customer satisfaction in the Whitelane Research and PA Consulting IT Sourcing Study, United Kingdom, 2021



## Awarded for creativity and branding



Won 3 Platinum Awards, 3 Gold Awards and 2 honourable mentions in 8 categories at Hermes Creative Awards 2021



Ranked among the Top 10 in IT services in the Brand Finance India 100 2021 Ranking



Received 6 Platinum Awards and 5 Gold Awards and 8 honourable mentions at the 2021 MarCom Awards

## Recognised for our excellence in IT services industry

- Ranked #1 in HFS Report on Disruptive Hyperscale Cloud Services
- Named in the Prestigious IDC FinTech Rankings' Top 100 by IDC Financial Insights
- Named UK Leader in Intelligent Business Automation
- Named UK Leader in Artificial Intelligence for IT Operations (AIOps)
- Named a Leader in AWS Consulting Services in the ISG Provider Lens™ – AWS – Ecosystem Partners 2021 – U.S. Quadrant Study
- Named a Leader in AWS Internet of Things (IoT) Services and AWS Consulting Services in the ISG Provider Lens™ AWS Ecosystem Partners 2021 U.S. Quadrant Study
- Named a Leader for Healthcare Cloud Migration Services in the ISG Provider Lens™ Healthcare Digital Services Report, 2021
- Named a Rising Star for Clinical Development Digital Transformation Services in the ISG Provider Lens™ Life Sciences Digital Services Report, 2021
- Named a Leader for Patient Engagement Digital Transformation Services in the ISG Provider Lens™ Life Sciences Digital Services Report, 2021
- Named a Leader in Managed Public Cloud Services for midmarket in the ISG Provider Lens™ Public Cloud – Services & Solutions U.S. 2021 Quadrant Report
- Named a Leader in Consulting and Transformation Services for Midmarket in the ISG Provider Lens™ Public Cloud – Services & Solutions U.S. 2021 Quadrant Report



## Investment Case

# Poised for robust progress

Digitalisation has emerged as an important growth engine for companies across the world. With our diversified solutions, we are positioned attractively to help our customers accelerate their digitalisation journey. Our investment focuses on delivering sustainable, long-term returns to our shareholders and creating value for our stakeholder universe.

### Immense industry growth potential

Technology has increasingly become a strategic differentiator to businesses in the post-COVID world, leading to increased spends on IT services. The Indian IT services market is expected to grow at a CAGR of 10-12% between 2020 and 2025.

### Our improved brand strength

As per Brand Finance our brand strength index increased by 3 points, from 63 in 2020 to 66 in 2021 as we scored well particularly on CSR metrics.

### ~US\$190 billion

Revenue of the Indian tech services industry 2020

### ~US\$300-350 billion

Expected revenue of the Indian tech services industry 2025

### AA-

Brand strength rating in 2021 against A+ in 2020

Source: NASSCOM: <https://nasscom.in/sites/default/files/secure-pdf/Nasscom-Winning-in-this-decade-summary.pdf>



## Our promising financials

We continue to maintain a strong balance sheet with healthy cash and cash equivalents, attractive reinvestments, and zero debt that allow us to focus on growth opportunities.

### Debt-free

As of December 31, 2021

## Our resourceful pool of personnel

We have a competent and well-experienced leadership team with individuals from all over the world. With their unmatched experience and expertise across diverse technologies, they are steering the Company towards newer heights of growth.

### 27.55

Years average cumulative experience of our senior leadership team

## Strategic positioning of our delivery centres

Our strategic location of delivery centres around the world, along with the involvement of a highly experienced resource pool, enable us to ensure high productivity, reduced risk, and optimised cost for our clients in their pursuits of business excellence and customer delight.

### 26

Delivery centres worldwide





## Chairman's Statement

# The technology revolution continues



### Dear Shareholders,

The year 2021 saw the beginning of the end of the global pandemic, and a return to a somewhat normalised and more open environment for Planet Earth and its people. While the dislocation and disruption have been unprecedented and almost all of us have faced the pandemic's wrath, we have managed to nearly come through the worst of it.

In that context, Hexaware's management team and colleagues have showed remarkable resilience while staying true to its mission – to help our customers navigate the opportunities and challenges created by the technology revolution.

Over the past year, the Hexaware team has remained focused on its customers' most important digital needs, continued to innovate around the Company's digital services capabilities, and perhaps most importantly, worked hard to support and energise our 24,000+ associates as they dealt with their own pandemic experiences.

The Company also went through a change in ownership. Hexaware's management team and colleagues are thankful for the loyalty and support of its long-term shareholders in India as well as its previous lead investor, Barings Private Equity Asia. We are also enthusiastic about furthering Hexaware's impact on the digital revolution in conjunction with our ongoing India shareholders and our current private equity investor, The Carlyle Group.

Despite the many uncertainties going into the year, 2021 turned out to be another terrific year for Hexaware, and we look forward to building on that success in 2022.

### The Digital Enterprise comes into focus

Technological developments are radically changing the 'art of the possible' – and to keep pace with the change, modern companies, governments and other enterprises are rapidly transforming themselves into Digital Enterprises. The key elements of the Digital Enterprise include:

- **Technology woven directly into every underlying process** – from customer contact to remote operations support to the daily accounting 'close'
- **Customers and constituents able to connect with the enterprise 24x7** and through multiple channels of interaction – via mobile phone or PC, through the call centre, and yes, even by mail or in person
- **Data and analytics embedded throughout the company** with almost every decision and activity informed in some way by information
- **Powered by multi-tenant cloud computing** with most technology activities housed on cloud infrastructure or supported by SaaS platform providers

These shifts are clear in every industry and sector. E-commerce is an increasingly large share of most retailers' sales volumes. Computer chips are more important to car manufacturing today than steel and rubber. Predictive analytics and remote monitoring are lowering the costs and increasing the safety and quality of most manufacturing facilities, and even in areas like offshore oil rig maintenance or railway track monitoring. E-Government is becoming increasingly prevalent and making life easier for lots of government consumers.

## Managing the Digital Enterprise – the ongoing challenge

The ongoing revolution toward the Digital Enterprise is driving major changes in the way large enterprises manage their IT departments.

First and foremost, most large companies now see “technology as a competitive advantage” and are focused more than ever on building robust technology capabilities. As such, they are spending more on IT relative to other investment areas.

But the changes are broader than that. Business leadership and IT leadership is blurring as technology gets embedded in every business and process, and thus every successful executive needs to be a technologist, as well a business visionary and a pragmatic operator. And just as true, every IT person now needs to be a good businessperson, capable of understanding how technology impacts the businesses they are working on.

The technology environments for large enterprises are being reshaped as we speak – into product-oriented software platforms, componentised architectures, and cloud-based infrastructure. The frontline IT skills needed to execute these environmental shifts are very different from the IT skills required a decade ago – more full stack engineers, more experienced designers, more advanced analytics professionals, and more ‘cloud natives’.

These shifts translate into a very different set of IT management requirements for big companies and other enterprises. At Hexaware, we think these new IT requirements will demand a deepened partnership model between large enterprises and their IT services providers, and we are working to meet those needs with our customers.

## The Hexaware magic – what we are doing to power the Digital Enterprise

As we enter 2022 and the pandemic continues to weaken, the Hexaware team is committed to maintaining all the historical elements that have made us a great IT partner. We are also building the skills required to reimagine the Digital Enterprise with our customers.

We continue to be highly attuned to our customers’ digital transformation needs and able to pro-actively shape those

needs with them. We remain great partners for our customers – service oriented and highly responsive. We are building a ‘future-ready’ breadth and mix of capabilities across common digital products and sector-specific needs, software engineering and infrastructure delivery, and onshore vs. offshore development. At the same time, we are aggressively building the capabilities and platforms to work closely with our customers on their most critical digital needs.

With our Mobyquity acquisition, we are building world-class Digital Product Engineering, and thus are able to reshape our customers’ application environments toward modern cloud-native architectures. Our Amaze platform is a leading tool that we use to help our customers bring their data infrastructure and applications to the cloud in an extremely fast and cost-efficient manner. And our Tensai platform is designed to help enterprises run and maintain their digital ecosystems with extreme automation.

Recognising the dramatic growth in the cloud as the way to power the enterprise, we are working closely with many leading cloud infrastructure and SaaS players.

What knits these historical Hexaware customer service traits and our new digital capabilities and partnerships together is our people. We are now 24,000+ strong with an ideal mix across geographies as well as new and old technology skillsets. Our people maintain their passion for technology change and combine that with a real commitment to supporting their customers.

## A personal note as we look forward

Having spent most of my life in global management consulting with a focus on technology providers and technology-driven change, I feel honored to be asked to join the Hexaware team as its new Non-Executive Chairman. I would like to thank my fellow Board members, Hexaware’s shareholders, and the management team for inviting me into the role.

I am already deeply impressed by the kind of work we at Hexaware do in driving technology change with our customers and partners. And I look forward to continue working with Hexaware on its noble mission.

**Michael W. Bender**  
Non-Executive Chairman



## Chief Executive Officer's Message

# Delivering excellence. Spreading good cheer.



### Dear Shareholders,

The year 2021 was a highly consequential year for Hexaware. Baring Private Equity Asia, after staying invested for almost eight years, sold their stake to Carlyle. Carlyle is one of the largest and most respected Private Equity firms in the world. With this, Carlyle is now our majority shareholder.

Following this investment, some things have changed, while many have not.

### What changed

We have a world-class Board led by Non-Executive Chairman Michael Bender, who spent over 30 years at McKinsey, the last decade as a Senior Partner, building their technology office and digital practice. We also have a highly respected set of professionals from the industry and from Carlyle who are well set to guide the Company to sustained high growth and performance.

In addition, we expect Carlyle's brand to help us accelerate growth through a variety of mechanisms. The management of the Company and all employees are delighted to have Carlyle's backing.

### What continues to be in focus

Our purpose – 'Creating Smiles Through Great People and Technology', our strategy, focus on helping customers in their digital journey, building world-class competencies, platforms, talent and management have not changed.

As the world learnt to live with the remnants of COVID, demand for our services accelerated through the year. Customers worldwide, no matter their industry or geography, are on a mission to transform their companies to a platform and insights-based technology business. To enable this transformation, every business needs high quality digital talent, and partners like Hexaware that know how to harness that talent to create outstanding business outcomes, and smiles.

### Reason to smile

As a consequence, we ended the year with outstanding growth in both revenue and profitability. Our revenues for CY2021 were at US\$971.16 million representing 14.9% growth, and profits grew at 10.4%.

The most important signal for sustained growth is that our Y-o-Y Q4 revenue growth of 21.2% far exceeded our full year revenue growth of 14.9% (both in USD terms), which sets us up for a fabulous 2022. In addition, we booked over US\$380 million worth business from new customers in 2021, easily an all-time high.

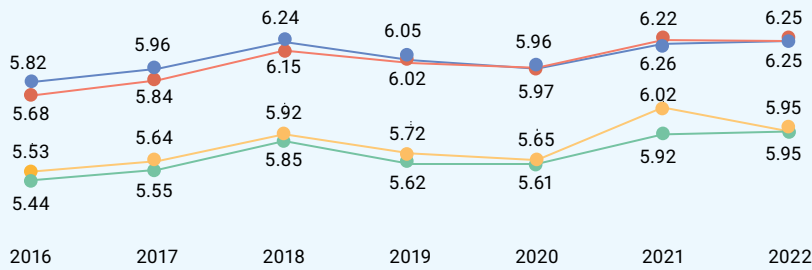


Reinforcing our people commitment



Customer experience index chart, independent survey by Feedback Insights

Key Outcome Measures



Industry Scores\*

High	Low
Advocacy	6.17 / 5.54
Loyalty	6.24 / 5.46
Satisfaction	6.06 / 5.55
Value for money	5.88 / 5.18

People and technology matter most

All of this was powered by the outstanding work done by our 24,000+ employees. Our customer satisfaction scores were again the highest in the industry, no mean feat given the significant impact that the Delta variant of COVID-19 had on our workforce.

The Delta variant affected the lives of hundreds of our employees, and a few succumbed to the virus. Our heart goes out to these employees and their families. We will continue to support affected employees in every manner possible.

The way ahead

As we look ahead, the demand environment continues to accelerate. We expect to deliver industry-leading growth. Our biggest risk to growth is from high quality talent.

The race for digital has made talent scarce. Even as we increased our monthly hiring by almost 400% in the past year, increased attrition, elevated cost of hiring, and insufficient quantity remain the challenges.

Our Amaze® platform continues to see significant traction, helping large, global enterprises transform to cloud. We launched a next-generation, AI-based automation platform to help customers improve efficiency and agility in software delivery.

We have built a significant amount of capital that we will use wisely in select acquisitions. Our M&A will be focused on

acquiring cutting-edge capabilities that will further accelerate our growth.

We remain committed

We are conscious of our responsibility to the communities we live in, and to mother earth. Our Cloudify solutions allow customers to migrate to alternatives with lower environmental impact. In 2021, our pan-India campuses consumed 73% electricity from solar and other renewable energy sources.

We continued our efforts in helping communities during COVID by funding ICU beds, equipment, medical oxygen concentrators, PPE kits and various essential items.

We have launched employee diversity programmes to develop a more vibrant and diverse workforce. The first batch of women leaders went through Rising W@H - a leadership programme that is designed to develop women leaders with the help of IIM Calcutta.

As always, I, our management team and our 24,000+ employees assure you of our best efforts to deliver outstanding shareholder returns on a sustained basis.

Regards,

**R. Srikrishna**

Chief Executive Officer



## Chief Financial Officer's Review

# Advancing with confidence



### Dear Shareholders,

I am delighted to share that 2021 was one of the best years for Hexaware on multiple fronts - record-high new wins, strong financial performance, excellent operational stability, highly experienced Board coming together, change in ownership structure to one of the world's largest private equity firm Carlyle, industry-leading CSAT scores, retaining Great Place to Work (GPTW) certification, among others. We emerged stronger from the pandemic and are delivering to remain true to our purpose of 'Creating Smiles Through Great People and Technology'.

### Robust performance

It has always been our aim to deliver top financial performance and sustain long-term profitability, while building on transparency and high levels of corporate governance.

During the year, revenue grew 14.6%, from ₹62,621 million in 2020 to ₹71,777 million in 2021. In USD terms, we delivered revenue of US\$971 million, registering a Y-o-Y growth of 14.9%. Our 5-year revenue CAGR in rupee term stood at 16.2%, which is much faster than the industry growth. This reflects our commitment towards continuous progress. Our growth during the second half of the year accelerated, providing a great momentum for us as we enter 2022. We comfortably surpassed US\$1B revenue run rate benchmark in H2 2021.

Revenue growth was secular across verticals, with the exception of Global Travel and Transportation. All verticals grew with Healthcare & Insurance and Manufacturing & Consumer leading the growth. Travel vertical is still reeling under the effects of the pandemic, and we expect to see growth returning in 2022. Geographically, growth was led by Europe.

Our resilient focus on pricing discipline, increasing high-end work business mix particularly AMAZE<sup>®</sup> and contract centre transformation business, better execution model mix, higher utilisation, and operational efficiencies translated into margin growth faster than revenue. Gross margins for the year was 34.3%, up from 33.8% in 2020. EBITDA before RSU costs in dollar terms, reported a 20.5% growth, from US\$150.5 million in 2020 to US\$181.4 million in 2021. In percentage terms, EBITDA margins expanded by 90 bps from 17.8% in 2020 to 18.7% in 2021.

We continue to remain focused on cash conversion cycle. With a healthy operating cash flow, we strengthened our balance sheet and became debt-free in 2021.

### Return to shareholders

The Board of Directors approved an overall dividend of 400% amounting to ₹8 per share (including third interim dividend for 2020). The total dividend payout for the year, amounted to ₹2,409 million.

As you would recall, our erstwhile promoters, Baring Private Equity Asia had decided to voluntarily delist the publicly traded shares from the Stock Exchanges and acquire all the equity shares held by the public shareholders. Shares of our Company

were delisted from the Stock Exchanges on November 9, 2020 in accordance with the Delisting Regulations. The exit offer period under the delisting process was completed on November 8, 2021.

## Change in ownership structure

During the year, Baring Private Equity Asia, our promoters for 8+ years sold their stake to Carlyle. We thank Baring for an excellent partnership in our last phase of growth and welcome Carlyle to the Hexaware family for the next phase of hyper growth. Having Carlyle as our dominant shareholder has opened a world of opportunities for us in terms of access to clients, partners, vendors, supplies, and immense depth of experience and knowledge that we can draw upon.

## Thriving on challenges

Every crisis presents an opportunity. We lived this during the pandemic and future would be no different. Right now, the industry is facing severe talent crunch, and our experience at Hexaware is not very different. We have taken several initiatives viz strong employee engagement programmes, 'Hexaware in your town' programme, employee diversity programme to develop a more vibrant and diverse workforce, renewed vigour on learning & development as well as role rotation programmes to name a few. We have strengthened our Enterprise Risk Management (ERM) framework and have also begun the journey of transitioning our internal IT systems from on-prime to cloud-based product. We expect to complete the journey to cloud in 2023.

## COVID-19 response

In response to COVID, we:

- Facilitated vaccines for ~4,500 people, including employees, their dependants, support staff and others, across six locations in India
- Introduced CORONA KAVACH Insurance to protect our employees from financial hardship that the pandemic could bring upon them and their families
- Mobilised our funds to support employees and their families during the times of distress
- Continued our efforts in helping communities during the crisis through funding ICU beds, medical oxygen concentrators, PPE kits and various essential items and equipment

- Diverted a portion of our CSR funds towards pandemic related relief efforts

During the pandemic, most employees worked remotely and continued to deliver top-notch services that was once again reinforced by industry-leading customer satisfaction scores. With our capability to 100% work from office or home, we will plan our work model by prioritising the safety of our employees and aligning with the regulatory guidelines.

## Empowering the underprivileged

At Hexaware, we are committed to strengthening our societal bonds and uplift communities. Our CSR philosophy is to use business to serve society built on a strong belief that 'common good' is more important than 'individual gain', and that our true measure of growth lies beyond our balance sheet. Our CSR initiatives focus on areas of Education; Environment; Health and Sanitation; Sports, Art and Culture; Rural Development; Natural Calamities and Disaster relief that help improve the quality of life of under-served, disadvantaged and marginalised communities. During the year, we invested ₹119.43 million across CSR projects, our humble contribution in giving back to the community we live in.

## Going forward with confidence

The past year has been an incredible journey, and I am more excited about the future than ever before as new opportunities emerge. With the new ownership structure, excellent management team, experienced Board of Directors in place, and a greater focus on growth supported by the Carlyle Group, I am more optimistic about the times that lie ahead than ever before.

The year has truly been one of many achievements and changes. We navigated this unprecedented period, well assisted by our stable financial performance, strong balance sheet, adequate liquidity position while continuing to invest in our future. I would like to conclude with an expression of gratitude to our key stakeholders: our Board for their guidance, our new promoters and investors for their faith in us, our customers, partners, business associates and bankers for their continued support; and our employees, without whom none of this would be possible.

With my warmest regards,

**Vikash Jain**

Chief Financial Officer

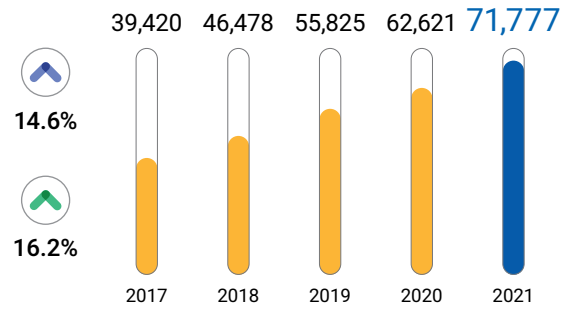


## Key Performance Indicators

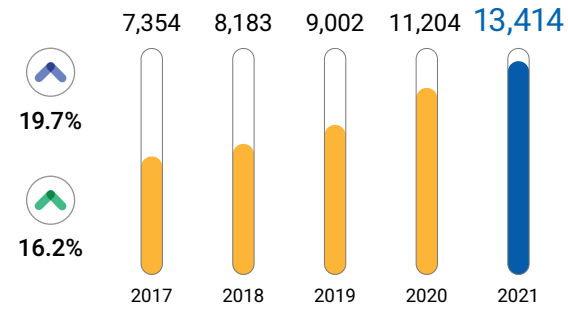
# Substantiating our vision with numbers

### Financial

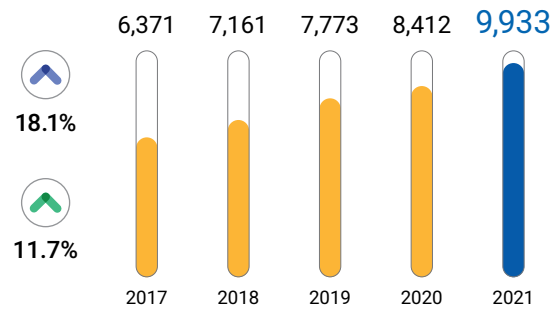
Revenue (₹ in million)



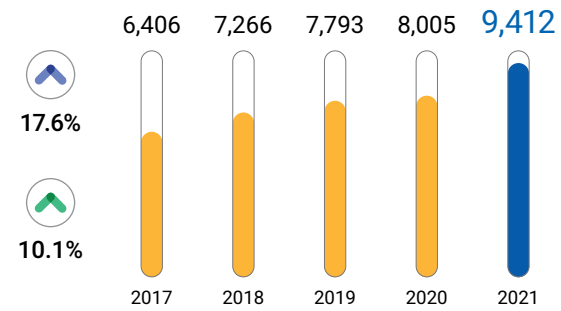
Adjusted EBITDA (₹ in million)



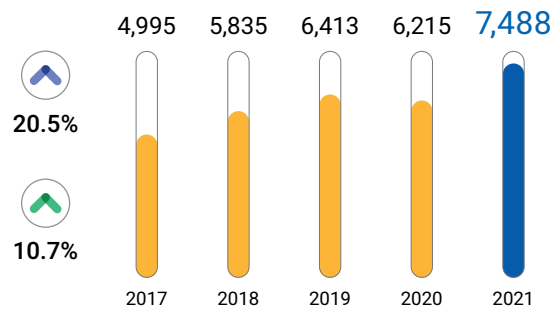
EBIT (₹ in million)



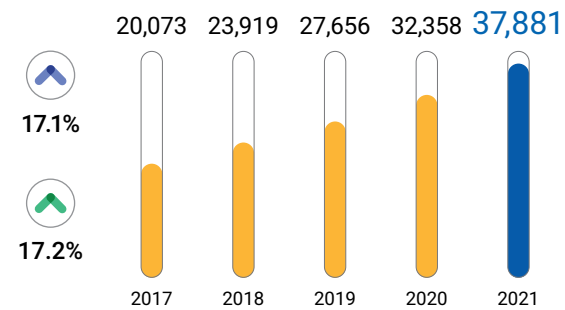
PBT (₹ in million)



PAT (₹ in million)



Net worth (₹ in million)

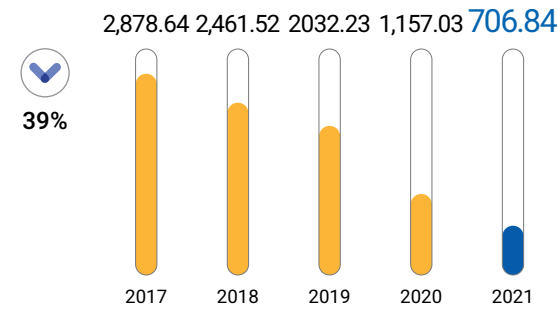


(Y-o-Y Change) (5-year CAGR)

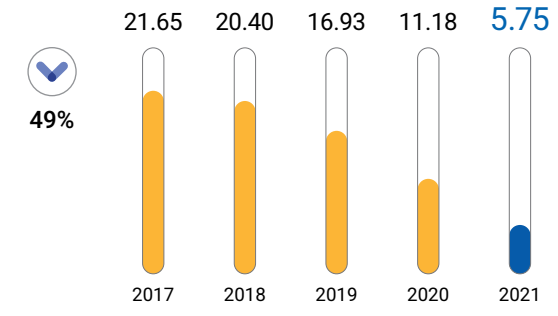
## Non-financial

### Environment

Energy consumption per employee (Kwh/FTE/month)

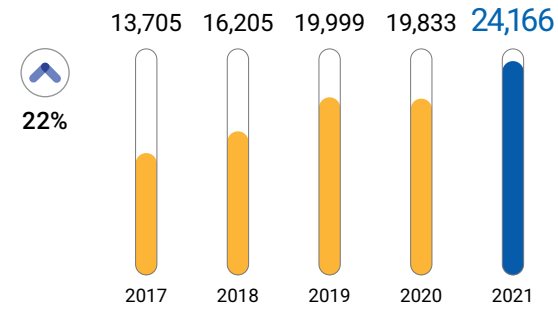


Water consumption per employee (KLtr/FTE/month)

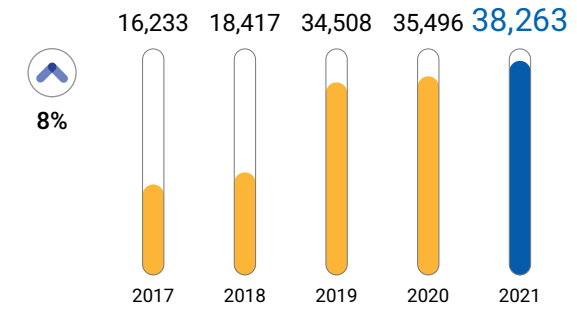


### Social

Employees (Nos.)



CSR beneficiaries (Nos.)



(Y-o-Y Change)
 (5-year CAGR)



## Business Model

# Exceeding expectations. Creating value.

### Resources utilised

**₹37,881 million**

Net worth

**₹5,993.25 million**

Investment in plant property and equipment

**24,000+**

Employees

**US\$1.8 million**

Investments in training and development

**65.6 hours**

Average training hours/employee

**₹119.4 million**

CSR expenditure

**324**

Volunteers

**324**

Customers

**18**

NGO partners

**8,232,585 KW**

Energy consumed

**66,999 KL**

Water consumed

### Value creation process

#### EXTERNAL ENVIRONMENT

#### Our services

Digital Product Engineering (DPE)

Cloud Transformation

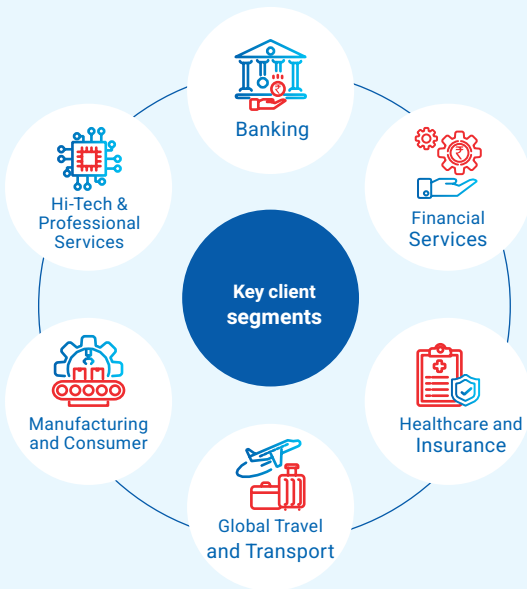
Digital Core Transformation (DCT)

Digital IT Operations (ITO) & others

Enterprise & Next Generation Services (E&NGS)

Business Process Services





**Core business processes**

**Identifying opportunities**

Through strong customer relationships, partner and advisor connects, referrals and proactive proposals

**Solutions and delivery**

Delivering quality solutions in cutting-edge technology areas, leveraging the latest tools and methodologies

**Approach to opportunities**

The global bid management team collaborates with stakeholders to define end-to-end solutions, and identify the business value and benefits to be delivered

**Strengthening relationship**

Enhancing our partnership with customers through consulting services to become their trusted advisor

**Value created**

**₹71,777 million** Revenue from operations **21.3%** RoCE

**₹7,488 million** PAT

**28** IPs owned

**4,333** New hires **98** Nationalities

**7,172** Women employees

**38,263** CSR beneficiaries **47** New customers added in 2021

**83.9** We scored the highest in the IT industry, ranging from 52.3 to 83.9 (on a scale of -100 to +100)

**17%** Power consumption reduction **30%** Water consumption reduction



## External Environment

# Augmenting digital capabilities

Increased digital engagement is propelling accelerated growth in IT spending, led by investments towards delivering immersive customer experiences. An overall core transformation of enterprises, including cloud migration, use of data and analytics to roll out new products, and automation of processes, is boosting efficiency and reducing cost.



### Cloud services

Cloud computing now underlies most new technological disruptions through agility, scalability, flexibility and speed in times of uncertainty. The increasing reliance on cloud services and infrastructure enhancements are accelerating worldwide cloud adoption. According to the Gartner survey of 2021, the end-user spending on public cloud services is expected to surge significantly in 2022.

## US\$482 billion

Projected end-user spending on public cloud services in 2022, up by 21.7% from 2021



### Artificial Intelligence (AI)

AI is gathering steam to emerge as one of the most transformative technologies in the coming years. According to the Gartner survey of 2021, the worldwide AI-spending will strengthen sizably, especially in the domains of knowledge management, virtual assisting, autonomous vehicles, digital workplaces and crowdsourced data.

## US\$62.5 billion

Projected AI-based revenue in 2022, up by 21.3% from 2021



### Internet of Things (IoT)

Today, businesses are focusing on integrating IoT services and solutions into their contemporary infrastructure. According to the MarketsandMarkets survey of 2021, the IoT market is expected to grow rapidly in the next five years on the back of rising cloud usage, access to low cost, low-power sensor technologies, and the availability of high-speed connectivity.

## US\$650 billion

Expected market size by 2026, growing at a CAGR of 16.7% from US\$300 billion in 2021





## Robotic Process Automation (RPA)

RPA is also known as software robotics and uses automation technology to reproduce back-office operations performed by human workers. These tasks include data extraction, form completion, and file movement, among others. According to the recent Precedence Research report, the RPA market is expected to grow at a CAGR of 27.7% between 2021 to 2030. The growth will be driven by higher penetration of RPA to manage complicated, unstructured data and automate any business operations. This will further encourage adoption of AI and cloud-based solutions, in addition to increasing demand for RPA-services from the BFSI sector as well as focusing on reducing the burden of medical professionals.

# US\$23.9 billion

Projected market size by 2030



## 5G technology

According to the Gartner research of 2021, the pandemic spiked demand for optimised and ultrafast broadband connectivity to support work-from-home and bandwidth-hungry applications, such as video streaming, online gaming and social media. Given this situation, 5G has become the fastest growing segment in the wireless network infrastructure market in the last two years.

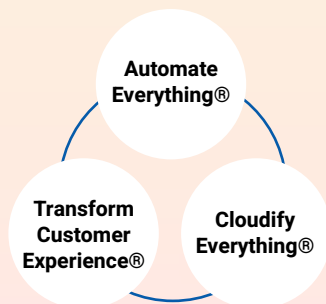
# US\$23.3 billion

Expected 5G-based revenue in 2022

### Responding to market opportunities with our focused strategy

Given the market potential, we reinforced our three strategic pillars by adding more emerging technology products and solutions under the three platforms Tensai™, Amaze® and Mobiquity.

#### Strategic pillars



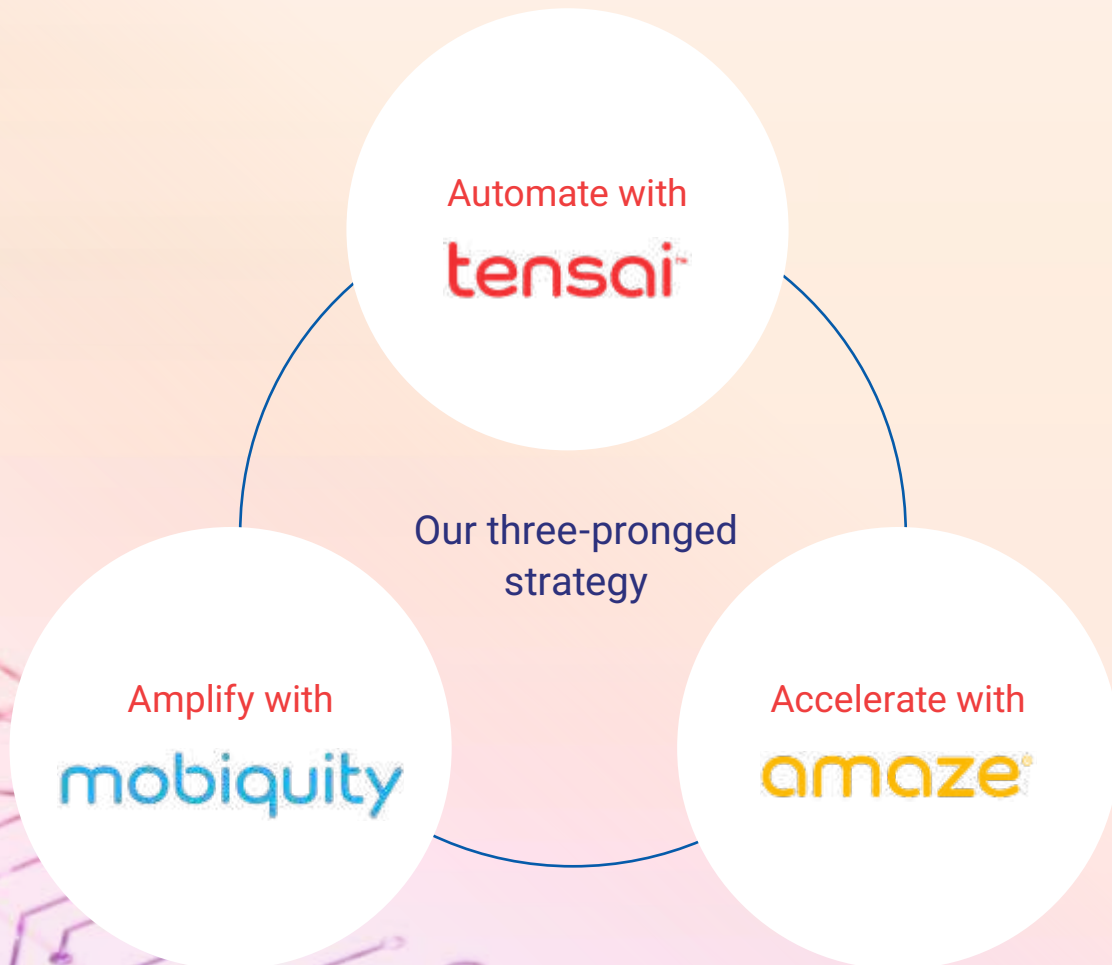


## Business Strategy and Progress

# Roadmap to accelerate growth

**Our three-pronged strategy – Automate Everything®, Cloudify Everything® and Transform Customer Experience® – is aimed at fast-tracking enterprises into the digital era. This strategy, supported by our AI and microservice offerings, helps our customers automate business processes, accelerate cloud migration and amplify customer experience transformation.**

We strive to solve complex business problems by combining human creativity and intellect with the power of pervasive data, insights-driven algorithm and cloud computing.





## Automate with **tensai**

**Tensai™ is our end-to-end automation platform built using open-source components.**

### How Tensai™ benefits clients

- Ability to scale up and run test cases any number of times
- Substantial effort reduction
- Improved accuracy leading to customer satisfaction
- Annual cost savings



## Accelerate with **amaze**

**Our Amaze® suite of offerings supports all the major stages of the cloud transformation process and helps the customer transition to cloud faster at a substantially lower cost.**

### How Amaze® benefits clients

- Reduces time across all stages
- Makes it possible to scan, review and re-factor millions of lines of code with high efficiency and drastically reduced timelines
- Ensures zero impact on business functionality
- Offers code transformation from legacy technology to new technology
- High flexibility for customisation



## Amplify with **mobiquity**

**Mobiquity combines the best of human-focused design and data-driven technology, helping our customers drive meaning for their business and relevance for their customers.**

### How Mobiquity benefits clients

- Provides solutions that help in transforming customer experience
- Holistic offerings around commerce management, content and creative production, marketing analytics, measurement services and machine learning driven optimisation
- Provides shoppable experience and personalisation
- Helps in engineering transformation



## Risk Management

# Combating challenges proactively

We have a well-documented risk management framework, which includes the risk management policy, risk management process, risk governance, and risk awareness programmes. We have developed an Enterprise Risk Management (ERM) function to achieve the Company's strategic objectives by identifying, assessing, mitigating, and averting or managing any risks.

## Risk management framework

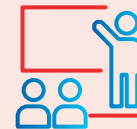
### Enterprise risk management



**Risk management process**



**Risk governance**



**Risk awareness programmes**





## Risk management approach

Our Chief Risk Officer (CRO) oversees the enterprise risk management (ERM) function, and works closely with the respective risk owners. The primary objective(s) of establishing a risk management process is to ensure that:




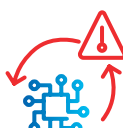
- Risks faced by the organisation shall be identified and recorded in the risk register, enabling the top management to take a comprehensive view of the same
- Risks identified shall be assessed, mitigated, monitored, and reviewed on an ongoing basis
- Acceptable risk appetite is set to balance risks and opportunities, and contributes the achievement of the organisation's strategic objectives



## Key risks and mitigation measures during the year

Key risk	Definition	Risk mitigation measures
 <p><b>Information and cyber security risk</b></p>	<p>As companies are moving towards new technologies, such as mobile computing, IoT and cloud computing, they are more prone to sophisticated targeted attacks, ransomware threats, malware, data leakage and other security failures.</p>	<ul style="list-style-type: none"> <li>• Implemented an ISO27001:2013 certified ISMS and cyber security programme</li> <li>• Strengthened our endpoint security measures to mitigate work-from-home and cyber risks</li> <li>• The governance and management of security compliance and risk are reviewed periodically</li> <li>• Engaged external auditing bodies to carry out type-2 assessment of SSAE16 and ISAE3402 for SOC1 and SOC2 annually</li> <li>• Cyber security alignment with NIST cyber security framework for the latest benchmarking of security practices</li> <li>• SIEM solution implemented to get real-time alerts to proactively address the anomalies</li> </ul>
 <p><b>Talent availability and retention</b></p>	<p>Delay in deployment of and non-availability of employees with relevant skills, especially in new-age domains, such as digital offerings, could result in revenue loss.</p> <p>We operate in an industry that is highly dependent on talent. We must continuously invest in employee training and development, or face the risk of attrition.</p>	<ul style="list-style-type: none"> <li>• We conduct an annual external employee engagement survey to understand the pulse of the employees. Concerns raised are addressed on priority</li> <li>• During the pandemic, Leadership Lantern programmes, periodic CEO Connect, doctor-on-call services, and virtual sessions on mental and overall well-being, yoga, and so on were conducted</li> <li>• The Company deployed a Hire-Train-Deploy (HTD) model for 12 active technology groups</li> <li>• Competency team worked with recruitment to dedicate a team of recruiters for strategic hiring, to bring focus to the HTD model</li> <li>• Dedicated Competency SPOC at offshore and in the US identified to drive the HTD programme, covering the training readiness, schedules, and logistics</li> <li>• Doubled our recruitment capacity in two phases</li> <li>• Added vendors for L1 Interviews to increase the funnel by 60%, as 60% of the candidates declined online screening</li> <li>• Social platforms like Glassdoor are being watched more closely, with focused participation to respond to queries/concerns from current as well as prospective employees</li> </ul>



## Risk Management

Key risk	Definition	Risk mitigation measures
 <p><b>Changes in technology / capability obsolescence / business model changes</b></p>	<p>There's a significant disruption driven by technology. It is important for us to continuously review and upgrade our technology, resources, and processes to mitigate technical obsolescence.</p>	<ul style="list-style-type: none"><li>• Increased our service offerings to include new-age technology, such as automation, cloud, mobility and digital</li><li>• Restructured our business by creating service lines to provide focused service to our customers</li><li>• The Company has invested heavily in building its partner ecosystem with market-leading technology vendors, product and platform vendors and niche technology providers, to help our clients solve critical business challenges</li><li>• The Company has a structured training framework for the continuous training of resources on latest technologies</li><li>• We promote Bottom-Up Disruption by encouraging employees to provide innovative value adds to the customer</li></ul>
 <p><b>Revenue concentration (customer / geography / industry)</b></p>	<p>Concentration of business on customers from limited geographic areas, and dependence on few customers, could impact business.</p>	<ul style="list-style-type: none"><li>• We have ensured on-site presence by having multiple delivery centres across the US and Europe</li><li>• Other delivery centres include the Philippines, Poland, Russia, Manila and Hong Kong</li><li>• Increased focus on markets other than the US, i.e., Europe, Nordic, Asia-Pacific, Middle East and Africa (AMEA) regions and tracking the percentage share of America to total revenue</li><li>• Regular monitoring of revenue contribution of our top 5 customers versus others</li></ul>
 <p><b>Increased cost of services</b></p>	<p>Increase in salary and other costs could affect margins.</p>	<p>We are improving our operating efficiency by:</p> <ul style="list-style-type: none"><li>• Controlling operating cost (tight budgeting process)</li><li>• Controlling economic non-conformance</li><li>• Monitoring and replacing subcontractors with full-time employees, wherever possible</li><li>• Mentoring and guiding potential candidates to take greater responsibility</li><li>• Implementing a rotation plan in our long-running projects</li><li>• Broadening the pyramid by hiring freshers</li></ul>
 <p><b>Service delivery risk</b></p>	<p>Service delivery could be a risk factor, especially with employees working from home for almost two years.</p>	<ul style="list-style-type: none"><li>• We check our customers' pulse through multiple customer delight surveys. We use advanced analytical models to analyse these inputs and determine future course of action</li><li>• A daily status reporting tool is used for voluntary disclosure of key challenges faced by delivery teams. This enables timely actions and speedy resolution</li><li>• Regular tracking of Project Health Index of all projects to ensure that all project parameters are being tracked effectively</li></ul>

Key risk	Definition	Risk mitigation measures	
 <p><b>Data protection and privacy</b></p>	<p>Leakage and misuse of confidential data and proprietary information increases the risk of non-compliance of privacy and data protection laws, and can damage brand reputation, relationships, and growth.</p>	<ul style="list-style-type: none"> <li>• Have a robust framework that includes policies, privacy impact assessments, governance, data mapping and incident management</li> <li>• Possess robust data protection measures in compliance with the global standards and requirements of GDPR, HIPAA, PCI-DSS, among others.</li> </ul>	<ul style="list-style-type: none"> <li>• Developed and communicated security awareness guidelines during work-from-home for our employees</li> <li>• Signing NDAs with employees and providing regular training and awareness on information security and data privacy. Account-specific boot camps are conducted to sensitise the team, where required</li> </ul>
 <p><b>Competition risk</b></p>	<p>We face competition from various tier-1 and tier-2 organisations. Moreover, some of our clients might consider outsourcing to on-site providers of outsourcing services.</p>	<ul style="list-style-type: none"> <li>• Strengthen strategic partnership with clients by offering multiple service lines that cater to an entire range of their IT needs</li> <li>• Nurture long-term relationships with our customers. Average duration of relationship with top 10 customers goes back 15 years</li> <li>• Expansion of on-site presence; we have increased delivery centre capability in the US and Europe</li> </ul>	<ul style="list-style-type: none"> <li>• Adhere to pre-sales accountability to drive bids in each vertical</li> <li>• Strengthened sales team to win new clients, and mine existing accounts</li> <li>• Constantly monitor analyst ratings (ISG) across geographies and service lines to ensure we retain our position in the 'leader' quadrant</li> </ul>
 <p><b>Disaster recovery / business continuity (including pandemic risk)</b></p>	<p>We may be vulnerable to risks due to natural calamities, disasters, or pandemic.</p>	<ul style="list-style-type: none"> <li>• Certified for ISO 22301:2012 BCMS</li> <li>• Structured business continuity management plan to address business disruptions at every level, thereby minimising impact of outages, including recovery sites, intra-city redundancies, work-from-home, among others.</li> <li>• Business continuity plans are tested regularly</li> <li>• Implemented Disaster Recovery capabilities for critical infrastructure (critical servers, firewalls, core switches and other</li> </ul>	<p>critical components) to ensure there is no single point of failure (SPOF) using cloud capabilities</p> <ul style="list-style-type: none"> <li>• Implemented multiple connectivity options, e.g., over internet through site-to-site VPN or MPLS and B2B VPN, so that employees can securely connect with both, clients and Hexaware network</li> <li>• Performed periodic vulnerability scans to identify and remediate potential threats. Our security operations centre has been addressing various anomalies</li> </ul>
 <p><b>Complex and changing global and local regulation</b></p>	<p>Our business operations are spread across various geographies, and we offer a wide range of services to our clients. This increases our exposure to various risks associated with regulatory requirements.</p>	<ul style="list-style-type: none"> <li>• We have a well-defined compliance framework to track regulatory compliances globally, and have defined owners for various compliances</li> </ul>	<ul style="list-style-type: none"> <li>• Use of a compliance tool to track and monitor compliances</li> </ul>



## Business Segment Review



### Banking

₹3,712 million

Revenue

5%

Contribution to  
overall revenue

47%

Growth





## Overview

### Banking as a new vertical

Banking is a distinct space with its own set of business and technology requirements, offerings and products. As it requires specialised domain expertise and dedicated focus, we segregated it into a new vertical in 2021, splitting from our existing Banking and Financial services vertical. In the first year, we acquired five new logos bringing in a specialised team for this vertical. We also laid the foundation for robust partnerships with Finastra and Intellect Design. Additionally, we have started building a specialised team for this vertical.

This vertical provides IT services for consumer banking, corporate banking, payments and cards, mortgage, and risk and compliance. Our technology solutions can also be categorised by market segmentation of traditional incumbent banks, new digital banks

and tech digital banks. At one end, we augment and enable the legacy platforms while, at the other, we serve via greenfield implementation and first-time integrations.

Our key markets are North America and Europe. We entered LATAM and ANZ during the year under review and registered 4 new logos.

### Business environment

The pandemic has accelerated the adoption of digitalisation at banks across the world. Banking is now available everywhere and at any time, allowing users to transact at their convenience. Banks are now embracing next-generation technology, creating value from data, and improving customer experiences.

### Core strengths

The biggest strength of the banking vertical is the lack of inertia due to legacy, which makes us unafraid of revenue cannibalisation. This is a challenge, which prevents competition from offering new products.

### Our response

We leveraged our digital product engineering (DPE) capabilities to enhance the end-customer experience. We helped banks in reimagining their businesses by launching new products based on client requirements.

## Key highlights 2021

We focused on creating niche offerings for our banking clients, setting ourselves ahead in the industry.

### New offerings

#### #RightFitPath

Developed to help our banking clients to convert their digital aspirations into products and improve customer journey through digital banking

#### Amaze® for Banking

Our proprietary solution Amaze® for Banks has nine specific options (R-Lanes) for our clients based on the complexity of the issues in question

#### Immergent P3

This value-added ML Ops model can deliver a 5-dimensional perspective of the corporate entity – stakeholder, financial, consumer, aspirational and social profile – catering to various business aspects. It extracts information from multiple data warehouses of the bank and delivers real-time solutions. It serves as a headless interface that recommends cross-sell and upsell opportunities that are relevant to businesses on a daily basis.

#### Butterfly

This AI-enabled proprietary model provides early warning signal and forecasts the next business events based on the accessible data in the ecosystem, which allows the operations and IT teams to prepare for potential roadblocks.

#### H.A.R.V.I.S

The Hexaware Automation Research Virtual Innovation Services (H.A.R.V.I.S.) gives us a competitive advantage with an in-house, cloud-based lab to develop solutions for addressing domain-specific challenges.

## Way forward

We are very optimistic about the banking vertical with a target to make it the largest vertical for Hexaware by 2030. The road ahead is filled with challenges, but we are confident of meeting these head on, delivering innovation and transformation to an embracing industry.



## Business Segment Review



# Financial Services

₹23,687 million

Revenue

33%

Contribution to  
overall revenue

11%

Growth



## Overview

The financial services industry is now looking beyond brick-and-mortar based services and re-focusing on alternative digital channels of doing business. In line with that, we are closely working with our financial services customers, and providing them with a gamut of transformative technology solutions, including:

### Domain-led transformations

#### ESG compliance

With the evolving mandate for ESG reporting, capital market customers are focusing on evaluating their holdings, to ensure that they comply with the ESG guidelines.

#### Regulatory reporting

We provide an automation platform to our clients for efficient transaction reporting to the relevant regulatory authorities.

#### Cybersecurity

Addressing concerns of customers around security-related aspects, especially in a work-from-home environment.

### Customer experience journey

#### Customer empowerment through self-services

Helping businesses align and create a unified view of their digital programmes, leveraging our Mobyquity NorthStar framework.

### Cloud migration and transformation

#### Amaze® for cloud migration and transformations platform

Focusing on digitalisation in the financial services space, we leverage the Amaze® platform to migrate, modernise and transform legacy solutions. Many of our customers have embarked on multi-year journeys to cloudify their existing solutions.

#### Amaze® for capital markets

It is a data management platform that leverages cloud, AI/ML and intelligent automation technologies, to deliver a superior end-user experience and productivity. In addition, we provide a seamless data integration service for faster cloud adoption. The solution also supports business use cases, including investment data consolidation, ESG consolidation, regulatory and compliance reporting, direct indexing and private and alternative market data.

### Application modernisation

Customers with large mainframe and legacy footprint are finding it difficult to get adequate talent to support their systems. So, they are looking to upgrade their existing systems. We understand the application landscape, and migrate to modern technology, thus leveraging Amaze® for capital markets.

### Automation

#### Advanced analytics and monetisation of data

Our clients acquire large volumes of data from their day-to-day operations. To organise data, we facilitate advanced analytics, and predictive analytical models for our clients.

#### EUC remediation

Many of our customers are using End User Computing (EUC), comprising primarily Excel and VBA code for performing various tasks, including portfolio management and client reporting. These are completely manual processes and are open for human errors. We have been working with the clients to reverse-engineer the VBA and Excel components, and develop an automated solution, reducing the dependency on EUCs.



## Servicing clients with excellence

#### Partnership with a European stock exchange

We have been working with a leading European stock exchange, providing strategic transformation and modernisation services. We are building a cloud-native data management platform for their business. We are migrating large volumes of historic data to cloud to AWS and Snowflake. Mobyquity is using the Northstar methodology to transform the employee experience across the integrated enterprise.



## Business Segment Review



# Healthcare and Insurance

**₹15,498 million**

Revenue

**22%**

Contribution to  
overall revenue

**16%**

growth



## Healthcare

### Overview

We serve the healthcare and pharmaceutical industries with a focus on cloud transformation services and automation. We provide intelligent solutions for our clients to customise high-level data and business information as well as value-added services, such as data management and analytics, and AI/ML consultancy.

In 2021, North America and Europe continue to be our key markets. We've also expanded further into the European markets, including Germany, Switzerland and France. Our APAC market also gained traction during the year.

### Key highlights of 2021

We acquired five new logos to the portfolio in areas of infrastructure services, digital product engineering and data. There are numerous new programmes in the existing customer portfolios that the team had bid and won, and the delivery services for these are underway. We strengthened our deliveries in clinical operations, medical device consumer contact centre, cloud enablement and application services.

#### Core strengths

We bring to the industry a mix of a domain expertise with pharma-specific technology focus, pre-built solutions, and accelerators that add business value and improve time to market.

#### Our response

We continue to build on our strengths of digital medicine, digital engagement, cloud and analytics, and automation-led cost takeout to help clients move towards the path of increased digital adoption. We have judiciously invested in acquiring pharma capabilities. These investments include capabilities in pharma commercial, cell and gene therapy, which enhance our portfolio of services and provide a strong industry positioning. With this, we will be able to provide end-to-end service capability for large pharma companies and biotech companies alike.

#### New offerings

We launched three new services in 2021:

- Decentralised clinical trials for pharma companies and contract research organisations
- Digital product engineering services to enhance user experience
- We continued to build on our salesforce capabilities and launched multiple cloud service offerings under the Amaze® platform

#### Business environment

2021 saw more pharma companies take the plunge towards digital transformation, which is now a mainstream conversation in large and mid-size organisations. This would translate into improved patient access and support, providing value for sponsors, shortening the length of the production process, and distributing products to the market more efficiently.

### Way forward

We aim to leverage our investments in our acquisition of pharma commercial, cell and gene therapy, and approach the market with a strong message of being a provider with end-to-end capability in the life sciences space.



## Business Segment Review

### Insurance



### Overview

Cloud technology will continue to define a new operating model, guiding insurance companies to interact with their customers and collaborate with their brokers better and faster. At this inflection point, Hexaware is single-mindedly focusing on engineering and delivering excellence. The aim is to help insurers embrace the best-in-class integration technology and adopt SaaS platforms like Guidewire to innovate and launch products faster.

We are helping insurers in providing the best claims settlement experience as well as mid-term adjustment experience, leveraging the power of cloud technology, and some of the industry-leading SaaS platforms. Our modular implementation approach focuses primarily on incrementally realising the business value with tailor-made solutions.

#### Core strengths

Our focus on superior customer experience and seamless cloud migration services is powered by three pillars of growth strategy:

**Partnership-led growth strategy:**

360-degree partnerships with industry-leading software like Guidewire

**Customers' most trusted advisory:**

Our platform consulting expertise in commercial, worker's compensation and special case insurance make us a trusted advisory

**Accelerated release velocity:**

Development of accelerators to reduce implementation complexity, expediting product release velocity.

Apart from these, our AI-enabled insurance, middle-office platform help insurers enhance customer and agent journeys with 80% straight-through processing. The platform comes with the most modern API technology to connect with any popular SaaS platforms, such as Guidewire, Socotra and Duck Creek.

#### Business environment

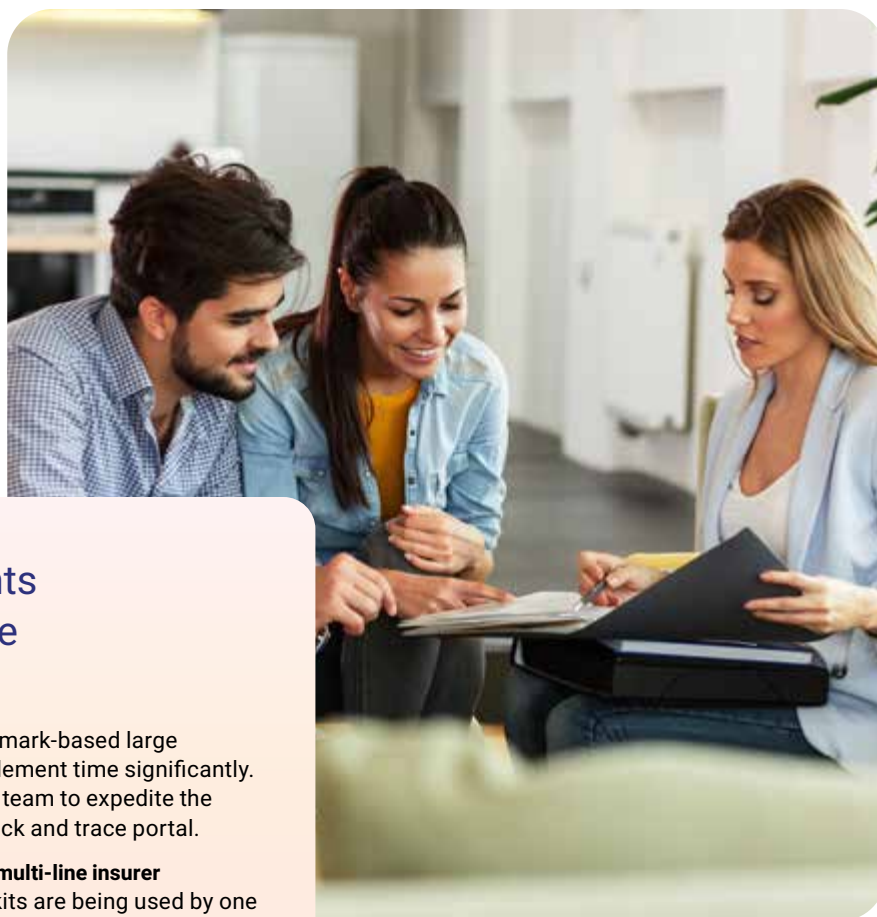
2021 saw more pharma companies take the plunge towards digital transformation, which is now a mainstream conversation in large and mid-size organisations. This would translate into improved patient access and support, providing value for sponsors, shortening the length of the production process, and distributing products to the market more efficiently.

#### Our response

We help large insurers in migrating their on-premises ecosystem of applications, databases, and middleware to private or public cloud platforms. We have been helping them maintain the right balance between migration complexity, cloud readiness, and overall business impact, while creating a cloud adoption roadmap for the next 3 to 5 years.

## Key highlights of 2021

We developed a tool to launch the greenfield products 40% faster with pre-built country-specific templates. We also developed a unique business outcome-based pricing catalogue to help insurers in spreading out their implementation cost over 3-5 years.



### Servicing clients with excellence

#### **Expedited claims settlement**

We helped one of our Norway and Denmark-based large personal insurers to reduce claim settlement time significantly. We worked closely with their business team to expedite the building of an omni-channel claims track and trace portal.

#### **Upgraded claim settlement system for a multi-line insurer**

Our cloud migration and upgrade toolkits are being used by one of the largest Belgium-based, multi-line insurers to upgrade their claims system. The tool helped our customers eliminate 90% of technical debts while reducing release cycles by 30%.

#### **Insurance product launched in record time**

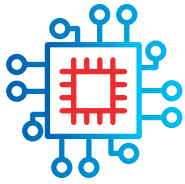
We helped one of our top South African insurers in launching a travel insurance product in just 4.5 months. We aimed for a minimum marketable product in less than 9 months, and worked directly with the insurer's business team, leveraging our pre-built country-specific solution accelerators with assistance from local subject matter experts.

## Way forward

We aim to leverage our investments in our acquisition of pharma commercial, cell and gene therapy, and approach the market with a strong message of being a provider with end-to-end capability in the life sciences space.



## Business Segment Review



# Hi-Tech & Professional Services

₹9,519 million

Revenue

13%

Contribution to overall revenue





## Overview

The Hi-Tech & Professional Services (HTPS) vertical operates at the intersection of Technology & Professional Services, with trust as its catalyst. Trust is the bedrock for the Professional Services industry.

### Thought leadership

Our industry-leading frameworks and PoVs lend perspective on how to position and leverage technology to elevate quality of services. For Professional Services firms we have formulated an industry framework (Trust Cycle) that helps stakeholders in such firms engage better, with technology as a catalyst. As a fork of the Trust Cycle framework, we have authored a comprehensive viewpoint on

the Future of Audit. Our extended thought leadership to Hi-Tech includes our PoV on how to create file security within the Azure Cloud platform.

### Our market positioning

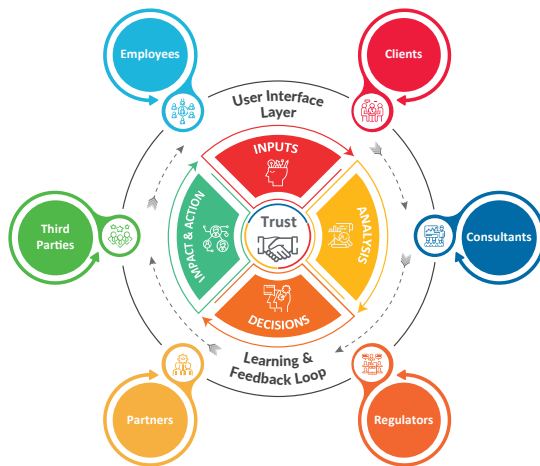
We are a vertical that operates at the intersection of Trust, Technology and Professional services and this enables us to operate from a vantage point which in turn allows us to envision, consult, develop, test and support a plethora of products, platforms and services that are unique to our core industries.

### Business environment

- The Professional Services industry is witnessing acceleration towards increasing cloud adoption, cyber security & data fabric initiatives.
- In the Hi-Tech business, there is continued momentum towards industry consolidation. Platform, API and community development driven + AI/ML initiatives are gaining traction across the board.

### Our response

We undertook several initiatives to partner with our Hi-Tech customers to co-innovate and build out SaaS and PaaS platforms. For B2C customers we helped them with their Contact Centre Transformation initiatives. With Professional Services firms, we continue to engage in core audit, tax and advisory platforms with a focus on cloud migration and data/analytics based initiatives.



## Key highlights of 2021

We consolidated our footprint with our flagship customer. We continued expanding into Big 4 accounts by leveraging our depth and breadth of expertise. We acquired Hi-tech logos, including marquee tech giants who have trusted us with significant digital transformation undertakings.

### Challenges

In 2021, we encountered headwinds with a major account owing to top-down

restructuring imperatives. Covid-related factors contributed to volatility in pockets, but we were able to manage the uncertainty through choices and effective decision-making.

### New offering

Our flagship product offering, Collab helps power customer engagements with flexible, controllable and accountable workflows – is ready for action with GTM plans in motion. We're also engaged in building out data visualisation solutions with LC/NC platforms, RPA initiatives

on ERP, and other legacy modernisation initiatives.

## Way forward

Key focus areas include further expansion and consolidation in existing areas of strength in Professional Services and expansion to adjacent markets. We will continue to focus on emerging technology priorities that are aligned to Hi-Tech businesses and in addition, will focus on creating revenue streams through our in-house solutions.



## Business Segment Review



# Travel and Transportation

₹4,924 million

Revenue

7%

Contribution to overall revenue



## Overview

Given our experience and expertise, our focus will continue to remain on the key customer service segments, such as airlines, logistics and the hospitality industry, where we will provide fully managed services. These services will transform and optimise IT processes, applications, and infrastructure of customers in these segments.

### Core strengths

- Two decades of in-depth experience in building and supporting IT applications and product re-engineering for logistics, hospitality and airline (both, passenger and cargo) domains.
- Our focused services in digital transformation engagements enabled to enhance the enterprise-core operations, travel experience, cloud platforms and predictive analytics
- Partnerships with leading product vendors in product engineering, development and re-engineering, integration, and testing
- Long-standing relationship with existing customers
- Cost-effective and flexible delivery model

### Business environment

As people embraced online shopping and last-mile delivery the industry gained unprecedented momentum that required redefining our approach towards logistics and e-commerce. Self-service experiences are now essential for customers, not only to improve health safety, but also to give customers the freedom and control to choose what they desire. Businesses are seeking an innovative solution to reduce IT costs by moving from capex to opex models, as their revenues have been hit due to the pandemic.

### Our response

We adopted the changing trends of 'the new normal' in the travel, transportation, logistics and hospitality (TTLH) industry from the customer and the end-customer perspectives, to meet compelling client expectations on priority. We positioned ourselves to redefine a contactless journey, by leveraging niche technologies, such as IoT, mobility and AI chatbot solutions.

## Key highlights of 2021

### New offerings

#### Contactless passenger processing

Developed mobile-enabled, self-service solution framework for a contactless experience

#### Health check solution

Built for providing historical health and travel data of passengers

#### Remote assistant through HMD

This is a knowledge-sharing platform that allows technicians to work remotely by collaborating with specialists for real-time inspections and audits

#### Cabin crew – Mixed reality

This facilitates remote training of cabin crews with highly interactive learning experience, which is cost-effective

#### Legacy modernisation framework

This accelerates the modernisation journey and addresses time to market needs through cloud transformation

#### Multi-barcode scanning mobile solution

Designed for the Airline and Logistics industry to scan barcodes using computer vision

#### Contact centre transformation and customer service desk

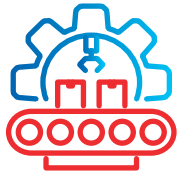
Voice and non-voice support, like chat, email and business process optimisation through automation

## Way forward

As the travel industry is picking up, IT spending will go up in a more significant way. We will leverage our strong domain experience and technical expertise of the Airline, Logistics and Hospitality sectors to enhance customer experience, improve operational efficiency and reduce cost through core strategy.



## Business Segment Review



# Manufacturing and Consumer

₹14,438 million

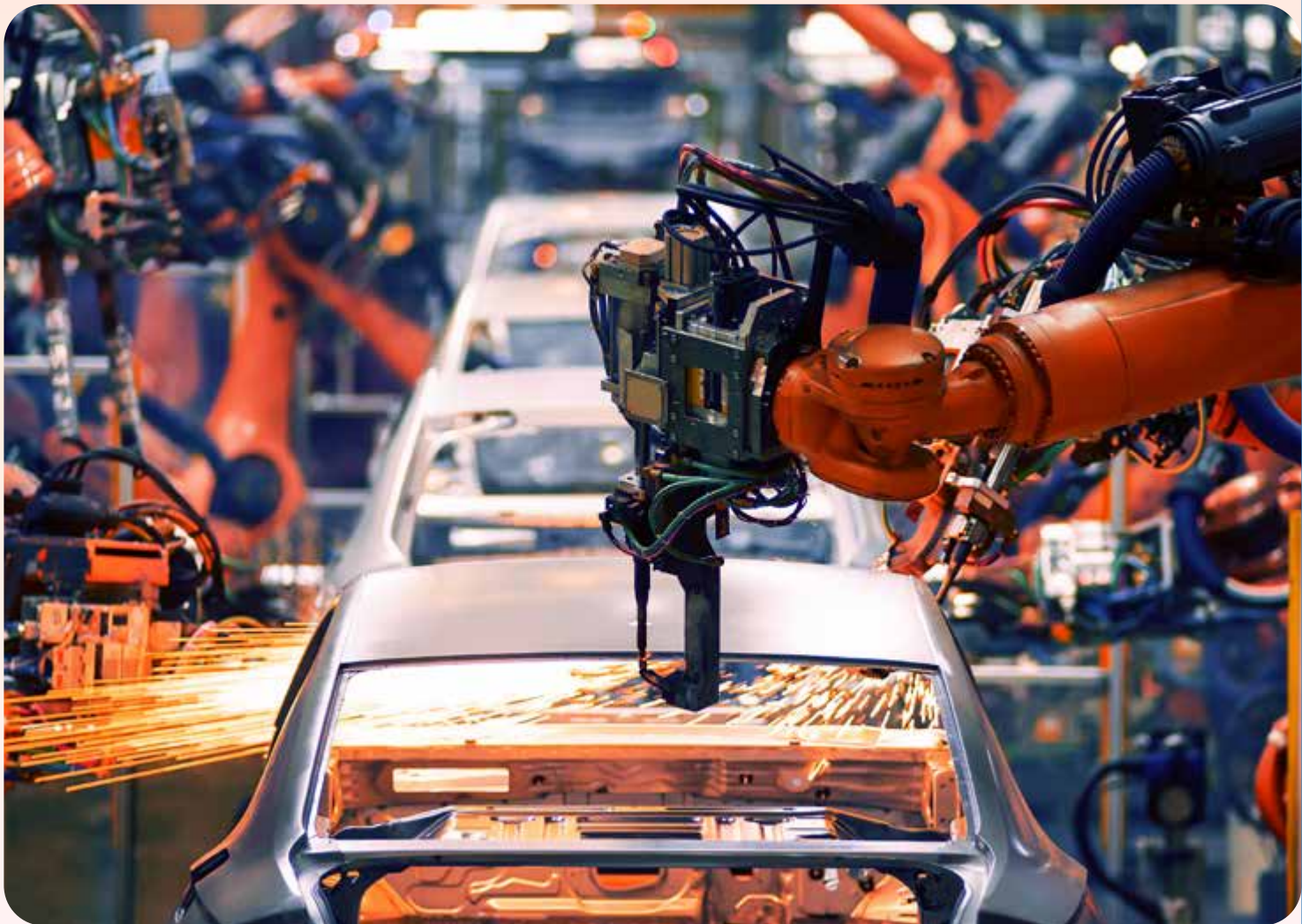
Revenue

20%

Contribution to  
overall revenue

33%

Growth



## Manufacturing

### Overview

Hexaware is uniquely positioned to help manufacturers with our domain expertise and experienced technology practitioners, who have worked with leading organisations to resolve complex business challenges. Our strong and differentiated manufacturing offerings are centred around four themes: experience-led digital transformation, transforming the core,

connected manufacturing ecosystem, and digital IT operations. These are supported by robust partnerships in areas of supply chain planning, analytics, and ML Ops.

In 2021, we continued our strong performance in North America and Europe through a combination of robust client engagements, key offerings,

and strategic investments in next-gen technologies, augmented by specialised partnerships. We strengthened our presence across geographies through key engagements in energy and utilities, discrete manufacturing, and industrial technology segments.

#### Core strengths

Differentiated offerings and strong delivery experience in serving large clients over the years. Our solutions are aligned to industry needs in the areas of smart manufacturing, connected field services, data engineering, and cloud transformation, while retaining continued focus on an automation-led sustainable approach to digital cost optimisation.

#### Business environment

After a challenging 2020, the manufacturing sector witnessed economic recovery over the last year on the heels of vaccine rollout and rising demand. Major sub-sectors experienced strong increase in new orders giving impetus to industrial production growth. However, supply chain uncertainties and workforce shortages resulted in production deficits, related to new orders. High raw material prices, increase in transportation and shipping costs, and extended lead times due to logistical delays continue to challenge manufacturers and IT spends.

#### Our response

We responded to the challenges by developing innovative solutions and delivery models with a focus on improving agility and efficiency, to ensure strong liquidity and operational stability for our clients.



## Business Segment Review

### Key highlights of 2021

Our manufacturing business witnessed strong performance with strategic wins across discrete manufacturing, energy and utilities, and heavy industries.

- Partnered with one of the largest furniture conglomerates in a multi-year strategic deal to manage their IT operations across business applications and infrastructure services.
- Supported one of the global leaders in material engineering solutions to unlock data-driven efficiencies in development and support areas through Big Data, and ML Ops.
- Provided enterprise application-managed services globally for a leading engineering and technology company.
- Provided infra-as-a-service to one of the leading global industrial technology companies.
- Helped accelerate a mining giant's cloud transformation journey to Snowflake, by leveraging Amaze.

As part of our thought circle and PR Outreach initiative, we showcased thought leadership on eliminating cloud silos in data warehouses, on technology-focused media platforms, such as CloudTweaks and EnterpriseTalk. We also hosted an in-depth fireside chat at the CXO level to gain a deeper perspective of key trends and strategic priorities, driving successful legacy modernisation.

#### New offerings

We introduced two new offerings to align our capabilities to the prevalent trends, such as touchless service and servitisation.

#### Smart Field Service

It enables the transformation of the field service and aftersales areas of the passenger and commercial automotive value chain. Workflows are reimaged end to end, starting from the gate-in process and bay/technician allocation to road test and vehicle handovers. Each aspect of the workflow is modernised through next-gen technologies and

continual updates to customers via mobile phones, tablets, and service desk kiosks. This offering helps achieve significant reduction in service time, higher first-time-fix rates, and increased customer loyalty.

#### Anything-as-a-Service (XaaS)

It helps develop a well-defined product strategy for alignment with the market, customers and other critical partners to enable seamless delivery and support for the solutions delivered. A combination of hardware, software, services, labour, and support is bundled to ensure a recurring stream of payment. This helps increase delivery stability while reducing vendor management costs. Our XaaS offering evolves dynamically with the changing requirements of various business functions, like product management, marketing, sales, IT, finance, among others to help align services to customer needs.



### Way forward

We will continue to invest in delivering excellent digital experiences for our clients through enterprise IT, remote maintenance, intelligent and connected supply chain, and digital twin solutions that will drive client satisfaction and long-term success for the Company.

## Consumer



### Business environment

As the economy began recovering from the pandemic, retailers focused on scaling up their supply chains, and re-inventing their business models to capitalise on the pent-up demand in the market. This challenged us to innovate and develop intelligent solutions, delivery models and cutting-edge technology platforms. We were also faced with pressures on availability and retention of talent.

### Overview

At Hexaware, we strive to transform and reinvent the consumer journey at every stage, to provide highly personalised and touchless experience through our experience transformation services.

In 2021, we sustained our strong performance in North America and Europe by leveraging robust client engagements, key offerings, investments in next-generation technology, and specialised alliances. We strengthened our presence across the APAC region with some of largest and most valued brands in the region. We have also started to expand our presence in the LATAM market, with the region's largest convenience store retailer.

### Core strengths

Our ability to drive customer experience as a service across key tenets of our transformation, distinguishes us as an innovative digital partner. Our differentiated offerings, vertical-specific solutions, and delivery experience, continue to be our key strengths among retail and consumers.

Our solutions are aligned to industry needs in areas of channel and experience transformation, process transformation in merchandising, supply chain and store operations, legacy modernisation, data engineering and cloud transformation, while retaining continued focus on an automation-led approach to cost optimisation.

### Our response

We adapted to these challenges by continuing to invest in our domain and technology expertise, and expanded our talent pool through seamless adoption of a hybrid working model and worked with local universities to incubate and induct fresh talent. We designed new retail training programmes aligned to the market needs, providing industry knowledge to technology SMEs through Hexaversity, our learning and development arm.



## Business Segment Review

### Key highlights of 2021

Our retail and consumer business witnessed strong performance with strategic wins across grocery, fashion, specialty retail, convenience and food service.

- Partnered with a large North American auto parts retailer in a multi-year retail acceleration programme.
- Partnered with a large convenience store chain across a series of digital engagements to drive micro personalisation and seamless channel experience.
- Engaged with a high fashion retailer to build a series of virtual experiences

and connect them to the physical experiences at stores, curbside pickup and home delivery.

- Engaged with the world's largest e-commerce retailer to provide customer experience services for their business in India.
- Partnered with a large restaurant chain to enable their cloud transformation journey to Azure. We helped the client in developing future-state, digital architecture and embarking on a rapid cloud migration programme using Amaze®.

- Engaged with the largest grocery retail chain in Australia to provide predictive maintenance insights around store operations.

As part of our ongoing efforts in innovation and thought leadership, we invested in building a set of virtual experiences using AR/VR technologies. Our digital showcase won a global Microsoft incubation in 2021 and resulted in pilots, with specialty and home improvement retail prospects.





## New offerings

Hexaware Retail introduced the following offerings to align its capabilities to increasingly prevalent trends, such as customer experience, data transformation and real-time insights:

### Insights as a Service

Building on our deep domain expertise, we have created an insight-driven platform around areas, including micro personalisation, forecasting, supply chain visibility and store operations. The platform provides on-demand consumption of real-time insights to drive business outcomes and is enabled on the cloud. Based on our implementations across different types of retailers and industry priorities, we have captured best practices in analytical model development. Therefore, our models are reusable across various sub-industries.

### Retail Contact Centre Transformation

Our upgraded 'Retail Contact Centre Transformation' offering is developed on a customer-focused approach, with extreme level of personalisation, achieved through automation and data-driven insights. With a single view of the customer, our platform is armed with insights across channels, orders, services, warranty and returns.



## Way forward

We expect to continue our strong growth trajectory in today's new normal. We shall continue to add to our rapidly growing customer base, while nurturing the strong relationships with existing customers. We will continue investing in our capabilities on two fronts – talent and solutions. We will drive talents through our 'Evolve' programme, while providing best-in-class digital experiences to our customers

via solutions around experience transformation, real-time supply chain visibility and control, smart stores, and next-generation contact centres. This will help ensure a robust technology ecosystem that supports leaner, more agile operations while serving as a scalable foundation for long-term growth.

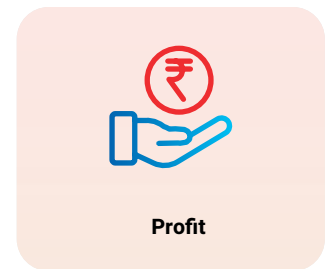
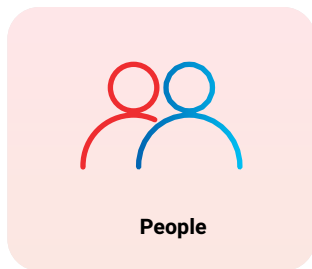


## Our ESG Approach

# Embracing sustainability

At Hexaware, we incorporate the triple bottom line framework to drive sustainability. The Company has been making continuous efforts to reduce its environmental footprint through various initiatives, contributing towards community development through thoughtful CSR projects and adhering to the highest governance standards to create long-term value for its stakeholders.

### Our ESG approach



## Engaging stakeholders with our ESG efforts

One of the key elements of our ESG strategy is engaging with stakeholders and establishing collaborative partnerships. This helps us understand complex global and local conditions of the locations where we operate.

## Stakeholder engagement process

We organise strategic and comprehensive philanthropic programmes to promote inclusive growth and value creation for our stakeholders. We concurrently engage with them proactively on a regular basis.

### Employees

- Projects that make our people proud
- Encourage employee volunteering
- Helping hands of Hexaware

### Customers

- Our stakeholder engagement programmes deepen engagement with customers and transform their experiences

### Community

- Need-based projects to improve the quality of life of the underprivileged communities
- Record beneficiaries' growth y-o-y
- Field visits allow us to interact with our community beneficiaries

### Board of Directors

- Timely reporting of every CSR project to the Board
- Based on feedback and guidance, necessary corrective actions are taken

To maintain transparency, we provide updates on our CSR projects to the stakeholders through social media, and internally through mailers, an intranet portal and our Annual Report.

## Aligned with global ESG reporting standards

### Presently we cover



### Plans to cover next year





## Planet

# Reducing environmental footprint

We strive towards the inclusion of environmental sustainability into our operations through judicious use of resources and by reducing the consumption of electricity, water and paper. In addition, we are spreading environmental and social awareness among the employees through workshops, camps, trainings and employee engagement activities.

## Energy management

We are reducing our energy consumption by undertaking various initiatives, such as using renewable energy, and investing in energy-efficient measures.

### Initiatives undertaken during 2021

- The Chennai Siruseri campus has a rooftop solar capacity of 1,124 KW and 114 KW at Mumbai campus, contributing to our efforts of using more green energy.
- In 2021, we installed 325 KW capacity rooftop solar plant at our Pune campus, increasing our total installed solar plant capacity at Hexaware offices to 1,563 KW.



Rooftop Solar Power System

- Power generated in 2021 from these solar plants were 16,05,395 units at Chennai, 1,42,217 units at Mumbai against 16,57,825 units and 1,45,558 units, respectively, in 2020. Power generated in 2021 from our new solar system at Pune was 4,31,990 units.
- We availed 3.85 million units of wind energy in 2021 against 4.3 million units in 2020, as group captive power consumer through a third-party power agency
- This resulted in avoiding of greenhouse gas emission of about 1,787 tonnes of CO<sub>2</sub> (Carbon Dioxide)- 1,316 tonnes at Chennai, 117 at Mumbai and 354 at Pune.
- 98% of total energy consumed at the Chennai campus is fed from green power (wind and solar).

## 1,563 KW

Total installed solar capacity at our offices in 2021 compared to 1,238 KW in 2020

## 73%

Of total energy consumed was from renewable energy in Mumbai, Chennai and Pune locations in 2021 compared to 62.07% in 2020

## 1,787 MTCO<sub>2</sub>e

GHG emission reduced by us in 2021 compared to 3,613 MTCO<sub>2</sub>e in 2020

### Water management

At Hexaware, water is primarily used for essential purposes and efficient water management system has been in practice. We have undertaken initiatives, such as wastewater recycling, rainwater harvesting, and installation of STP to conserve and reuse water.

- Chennai and Pune have zero-water discharge campuses, and rainwater harvesting system is installed along the periphery.
- We have state-of-the-art 220 KLD and 75 KLD capacity sewage treatment plants installed at Chennai and Pune campuses, respectively. The treated water generated from STP is used for gardening purpose.



Sewage treatment plant / 220 KLD



Sewage Treatment Plant entrance

# 14,368 KL

Sewage water recycled and reused at Chennai and Pune, 2021

### Waste management

In line with SDG 12, we are focusing on waste management to achieve sustainable management and efficient use of natural resource. Most of the waste generated by the Company are e-waste, dry waste (mainly paper waste) and wet waste (primarily from the café). We have installed an organic waste converter that converts food waste from the canteen to manure, and undertakes composting of organic waste from the canteen and kitchen. We distribute our old computers and laptops to various social organisations as well as government and municipal schools through our CSR implementation partners, ensuring that the e-waste is minimum and is made useful to society.



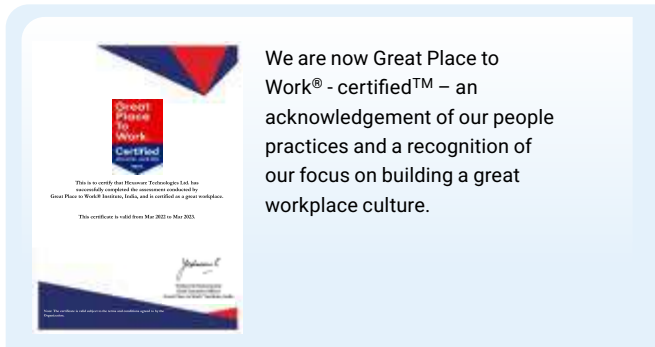
Organic Waste Converter



## People - Employees

# Promoting a high-performance culture

At Hexaware, we engage with our people to enhance their experiences by establishing a culture of growth, empowerment, openness, empathy and learning. As a result, it has enabled us to become a Great Place to Work® and attract and retain talents.



Our aim is to drive a culture of being a listening organisation, where employees can share their ideas, views and suggestions openly, and focus on learning at the same time. The idea is to foster every employee's growth, celebrating career milestones, and rewarding the workforce for exemplary performance. At Hexaware, our purpose is to 'create smiles through great people and technology,' and we drive programmes, which help us in meeting the characteristics to become the employer of choice.

## Strong employee value proposition

### Growth

We are growing fast across our business, giving people the potential to grow vertically and horizontally and increasing employee retention.

### Empowerment

We empower our people by creating a platform that enables and encourages them to innovate and grow.

### Learning

We offer great learning opportunities to employees so that they get the exposure to technologies, irrespective of their current expertise and roles.

### Empathy

We are strongly rooted in our long-standing values of treating everyone with a heart. While there is an increased focus on performance excellence, we believe that empathy towards employees goes a long way in nourishing the employee-employer relationship.

## Learning and development programmes

Our talent experience is about maximising human potential by creating a leadership culture, focused on the development and well-being of all our people. Unlocking their full potential leads to better performance for them as individuals, for our organisation as also the clients we serve.

### EVOLVE – a training programme for employees

While we have a plethora of learning programmes, and a few integrated learning programmes, one of the organisation-wide learning programmes is EVOLVE, which is a role-based certification programme. This enables the employees to upgrade their skills to perform roles relevant to the market. EVOLVE is meant to tap into one’s inner potential and help in upskilling, to meet the challenges of different roles within the organisation.

This ensures that our employees are future-ready, and we meet employees’ desires of staying cutting-edge and helping them advance in their careers. It also helps in reducing attrition by focusing on staff development.

The learning programme has three certification levels:

**Level 1:** Foundation Role certification

**Level 2:** Target State Role (TSR) certification

**Level 3:** Account Specific Role certification

# 200+

EVOLVE trainings on various technologies like Azure, Angular, AWS, TALOS, MuleSoft, among others.

Substantial time was spent listening to our people, developing a better understanding of what matters most to them, when it comes to driving their levels of engagement and performance. Further, we’ve worked to incorporate those needs into our talent strategy so that we can continue to attract and retain the best talent.

### Mavericks for freshers

This is a Fresher Training Program (FTP), designed to nurture the concepts of ‘Learning to Learn’ and ‘Learn by Doing.’ It encourages and helps build every fresher’s ability to become more resourceful and self-reliant, the crucial traits required to meet the current and future business demands and challenges.



### Openness

We foster an open culture among our the employees by embracing transparency, diversity and inclusivity. Despite being a large organisation, our leaders are always approachable and open to listen to concerns and suggestions of our people.



## People - Employees

### Creating future leaders

Leadership and capability development go together. We create future leaders by empowering them with leadership skills, including strategic thinking, customer-centricity, innovation and growth mindset, leading to fast-changing new teams through various leadership programmes:

- LEAP 2.0 for senior leaders across units and departments
- mLeap 2.0 for managers across units and departments
- Unlock – Coaching programme for senior leaders, which offers executive coaching to our senior leaders by professionals to help them with the challenges they face at the workplace
- SMART PM 2.0 for experienced project managers and directors
- A2BC 2.0 for systems analysts and business analysts
- Behavioural assessments and interventions – Belbin Team Roles

### Hire Train Deploy (HTD) model

The HTD (Hire Train Deploy) model is the solution in a talent supply constrained market, where hiring costs are constantly rising. We hire for core skills at a lower cost base and train for additional skills under this model. It is an effective method of dealing with rising hiring cost. This concept encourages our consultants in improving their skills and adds value to their profiles. This also reduces the time it takes for delivery teams to on-board personnel, eliminating an unending wait while hunting for ideal candidates.

### Performance management

At Hexaware, employee growth is our top priority. We are committed to creating a High Performance – High Engagement culture, making performance excellence a habit for each one of us at Hexaware. We create and leverage every opportunity to improve our employee experience.





## Talent retention

Our core values resonate with all the employees: 'Fun is an integral part of Hexaware's culture.' These engagement activities help us build a community within Hexaware, a community of fun loving, supportive and fully engaged employees, who are willing to give their best even in these trying times. For us, these activities build great memories not only for the employees, but also for their immediate family members. We identify flight risks well in time and our robust reward and recognition programme ensures that employees stay in Hexaware for longer periods. Early Warning Signal (EWS) is an effective way to improve retention. It is a way to track the employee behaviour and predict their likelihood of leaving the organisation. This is used to identify and categorise employees into Red, Amber and Green categories, based on the behavioural aspects.

## Diversity of employees

30.6%

Female employees

98

Nationalities

## Employee engagement

We conducted a video campaign aligning to our Purpose at Hexaware #CreatingSmiles. The campaign was designed to bring our purpose to life (Creating Smiles) to all our stakeholders - employees, customers, housekeeping staff and communities. This short and happy video brought out our promise to create smiles on employees' faces in a simple and impactful way. This campaign also brought to life the values that define us, and the trust of working in a great environment.



## Amber - tracking employee satisfaction

With virtual working environment since the beginning of 2020, we felt that we needed to connect with employees more often at an individual level. Amber is our virtual assistant that connects with employees from their date of joining till the time they leave the organisation. Amber will also share critical and valuable feedback/ information and notify if an employee has highlighted any issue that needs to be addressed. Amber will play an important role in enhancing employee connects and will also reach out to them once they leave the organisation to collect exit feedback.





## People - Community

# Committed to holistic community development

We conduct various CSR projects that are strategically designed focusing on the holistic development of the community. We also actively track and monitor the effectiveness of these programmes.

## Our CSR strategy

### Flagship programmes

All our flagship programmes are unique, which focuses on various aspects, including healthcare, education, and livelihood for long-term community development.

### Long-term partnership

We partner with various NGOs to conduct our CSR projects.

### Employee volunteering

We encourage every Hexawarian to be a part of our CSR projects to bring about a change in the society and the environment we thrive in.

### Holistic support

Our various CSR programmes support the beneficiary, with ages from 0 to 25 or till they get placed in employment, and our support goes in many dimensions such as quality education, healthcare, nutritious support, skill development, and vocational training, and so on.



Providing prosthetic legs to the amputees in rural areas



Kids from Katalyst (NGO) attending Robotics workshop



Interaction with kids from Rainbow Home (NGO)



Students built Satish Dhawan Satellite launched from Sriharikota, ISRO



## Social - Community

### Key social outreach programmes

#### Focus areas

#### Initiatives during the year



#### Education

- Digital and financial education programme for teachers in 23 government schools of Mumbai and Chennai in association with American India Foundation
- Supported IDEA foundation to provide scholarship to 430 meritorious, underprivileged children for higher studies
- Art education and seminar for children in association with Art 1st Foundation and AAWC (161 students and 17 teachers)



#### Skill development and livelihood

- Provided mentorship and skill training to 40 girl students pursuing higher studies in partnership with Katalyst India
- Skill development training to 600 underserved youth per year for employability in association with Magic Bus Foundation
- Provided training to 325 people with disabilities for employability in retail industry in association with TRRAIN Foundation
- Vocational training centre for children with special needs in partnership with V-Excel Educational Trust
- Supported Tweet Foundation in facilitating Garima Greh (safe shelter for transgenders) for 50 beneficiaries
- Implemented Family Strengthening Programs for the holistic development of underserved children in Mumbai, Bengaluru, Chennai, Pune (30 children + 3 mothers)



#### Environment

- Supported Environmental Foundation of India to scientifically restore six water bodies and one park in Chennai



#### Healthcare and sanitation

- Partnered with Cuddle Foundation for nutritional outreach programme in three hospitals to provide nutritional counselling and diet planning
- Donated 100+ prosthetic legs to needy amputees in partnership with Dream Runners Foundation
- Facilitated healthcare and education support for 240 street children in Chennai and Mumbai in association with Rainbow Homes
- Early intervention programme for 274 children at risk for development disabilities in partnership with V-Excel Educational Trust
- Partnered with Yuva Unstoppable for promoting hygiene and sanitation in 21 government schools

Focus areas

Initiatives during the year



Women empowerment

- Umeed programme, conducted in partnership with an NGO (Apne Aap Women's Collective-AAWC) to provide alternative livelihood opportunities to women in red light areas (1,200+ women beneficiaries)
- Udaan programme, in partnership with AAWC, to provide education to daughters of women in red light areas (145 girl children)



Sports

- Supported three para athletes and 20+ para athletes through coaching, training and providing sports equipment in partnership with Olympic Gold Quest

Tracking effectiveness of our CSR programmes

Our CSR programmes are strategically planned and implemented and are periodically monitored and improvised. We have three distinct approaches to track the effectiveness of the programmes:



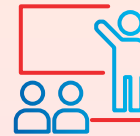
Through technology

Our technology platform P3 allows us to get real-time data for monitoring and evaluation of the CSR programmes that we conduct in partnership with our NGO partners.



Through volunteers

We foster a culture of giving and volunteering through our initiative viz. Helping Hands of Hexaware. We also track the effectiveness of our CSR projects through these volunteers.



Review by CSR committee and senior management team

Our CSR committee and senior management team reviews and monitor the CSR programmes regularly to maintain the effectiveness of various programmes.

We have also done Impact Assessment of CSR Projects. The report is available on <https://hexwre.com/CSRImp>



## People – COVID-19 Response

# Safeguarding people during pandemic

We extended complete support to employees and their families in getting vaccinated. We encouraged employees and educated them on vaccinations through multiple sessions and an on-call doctor support.

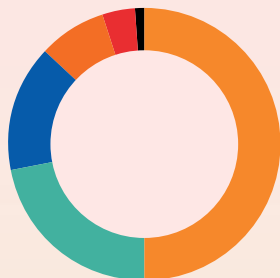


Providing Protective Gears, Medical Equipment to Govt. Hospitals

## Vaccination drive for stakeholders

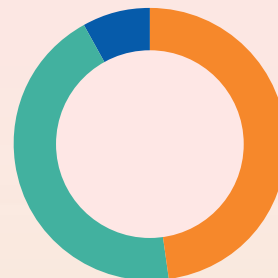
We facilitated vaccination for our employees and other stakeholders at different locations within our campuses and through third-party tie-ups with large multi-specialty hospitals.

### Location



Location	Number of people
Mumbai	2,191
Chennai	960
Pune	680
Nagpur	344
Bengaluru	168
Noida	55

### Stakeholders



Employees	2,096
Others	1,930
Support staff	372
<b>Total</b>	<b>4,398</b>

## Future-ready work model

For Hexaware, employee safety is paramount. Since the spread of the pandemic, more than 95% of our operations have been conducted remotely. Our robust infrastructure and security investments have ensured a smooth transitioning of all our employees into the Work From Home (WFH) model. During the period when the covid cases were low, we opened our offices for our employees to voluntarily come and operate from office without any compulsion.

For 2022, our priority is employee safety, but at the same time, since engaging is also important, we have rolled out a hybrid model that takes care of our employees as well as our customers. Our policies will be flexible as we would aim to work from office for few days in a week so that the workforce can establish social relationships with other colleagues.

We are ready to operate 100% from office, 100% from home or any hybrid model to deliver to our customers in an effective and secure way. We will use this capability and plan ways of working, depending on the prevailing safety and regulatory conditions.

## Corona Kavach

We designed this policy to give employees in India and their dependants a protection against unforeseen expenses for treatment of COVID either at hospital or home, following medical advice of a duly qualified medical practitioner. Each member was insured for ₹3 lakh under this policy.



Providing Multi Para Monitors to the District Hospital, Raighad

## Business continuity plan

With everybody equipped with secure end point devices for all our employees, our ability to work from home at 100% capacity provided a new way of business continuity. We follow the standard operating procedures to manage business continuity and disaster recovery process in alignment with ISO 22301 and industry best practices.

During the pandemic, all infrastructure requirements, such as laptop, data cards and customer connectivity were enabled for the employees to work from home. We created an environment for the user device that can connect to the customers seamlessly and is secure at the same time by enabling WFH security control such as:

- Connectivity to customer network using a secure VPN/MPLS/SDVAN etc.
- Default blocking of USB ports
- Default admin rights blocked
- Mobile device management controls
- Print screen and copy paste restrictions from customer environment as applicable
- Restricted internet access

We have also implemented next-gen security controls in the following areas:



Firewall



Anti-virus



Web proxy and  
Monitoring



SIEM tools for  
monitoring and logs



Periodic external /  
Vulnerability assessment to  
uncover anomalies



## Governance

# Driving integrity through effective governance

**We believe that good corporate governance is the foundation for business growth and long-term value creation for stakeholders. Our value-based governance approach embraces a strong corporate culture, governing policies, and effective leadership that allow us to earn and maintain trust with our stakeholders.**

### Effective leadership

Our Board and leadership team are not only involved in making decisions and setting strategies for the Company, but they also effectively communicate the Company's vision, strategy, culture, values and behaviour with employees by demonstrating how these are embedded throughout the organisation.

### Board of Directors

The composition of the Board of Directors represents an optimum combination of professionalism, knowledge and experience.

### Board composition

01

Executive Director

09

Non-Executive Directors (including Independent Directors)

02

Independent Director

### Board responsibility

The Board is collectively responsible for promoting our success of the Company by directing and supervising its affairs.

- Provides entrepreneurial leadership of the Company within a framework of prudent and effective controls, which enable risks to be assessed and managed

- Sets our strategic aims and ensures that the necessary financial and human resources are in place for us to meet our objectives, and review management performance
- Sets the Company's values and standards and ensures that its obligations to its shareholders and others are understood and met
- Directors constructively challenge and contribute to the overall strategy and to the business development initiatives of the Company

### Governing policies

#### Prevention of Sexual Harassment (POSH) policy

We have established a Prevention of Sexual Harassment (POSH) policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. We communicate about the policy through various programmes and at regular intervals to the employees. It has set up an Internal Complaints Committee (ICC) at the registered office and at every location where it operates in India in accordance with the Act. It is chaired by a senior lady member and has an external woman representation. Workshops and awareness programmes are organised for sensitising the employees regarding sexual harassment.

#### Whistle-blower policy

This policy provides a vigil mechanism for Employees, Directors and other Stakeholders to report genuine concerns about unethical behaviour, fraud and ensure strict adherence to the ethical and legal standards.



# Board of Directors



**Michael W. Bender**  
Non Executive Chairman

M



**R. Srikrishna**  
CEO & Executive Director



**Sandra Horbach**  
Director



**Patrick McCarter**  
Director

C



**Julius Genachowski**  
Director

C C



**Lucia Soares**  
Director



**Neeraj Bharadwaj**  
Director

M M



**Kapil Modi**  
Director

M M



**Milind Sarwate**  
Independent Director

C M



**Joseph McLaren Quinlan**  
Independent Director

M M M

C Chairman

M Member

- Audit, Governance and Compliance Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

This is w.e.f February 7, 2022



## Governance

# Leadership Team



**R. Srikrishna**  
CEO & Executive Director



**Ram Singampalli**  
Chief Operating Officer



**Vikash Kumar Jain**  
Chief Financial Officer



**Vinod Chandran**  
President and Global Head –  
North America Operations



**Amrinder Singh**  
Executive Vice President –  
Europe Operations



**Amalesh Mishra**  
Senior Vice President –  
APMEA Operations



**Ravi Vaidyanathan**  
President and Global Head -  
Financial Services



**Eswar Venkatachalam**  
Senior Vice President and  
Global Head - Travel and  
Transportation



**Milan Bhatt**  
Corporate Vice President  
& Global Head - Healthcare  
& Insurance & Cloud  
Transformation (GTM)



**Arun Ramchandran**  
Corporate Vice President  
& Global Head - Hi-Tech &  
Professional Services & Digital  
Core Transformation (GTM)



**Kamal Maggon**  
Senior Vice President &  
Global Head - Manufacturing  
& Consumer



**Andy Norman**  
Global Head Digital Product  
Engineering (DPE US)



**Paul Piebinga**  
Global Head Digital Product  
Engineering (DPE Europe)



**Srinivasan Panchapakesan**  
Executive Vice President &  
Global Head - Amaze Business  
& Cloud Transformation  
Delivery



**Chinmoy Banerjee**  
Corporate Vice President  
& Global Head - Banking &  
Business Process Services  
Delivery



**Vaidya J. R.**  
Senior Vice President and  
Global Head – Business  
Intelligence and Analytics



**Satyendu Mohanty**  
Executive Vice President  
& Global Head - Digital  
Assurance & Competency



**Prasan Prabhakaran**  
Senior Vice President and  
Global Head – Enterprise  
Enterprise & Next Gen Services  
(ENGS)



**Siddharth Dhar**  
Executive Vice President  
and Global Head – Digital IT  
Operations (ITO)



**Ashok Harris**  
President and Global Head –  
Strategic Partnerships



**Vishwanath Joshi**  
Chief People Officer



**Senthil Nayagam K.**  
Executive Vice President -  
Global Revenue Assurance &  
Chief Learning Officer



**Aparna Jairam**  
Chief Marketing Officer



**Uma Thomas**  
Chief Risk Officer

# Our Performance Scorecard

(₹ million unless otherwise stated)

	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012
Revenue	71,777	62,621	55,825	46,478	39,420	35,349	31,235	25,817	22,853	19,482
Adjusted EBITDA	13,414	11,204	9,002	8,183	7,351	6,366	5,651	4,468	4,810	3,927
EBITDA after RSU cost	12,174	10,736	8,975	7,810	7,001	6,120	5,440	4,468	5,122	4,040
EBIT	9,933	8,412	7,773	7,159	6,369	5,567	4,957	3,962	4,424	3,603
Profit Before Tax*	9,412	8,005	7,793	7,266	6,406	5,604	5,046	4,181	4,795	4,040
Profit After Tax	7,488	6,215	6,413	5,835	4,995	4,192	3,932	3,202	3,791	3,276
Net Worth	37,881	32,358	27,655	23,919	20,073	17,409	14,332	12,906	11,992	12,038
Loan Funds	-	1,900	1,431	-	-	-	-	-	-	-
Capital Expenditure	1,092	736	1,296	609	957	2,223	1,367	604	411	744
Cash and Bank Balance (including restricted balance & mutual funds)	13,292	10,379	2,528	8,341	5,521	4,482	4,939	4,482	6,564	4,472
<b>Growth ratios</b>										
Revenue (%)	14.6	12.2	20.1	17.9	11.5	13.2	21.0	13.0	17.30	34.3
Adjusted EBITDA (%)	19.7	24.5	10.0	11.3	15.5	12.7	26.5	(7.1)	22.5	37.2
EBIT (%)	18.1	8.2	8.6	12.4	14.4	12.3	25.1	(10.4)	22.8	37.8
Profit Before Tax (%)	17.6	2.7	7.3	13.4	14.3	11.1	20.7	(12.8)	18.7	31.4
Profit After Tax (%)	20.5	(3.1)	9.9	16.8	19.2	6.6	22.8	(15.5)	15.7	22.7
<b>Performance ratios</b>										
Adjusted EBITDA Margin (%)	18.7	17.9	16.1	17.6	18.6	18.0	18.1	17.3	21.0	20.2
EBITDA Margin after RSU cost (%)	17.0	17.1	16.1	16.8	17.8	17.3	17.4	17.3	22.4	21.0
EBIT Margin (%)	13.8	13.4	13.9	15.4	16.2	15.7	15.9	15.3	19.4	18.5
Net Profit Margin (%)	10.4	9.9	11.5	12.6	12.7	11.9	12.6	12.4	16.6	17.0
Tax/Total Revenue (%)	2.7	2.9	2.5	3.1	3.6	4.0	3.6	3.8	4.0	4.0
Effective tax rate (%)	20.4	22.4	17.7	19.7	22.0	25.2	22.1	23.4	21.0	19.0
<b>Balance Sheet ratios</b>										
Return on average net worth (%)	21.3	20.7	24.9	26.5	26.7	26.4	28.9	25.7	31.6	30.0
Debt Equity ratio	-	5.9	5.2	-	-	-	-	-	-	-
<b>Per share ratio</b>										
Dividend Payout Ratio (%)	32.2	33.7	47.6	43.0	28.6	59.8	79.8	105.0	103.0	57.0
Earnings Per Share – Basic (₹)	24.9	20.8	21.5	19.6	16.8	13.9	13.0	10.9	12.7	11.1
Cash Earnings Per Share (₹)	32.5	48.1	20.0	18.5	16.0	15.7	13.0	13.7	11.2	7.3
Dividend Per Share (based on declaration) - (₹)	4.5	7.5	8.5	8.5	4.0	5.5	8.7	9.5	11.1	5.4

\* after exceptional item

Note : FY 2016 to FY 2021 is as per IndAS whereas FY 2012 to FY 2015 is as per previous Indian GAAP



## Management Discussion and Analysis

Hexaware Technologies Limited (Hexaware) is a next-generation, Cloud, IT Consulting and BPS services provider. We focus on delivering business results through technology solutions; and specialise in digital transformation and operations, cloud services, business intelligence, business analytics, enterprise applications, human resource (HR)-IT, and legacy modernisation.

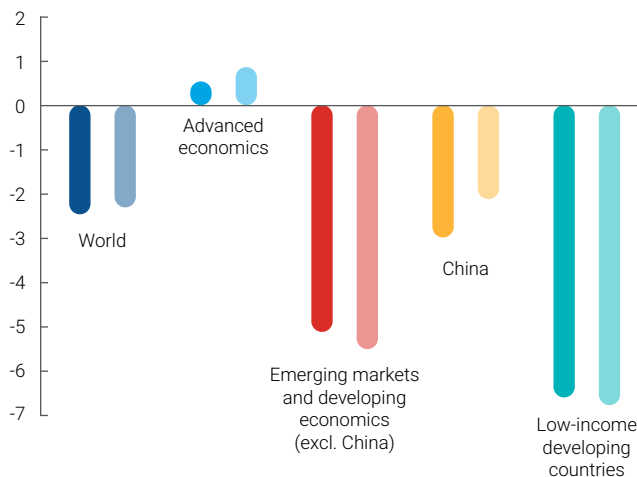


## Economic environment

### Global

The global economy continues to recover from pandemic woes, albeit with a divergent trajectory. After de-growing by 3.3% in 2020, the world economic output rebounded sharply to 5.9%. As the pandemic situation remains fluid with the emergence of new variants, and the COVID-induced supply chain disruptions stoked inflationary pressures, governments and central banks of major economies across the world are displaying cautious optimism.

#### Divergence in recoveries continue: EMDEs expected to witness output losses for the medium term (% deviation from pre-crisis trend)



Sources: IMF, World Economic Outlook; and IMF staff calculations.

Note: Bars show the difference in real output four years after the crisis and anticipated output for the same period prior to the crisis for the indicated regional group

EMDE: Emerging and Developing Economies

#### Advanced economies

Most advanced economies witnessed a slower growth due to the resurgence of the pandemic and supply chain bottlenecks. The US witnessed a ratings downgrade. Canada's economy too, reflected weakness towards the end of 2021, with projections of a softer anticipated external demand in 2022. The Eurozone faced supply chain and COVID-related disruptions, including mobility restrictions, though they were less severe than that in Germany and the United Kingdom.

#### Emerging markets and developing economies

Mexico's economy witnessed inflationary pressures, although to a lesser intensity. However, the US downgrade could result in weaker external demand for Mexico in 2022.

#### Outlook

The IMF expects global growth to remain moderate and inflation to persist, given that the uncertainties around the pandemic will persist for some time. Interest rate hikes in advanced economies will also impact global liquidity. However, it expects factors dragging economic growth in 2022 to wane eventually and the world economic output to pick up in 2023.

#### Global growth trend

Economies	2020	2021	2022	2023
Global	-3.1	5.9	4.4	3.8
Advanced economies	-4.5	5.0	3.9	2.6
Emerging markets and developing economies	-2.0	6.5	4.8	4.7

[Source: World Economic Outlook, January 2022]

### India

India, as the world's fastest-growing major economy, is expected to maintain its lead for the medium term, that is from 2021-24, as per the World Bank projections. The Economic Survey 2021-22 projects India's GDP to grow at 9.2% in FY 2022 against the negative growth rate the previous year. The economy is expected to be buoyed by India's increased capital expenditure. The Union Budget 2022-23 hiked the Capex budget by 35.4% to 7.5 trillion, which is almost 2.9% of the GDP. The IMF expects India's prospects for 2023 to improve with subsequent improvements in credit growth and eventually, investment and consumption.

#### Sectoral performance

India has seen divergent growth across sectors. Agriculture and allied sectors are expected to grow by 3.9% in FY 2022 as against a growth of 3.6% in FY 2021. Industry, which registered a contraction of 7% in FY 2021, is expected to grow by 11.8% in FY 2022. The services sector, which was greatly impacted by the pandemic, is expected to grow by 8.2% in FY 2022 vis-à-vis a decline of 8.4% during FY 2021.



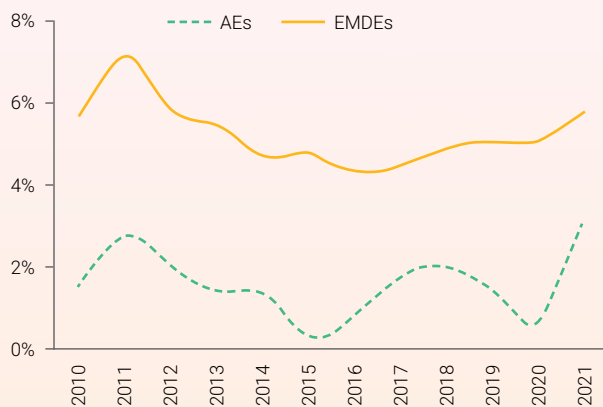
## Management Discussion and Analysis

### Inflation

Inflationary pressures have been a global phenomenon, largely due to supply chain disruptions on account of the pandemic. India's Consumer Price Index stood at a comfortable 5.6% (y-o-y)

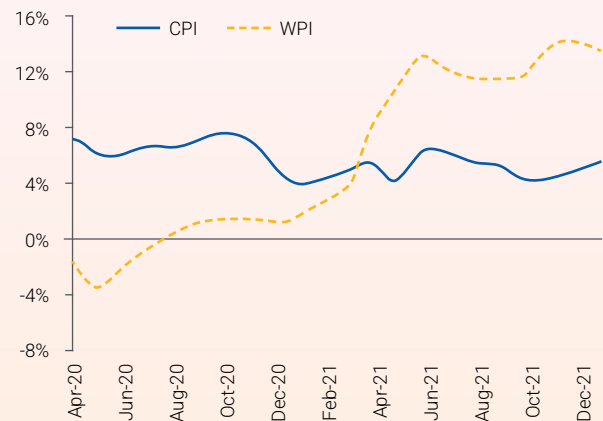
in December 2021. However, the wholesale Prices grew in double digits during the same period. This can be partly attributed to the low base effect. The situation might aggravate if energy prices continue to rise.

#### Consumer Price Inflation Rates



Sources: World Economic Outlook, January 2022 Update, IMF

#### CPI and WPI Inflation in India



Sources: MoSPI, DPIIT

### India's strategy

India's response to the pandemic has been agile and decisive, with the government providing safety nets for vulnerable sections, while responding iteratively with policy support. The result has been sustained economic recovery as evidenced from exports picking up together with improvement in private investment and an uptick in consumer sentiments. India has been seeing improved GST collection, power consumption, toll collection, and UPI and ATM transactions among others, despite the uncertainties related to the pandemic.

### Outlook

As per the Economic Survey 2021-22, the Indian economy is in a good position to deliver a growth of 8-8.5% in FY 2023. This can be attributed to a successful vaccination programme that has covered a substantial portion of the population, the economic momentum building up, and the likely long-term benefits of supply-side reforms in the pipeline that range from simplification of processes to production-linked incentives, and others.

## Industry insight

### Global information technology sector

Globally, the IT industry saw significant traction, owing to the disruptions caused by COVID-19, which led to a rapid acceleration in technology adoption at work and home. The IT industry was one of the few industries that saw growth amidst the pandemic, given the sharp spike in demand for remote working and collaboration solutions, as businesses sought to move to digital channels at the earliest to reduce shocks.

According to Gartner Inc, the worldwide IT spending is projected to reach US\$4.5 trillion in 2022 from US\$4.2 trillion in 2021, showing an increase of 5.1% from 2021. The IT services segment – which includes consulting and managed services – is expected to see the second highest spending growth in 2022, reaching US\$1.3 trillion, up 7.9% from 2021. Business and technology consulting spending is expected to grow 10% in 2022. The ongoing digital revolution, accelerated by the pandemic, that is changing almost every aspect of life and business, opens up great opportunities for companies that provide technology services.

The adoption of modern digitalised business models requires more innovation in technologically advanced products and services. Digital transformation and cloud migration are helping business enterprises enhance their brand's reputation, customer experience and customer retention rates.



### Worldwide IT spending forecast

(US\$million)

	2021 Spending	2021 Growth (%)	2022 Spending	2022 Growth (%)	2023 Spending	2023 Growth (%)
Data Centre Systems	216,337	11.4	226,475	4.7	237,021	4.7
Enterprise Software	604,946	14.4	671,732	11.0	751,937	11.9
Devices	787,417	13.0	813,699	3.3	804,253	-1.2
IT Services	1,186,103	10.7	1,279,737	7.9	1,391,742	8.8
Communications Services	1,444,324	3.4	1,462,712	1.3	1,494,167	2.2
<b>Overall IT</b>	<b>4,239,127</b>	<b>9.0</b>	<b>4,454,354</b>	<b>5.1</b>	<b>4,679,119</b>	<b>5.0</b>

Source: Gartner (January 2022)



## Management Discussion and Analysis

### Scenario in EMEA

IT spending in the Europe, Middle East and Africa (EMEA) region is expected to reach US\$1.3 trillion in 2022, an increase of 4.7% from 2021. Enterprise software spending is estimated to see the highest growth in 2022 in the region, driven by the increasing migration to cloud. Given its flexibility and elasticity, cloud alternatives have become a much-preferred choice. According to a report by the Information Services Group, EMEA ISG Index™, cloud-based as-a-service annual contract value (ACV) reached a quarterly record of US\$2.5 billion, up 16% in 2021 compared to the prior year. Within this segment, infrastructure-as-a-service (IaaS) climbed 19% to a record US\$1.8 billion, while software-as-a-service (SaaS) rose 9% to a record of US\$658 million.

Gartner estimates cloud spending to make up 12.5% of the total enterprise IT spending in 2022. IaaS and desktop-as-a-service (DaaS) are expected to be the two segments where EMEA organisations are projected to increase their spending in 2022, achieving 32.3% and 31.1% growth, respectively.

## US\$1.3 trillion

Estimated IT spending in EMEA in 2022

### Key trends impacting the industry

#### 1.

#### Continued growth in artificial intelligence, big data analytics and cloud computing

Artificial intelligence is increasingly becoming a part of our lives. From recommending products, controlling devices to building better models of the environment to automating industry, AI is seeing wide applications. Organisations are using predictive analytics to forecast future trends. According to a report published by Facts & Factors, the global predictive analytics market is growing at a compound average growth rate (CAGR) of around 24.5% and is expected to reach US\$22.1 billion by the end of 2026. In 2022, cloud is expected to gain greater traction as more computing workloads are run on cloud. According to Gartner, global spending on cloud services is expected to reach over US\$482 billion in 2022, up 53.5% from US\$314 billion in 2020.

## US\$482 billion

Global spending on cloud services in 2022

#### 2.

#### Internet security and privacy to rule

While the world goes digital, we are seeing an increased number of cyber attacks directed at individuals and organisations. Businesses have become more susceptible to destructive attacks, as remote work has increased during the pandemic. Protection against cyber attacks will include educating individuals to recognise and prevent network assaults, so that they can safeguard their personal and organisational data and information from becoming vulnerable to organised privacy threats.

#### 3.

#### Increased adoption of renewables

Climate change and increased sense of urgency are driving rapid growth in sustainable energy adoption. According to the International Energy Agency (IEA), 40% more green energy was generated and used in 2020; the agency expects continued growth in 2022. The falling cost of generating energy from renewable sources is increasingly making its mass adoption possible. The renewable energy sector is likely to see more serious innovations in 2022. Digitalisation is also boosting the sector as AI, blockchain technology and Internet of things and other technologies help the world to migrate to a lower carbon era.





## 4.

### Metaverse-related technologies and innovation

A Bloomberg study says that the metaverse is the next big technology platform that will see online game makers, social networks and other technology leaders jostle to capture the nearly US\$800 billion market opportunity. Physical and digital realms converge in the metaverse in what is expected to be the next stage in the evolution of the internet and social networks that will see the use of 3D software. Big tech players are already invested in developing metaverse-related technologies. The sector will see an entire ecosystem grow for developers, apps, ads, and new digital innovations, and facilitate a new era of convenience, consumption, and a frictionless access to services.

## 5.

### Expansion of blockchain

Leading frontier technologies, blockchain and other distributed ledger technologies (DLT) are transforming the way business is conducted, and are helping companies reimagine the handling of physical and digital assets. Blockchain has gone far beyond its beginnings in banking and cryptocurrency, and is finding wide application across industries, such as automotive, retail, insurance, healthcare and others. Globally, the global market for blockchain technology is predicted to grow to more than US\$23.3 billion by 2023 (Source: Statista).

### Outlook

Globally, the IT industry is expected to grow at a CAGR of 5% through 2023. The COVID-19 crisis has created a shift in how people interact, and economies operate. In today's virtual era, the IT industry is playing a crucial role in reshaping workplace productivity. Digital transformation and cloud migration, which are enabling business to cope with the new normal, have created enormous growth potential for IT service providers.

**US\$23.3 billion**

Global blockchain technology in 2023



## Management Discussion and Analysis

### Indian information technology sector

In India, the COVID-19 pandemic has further accelerated technology adoption across industries. The government has undertaken several important initiatives during 2021, such as the creation of digital infrastructure, digital empowerment through digital inclusion, encouragement to digital entrepreneurship and industry, innovation and start-ups, and emphasis on cybersecurity, and research and development.

According to Gartner, Indian companies will spend an estimated US\$105.2 billion on IT in 2022, 5.5% more than they did in 2021. Gartner predicts that Indian Chief Information Officers will increase their spending on projects that drive innovation and modernise legacy systems, while moving towards an IT architecture, where they will be able to better respond to disruptions.

### Projected IT spending in India

	(US\$million)					
	2021 Spending	2021 Growth (%)	2022 Spending	2022 Growth (%)	2023 Spending	2023 Growth (%)
Communication Services	24,110	4.8	24,668	2.3	25,381	2.9
Data Centre Systems	3,672	17.1	3,880	5.7	4,067	4.8
Devices	44,354	23.2	46,028	3.8	47,550	3.3
IT Services	18,199	11.3	19,853	9.1	21,820	9.9
Software	9,396	19.7	10,817	15.1	12,477	15.3
<b>Total</b>	<b>99,731</b>	<b>15.5</b>	<b>105,246</b>	<b>5.5</b>	<b>111,295</b>	<b>5.7</b>

Source: Gartner (January 2022)

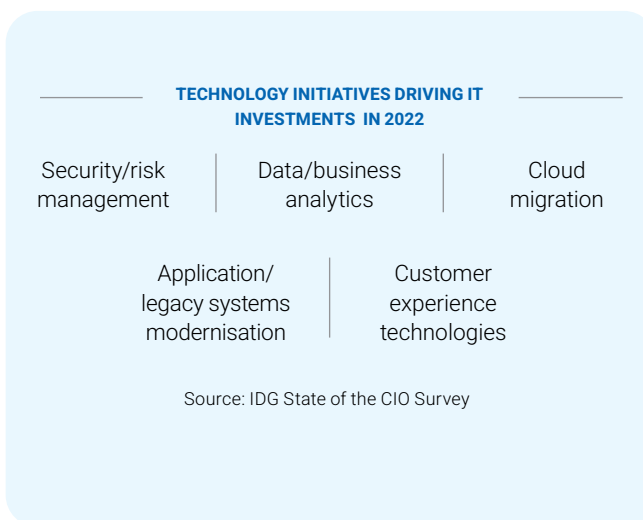
India's IT firms will, naturally, gain from a surge of opportunities in 2022 as increasing cloud adoption and digital transformation gather impetus. They are expected to drive 20-30% industry growth. The key drivers of business demand for Indian IT in 2022 will be automation, AI, cloud migration/modernisation, security, consulting and systems integration.

modernisation, customer experience technologies, and cloud migration

Cloud-based software consumption will be one of the biggest contributors towards the 15% growth in the software segment in India. Within the enterprise application software market, the cloud segment was larger than the non-cloud market for the first time in 2020. By 2025, the cloud market is expected to be twice the size of the non-cloud market.

### ACCORDING TO IDG STATE OF THE CIO SURVEY

- Technology budget growth is seeing pre-pandemic levels; 59% of CIOs expect their technology budget to increase in 2022, upwards from 49% in 2021
- The technology initiatives that are expected to drive IT investment the most in 2022 are security/risk management, data/business analytics, application/legacy systems modernisation



Budget 2022-23 has set the foundation of the digital growth in India. It emphasised the role of the technology sector in achieving the vision of a digital India. The Budget noted that blockchain-enabled digital currency will be issued by the Reserve Bank of India starting 2022-23. The government is also promoting digital economy, digital health eco-system and e-passport, amongst others, to drive India's growth.

## Outlook

Digital technologies will continue to influence business as well as societal wellbeing in the coming year, too. Together with

digitalisation, mobile penetration and affordable data cost will continue to spur the Indian IT sector among others, which will also receive substantial boost from cloud and AI adoption and the government's policy efforts to encourage India's digital economy. However, to achieve expected growth, the IT sector will have to undertake a host of initiatives – from investment in both, building and scaling digital technologies, to the reskilling of the workforce in emerging tech domains, such as cybersecurity, enterprise SaaS ecosystem, data, AI, 5G, IoT, product engineering and more.

# About the Company

## Overview

Hexaware is a global IT services company empowering businesses worldwide to realise digital transformation at scale and speed. Our three-pronged strategy of Automate Everything®, Cloudify Everything®, and Transform Customer Experiences® endeavours to drive human-machine collaboration for solving complex business problems. We enable future-ready organisations and market leaders to create lasting business value by helping them offer touchless immersive customer experiences through full-cloud enablement, digital product engineering and extreme automation. Hexaware services customers in over two dozen languages, from every major time zone and every major regulatory zone. Our focus lies on helping our clients attain customer intimacy as their competitive advantage and lead in the business.

Key services we offer	Key sectors where we operate (Verticals)
Digital Product Engineering (DPE)	Banking
Cloud Transformation	Financial services
Digital Core Transformation (DCT)	Healthcare and Insurance
Digital IT Operations (ITO)	Travel and Transportation
Enterprise & Next Generation Services (E&NGS)	Manufacturing and Consumer
Business Process Services (BPS)	Hi-Tech and Professional services

## Vertical-wise revenues

Sectors	2021		2020	
	₹ in million	%	₹ in million	%
Financial Services	23,687	33	21,310	34
Healthcare and Insurance	15,498	22	13,415	21
Manufacturing and Consumer	14,438	20	10,826	17
Hi-Tech and Professional Services	9,519	13	9,451	15
Travel and Transportation	4,924	7	5,100	8
Banking	3,712	5	2,519	4
<b>Total</b>	<b>71,776</b>		<b>62,621</b>	



## Management Discussion and Analysis

### Performance in 2021

Accelerated digital transformation in the post-Covid-19 world is driving IT investments in organisations across the world. Our cutting-edge solutions for customers help them transform their business with speed, and add incremental value to their stakeholders. During the year, we reported 14.9% growth in revenues (in US\$) terms in 2021, over 2020. Adjusted EBIDTA before RSU costs (in US\$) for the year reported 20.6% growth in the similar period.

During the year, we completed the delisting process from stock exchanges and Baring Private Equity Asia, our promoters for 8+ years sold their stake to Carlyle who are now our majority shareholders. The new Board, formed after the induction of Carlyle, is expected to accelerate our growth journey. Besides, this also opens the opportunity to access more than 200 Carlyle portfolio companies in the coming years for business.

### Our strategy

We believe that the global pandemic has necessitated increased spending by clients on digital transformation of their organisations. To enable this change, we deliver highly evolved services in Rapid Application prototyping, development and deployment; Build, Migrate and Run Cloud solutions; Automation-based Application support; Enterprise Solutions for digitising the back-office; Customer Experience Transformation; Business Intelligence & Analytics; Digital Assurance (Testing); Infrastructure Management Services; and Business Process Services.

Our solutions are targeted towards equipping enterprises with a formidable presence on cloud by building digitally robust products and services while enabling their core IT transformation and rendering consistent, immersive experiences and ensuring sustainable business growth.

Our purpose is to create smiles through great people and technology. Headquartered in New Jersey for North America, London for Europe and Singapore for the Asia Pacific, we service customers in over two dozen languages from every major time and regulatory zone.

### Core business strategies – A three-pronged approach

#### Automate Everything™

Automation is a key focus area of Hexaware as we aim at minimising human interventions to significantly improve user experience. The organisations of today are integrating automation across the value-chain for a powerful impact, and not just lowering cost and enhancing efficiency. Increasing use of technologies such as AI and machine learning (ML) will enable automation across enterprises, including high-complexity tasks that require human decision making.

To enable the benefits of extreme automation for enterprises, we leverage our comprehensive automation platform Tensai™. The platform supports the run and maintenance of modern enterprises and digital ecosystems with extreme automation. It also ensures fully automated, fast release cycles with high uptime in a secure, cost-optimised and vendor-agnostic fashion.

#### Cloudify Everything™

Cloud is becoming increasingly important in today's business context, owing to its ability to optimise operational cost and bring speed and accuracy to functions within the organisation. It has emerged as the foundation of a digital enterprise and is helping organisations transform from an analogue enterprise to a digital leader in the post-COVID-19 world. Cloudify Everything™ is our outcome-driven strategy to enable organisations to reap the benefits of cloud transformation through the use of automation, managed services, blueprint templates for building cloud architectures, and ringing in cultural change.

This approach of ours is seamlessly enabled by Amaze® our unique automated application transformation platform that facilitates full-cloud enablement. We help enterprises modernise and extend their digital footprint by bringing their data infrastructure and applications to the cloud in an extremely fast, cost-effective, secure and co-engineered manner.

#### Transform Customer Experiences™

Providing great customer experience is a key differentiator that sets an organisation apart from its competitors and provides the foundation for robust growth. We help our clients adopt customer intimacy, transforming their end customers' experiences, and delivering it consistently to make it their competitive advantage, and fast-tracking their growth journey.

We enhance and deliver engaging experiences through brand Mobiquity that focuses on digital product engineering. It supports building digital products and services that delight customers, deliver on customers' brand promise, and realise business results. It is paired with a full range of marketing services to launch, amplify and continuously improve the overall enterprise experience.

#### What makes us a compelling business case

- A strong team of more than 24,000 Hexawarians driving innovation and delivery
- Robust financial fundamentals acting as a pillar of growth
- A base of 320+ active clients with close to 92.4% revenue derived from repeat business
- Strong domain expertise to provide best-in-class offerings
- Presence across 27 countries in 4 continents

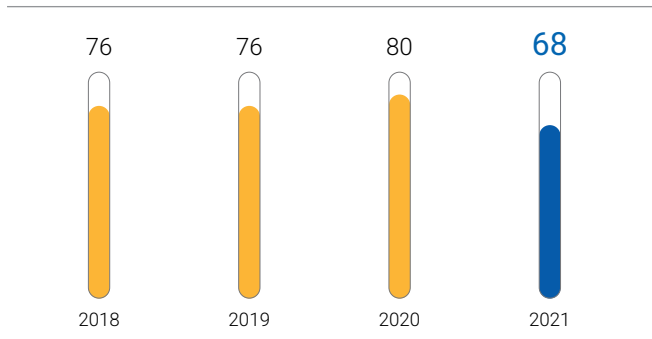
Read more on page 20

## Creating a team of empowered employees

At Hexaware, we provide our employees with a workplace that fosters innovation and growth. Our human resource function is the key to drive long-term growth for the Company by motivating employees to give their best. We have moved towards a future model of work that has truly adapted to the present-day social, technological, and economic scenario, enabling us to thrive in a dynamic business environment. We have continued to embrace an agile, diverse, and cross-cultural workforce. We employ 24,000+ individuals, who belong to diverse nationalities and cultures. We promote fair and just HR practices that balance professional and personal life and commitments.

Our highlight program embraces diversity and creates an environment of inclusiveness, engagement, and acceptance. We ensure that our employees are abreast of the latest industry trends and we impart them development and training opportunities to equip them with additional skills to offer value-additions to our customer proposition. During the year, we empowered our HR with the following training programs, details of which are provided on page 95 of the annual report.

### Employee retention rate (%)



[For more details on people initiatives, please refer to page 91 of the Annual report 2021]

# 30.6%

Women in Hexaware's workforce

## Strengthening intellectual capabilities

We have invested in a state-of-the-art research and innovation wing, which is helping us create unique intellectual properties (IP) for the Company. To protect our IP, we have started obtaining patents and have initiated the process at patent and trademark offices across ~50 countries. During the year, we secured 1 patent and received 87 trademark registrations across 47 countries.

We have created a team of innovation architects, full stack developers as well as consultants at the Innovation Centre, who exchange ideas and produce the desired results.

We actively monitor third party claims on our properties across the globe. During the year, we actively prevented third parties from claiming rights to our IP and took measures to defend ourselves, where third parties challenged our IP rights.

We have initiated Bottom-Up Disruption (BUD) to crowdsource ideas and bring them to fruition. We had launched Brainbox, an idea bank for Customer Value Addition (CVA), and we are constantly doing something new every day for our customers.

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Ideas have been successfully delivered, generating savings of over US\$35.31 million and around 30,618,760 hours of efforts in FY 2022





## Management Discussion and Analysis

### Fostering relationship with our key stakeholders

We value our close relationship with all our stakeholders and consciously nurture them. Our purpose is to deliver innovative products and services that promote a better life, health and well-being for people everywhere.

#### Fostering relationship with customers

At Hexaware, we believe in creating a superior customer experience through our tailor-made offerings and excellent servicing. Even during the pandemic, we quickly transitioned to work-from-home model and provided seamless experience for our customers.

We established the following principles while working with our customers during the pandemic:

- Put the relationship before the contract
- Act first in the interests of customers, discuss commercial impacts later
- Over-communicate and be transparent about the challenges
- Remember that the crisis will eventually pass, but relationships will last forever

Our customers have been delighted with our high levels of productivity, engagement, and commitment.

#### Managing Protocol Deviations in Clinical Trials during COVID-19

Hexaware helped a biopharmaceutical services provider with a holistic solution for managing and reporting protocol deviations in clinical trials related to COVID-19, along with a centralised hub for clinical trial monitoring. The solution included a dashboard with meaningful metrics, prebuilt workflows aligning to study protocols, in-built reminders and approval process flows.

#### Fostering relationships with suppliers

We work with numerous vendors and suppliers across various products and services. The suppliers are selected on the basis of the nature of products and services, quality, capability, cost, delivery commitment and compliance with regulatory norms.

To promote the local economy, we prefer selecting local suppliers for outsourcing jobs such as facilities management, procurement of materials for infrastructure development and other operations. Our



well-equipped procurement team provides regular feedbacks to the supplier to help suppliers adopt best practices in their operations.

We interact with our suppliers regularly and educate them on quality standards and their importance to make them a partner in our requirements and service us better.

#### Fostering relationship with investors

We regularly engage with our domestic and international investors including our shareholders, analysts, employees and the society at large through multiple channels of communication.

Trading in the equity shares of Hexaware Technologies Limited has been discontinued and the Company is delisted from BSE Ltd and National Stock Exchange of India Limited w.e.f November 9, 2020.

### Caring for the community

We have been actively taking care of our communities and have made community development a part of our overall corporate objective. Our annual strategic roadmap provides us guidelines for initiatives to fulfil our responsibility towards the community. We also encourage our employees to voluntarily participate in community-empowering initiatives.

Our key community development activities revolve around the following:



**Education and women empowerment**



**Environment**



**Health and sanitation**



**Sports**



**Skill development**

[For a detailed discussion, please refer to page 58]

## Managing risks and uncertainties

At Hexaware, we aim to grow sustainably by understanding the continuously evolving market conditions and risks and opportunities, and continuously evolve ourselves in line with the changes.

We identify risks critical to our business through our Enterprise Risk Management Framework. It includes the process for identifying and tracking early warning indicators as well as creating relevant mitigation measures for each of these risks.

We have prioritised the following key risks and created effective mitigation strategies:

Cyber security	Talent availability and retention	Increased cost of services
Data protection and privacy	Business continuity and disaster recovery	Revenue concentration
Competition	Service delivery	Regulatory and compliance risk
Change in technology / capability obsolescence / business model changes		

For details refer to [page 26](#)

## Internal control systems and their adequacy

The Board of Directors at Hexaware Technologies Limited is primarily responsible for establishing and maintaining internal financial controls within the Company. This is largely based on the internal controls over financial reporting criteria that has been established by the Company. These are based on the size and the nature of the Company's operations and have been designed to provide reasonable assurance on recording and providing reliable operational and financial information, as per the applicable statutes and with regard to compliance norms.

The Company strictly follows the statutes, laws, rules, and regulations of the land, which are regularly reviewed by the statutory and internal auditors. The adequate internal control framework identifies and analyses risks and manages appropriate responses. It also ensures stringent compliance across all the business units and departments. The aim behind this is to safeguard the assets, prevent and detect fraud and errors, and also check the completeness of accounting records and timely preparation of financial statements. The Audit Committee then reviews the audit observations and takes the required follow-up actions. The Statutory Auditor's Report on the adequacy and effectiveness of internal finance controls has been provided in detail on [Page 136](#) of this Annual Report.





## Management Discussion and Analysis

### Financial analysis

14.9%

Growth in revenue (y-o-y) in US\$ terms

15.1%

Growth in revenue (y-o-y) in constant currency

71,766 million

Revenue in INR terms, registering growth of 14.6% over previous year

US\$181.4 million

Adjusted EBIDTA (pre RSU), registering a growth of 20.6% y-o-y basis

₹9,412 million

Profit before tax in INR terms registering growth of 17.6% y-o-y basis

₹24.86

EPS (Basic), increase of 19.7%

32.2%

Dividend payout ratio

₹2,409.43 million

Total dividend paid

### Consolidated Balance Sheet

#### Property, plant and equipment (PPE) and intangible assets

- Total additions to PPE and intangibles were ₹815.97 million, mainly in plant and machinery, including computers of ₹597.47 million largely at Chennai, Mumbai, Pune, UK, USA and Mexico campuses; leasehold improvement of ₹120.08 million; office equipment of ₹46.78 million; furniture and fixtures of ₹16.36 million; software licenses of ₹33.77 million and buildings of ₹1.51 million, largely at Chennai, Pune, Mumbai and Mexico locations.
- Capital work in progress (CWIP) stood at ₹121.23 million as on December 31, 2021 as compared to ₹102.43 million as on December 31, 2020. The CWIP is largely reduced due to capitalisation of infrastructure development at Chennai and Pune locations.
- The Company has provided adequate depreciation in accordance with the useful lives of the assets determined in compliance with the requirements of the Companies Act, 2013.

#### Right-of-use assets

Right-of-use assets recognised in the financials is ₹3,969.50 million as on December 31, 2021 on account of application of Ind AS 116 w.e.f. January 1, 2020. Under Ind AS 116, the Group capitalises the operating leases with corresponding lease liability. The said capitalised right-of-use asset is amortised (Refer note 2.8 of consolidated financial for the details of lease accounting).

#### Goodwill and business combination

Goodwill recognised in the financials is ₹12,252.41 million as on December 31, 2021 as against ₹12,044.04 million as on December 31, 2020, an increase of ₹208.37 million is on account of translation exchange rate difference.



## Investments

(₹ million)

	Non-current		Current		Total		Change
	2021	2020	2021	2020	2021	2020	
Fully paid equity shares	2.68	4.58	-	-	2.68	4.58	(1.90)
Mutual fund units (quoted)	-	-	1,224.26	-	1,224.26	-	1,224.26
	<b>2.68</b>	<b>4.58</b>	<b>1,224.26</b>	-	<b>1,226.94</b>	<b>4.58</b>	<b>1,222.36</b>

- a) The Company in India has invested ₹2.68 million as on December 31, 2021 against ₹4.58 million as on December 31, 2020 in shares of Beta Wind Farm Private Limited, Company engaged in generation of renewable energy. Investment is of strategic nature to avail benefit of renewable energy in Chennai. Decrease is on account of sale of portion of stake held in Beta Wind Farm Private Limited at consideration price of ₹1.9 million.
- b) The group has invested surplus funds of ₹1,224.26 million in liquid mutual funds as on December 31, 2021.

## Loans - Security deposits

(₹ million)

	Non-current		Current		Total		Change
	2021	2020	2021	2020	2021	2020	
Security deposits for premises and others	420.95	400.16	5.28	39.91	426.23	440.07	(13.84)

Loans – Security deposits includes deposits primarily paid for leased premises and electricity. Decrease in Loans – Security deposits of ₹13.84 million is on account of termination of few leased premises across the geographies.

## Other financial assets

(₹ million)

	Non-current		Current		Total		Change
	2021	2020	2021	2020	2021	2020	
Interest accrued on bank deposits	0.73	0.54	0.32	0.63	1.05	1.17	(0.12)
Derivative assets	218.18	178.09	557.48	265.79	775.66	443.88	331.78
Restricted bank balances	56.73	116.85	-	-	56.73	116.85	(60.12)
	<b>275.64</b>	<b>295.48</b>	<b>557.80</b>	<b>266.42</b>	<b>833.44</b>	<b>561.90</b>	<b>271.54</b>

- a) Increase of ₹331.78 million in foreign currency derivative assets (mark-to-market gain on forward exchange contracts and interest rate swaps derivatives designated as hedges) due to favourable exchange rate movement, as compared to the hedge rate (Refer note 27(iv) of consolidated financial for the details of derivative).
- b) Restricted bank balance decreased by ₹60.12 million – comprising mainly bank deposits placed as security.



## Management Discussion and Analysis

### Income tax assets (net)

(₹ million)

	Non-current		Current		Total		Change
	2021	2020	2021	2020	2021	2020	
Income tax assets (net)	289.88	538.68	264.63	118.31	554.51	656.99	(102.48)

It represents income tax paid excess of liability receivable from the tax authorities. Decrease of ₹102.48 million primarily on account refund received from tax authorities.

### Deferred tax asset

Deferred tax assets (net of deferred tax liability) as on December 31, 2021 was ₹2,104.37 million and as on December 31, 2020 was ₹1,926.77 million, an increase of ₹177.60 million. The Company records net positions as assets and liabilities based on tax jurisdictions considering rights to offset. Note no. 10C of the Consolidated Financial Statements provides components of assets and liabilities.

### Other assets (net)

(₹ million)

	Non-current		Current		Total		Change
	2021	2020	2021	2020	2021	2020	
Capital advances	15.06	1.38	-	-	15.06	1.38	13.68
Cost to fulfil contract	69.60	66.24	34.23	70.67	103.83	136.91	(33.08)
Prepaid expenses	5.84	4.24	774.83	811.91	780.67	816.15	(35.48)
Indirect taxes recoverable	44.26	125.38	95.81	68.28	140.07	193.66	(53.59)
Employee advances	-	-	44.50	91.22	44.50	91.22	(46.72)
Contract assets	-	-	750.85	665.78	750.85	665.78	85.07
Others	-	-	44.95	20.39	44.95	20.39	24.56
	<b>134.76</b>	<b>197.24</b>	<b>1,745.17</b>	<b>1,728.25</b>	<b>1,879.93</b>	<b>1,925.49</b>	<b>(45.56)</b>

Other assets reduced to ₹1,879.93 million from ₹1,925.49 million, reduction of ₹45.56 million mainly on account of the following:

- decrease in other prepaid expenses of ₹35.48 million; indirect taxes recoverable by ₹53.59 million, employee advances by ₹46.72 million and cost to fulfil contract by ₹33.08 million.
- above decrease was partially offset by increase in contract assets, capital advances and others by ₹85.07 million, ₹13.68 million and ₹24.56 million, respectively.

### Trade receivables and unbilled

Trade receivables as on December 31, 2021 stood at ₹10,193.39 million as against ₹8,140.00 million as on December 31, 2020, an increase of ₹2,053.39 million. Day's sales outstanding (DSO) stood at 52 days in FY 2021 compared with 48 days in FY 2020.

Unbilled revenue stood at ₹3,476.12 million as on December 31, 2021 as compared to ₹2,579.17 million as on December 31, 2020, an increase of ₹896.94 million.

### Cash and cash equivalent and other bank balances

Cash and cash equivalents aggregate to ₹11,786.86 million as on December 31, 2021, an increase of ₹1,672.41 million from ₹10,114.45 million as on December 31, 2020. Increase is largely reflective of better cash management from operations.

Other bank balances increased to ₹224.06 million as on December 31, 2021 as compared to ₹147.27 million as on December 31, 2020. This represents balances held for the unclaimed dividend of ₹115.49 million as on December 31, 2021 as compared to

₹147.27 million as on December 31, 2020 and other bank deposits of ₹108.57 million as on December 31, 2021 as compared to Nil as on December 31, 2020.

### Share capital

The paid-up share capital of the Company as on December 31, 2021 was ₹603.23 million comprising 301,613,259 equity shares of ₹2 each. During the year, 1,282,804 shares were allotted under ESOP plans.

### Other equity

Other equity comprises of reserves and surplus and other comprehensive income.

Total other equity increased by ₹5,519.98 million to ₹37,277.81 million as on December 31, 2021 from ₹31,757.83 million as on December 31, 2020.

Reserves and surplus included in the other equity includes retained earnings, securities premium, general reserve and other reserves comprising share option outstanding account, capital reserve, capital redemption reserve and special economic zone (SEZ) re-investment reserves.

- a) The securities premium balance increased by ₹296.76 million on transfer from stock option outstanding account on exercise of stock options by the employees.
- b) Capital redemption reserve balance as on December 31, 2021 remained at ₹11.39 million created in accordance with the provisions of the Companies Act, 2013 in relation to the buy-back of shares in an earlier year.
- c) Special Economic Zone (SEZ) re-investment reserve: During the year, the Company transferred ₹625.96 million to SEZ reserve from the balance in retained earnings and ₹501.90 million from the SEZ reserve to the retained earnings being utilised for acquisition of plant and machinery. The closing balance as on December 31, 2021 is ₹504.26 million.
- d) Share options outstanding account decreased by ₹506.20 million. During the year, the Company recorded ₹887.80 million of stock-based compensation in relation to

its RSU plans, repurchased restricted stock units of ₹1,097.24 million and transferred ₹296.76 million to securities premium on exercise of stock options. The Company modified ESOP 2008 and 2015 schemes and provided a one-time option in respect of certain grants for RSU holder to surrender RSU against a cash payment of ₹763/- per RSU ('offer price'). Total of 1,908,249 RSUs were surrendered by the employees. Total cash payout / payable by the Group is ₹1,456 million. (Refer note 28 of consolidated financial statements)

- e) The general reserve balance remained same at ₹2,144.05 million.
- f) Retained earnings balance increased by ₹5,139.70 million. Profit for the year was ₹7,488.29 million, other comprehensive income for the year being part of retained earnings was ₹129.73 million representing actuarial gain net of tax effect thereon. Dividend distribution during the year was ₹2,409.43 million. During the year, the amount transferred to SEZ re-investment was ₹625.96 million and amount transferred from SEZ re-investment was ₹501.90 million. Tax benefit on share-based compensation was ₹55.17 million.
- g) Other comprehensive income consists of currency translation reserves and Hedging reserve balance.
  - i. Currency translation reserve is on account of conversion of foreign operations from their functional currency to reporting currency of the Company. The balance as on December 31, 2021 is ₹2,292.01 million as against balance of ₹2,128.67 million as on December 31, 2020. The same will be transferred to profit and loss on disposal of foreign operations.
  - ii. Hedging reserve balance consists of mark-to-mark gain on foreign currency forward contracts and interest rate swaps designated as hedges to hedge the foreign currency risk and interest rate risk. The balance as on December 31, 2021 stood at ₹536.65 million net of tax impact as against ₹234.29 million as on December 31, 2020.

### Borrowings (secured)

(₹ million)

	Non-current		Current		Total		Change
	2021	2020	2021	2020	2021	2020	
Borrowings (secured)	-	1,461,40	-	438.42	-	1,899.82	(1,899.82)

The borrowings decreased by ₹1,899.82 million on account of repayment of the same.



## Management Discussion and Analysis

### Lease liabilities

(₹ million)

	Non-current		Current		Total		Change
	2021	2020	2021	2020	2021	2020	
Lease liabilities	3,244.05	3,571.78	499.12	455.62	3,743.17	4,027.40	(284.23)

Decrease in Lease liabilities of ₹284.23 million on account of lease rental payments net off impact of exchange rate movements (Refer note no. 2.8 of consolidated financial statements).

### Other financial liabilities

(₹ million)

	Non-current		Current		Total		Change
	2021	2020	2021	2020	2021	2020	
Unclaimed dividend	-	-	115.49	147.27	115.49	147.27	(31.78)
Capital creditors	-	-	58.90	95.34	58.90	95.35	(36.44)
Deferred contingent consideration	-	-	10.06	142.18	10.06	142.18	(132.12)
Employee liabilities	-	-	3,826.73	2,889.54	3,826.73	2,889.54	937.19
Derivative liabilities	0.59	39.52	4.44	34.06	5.03	73.58	(68.55)
Others	2.36	2.30	-	-	2.36	2.30	0.06
	<b>2.95</b>	<b>41.82</b>	<b>4,015.62</b>	<b>3,308.39</b>	<b>4,018.57</b>	<b>3,350.21</b>	<b>668.36</b>

Other financial liabilities increased to ₹4,018.57 million as on December 31, 2021 as compared to balance of ₹3,350.21 million as on December 31, 2020, an increase of ₹668.36 million mainly on account of following:

- Increase in employee liabilities by ₹937.19 million.
- The increase was partially offset by decrease in deferred contingent consideration by ₹132.12 million; decrease in derivative liabilities by ₹68.55 million and decrease in capital creditors by ₹36.44 million.
- Unclaimed dividend balance reduced to ₹115.49 million as on December 31, 2021, from ₹147.27 million as on December 31, 2020, a reduction of ₹31.78 million. This balance represents the dividend not claimed by the shareholders for which the Company maintains adequate bank balance specially earmarked in accordance with the provisions of the Companies Act, 2013.

### Trade payables

(₹ million)

	Total		Change
	2021	2020	
Trade payables (including dues from micro enterprises and small enterprises)	3,161.23	2,840.36	320.97
Accrued expenses	1,505.54	1,375.31	130.23
	<b>4,666.87</b>	<b>4,215.67</b>	<b>451.20</b>

Trade payables increased by ₹451.20 million to ₹4,666.87 million as on December 31, 2021 as compared to ₹4,215.67 million as on December 31, 2020. Increase is primarily due to increase in trade payables by ₹320.96 million and accrued expenses by ₹130.23 million on increased size of business.

## Provisions

(₹ million)

	Non-current		Current		Total		Change
	2021	2020	2021	2020	2021	2020	
Gratuity	934.53	715.80	18.40	-	952.93	715.80	237.13
Compensated absences	-	-	1,377.44	1,240.93	1,377.44	1,240.93	136.51
Provident fund	101.73	191.86	-	-	101.73	191.86	(90.13)
	<b>1,036.26</b>	<b>907.66</b>	<b>1,395.84</b>	<b>1,240.93</b>	<b>2,432.10</b>	<b>2,148.59</b>	<b>283.51</b>

- a) The gratuity liability increased to ₹952.93 million as on December 31, 2021 from ₹715.80 million as on December 31, 2020. This increase is on account of service cost during the year. The parent Company in India provides gratuity benefits for its employees wherein the plan is funded with the fund balance kept with Life Insurance Corporation of India. The gratuity liability is based on the valuation from the independent actuary.
- b) The liability of ₹101.73 million as on December 31, 2021 is towards the provident fund determined based on actuarial valuation performed by independent actuary. This liability was at ₹191.86 million as on December 31, 2020. Decrease is of ₹90.13 million. In accordance with Indian law, all eligible employees of Hexaware Technologies Limited in India are entitled to receive benefits under the provident fund plan in which both the employee and employer (at a determined rate) contribute monthly to a trust set up by the Company to manage the investments and distribute the amounts entitled to employees. This plan is a defined benefit plan as the Company is obligated to provide its members a rate of return which should, at the minimum, meet the interest rate declared by Government administered provident fund.
- c) Provision towards compensated absences increased by ₹136.51 million to ₹1,377.44 million as on December 31, 2021 compared to balance as on December 31, 2020 of ₹1,240.93 million.

## Other liabilities

(₹ million)

	Non-current		Current		Total		Change
	2021	2020	2021	2020	2021	2020	
Unearned revenues	35.27	-	1,091.98	545.80	1,127.25	545.80	581.45
Statutory liabilities	-	481.23	1,769.34	1,181.45	1,769.34	1,662.68	106.66
	<b>35.27</b>	<b>481.23</b>	<b>2,861.32</b>	<b>1,727.25</b>	<b>2,896.59</b>	<b>2,208.48</b>	<b>688.11</b>

Other liabilities increased by ₹688.11 million to ₹2,896.59 million as on December 31, 2021 from ₹2,208.48 million as on December 31, 2020. Increase was primarily on account of Unearned revenue by ₹581.45 million Statutory liability by ₹106.66 million.

## Current tax liability

The current tax liability includes provision for income taxes, net of advance tax. The balance as on December 31, 2021 decreased to ₹1,100.72 million as compared to balance of ₹1,168.57 million as on December 31, 2020.



## Management Discussion and Analysis

### Consolidated Statement of Profit and Loss

#### 1. Revenue from operations

The revenue from operations increased by 14.6% y-o-y basis, from ₹62,620.80 million in FY 2020 to ₹71,776.52 million in FY 2021. While, in US dollar terms, it registered a growth of 14.9% y-o-y basis, from US\$845.00 million in FY 2020 to US\$971.16 million in FY 2021. The revenue in constant currency was US\$972.93 million, registering a growth of 15.1% over previous year. Revenue growth was largely driven by volume uptake.

#### 2. Other income

Other income increased by ₹11.52 million to ₹90.24 million in FY 2021 from ₹78.73 million in FY 2020. The increase is mainly attributed to increase in gain on sale of investment by ₹30.58 million and other miscellaneous income by ₹11.60 million partially being offset by decrease in interest income by ₹30.66 million.

#### 3. Exchange rate gain/loss

Exchange rate gain increased to ₹578.29 million in FY 2021 as compared to ₹267.36 million in FY 2020. The increase is largely on account of favourable exchange rate movements in FY 2021 as compared to FY 2020.

#### 4. Employee benefit expenses

The employment expenses increased to ₹42,676.27 million from ₹36,950.11 million, an increase of 15.5%.

Ratio of employee cost-to-revenue increased marginally to 59.5% in FY 2021 as against 59.0% in FY 2020. The worldwide employee count excluding subcontractors was 22,544 as on December 31, 2021, an increase of 3,858 compared to headcount of 18,686 as on December 31, 2020.

Since 2015 financial year, the Company instituted long-term incentive plan in the form of grant of Restricted Stock Units (RSU). The compensation cost recognised using fair value method for these RSU is ₹1,240.00 million for FY 2021, which is included in employee benefit expenses. Refer note 28(f) of consolidated financial statements.

#### 5. Finance costs

Finance costs decreased to ₹343.60 million in FY 2021 compared to ₹492.35 million in FY 2020, This decrease is mainly attributable to repayment of borrowings during the year.

#### 6. Depreciation and amortisation

Depreciation and amortisation expense decreased to ₹2,241.75 million in FY 2021 as compared to ₹2,323.89 million in FY 2020, a decrease of ₹82.14 million largely on account of brand getting fully amortised in previous year partially

getting offset by increase in depreciation in property, plant and equipment.

#### 7. Operations and other expenses

Operations and other expenses increased to ₹17,771.21 million in FY 2021 from ₹15,202.25 million in FY 2020, an increase of 16.9%. This increase was largely on repairs and maintenance, sub-contracting and other service charges and staff recruitment expenses partially getting offset by reduction in travelling and conveyance expenses. As a percentage to revenue, these costs marginally increased to 24.8% in FY 2021 as against 24.1% in FY 2020.

#### 8. Income tax expense

The income tax expense for FY 2021 was ₹1,923.93 million as compared to ₹1,789.99 million in FY 2020, an increase of ₹133.94 million over previous year. The effective tax rate decreased to 20.4% as compared to 22.4% in previous year, mainly on account of additional provision made during the previous year basis of the ongoing tax assessment of the past year in respect of one of its subsidiaries, applying principles of prudence.

#### 9. Adjusted EBIDTA

	(₹ million)	
	2021	2020
Profit before Tax	9,412.22	8,004.99
Add: Finance costs	343.60	492.35
Add: One-time Cost	267.10	-
Less: Share in profit of associate	-	(6.70)
Less: Other Income	(90.24)	(78.73)
<b>EBIT</b>	<b>9,932.68</b>	<b>8,411.91</b>
Add: Depreciation and amortization	2,241.75	2,323.89
Add: ESOP / RSU Costs	1,240.00	468.61
<b>Adjusted EBIDTA</b>	<b>13,414.43</b>	<b>11,204.41</b>

The Companies adjusted EBIDTA before RSU costs as computed above increased to ₹13,414.43 million in FY 2021 as compared to ₹11,204.41 million in FY 2020, an increase of 19.7%. While, in US dollar terms, it registered a growth of 20.6% y-o-y basis, from US\$150.5 million in FY 2020 to US\$181.4 million in FY 2021.

#### 10. Profitability

The Company's profit before tax increased to ₹9,412.22 million in FY 2021 as compared to ₹8,004.99 million in FY 2020, an increase of 17.6%.

Profit after tax increased to ₹7,488.29 million in FY 2021 as compared to ₹6,215.00 million in FY 2020, an increase of 20.5%.

EPS-basic increased by ₹4.09 (19.7%) to ₹24.86 for FY 2021 compared to ₹20.77 for FY 2020.

#### Consolidated cash flow

	(₹ million)	
	2021	2020
Net cash from operations	9,797.44	14,377.44
Net cash used in investing activities	(2,245.78)	(4,225.46)
Net cash used in financing activities	(6,021.43)	(2,416.33)
<b>Net increase/ decrease in cash and cash equivalent</b>	<b>1,530.23</b>	<b>7,735.65</b>

The cash flow from operations during the year was ₹9,797.44 as compared to ₹14,377.44 in the previous year. Previous year cash flow from operations was higher attributed to reduced DSO and avilment of certain payment deferrals which was partially repaid during FY 2021.

During the FY 2021, out of the cash used in investing activities of ₹2,245.78 million, ₹1,191.78 million was used in purchase of investments in liquid mutual funds and ₹1,092.01 million towards acquisition of property plant and equipment and intangibles.

Financing activities was largely towards payment of dividend of ₹2,409.43 million, repayment of borrowing of ₹1,937.13 million, payment towards lease liabilities of ₹921.01 million, repurchase of restricted stock units of ₹691.32 million and interest payment of ₹65.07 million.

Net increase in cash and cash equivalent during the year was by ₹1,530.23 million.

## Cautionary statement

Certain statements in this Management Discussion and Analysis Report concerning the future growth prospects are forward-looking statements, which involve a number of risks and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties regarding fluctuations in earnings, ability to manage growth, intense competition in IT services, including those factors which may affect the Company's cost advantage, wage increases in India, the Company's ability to attract and retain highly skilled professionals, time and cost overruns on fixed-price, fixed-time frame contracts, client concentration, restrictions on immigration, the Company's ability to manage its international operations, reduced demand for technology in key focus areas, disruptions in telecommunication networks, the Company's ability to successfully complete and integrate potential acquisitions, liability for damages on the Company's service contracts, the success of the companies in which Hexaware has made strategic investments, withdrawal of governmental fiscal incentives, political instability, legal restrictions on raising capital or acquiring companies outside India, and unauthorised use of our intellectual property and general economic conditions affecting our industry.

For and on behalf of  
the Board of Directors

Date: February 9, 2022  
Place: USA

**Michael Bender**  
Chairman



## Directors' Report

To  
The Members,

The Directors are pleased to present their Twenty Ninth Annual Report, on the business and operations of **Hexaware Technologies Limited** (hereafter referred to as 'the Group' or 'The Company') together with audited financial statements for the financial year ended December 31, 2021.

The financial statements are prepared in accordance with Indian Accounting Standards ('Ind AS').

### Financial Performance:

#### Consolidated Operations:

	(USD million)	
	FY 2021	FY 2020
Income from Operations	971.16	845.04
Adjusted EBITDA before ESOP/RSU cost	181.41	150.46
Adjusted EBITDA after ESOP/RSU cost	164.83	144.14
EBIT *	134.48	112.85
Profit before Tax	127.45	107.34
Profit after Tax including share in profit of associate	101.40	83.18
Total Customers (Nos)	324	277
Total Comprehensive Income	3.00	3.05

Notes:

- 1) USD numbers are unaudited and derived from internal management information system by converting financial from functional currency to USD at exchange rate prevailing at the end of the month.
- 2) Refer page 84 for the components of adjusted EBITDA

	(₹ million)	
	FY 2021	FY 2020
<b>Income from Operations</b>	<b>71,776.52</b>	<b>62,620.80</b>
Adjusted EBITDA before ESOP/RSU cost	13,414.43	11,204.41
Adjusted EBITDA after ESOP/RSU cost	12,174.43	10,735.80
EBIT *	9,932.68	8,411.91
Add: Other Income	90.24	78.73
Less: Onetime Cost	(267.10)	-
Less: Finance costs	(343.60)	(492.35)
<b>Profit before share in profit of associate</b>	<b>9,412.22</b>	<b>7,998.29</b>
Add: Share in profit of associate	-	6.70
<b>Profit before Tax</b>	<b>9,412.22</b>	<b>8,004.99</b>
Less: Provision for Taxation	(1,923.93)	(1,789.99)
<b>Profit after Tax</b>	<b>7,488.29</b>	<b>6,215.00</b>
Add: Other Comprehensive Income (OCI)	595.43	271.34
<b>Total Comprehensive Income</b>	<b>8,083.72</b>	<b>6,486.34</b>

\* excludes Exceptional items, finance costs, Other Income, one time cost and Provision for Taxation



**India Operations:**

	FY 2021	FY 2020
	(₹ million)	
<b>Income from Operations</b>	<b>32,166.52</b>	<b>24,277.87</b>
Adjusted EBITDA before ESOP/RSU cost	8,899.05	7,269.35
Adjusted EBITDA after ESOP/RSU cost	8,818.59	7,203.41
EBIT *	7,616.53	6,073.19
Add: Other Income	63.05	520.31
Less: Onetime Cost	(200.29)	-
Less: Finance costs	(217.95)	(281.09)
<b>Profit before Tax</b>	<b>7,261.34</b>	<b>6,312.41</b>
Less: Provision for Taxation	(1,388.42)	(930.64)
<b>Profit after Tax</b>	<b>5,872.92</b>	<b>5,381.77</b>
Add: Balance brought forward from previous year	14,599.75	11,902.79
Add: Transition impact of Ind AS 116	-	(126.45)
Add: Other Comprehensive Income / (Loss)	129.73	(85.79)
Add: Transfer from Special Economic Zone Reinvestment Reserve	501.90	258.25
<b>Balance available for appropriation</b>	<b>21,104.30</b>	<b>17,330.57</b>
<b>Appropriation</b>		
Less: Interim dividend including tax on dividend	(2,409.43)	(2,092.37)
Less: Transfer to Special Economic Zone Reinvestment Reserve	(625.96)	(638.45)
<b>Balance carried to Balance Sheet</b>	<b>18,068.91</b>	<b>14,599.75</b>

\* excludes Exceptional items, finance costs, Other Income, one time cost and Provision for Taxation

**Results of Operations****a) Consolidated operations:**

Income from operations increased to ₹ 71,776.52 million in 2021 from ₹ 62,620.80 million in 2020, growth of 14.6%. The growth in Dollar terms was 14.9%, reaching USD 971.16 million in 2021 from USD 845.04 million in 2020. Revenue in constant currency was USD 972.93 million in 2021, growth of 15.2%. Growth was driven largely by volume increase.

Adjusted EBITDA before RSU costs increased to USD 181.4 million in 2021 compared to USD 150.5 million in 2020, growth of 20.6%. In Rs terms, it saw growth of 19.7% and increased to ₹ 13,414.43 million in 2021 as compared to ₹ 11,204.41 million in 2020.

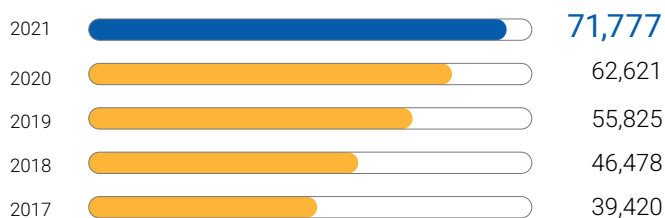
EBIT was at ₹ 9,932.68 million in 2021 as against ₹ 8,411.91 million in 2020, growth of 18.1%.

Profit before tax grew 17.6% to ₹ 9,412.22 million in 2021 compared to ₹ 8,004.99 million in 2020.

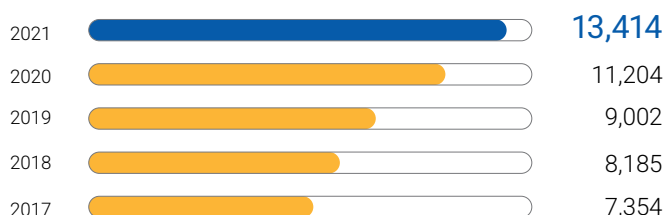
Profit after tax stood at ₹ 7,488.29 million in 2021 as compared to a profit of ₹ 6,215.00 million in 2020, increase of 20.5%. PAT margins in Rupee terms were at 10.4% in 2021 compared to 9.9% in 2020.

**Income from operations**

(₹ in million)

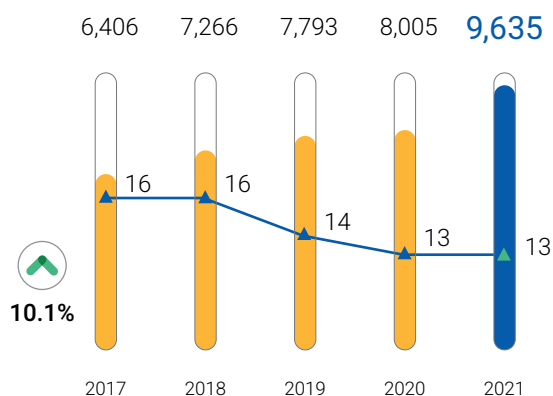

**16.2%**
**Adjusted EBITDA before RSU cost**

(₹ in million)

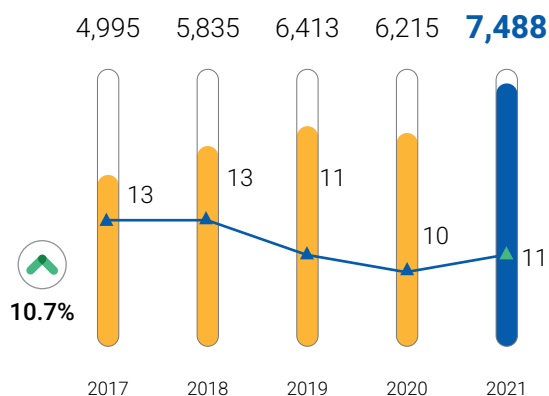

**16.2%**



### PBT Margin (₹ Million)



### PAT Margin (₹ Million)



### Material changes from end of financial year till date of report

There are no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

### Company's major achievements in 2021

- In 2021, growth in revenue was 17.6% in Rupee terms and 14.9% in USD terms as compared to 2020.
- Adjusted EBITDA before RSU cost growth in 2021 was 19.7% in INR terms and 20.6% in USD terms.
- EBIT growth in 2021 was 18.1% in INR terms and 19.2% in USD terms.

Over the past few years, the focus has been on adding and growing clients with meaningful revenue base. This has led to revenue growth being higher than growth in number of accounts, leading

to increased revenue per client. In 2021, the Company had added 4 client over \$10 - \$25 million category, 2 Client in the \$5 - \$10 million category. While the Covid-19 crisis has challenged every aspect of our customer's business we could maintain large size account during this pandemic.

### b) India operations:

In the year 2021, the revenue of the standalone legal entity increased by 32.5% to ₹ 32,166.52 million in comparison with revenue of ₹ 24,277.87 million in the previous year. The net profit after tax was ₹ 5,872.92 million as compared to ₹ 5,381.77 million in 2020 showing growth of 9.1%.

### Share capital

The paid-up Share Capital of the Company as on December 31, 2021, was ₹ 603.23 million comprising of 301,613,259 Equity Shares of ₹ 2/- each. During the year 1,282,804 shares were exercised under different ESOP schemes.

### Other equity (Reserve and surplus and other comprehensive income)

The Standalone total other equity increased to ₹ 26,149.56 million as compared to ₹ 22,479.23 million as of FY 2020, increase of ₹ 3,670.33 million

The Consolidated other equity increased to ₹ 37,277.81 million as compared to ₹ 31,757.83 million as of FY 2020, increase of ₹ 5,519.98 million.

The Securities premium reserve balances stood at ₹ 4,587.19 million.

The balance of the Retained earnings after the appropriations for the year is ₹ 18,068.91 million on Standalone basis. On consolidated basis, the balance in the Retained earnings stands at ₹ 26,880.93 million.

**Forex Mark-To-Market:** The year-end cash flow hedging reserve (net of tax) stood at profit of ₹ 537.15 million on standalone basis and ₹ 536.65 million on consolidated basis, as compared gain of ₹ 250.68 million on standalone and ₹ 234.29 million on consolidated basis in the previous year recognised in accordance with the hedge accounting provision of Ind AS 109 Financial Instruments.

As at December 31, 2021, the Company has balance of ₹ 318.45 million in Employee stock named as Share options outstanding a reserve being amortisation of compensation cost of RSU's granted to the employees of the Group. During the year, Company modified ESOP 2008 and 2015 schemes and provided a one-time option in respect of certain grants for RSU holder to surrender RSU against a cash payment of ₹ 763/- per RSU ('offer price'). Total of 1,908,249 RSUs were surrendered by the employees. Total cash payout/payable by the Group is ₹ 1,456 million.

The modification has been recorded as follows:

- 1) Incremental cost recorded in the Statement of Profit and Loss of ₹ 657 million comprising of:
  - (i) Unamortised cost determined at the grant date fair value
  - (ii) Excess of offer price of ₹ 763/- over fair value on date of modification
- 2) Fair value on the modification date has been considered as cost of re-purchase of option and difference between this fair value and grant date fair value amounting to ₹ 365 million is recorded in the equity.

The fair value on the date of modification is based on an valuers' report prepared taking into consideration recent transaction adjusted for estimate for control premium and marketability by reference to public available information.

There was no transfer to General reserve during the year. The general reserve balance as at end of the year is ₹ 2,117.71 million on standalone basis and ₹ 2,144.05 million on consolidated basis.

### Dividend

During the year 2021, the Company paid three interim dividends on equity shares, third interim Dividend 2020 – ₹ 3.50 (175%), First Interim Dividend 2021 – ₹ 2.50 (125%), and Second Interim Dividend 2021 - ₹ 2.00 (100%) totalling to ₹ 8.00 per share (400%).

The total dividend declared and paid in 2021 on account of interim dividend amounts to ₹ 2,409.43 million.

### Particulars of loan, guarantee or investments

Loan, guarantees and investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report. Please refer note no. 6A, 6B, 9A, 9B, and note no. 25 of Standalone Financial Statements.

### Subsidiaries and associates

In accordance with Section 129(3) of the Companies Act, 2013, consolidated financial statements of the Company and all its subsidiaries, forms part of the Annual Report. Further, a statement containing the salient features of the financial statement of our subsidiaries in the prescribed format AOC - 1 is appended as **Annexure 1** to the Board's report. The statement also provides the details of performance, financial position of each of the subsidiaries.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited financial statements of each of its subsidiaries, will be available for inspection in electronic mode. Any shareholder interested may write to the Company Secretary at [Investori@hexaware.com](mailto:Investori@hexaware.com).

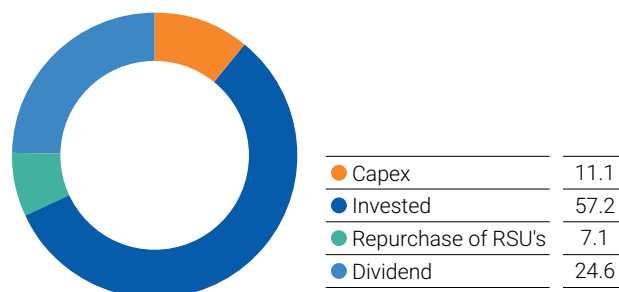
### Cash Flow

The cash generated from operations in 2021 was ₹ 9,797.44 million. The Company has invested ₹ 1,092.01 million in property, plant and equipment and intangible assets, mainly for new development centre in Chennai, Mumbai, Pune, USA, UK and Mexico. During the year, the Company paid dividend including tax deducted at source of ₹ 2,409.43 million.

The Company has received ₹ 2.53 million from issue of shares. As of December 31, 2021, the total cash and bank balances including restricted bank balance and mutual fund was ₹ 13,292 million (US\$ 179 million).

### Chart of Cash usage

(%)



### Delisting of Shares

After seeking final delisting approval from BSE and NSE, shares of the Company were delisted w.e.f. November 9, 2020.

The voluntary exit offer period ended on November 8, 2021.

### Change in Promoters

The erstwhile promoters of the Company, HT Global Holdings B.V. and HT Global IT Solutions Holdings Limited Sold 28,80,68,041 equity shares to CA Magnum Holdings.

Accordingly, HT Global Holdings B.V. and HT Global IT Solutions Holdings Limited ceased to be promoters of company and CA Magnum Holdings has become the promoter of the Company holding 95.51% of shareholding of the Company.



## Delivery Centers

### India based Global Delivery Centers

#### Mumbai:

The Company has two Offshore Development Centers (ODCs) at Millennium Business Park in Mahape, Navi Mumbai. One of these is the registered office of the Company. There are around 950 employees working in both ODC's houses.

The Company's BPS arm operates out of two service centers in the same complex, with around 1600 employees providing BPS services to its global clients in shift mode.

The Company has also taken premises on long-term lease for its IT and BPS operation in the SEZ facility named Loma IT Park, Ghansoli, Navi Mumbai with seating capacity of around 2,700 employees including for BPS operations. There are around 1700 employees working from this center.

#### Chennai:

There are around 6000 IT Professional employees working from the Company's 27acre campus in Chennai. This campus houses have employee-friendly amenities like recreation center, library and gymnasium facilities – offering plenty of avenues for relaxation and rejuvenation as well as knowledge enhancement through Hexavarsity – the Company's in-house Learning and Development University.

Currently seating capacity is expanded to 5500 seats in Phase 1. The Company has also constructed Phase 2 with add 3300 seats.

The BPS arm also operates out of another two facilities in Chennai of which one is in SEZ unit with seating capacity of 2400. The combined strength of around 1400 employees operates from the facilities.

#### Pune:

In Pune, the Company has its own SEZ campus at Hinjewadi. The first phase of this campus has seating capacity of 2100 seats. Around 1850 IT and BPS employees are currently operating from this campus.

Mobiquity Softech Private Limited, the subsidiary company, also has office in Pune which has seating capacity of around 150 employees and around 120 employees are working from this location

#### Noida:

The Company has a Delivery Centre at Noida. It has seating capacity of 265 employees. Around 205 IT employees are currently operating from this delivery Centre.

#### Bengaluru:

This facility in the India's IT capital of Bengaluru has capacity of 285 seats. Around 284 IT employees are currently operating from this delivery Centre.

#### Nagpur:

The Company owns 20 acres of land in MIHAN SEZ, Nagpur, a tier II city. This facility is currently operational with around 1470 BPS employees and has seating capacity to accommodate 1560 employees.

#### Ahmedabad:

Mobiquity Softech Private Limited, the subsidiary company, has office in Ahmedabad which has seating capacity of around 250 employees and around 235 employees are working from this location.

#### Coimbatore:

Hexaware BPS arm has a facility in Coimbatore with seating capacity of 250 employees and around 55 BPS employees are working from this facility for providing BPS services to its global clients in shift mode.

### Overseas Global Delivery Centers

#### New Jersey (USA):

The Company has GDC at New Jersey, USA with seating capacity of 64 employees and currently 54 IT Employees are working from this delivery center.

#### Alpharetta, GA (USA):

The Company has GDC at Alpharetta in the state of Georgia, USA with seating capacity of 100 employees and currently 32 IT employees are working from this delivery center.

#### Dunwoody, GA (USA):

The Company has GDC at Dunwoody in the state of Georgia, USA with seating capacity of around 360 employees and currently around 98 IT and BPS employees are working from this delivery Centre.

#### Reston, Virginia (USA):

The Company has delivery centre at Sunrise Valley in the state of Virginia with seating capacity of 35 and currently 35 IT employees are working from this delivery Centre. This delivery Centre is in operation at its 100% capacity.

#### Waltham, MA (USA):

Mobiquity has GDC at Waltham, MA, USA with seating capacity of 39 employees and currently around 29 employees are working from this GDC.

#### Gainesville, FL (USA):

Mobiquity has GDC at Gainesville, FL, USA with seating capacity of 55 employees and currently around 36 employees are working from this GDC.

#### Wayne, PA (USA):

Mobiquity has GDC at Wayne, PA, USA with seating capacity of 39 employees and currently around 39 employees are working from this GDC. This delivery Centre is in operation at its 100% capacity.

**Mexico:**

The Company has a strong presence in Mexico with a near-shore Delivery Centre at Saltillo with employee's seating capacity of 680. While Mexico offers cost competitiveness compared to the United States of America, the country also provides immense benefits in the form of same time zone, enables immediate response and access to a vast talent pool and an untapped emerging market. The Company intends to leverage its near shore Delivery Centre to cater to several global clients as an addition to the other existing options of continuing operations in the USA or in the Company's locations in India. Currently around 570 IT and BPS Employees are working from this delivery Centre.

Company also has GDC at Monterrey, Mexico with seating capacity of 630 and currently 296 IT and BPS employees are working from this delivery Centre.

Company also has GDC at Guadalajara, Mexico with seating capacity of 36 and currently 14 IT employees are working from this delivery Centre.

**United Kingdom (UK):**

The Company has delivery centre at Canary Wharf, UK with seating capacity of 35 and currently 35 IT employees are working from this delivery Centre. This delivery Centre is in operation at its 100% capacity.

**Amsterdam (Netherlands):**

Mobiquity has office at Amsterdam with seating capacity of 140 employees and currently around 20 employees are working from this office.

**Warsaw (Poland):**

The Company has GDC at Warsaw in Poland, with seating capacity of around 47 employees and currently around 19 IT and BPS employees are working from this delivery Centre.

**Tver (Russia):**

The Company has center in Russia for its BPS operation which has seating capacity of 156 Employees. Currently around 110 employees are working from this location for providing BPS Services to Global Client.

**Dubai:**

The Company has GDC at Al Quds, Dubai for its BPS operation which has seating capacity of 90 Employees. Currently 90 employees are working from this location for providing BPS Services to Global Client. This delivery Centre is in operation at its 100% capacity.

**China:**

The Company has center in Shanghai at China for its BPS operation with a small office.

**Singapore:**

The Company has GDC at Singapore. Currently around 20 employees are working from this delivery Centre at Singapore.

**Metro Manila (Philippines):**

The Company has center in Philippines for its BPS operation which has seating capacity of 592 Employees. Currently 592 employees are working from this location for providing BPS Services to Global Client. This delivery Centre is in operation at its 100% capacity

**Japan:**

The Company has Global Delivery Centre (GDC) at Japan. Currently around 3 employees are working from this delivery Centre at Japan.

**Human Resource Capital**

Human Resource Capital and the value that it creates forms a big part of Hexaware's growth story. The Company's purpose statement is to create smiles through people and technology. The industry today is changing rapidly with many disruptive business models necessitating a need for human capital to adapt in an agile manner. Automation and digitisation have become buzzwords today. The focus of the Company has been to leverage digital re-imagining to drive growth and efficiency of our business models, products and services, business processes as well as the workplace. This helps the Company to deliver a superior experience to every key stakeholder, viz. customers, employees, investors and the community at large. Exceeding customers' expectations requires a high level of focus, competence and technical expertise. We strengthened our recruitment efforts through continued employee referrals, job fairs, social media & campus recruitment drives.

Over the last year, the Company has added 4,333 employees taking the total strength to 24,166 as of December 31, 2021.

The Company is focused towards attracting and retaining high calibre employees through comprehensive hiring and on-going deployment processes. Our gender diversity is more evident now with a healthy 30.6% of our workforce being women.

The Company takes pride in its continued focus on employee retention, initiatives taken by the Company during pandemic are given in the para below. In our sustained efforts to make Hexaware a Great Place to Work, our focus has been on furthering employees' career aspirations. The attrition rate on December 31, 2021 was 22.9%.

The Company believes that its workforce lives its brand and to that end the HR team is always working on initiatives that help build an engaging organisation. Today, the youthfulness and the agility in the talent reflects the new brand identity of Hexaware.

To sustain Human Capital Strategy, the Company has identified and consolidated strong performance indicators. This has led to an increased focus on accountability and ownership from all.

**Talent Management - Asset Development**

At Hexaware, our purpose is to "Create smiles through great people and technology" and we drive programs which helps us to meet the characteristics to become "Employer of choice".



Organisation Purpose at Hexaware #Creating smiles: The entire campaign was engineered to bring our purpose to life (Creating Smiles) to all our stakeholders- employees, Customers, housekeeping staff and communities. This campaign also brought to life the Values that define us, the Trust of working in a great environment. The Company is driven by a combination of robust strategies, passionate teams and a global culture rooted in innovation and automation. Some of the programs are highlighted below:

#### **Rewards & Recognition (R&R):**

R&R is to retain, acknowledge and incentivise talent and celebrate employees' accomplishments.

#### **Unit Specific Recognition Programs:**

Units ensure to recognise and celebrate their achievers which helps to motivate the team members who made a difference over & above.

#### **Maverick Skill Bonus:**

The objective of the Maverick Skill Bonus is to acknowledge and reward the Mavericks for their performance and contribution to organisational initiatives.

#### **KPI Driven Incentive Plan:**

The objective of Hexaware's bonus policy is to provide a fair, transparent, rapid process and methodology to determine performance.

#### **Celebrating Personal Milestones:**

We openly and excitedly celebrate the employees' personal events E.g., Wedding, Wedding Anniversaries, Birth of a child & Celebrating birthdays at account level.

#### **Long Service Awards:**

Loyalty and service tenure are reasons to celebrate. We believe that this is a cause for celebration not just for the employee but for the organisation too. While a long-service award is a motivational lever for our people, it also strengthens the culture of the organisation. 5yrs, 10yrs, 15yrs, 20 and 25yrs are the milestones we celebrate.

#### **Star/ACE/SPOT Performers:**

We organise monthly and quarterly ceremony to felicitate performers who meet the above & beyond performance expectations.

#### **High Performers Club:**

166 consistent 3yrs highest performers from Tech & BPS formed a part of the club. This club provided them a Golden Ticket to avail benefits from the reward baskets. 4% of workforce was part of this program to celebrate excellence and provide them an experience along with awards.

#### **Brainbox Awards:**

Brain Box, the Customer Value Add (CVA) initiative of Hexaware is a common forum for projects to share value added activities performed for their respective projects. This helps our organisation to engage, collaborate and invest in our future. More than 50% of our employees contribute to CVAs every year. About 90% of our CVAs are themed around automation.

#### **Great Managers Award:**

An award to felicitate 66 people managers who demonstrated superior performance and provided world class experience to team. Their practices were shared in the form of MVPs (Manager Value Practices) with all.

#### **Amber- Our virtual assistant:**

With virtual working environment since the beginning of 2020, we felt that we needed to connect with employees more often at an individual level.

Amber is our very own Virtual Assistant who is connecting with employees from their DOJ till the time they leave the organisation at regular intervals. Amber will also share critical and valuable feedback/information and highlight specifically if an employee has highlighted any issue that needs to be addressed. Amber will play an important role in enhancing employee connects and will also reach out to them once they leave the organisation to collect Exit feedback as well.

#### **Performance Management:**

We are committed to create a High Performance – High Engagement culture, making Performance Excellence a habit for each one at Hexaware. We create and leverage every opportunity to improve our employee experience.

**Own Your Game:** With Own Your Game, we wanted to create a team of A-players, who are rooted in humility but soar with self-confidence. We wanted to cultivate champions who own the game, change the game. This inspiring initiative was also our overarching communication theme for the last year. We internalised this spirit of achievement and instilled in each team member the belief that we are the masters of our own fate. Our Own your Game initiative was a very clear and positive step towards Maximising Human Potential.

**Covid Support:** 'Hexaware United Against Covid' was a network of over 143 employee volunteers across the globe who were tireless in their effort to aid Hexawarians and family members in need during the pandemic. Our bi-weekly Covid Health Bytes was published as an employee's awareness campaign around covid 19 and how to stay safe. Over the year, 12 new Covid Aid and Benefits for employees were introduced. Our Covid focus reiterated our core values of putting the Hexaware family first. It also was a great way to drive home the trust that we are a great place to work.

**The Hexaware Leadership Lantern Series:** In this series, our leaders regularly share valuable lessons, tips, and insights that help our global employees stay motivated and connect with teams

on vital issues. The series helped us leverage their insights and experience. It was a great way to demonstrate Leadership Effectiveness and Innovation to make sure we continued to grow and thrive in the Work from Home environment and stay connect at the same as an organisation.

**Customer Spotlight Sessions:** The sessions were a platform where employees can get to know the clients better. CXOs of few clients were invited as chief guests. The uniqueness of these sessions was that we would have representatives from Mavericks, Hexaware Future Leaders and W@H for the Q & A session along with senior representatives. It was great to inspire and innovate, we used our customer to motivate us to scale greater heights. It was also a priceless example of Leadership Effectiveness where we used real life experience and expertise of these business icons to Maximise Human Potential in Team Hexaware.

**Women's Day & Men's Day Celebrations:** To celebrate Women's Day we ran our **Gift of Time** campaign that allowed the ladies of Hexaware to take a day off and spend it with their loved ones. We also pampered them with gifts and goodies. Similarly, for Men's Day, our focus area was Men's mental health. To appreciate and motivate the men in our Hexaware family, we ran a campaign where men shared their passion, hobbies and moment of work life balance with us. Both these successful campaigns tied well with our values of creating an inclusive work environment and nurture trust in the Company culture. We thought out of the box and ensured that the engagement was innovative and enthusiastic.

**Konnect With Keech:** Konnect with Keech (CEO & Executive Director) meet was held in Mumbai and Chennai. The initiative centred around Keech's visit to India, after nearly a year and a half. Many employees along with their families visited Keech, and it was a truly inspiring occasion. It was the perfect example of how Leadership Effectiveness can help foster Trust in the Company Values and motivate everyone to strive to Maximise Human Potential.

### Rising WAH:

This idea emerged in one of the 'Koffee with Keech' sessions. The vision is to build Women Leadership at Hexaware. By 2023, Hexaware would like to see women, in positions of leadership driving accounts, practice, functions and units. In 2021, from approx. 600 eligible women, 25 were chosen to be a part of the flagship batch. This program is divided into 3 phases- Learning, Develop and implement. As part of the first phase, the women underwent an executive leadership program from the prestigious IIM Calcutta. As part of the next phase, the focus will be on competency development, mentorship and working on individual development plans. The third phase will see these women work on a project of strategic importance within the Company. Rising is a part of our Diversity, Equity and Inclusion initiative. The successful completion of this program will pave the way for many more Organisational Development programs at Hexaware.

Hexaware's Talent Management approach is to bring about transformation and growth opportunities for consultants keeping in mind the evolving industry trends and our people practices pivots on a culture that embraces and nurtures talent, rewards top performance and focusses on Customer delight.

### Information Security

Information security is a process of preventing unauthorised access, counter threats, confidentiality, disruption, destruction and modification of business information. Information security protects the Organisational data from any attempt other than the approved purposes. The governance and management of Information Security is of paramount importance to the Company. Beyond compliance to the laws, regulations, global standards and industry best practices, the expectations of the customers focus on the capability to manage dynamic landscapes of threats and vulnerabilities through Information Security assurance program while progressing with technology adoption and innovation.

The competitive advantage of investments by the Company in information security through latest tools, systems and devices provide Nextgen and Hybrid security cover to business operations of the Company. It also enables secured technology adoption of cloud, virtualisation, innovation, Artificial Intelligence, Robotics, Machine Learning, Deep Learning, Digital Transformation, Automation and more.

Keeping in sync with the industry adoption, Company has migrated to the latest EDR/XDR technology and Secure Access Service Edge (SASE) based solution and ensured secured remote access operational environment in a hybrid model. The cybersecurity benchmarking of the Company is sustained at Grade A, the highest-level band through continuous surveillance and service response. The data protection and privacy compliance across the global operations including GDPR were reviewed and reinforced for the latest challenges and requirements. The ISO certification on security ISO27001, the societal security for business resilience ISO22301 were audited for their good health and compliance by external accreditors. Supplier security and onboarding security tollgates for external influence of risk impacts took priority this year. Mapping and enhancing the processes with NIST CSF and CIS are underway for global benchmarking assessments which will give an edge with the competitors. Business resilience factors upgraded during COVID lockdown had been sustained and improved to ensure high risk appetite and endurance.

### Quality Assurance

The Company has sustained its commitment to the highest levels of quality, best-in-class agile processes, robust information security practices and mature business continuity processes that have collectively helped achieve significant milestones during the year. While maintaining existing external benchmarks and certifications, the Company has enhanced its focus on Business Continuity and societal security by updating our processes for ISO 22301:2019



and getting certified for it. Hexaware is adhering to environmentally sustainable processes since long and we have been certified for ISO 14001:2015 for Environment Management processes in 2021. The Company continues to adhere to international quality certifications such as ISO 9001-2015, ISO 27001:2013, ISO 20000-1:2018, CMMI - DEV Ver 1.3 - Level 5, ISAE3402 and SSAE16 SOC-2 Type II.

The Customer delight survey is done on an annual basis to measure the level of satisfaction of customers. An Independent agency conducts the survey. The Company scored 83.9 which is the highest score in the IT industry, ranging from 52.3 to 83.9. Though we were almost on top last year, we had missed the first position by a few decimals. This year we have regained our top position. We are also the highest in the key business metrics namely advocacy, loyalty and value for money, while satisfaction continues to hold on to the previous high score.

### **Benefits to customers:**

"BrainBox" is the platform to encourage employees to bring their ideas, value addition to their customers and systematically manage the ideation process. The Company consistently continues to harness the power of knowledge gained by its employees working on their customer accounts, by encouraging them to create & implement value additions through BrainBox. In the year 2021, 67% of the employees have proudly participated in this initiative and have posted over 797 ideas proposing value additions under categories like automation, productivity improvement, financial savings and accelerate the time to market the customer's products and services. 489 of these ideas have been successfully delivered generating savings of over US\$ 35.31 million and around 30,618,760 hours of effort saved which is approved by esteemed customers of the Company. M&C vertical leads the pack by implementing 147 CVAs followed by BFS 135 and H&I 110. ADM 118, BPS 95 and IMS 66 remain the top competencies / technologies used by teams to deliver higher number of CVAs to customers in the year 2021. The total cost saved in the year 2020 was US\$ 31.04 million whereas in the year 2021, the cost saved is US\$ 35.31 million. The count of implemented CVAs in FY 2021 under various categories; Productivity 325, Financial Saving 140, Time to market 13. BrainBox platform has promoted the culture of deep expertise, value creation attitude, extraordinary proficiency in the customer's business function, technical engineering, knowledge sharing and problem-solving approach thereby identifying and delivering values to the customers at no extra cost. Through a structured governance and rewards program, Hexaware suitably rewards its employees' passion and best values adds on quarterly basis, which is personally driven by the CEO, leading to larger percentage of employees participating voluntarily in this initiative. Customers have benefited as a result of the high quality of delivery and support, fewer defects, reduction in cycle time, stringent information security practices and flexible and proactive approach. The Company's understanding of customer's business and technology landscape enables it to provide comprehensive multi-service solutions along

with cost reduction for the customer. The Company has provided value-additions through improvement in the performance of the systems that have been outsourced, a reduction in the problems and failures, and improved stability. This has resulted in high levels of customer delight and repeat business. Implementing the best-in-class processes and providing training on it has enabled the organisation and people to be methodical and process driven. The usage of latest technologies and industry best practices has improved delivery capability and added business value. Focus on quality and automation has resulted in cost reduction and improved productivity within the organisation.

### **Company focused on Corporate Governance**

The corporate governance framework of our Company is more than just adherence to the statutory and regulatory requirements. It is equally about focusing on voluntary practices that underlie the highest levels of transparency and propriety.

The corporate governance practices of our Company are a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. The Corporate Governance practices of the Company are designed to act in the best interest of its stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. The Company considers stakeholders as partners in our success and remain committed to maximising stakeholders' value.

The Company has adopted Code of Conduct for its employees, Senior Management and Board of Directors that clearly outline the roles, responsibilities and authorities at each level and key functionaries involved in governance.

The Company was the winner of the prestigious Golden Peacock Award for excellence in Corporate Governance for the year 2011, 2015 and 2018 and won the Special Commendation in the year 2009 and 2013.

The separate report on Corporate Governance along certificate from the Auditors on its compliance, is attached and forms part of this Report.

### **Risk Management**

The Company is exposed to a wide variety of connected and interconnected risks. To ensure suitable risk prioritisation and mitigation, we identify the internal and external events that may affect our strategies and potentially impact our results, capital and reputation.

The Company has set up Enterprise Risk Management (ERM) function that enables the achievement of the Company's strategic objectives by identifying, analyzing, assessing, mitigating, monitoring and governing any risk or potential threat to these objectives. We encourage discussions on decisions related to risk management and facilitate an environment where employees are transparent about threats and outcomes.



The details of risk faced by the Company and mitigation measures are discussed in detail in the Management Discussion and Analysis section of this Annual Report.

### Insurance

In today's environment, Company's Business, Assets, Directors & Officers, Employees are exposed to financial risks mainly arising out of claims from customers, third parties, regulators, employees as well as stakeholders. In order to mitigate the financial impact that can emanate from such unforeseen risks, the Company sufficiently insures itself under various policies like Workers Compensation, Employers Liability, Commercial General Liability, Errors & Omissions, Cyber Liability, Crime, Employment Practices Liability, Directors & Officers Liability, Property Insurance to name a few. Given the evolving nature of the business and the associated risks, individual policy needs and coverage are reviewed on an ongoing basis and changes are effected as deemed prudent. Additionally, the Company has also taken insurance for employees and their dependents to safeguard the financial interests of the employees and their families in case of unforeseen events like hospitalisation, accident and death. In tune with the need of the current times, we have taken a Health Insurance policy specifically to cover employees and their dependents who get infected with COVID; this is in addition to the coverage for pandemic which was incorporated under the health insurance policy last year.

### Internal Financial Control Systems

The Board of Directors of the Company has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.

The Audit Committee comprises of professionally qualified Directors, who interact with the statutory auditors, internal auditors and management in dealing with matters within its terms of reference.

The internal financial control framework design ensures that the financial and other records are reliable for preparing financial and other statements. The internal auditors perform an independent check of effectiveness of key controls in identified areas of internal financial control reporting. Based on the report of internal auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

Further details regarding internal financial control are included in the Management Discussion and Analysis, which form part of this report. Report of statutory auditor on the internal financial control is also included in this report on page 136.

### HexaVarsity

The Company is committed to continuous transformation and upskilling of its WorkForce to enable business and provide a growth path for our employees. During the year, the Company focused on increasing learning adoption, rapid upskilling to meet

growing demands and redesigning the Learning framework. The Company also expanded the training focus in Mexico to scale up the nearshore center for North America.

**Workforce Digital transformation:** In 2019, HexaVarsity launched 'Evolve' as its new Digital Upskilling framework. It was path-breaking with an innovative approach focused on 'Role-Based Development' backed by an assessment model that ensures fit for the purpose. The framework has since evolved and expanded in line with the technology demands of today. **This program has won several accolades in industry forums including the coveted Brandon Hall and Golden Peacock Award for Excellence in Learning & Development Training.**

With the learning and experience gained in Digital upskilling, learning adoption and employee feedback, the Company has launched the next generation of its Digital Upskilling framework, 'Evolve 2.0' now. The new framework continues Workforce Digital transformation, enables learning democratisation where employees choose their learning modules and provide superior learner experience with multi-channel options like Social Learning, Community development, Hackathons, and personalised coaching.

The concept of 'Role-Based-Consultants' has become foundational in the Company now and has been applied in related business processes such as Demand Management, Costing, Recruitment, Performance management, etc., enabling seamless adoption of the program.

**Digital & Cloud Capability Development:** During the year the Company conducted training and certification drives in the areas of Cloud, AI, ML, DevOps, Security, etc. More than 5000 employees are now certified in these areas with support from our Global Technology partners.

**Upskilling:** During the year, the Company focused on hiring both existing and new joiners through focused upskilling to build a scalable, rapid talent supply. This is an ongoing program which ensures time to market and manages the cost of the workforce better, besides enabling a growth path for our employees.

**Organisational Development:** The Company is committed to building a workforce with the necessary Organisational and behavioral skills for their success. During the year, HexaVarsity conducted several programs for Leadership development for managers, Project Managers and Senior Leaders to help them manage their business and operations better.

HexaVarsity also conducted several training programs to enhance the behavioral and soft skills required for digital projects through focused training on Solution Mindset, Business Analyst to Business consulting transformation, working in an Agile culture & Mindset, etc.

HexaVarsity also rolled out an Executive Coaching program to develop and nurture high potential leaders within the organisation. These programs have individual Coaching sessions following the



virtual instructor-led workshops, to help reinforce and link learning and application of skills to their work environments with guidance from experts.

**Communication Development:** Effective business communication is a key skill in Modern delivery today. During the year, the Company launched a global program, 'Enhance Communication', on enhancing communication through a four-stage program, focusing on English Proficiency, Speaking, Listening & Writing effectively in business environments. The Hexaware Chennai Toastmasters club, a platform for improving communication and public speaking is run through voluntary employee participation and has been recognised with The Smedley Award & Beyond Boundaries Award, during the year.

**Campus Talent Development:** The Company launched several initiatives to attract and nurture the best campus talent. The selection process is rigorous and only the top 3-4% is selected every year. Your Company has a strong brand reputation and received over 100,000 applicants last year through open hiring.

The Company has partnerships with leading institutions and is committed to contributing to the improvement of institutions and their students. The Company has signed MOUs with select colleges where talent is identified early and prepared for the industry. The continuous learning and assessments ensure that they are well equipped for the industry and a sustainable talent supply chain.

Hexaversity plays an important role in preparing the young minds hired from Campus for our workforce. Our Campus learning program called the 'Mavericks Learning Program' has continuously evolved producing outstanding professionals for your Company. During the year, Campus program 3.0 was launched with a strong focus on the Digital foundation. This is followed by 'Role-based' specialisation to transform campus graduates as 'Mavericks' for your Company.

**Work Integrated Learning Program:** During the year, the Company launched the first-ever 'Work Integrated Learning Program' (WILP) for non-engineering graduates. Selected candidates are provided with a work opportunity and enrolled for a 4-year Integrated M. Tech degree program, from Birla Institute of Technology and Science, Pilani. This is being developed as an additional source and provide a competitive edge.

**Nurturing Hexaware Future Executives and Leaders:** During the year, the Company successfully inducted 49 Management graduates from Top Business schools to nurture and develop future leadership talent for your Company. Hexaversity played a key role in their induction and training during the year.

**Women Leadership Development:** The Company is committed to Diversity & Inclusion in its workforce. During the year, top performers were invited to apply for a Women Leadership development program. The successful applicants were enrolled for a 1-year executive development program in IIM Calcutta and planned for leadership roles in multiple Units.

**Learning culture:** During the year, the focus was given to improve and increase learning adoption and make continuous learning a second nature to Hexawarians. Several impactful initiatives like Closed group meetings with smaller teams, enabling holiday season learners, Hackathons and Coding Challenges and Expert sessions were launched to promote a culture of self-development. The Performance Management systems are well aligned to recognise and reward learning efforts and foster a culture where employees own their game and prepare themselves for a higher role in your Company.

### Related party transactions

During the financial year 2021, the Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, all of which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of the Companies Act, 2013, read with the Rules issued thereunder.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee and Board. The policy on Related Party Transactions is uploaded on the Company's website.

### Employee Stock Option Plans (ESOP)

The Company has introduced various employee stock options plans/restricted stock unit plans from time to time to motivate, incentivise, attract new talents and inculcate the feeling of employee ownership, and reward employees of the Company and employees of subsidiaries. The Nomination and Remuneration Committee administers these plans. There have been no material changes to these plans during the financial year.

No employee was issued stock options during the year equal to or exceeding 1% of the issued capital of the Company at the time of grant.

During the year 2021, following were the exercise made by employees and grant made to employees/director under ESOPs:

12,82,804 options were exercised, and the Company allotted 12,82,804 equity shares of ₹ 2/- each (face value) to the employees on such exercise.

17,53,064 Restricted Stock Units (RSUs) were granted under 2015 scheme during the year 2021 as explained below:

- February 11, 2021 – 14,800 RSUs.
- July 28, 2021 – 17,25,984 RSUs.
- September 16, 2021 – 12,200 RSUs.

Details of the shares issued under Employee Stock Option Plan (ESOP), and also the disclosures in compliance with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are available on the website of the Company at the following link: <http://hexaware.com/investors/>.

### Fixed deposits

During the year under review, the Company did not accept or invite any deposits from the public.

### Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The information relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo required under Section 134(3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is annexed and forms part of the report.

### Management Discussion and Analysis Report

A detailed analysis of the Company's performance is disclosed in the Management Discussion and Analysis Report, which forms part of this Annual Report

### Investor Education and Protection Fund (IEPF)

Details of unclaimed dividend and shares transferred to IEPF during 2021 are given in Corporate Governance Report.

### Directors' Responsibility Statement

Pursuant to Section 134 (3) (c) and (5) of the Companies Act, 2013, the Directors confirm the following:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and there was no material departures;
- the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors have prepared the annual accounts on a going concern basis; and
- the directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### Directors and Key Managerial Personnel

Mr. Atul Nishar (DIN: 00307229), Mr. Jimmy Lachmandas Mahtani (DIN: 00996110), Mr. Kosmas Kalliarekos (DIN: 03642933), Ms. Madhu Khatri (DIN: 00480442), Mr. Rajeev Kumar Mehta (DIN: 08897689) resigned and ceased to be Directors of the Company w.e.f November 10, 2021.

The term of Mr. P R Chandrasekar (DIN 02251080) as an Independent Director of the Company ended on December 31, 2021, pursuant to completion of second term of appointment as an Independent Director.

During the year Mr. Patrick McCarter (DIN: 07973226), Mr. Neeraj Bharadwaj (DIN: 01314963), Mr. Julius Genachowski (DIN: 09365873), Mr. Kapil Modi (DIN: 07055408), Ms. Lucia Fatima Soares (DIN: 09374169) and Ms. Sandra Horbach (DIN: 09383306) were appointed as Additional Directors w.e.f November 10, 2021, to hold office till conclusion next Annual General Meeting. The board has recommended to the members approval of regularisation of appointment of Mr. Patrick McCarter, Mr. Neeraj Bharadwaj, Mr. Julius Genachowski, Mr. Kapil Modi, Ms. Lucia Fatima Soares and Ms. Sandra Horbach at the Annual General Meeting.

Mr. Joseph McLaren Quinlan (DIN 09477487) and Mr. Michael Bender (DIN 09479465) were appointed as Additional Directors of the Company w.e.f February 07, 2022 to hold office till the conclusion of next Annual General Meeting. The Board of Directors has recommended to the members approval of regularisation of appointment of Mr. Joseph McLaren Quinlan and Mr. Michael Bender at the Annual General Meeting.

In accordance with the provisions of Companies Act, 2013, Mr. R Srikrishna, (DIN: 03160121), Director of the Company, retires by rotation at this Annual General Meeting and, being eligible; offers himself for re-appointment at the Annual General Meeting.

Mr. Rajeev Kumar Mehta (DIN 08897689) ceased to be Chairman of the Company w.e.f November 10, 2021, and Ms. Sandra Horbach (DIN 09383306) was appointed as appointed as Chairperson of the Company w.e.f November 10, 2021.

Ms. Sandra Horbach (DIN 09383306) ceased to be Chairperson of the Company w.e.f November 29, 2021, and Mr. Neeraj Bharadwaj (DIN: 01314963) was appointed as Chairman of the Company w.e.f December 01, 2021.

The information of Directors seeking appointment / re-appointment at the Annual General Meeting to be given to the shareholders is being provided separately in the on Page No. 252 to 256 of this Annual Report. Members are requested to refer the said section of the Notice convening the Annual General Meeting.



### Number of Meetings of the Board

Six Meetings of the Board were held during the year. For details of the meetings of the Board, you may refer to the corporate governance report, which forms part of this Annual report.

### Declaration by Independent Directors

The Independent Directors have submitted a declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances which may affect their status as independent director during the year.

The Ministry of Corporate Affairs (MCA) in association with Indian Institute of Corporate Affairs (IICA) have introduced the maintenance of a comprehensive online databank for all the existing and aspiring Independent Directors (ID) by the IICA. The Independent Directors have registered themselves on the data bank for Independent Directors.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of Finance, Technology, Corporate governance, Global business, Personal values and they hold highest standards of integrity.

The Independent Directors of the Company are exempt from the requirement to undertake online proficiency self-assessment test.

### Board Evaluation

Annual Performance Evaluation was carried out for all Board Members, for the Board and its Committees. The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013. The Schedule IV to the Companies Act, 2013 states that the performance evaluation of independent Directors shall be done by the entire board of Directors, excluding the director being evaluated.

The Board evaluation was carried out based on responses received from the Directors on the questionnaire designed.

The performance of the Board is evaluated after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees is evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Chairman of the Board / the Nomination and Remuneration Committee ("NRC") review the performance of the individual directors on the basis of the criteria approved by the Board and input received on the same.

In a separate meeting of Independent Directors held on December 21, 2021, performance of Non-Independent directors, performance of the Board as a whole and performance of the Chairman was evaluated.

### Training of Independent Directors

The Company conducts familiarisation programmes for its Directors which includes discussion on Industry Outlook, Regulatory updates at Board and Audit Committee Meetings covering changes with respect to the Companies Act, Taxation and other applicable law & matters, presentations on Internal Control over Financial Reporting, Operational Control over Financial Reporting, Framework for Related Party Transactions etc. The Executive Director and Senior Managerial personnel make presentations at the Board Meetings about Company's operations, markets, financial results, human resources and on other important aspects.

The terms and conditions of the appointment of every Independent Director is available on the website of the Company at: <http://hexaware.com/investors/>

Details of the familiarisation programme of the independent Directors are available on website of the Company at: <http://hexaware.com/investors/>

### Committees of the Board

Pursuant to change in composition of the Board of Directors during the year, the Board of Directors reconstituted committees of the Board.

The Board of Directors have following committees as on December 31, 2021:

1. Audit, Governance & Compliance Committee
2. Nomination & Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee

The details of the composition of the committees and attendances of the meetings of Committees of the Board are provided in the Corporate Governance report.

### Compliance of Secretarial Standards

The Company complies with all applicable secretarial standards.

### Policy on directors and Key Managerial Personnel appointment and remuneration and other details

The Company's policy on directors and Key Managerial Personnel appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report.

### Whistle blower policy

The Company has established a vigil mechanism/framed a whistle blower policy. The policy enables the employees and other stakeholders to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The policy is reviewed annually by the Audit Committee to check the effectiveness of the policy. No personnel have been denied access to the Audit Committee. The provisions of this policy are in line with the provisions of Section 177 (9) of Companies Act, 2013. The policy is available on the website of the Company at: <http://hexaware.com/investors/>

### Statutory Auditor

The Board of Directors of the Company at its meeting held on February 8, 2018 have appointed BSR & Co. LLP, Chartered Accountants, Mumbai with Registration no. 101248W/W-100022 as Statutory Auditors. Their appointment was confirmed by the members in the 25<sup>th</sup> Annual General Meeting held on May 03, 2018 for a period of 5 years, to hold office till the conclusion of 30<sup>th</sup> Annual General Meeting.

Vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each AGM has been done away with. Accordingly, no such item has been considered in notice of the 29<sup>th</sup> AGM.

There are no qualifications, reservations or adverse remarks made by the statutory auditors in their audit reports on the financial statements for the year ended December 31, 2021.

### Internal Auditor

Internal Audit for the year ended 31<sup>st</sup> December, 2021 was done by PricewaterhouseCoopers Services LLP and Internal Audit report for every quarter was placed before the Audit Committee.

### Secretarial Auditor

M/s. Makarand M Joshi & Co., Practising Company Secretary was appointed to conduct the Secretarial Audit of the Company for the year ended 31<sup>st</sup> December, 2021 as per the provisions of Section 204 of the Companies Act, 2013 read with rules made thereunder. The Secretarial Audit report for the year ended 31<sup>st</sup> December, 2021 is annexed to Board's report as **Annexure 3**. There are no qualifications, reservations, adverse remarks made by Secretarial Auditor in his report except delayed filing under FEMA regulations.

Explanations or comments by the Board on the aforesaid remark: The Board has noted that delay in filing was due to administrative issues.

### Reporting of frauds by auditors

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit committee, under

Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

### Cost Records

The Company is not required to maintain cost records as specified under sub-section (1) of section 148 of the Companies Act, 2013

### Significant/Material Orders Passed by the Regulators

There are no significant / material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

### Corporate Social Responsibility

Pursuant to the provisions of section 135 of the Companies Act, 2013, the Company spent ₹ 119.43 million towards CSR activities for the year ended 31<sup>st</sup> December 2021. The contents of the CSR policy and initiatives taken by the Company on Corporate Social Responsibility during year ended on 31<sup>st</sup> December 2021 as per the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as **Annexure 4** to this Report and CSR policy of the Company is available on our website at [www.hexaware.com](http://www.hexaware.com). The Composition of CSR Committee is given in the Corporate Governance Report.

### Annual Return

In accordance with the Companies Act, 2013, the annual return in the prescribed format is available at <https://hexaware.com/investors/>.

### Financial year

The Company has received an order from the Company Law Board under section 2 (41) of the Companies Act, 2013 for continuing January to December as its financial year. Hence the Company will maintain its financial year from January 1 to December 31.

Mobiquity Softech Private Limited, the subsidiary company has also received approval from Regional Director, Ahmedabad under section 2 (41) of the Companies Act, 2013 for continuing January to December as its financial year.

### Particulars of Directors and Employees

The table containing names and other particulars of Directors in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with rule 5 (i) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is enclosed as **Annexure 5** to the Board Report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being



sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection Electronically. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

### **Disclosure as required under Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has in place framework for employees to report sexual harassment cases at workplace and our process ensures complete confidentiality of information. The Company has in place Prevention of Sexual Harassment (POSH) policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Frequent communication of this policy is done through various programs and at regular intervals to the employees.

The Company has setup an Internal Complaints Committee (ICC) both at the registered office and at every location where it operates in India in accordance with the Act and has representation of men and women and is chaired by senior lady member and has an external women representation.

Awareness programs are conducted during induction for sensitising the employees with the provisions of the Act.

The following is the summary of the complaints received and disposed of during the financial year 2021:

- a) No. of complaints received during the year: 01
- b) No. of complaints disposed of: NIL
- c) No. of complaints pending: 01

### **Green initiatives**

The Company started a sustainability initiative with the aim of going green and minimising the impact on the environment. Like the previous years, this year too, the Company is publishing only the statutory disclosures in the the Annual

Report. Additional information is available on our website, [www.hexaware.com](http://www.hexaware.com).

As a part of Green Initiative, Notice calling the Annual General Meeting, Corporate Governance report, Directors' report, Audited financial statements, Auditors' report, etc are being sent only through electronic mode to those members whose email addresses are registered with the Company / depositories Members may note that Notice and Annual Report for FY 2021 will also be available on Company's website [www.hexaware.com](http://www.hexaware.com), and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

The Company provides e-voting facility to all its members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to the Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

The facility of electronic voting system shall be made available during the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their rights to vote during the AGM through electronic voting system.

### **Acknowledgment**

The Directors place on record their sincere appreciation of the customers, Government of India and of other countries, vendors, bankers and Technology Partners for the support extended. The Directors are also deeply touched by the efforts, sincerity and loyalty displayed by the employees without whom the growth of the Company is unattainable. The Directors wish to thank the investors and shareholders for placing immense faith in them. The Directors seek and look forward to the same support during the future years of growth.

For and on behalf of the Board of Directors

Date: February 09, 2022

Place: USA

**Michael Bender**

Chairman

## Annexure to the Directors' Report

### Information Relating to Conservation of Energy, Technology Absorption, Research and Development and Foreign Exchange Earnings and Outgo Forming Part of Directors Report in Terms of Section 134 (3) (M) of the Companies Act, 2013, and Rules Made Thereunder.

#### Conservation of Energy:

The Company is entirely a services Company and thus essentially, a non-energy intensive organisation, in spite of that the Company is committed to sustainable business practices by contributing to environment protection and considers energy conservation as one of the important part of preserving natural resources.

The Company has taken various initiatives as listed below, for energy conservation and preserving natural resources

The Company has installed 1124 KW capacity Roof Top solar system in its Siruseri campus and 114KW at Mumbai MBP (Bldg.152 & 157). 325KW capacity Roof Top solar plant is installed at Pune Campus in Jan'2021 which increases installed Solar Plant capacity at Hexaware offices to 1563KW (1.563MW). Power generated in year 2021 from these systems is 1605395, 142217 and 431990 Units at Chennai, Mumbai & Pune locations respectively.

This results in avoiding of Green House Gas emission of about 1787 tons of CO<sub>2</sub> (Carbon Dioxide). 1316 tons at Chennai, 117 at MBP and 354 at Pune.

Wind energy to the tune of about 3.85 million units are availed in year 2021 as Group Captive Power Consumer through 3<sup>rd</sup> party Private power agency.

98% of total energy consumed at Chennai campus is fed from Green Power (Wind & Solar).

Indoor and Ambient Air quality monitoring is done on monthly basis. CO<sub>2</sub> level at inside work area is monitored to ensure pollution free environment. Ultraviolet Germicidal Irradiation (UVGI) System is installed at Comfort Air conditioning for disinfection of micro-organisms and improvement of Indoor Air Quality at Mumbai (Bldg.152,157 & LOMA IT floors) & Pune Campus.

Chennai & Pune campus are Zero-water discharge campuses. Rainwater harvesting system is installed along the periphery.

There is a State of the art 220 KLD & 75KLD capacity Sewage Treatment Plant (membrane bio-reactor technology) installed at Chennai and Pune campus respectively. The Treated water generated from STP is used for gardening purpose.

Gensets are pollution free as certified by Government Pollution Control agencies and the stacks are fixed at the prescribed heights and locations. Wet scrubbers are installed in Genset exhaust line to minimise the Air pollution at Chennai campus.

In year 2021, treated Sewage water of about 13,359KL at Chennai and 1009KL at Pune is recycled and reused. The Company undertakes several green campaigns throughout its locations.

#### Technology Absorption:

Systems Technology Group (STG) has continued to invest on transforming infrastructure in FY 2021. During the year below mentioned initiatives were taken by the company:

- Deployment of NetArc solution, to allows remote computers to automatically establish a secure VPN connection with no user intervention
- Dynamic VLAN assignment to end users on both wired & Wireless helps security enforcement to validate the endpoint (pre/post authentication)
- Network Level DLP Implementation. Device Compliance - Remediation, quarantine the endpoint
- SD-WAN implementation for Inter office communication
- BYOD implementation for Corporate Users. This will provide Corp Wi-Fi Facility to Users to connect their Client Laptop & Mobile devices
- Moved from Standard Backup methodology to Cloud based Backup solution
- Define and implement security configurations and controls to access O365 Suite from HW and Non-HW Domains.
- Deployment of Mobile Device Management helps us secure and enables IT Controls on corporate devices.
- Multi Factor Authentication: Our Identity and Access Management has been strengthened with the role out of MFA across the organisation
- Restructure of STG Policy and Procedure documents on Prime Portal as per ISO 27K and 20K standards.
- Define and create a comprehensive risk register for STG as per NIST standards
- Continuous and improved Compliance Tracking on
  - SCCM, CrowdStrike, and MFA Compliance
  - Open Audit (internal and External) findings Tracking
  - VA/PT Tracking
- Regular reconciliation process for
  - Domain (AD Users), Privileged users (Server and Network)
  - MFA user list
  - Mail Contacts and Generic/Shared Accounts



## Research & Development:

### Research & Development:

The Company has a state-of-the-art Innovation lab. Innovation lab pursues all R&D activities within the company. This is in line with the Company's established philosophy of maintaining and sustaining leadership status.

Innovation lab primarily focuses on future proofing the organisation and its customer. The Lab tracks disruptive trends in the area of business technology and domains for its impact to customers & Hexaware. Innovation lab is an-enabler to drive customer's business objectives and it's more aligned to our business and our customer needs. The key goal of this lab is to drive thought leadership & future proofing for Hexaware & its customers.

As part of the process, Innovation lab does secondary research & applied innovation in the identified space. Lab also interfaces with the Customers, business units, service lines, partners, startups, analysts' groups and Hexaware alliances.

With advancements in outliers such as 5G, Wifi, Cloud compute power, maturity in AI/ML, Improving Graphical processing units, Lab focused on incubating the next evolution of the spatial internet / Web 3.0 or what's now called as the "Metaverse".

Adoption of any new technology always has an impact on the business models and underlying IT infrastructure. Business managers today depend on technological innovations to propel disruptive business models and launch new avenues of revenue. Any change in processes, changes in technology have a huge impact on underlying IT infrastructure and applications. With intend to make these transitions to the next internet as less painful as possible and Lab created architectures and framework that leverages existing IT investment in adoption of the new evolving Metaverse.

Lab during the calendar year has built 7 differentiating IPs and 50 plus art of possible solutions in the Metaverse space cutting across

varied industry domains. Lab in collaboration with Microsoft has launched certified co-ip's, which are now available in Microsoft marketplace. Lab won a GTM offering Hackathon conducted by Microsoft by showcasing next generation retail experience solution. Hexaware also launched its Metaverse experience labs in the Chennai campus. Hexaware has launched 21 million sqft of Hexaware digital space within the Metaverse for virtual customer visits and for employee onboarding.

Innovation lab over the years has incubated number of service offerings and horizontal businesses. The current key focus area for incubation in the Metaverse space includes virtual worlds, virtual environments, non-fungible token (NFTs), Virtual reality, Virtual tours, WebAR, Augmented Reality, 3D product configurators, Mixed Reality, Virtual try-Ons, Digital humans, AR Glasses, Mixed reality headsets, Head mounted displays & Computer Vision based AL/ ML technologies. These Metaverse technologies help blur the line between the real world & the virtual world and help turn enterprises into becoming digital predators in their respective markets.

### Foreign Exchange Earnings and Outgo:

The details of Foreign Exchange Earnings and Outgo are mentioned below:

	(₹ in Million)	
	Year 2021	Year 2020
Foreign Exchange Earnings	30,134.11	22,675.12
Foreign Exchange outgo	5,512.13	2,253.34

For and on behalf of the Board of Directors

Date: February 09, 2022

Place: USA

**Michael Bender**

Chairman



## Annexure - 1 Form AOC - 1

Statement Pursuant to Section 129 (3) of the Companies Act, 2013, read with Rule 5 of Companies (Accounts) Rules, 2014 containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

### Subsidiaries

Sr. No.		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19
	Name of the Subsidiary	Hexaware Technologies Inc-USA	Hexaware Technologies UK Ltd	Hexaware Technologies GMBH	Hexaware Technologies Asia Pacific Pre Ltd	Hexaware Technologies Ltd - Mexico, Mexico S.De. R.L.D.C.V.Y.	Hexaware Technologies Canada Ltd	Hexaware Technologies Saudi LLC	Hexaware Technologies Romania SRL	Hexaware Technologies LLC - Russia	Hexaware Technologies Hong Kong Ltd - Hongkong	Hexaware Technologies Nordic AB - Sweden	Hexaware Technologies South Africa (Pte) Ltd	Shanghai Hexaware Information Technologies Company Limited	Mobiquity Inc	Mobiquity Velocity Solutions Inc	Mobiquity Cooperative UA	Mobiquity BV	Morgan Clark BV	Mobitech Private Limited
	Reporting currency and exchange rate as on the date of the relevant financial year in case of foreign subsidiaries	USD	GBP	Euro	SGD	MXN	CAD	SAR	RON	RUB	HKD	SEK	ZAR	CNY	USD	USD	USD	EUR	EUR	₹
	Share Capital	74.34	100.42	84.22	55.10	3.64	58.45	19.80	17.03	0.99	9.54	8.22	4.68	11.71	74.34	74.34	74.34	84.22	84.22	1.00
	Reserve and Surplus	597.03	217.62	15.23	110.20	29.42	1.37	9.90	1.92	156.00	18.55	8.22	11.71	14.02	0.00	21.19	-	1.52	1.52	0.10
	Total Assets	6,639.96	792.42	383.39	471.35	727.82	222.50	(6.16)	(136.69)	(143.04)	56.59	(27.88)	12.03	(9.73)	1,868.92	(174.21)	-	522.25	38.75	282.08
	Total Liabilities	21,408.23	4,546.58	633.21	873.51	1,212.90	492.39	46.73	2.11	23.21	79.97	72.77	399.03	6.17	2,468.09	0.05	-	2,214.51	205.69	556.04
	Investments	14,171.23	3,536.55	234.58	291.96	455.67	288.53	42.99	136.88	10.25	4.83	92.43	375.29	1.88	599.17	153.07	-	1,690.75	165.42	273.86
	Turnover	13,537.44	6.85	0.21	1.00	-	-	-	-	-	-	-	-	-	307.52	-	-	-	-	-
	Profit/(Loss) before taxation	27,507.01	10,176.67	703.15	801.47	2,506.31	955.50	82.69	-	14.50	46.85	184.22	541.35	36.48	3,669.08	-	-	3,820.92	397.45	844.35
	Provision for taxation	1,316.85	376.44	27.70	42.54	267.86	41.17	1.75	(2.59)	(8.63)	2.72	7.15	12.99	(1.90)	378.03	-	-	1,552.7	32.55	139.10
	Profit/(Loss) after taxation	404.10	85.93	8.76	7.23	73.08	10.93	0.66	-	-	(0.26)	1.48	3.14	-	(168.97)	-	-	49.67	-	34.57
	Proposed Dividend*	912.75	290.51	18.94	35.31	194.79	30.23	1.09	(2.59)	(8.63)	2.98	5.68	9.84	(1.90)	547.00	-	-	105.59	32.55	104.53
	% of shareholding	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%

Notes:

1. Mobiquity Inc is a wholly owned subsidiary of Hexaware Technologies Inc.
2. Mobiquity Velocity Solutions, Inc and Mobiquity Velocity Cooperative UA are wholly owned subsidiaries of Mobiquity Inc.
3. Mobiquity BV and Morgan Clark BV are subsidiaries of Mobiquity Velocity Cooperative UA.
4. Hexaware Technologies Romania SRL and Hexaware Technologies South Africa (Pte) Ltd are wholly owned subsidiaries of Hexaware Technologies UK Ltd.

For and on behalf of the Board of Directors

Date : February 09, 2022

**Michael Bender**  
Chairman

Place : USA



## Annexure - 2

### Form No. AOC - 2

(Pursuant to Clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

#### **Form for disclosure of particulars of contracts /arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.**

1	Details of contracts or arrangements or transactions not at arm's length basis	There are no contracts or arrangements or transactions with related parties which are not at arm's length
2	Details of material contracts or arrangements or transactions at arm's length basis	
(a)	Name(s) of the related party and nature of relationship:	Wholly owned subsidiaries Hexaware Technologies Inc, USA ("HTInc.") Hexaware Technologies UK Ltd. ("HTLUK")
(b)	Nature of contracts/arrangements/transactions:	Software, consultancy and ITES income
(c)	Duration of the contracts / arrangements/transactions:	Ongoing.
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	The Company shall provide IT/ITES Offshore Services (generally services are performed in India) to HTInc. & HTLUK clients including where required, including monitoring and supervisory support in relation to the delivery of software solutions and customization, testing and installation and ITES services Corporate Guarantee charges for the borrowing by HT Inc and for the payment of deferred consideration by HT Inc.  During the year, the total income earned from HTInc. & HTLUK towards provision of IT / ITES services were ₹ 571.25 million & ₹ 3,880.23 million. The transactions of recovery of cost from HTInc., HTLUK and MBQI was ₹ 213.18 million, ₹ 98.92 million & ₹116.36 million respectively. Total expenses incurred from HTInc. was ₹3,174.70 million. The Company invested in debentures of HTInc. of ₹ 2,249.93 million. The corporate gurantee charges towards HTInc. was ₹12.19 million.
(e)	Date(s) of approval by the Board, if any:	Not applicable, since the contract was entered into in the ordinary course of business and on arm's length basis.
(f)	Amount paid as advances, if any:	Nil

For and on behalf of the Board of Directors

Date: February 09, 2022

Place: USA

Michael Bender

Chairman

## Annexure - 3

### Form No. MR 3

#### Secretarial Audit Report

#### For The Financial Year Ended 31st December, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members,  
**Hexaware Technologies Limited**  
152, Millenium Business Park,  
Sector 3R TTC Industrial Area Mahape,  
Navi Mumbai Maharashtra 400710

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Hexaware Technologies Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> December, 2021 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> December, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; **(Not Applicable to the Company)**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment (ODI), further there are no External Commercial Borrowings (hereinafter referred to as '**FEMA Regulations**').

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'): -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(Not Applicable to the Company)**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 **(Not Applicable to the Company)**
  - (c) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **(Not Applicable to the Company)**
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period)**
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Audit Period)**
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)**
  - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company)**
  - (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)** and
  - (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**.
- (vi) **We further report that**, having regard to the compliance system prevailing in the Company and on the examination



of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following law applicable specifically to the Company:

- The Special Economic Zone Act, 2005
- Policy relating to Software Technology Parks of India and its regulations

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Not Applicable to the Company during the Audit Period**)

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards made thereunder except delayed filing under FEMA Regulations.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in

advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the company has allotted 12,82,804 equity shares pursuant to Employee Stock Option Scheme.

For **Makarand M. Joshi & Co.**  
Company Secretaries

**Kumudini Bhalerao**

FCS: F6667

CP: 6690

PR: 640/2019

UDIN: F006667C002491138

Date: 09/02/2022

Place: Mumbai

\*This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

## 'Annexure A'

To  
The Members,  
**Hexaware Technologies Limited**  
152, Millenium Business Park,  
Sector 3R TTC Industrial Area Mahape,  
Navi Mumbai Maharashtra 400710

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Makarand M. Joshi & Co.**  
Company Secretaries

**Kumudini Bhalerao**

FCS: F6667

CP: 6690

PR: 640/2019

UDIN: F006667C002491138

Date: 09/02/2022

Place: Mumbai



## Annexure - 4

### CSR Report -2021

#### 1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

Hexaware Technologies Limited (Hexaware) is committed to contributing towards its societal responsibilities beyond statutory obligations. Hexaware's Corporate Social Responsibility (CSR) initiative aims to broaden the vision of being accountable to the community and the environment.

Our belief in good citizenship is a driver to create maximum impact through our CSR programs in areas of:

1. Education and Woman Empowerment
2. Environment
3. Health and sanitation
4. Sports
5. Skill development

#### 2. The Composition of the CSR Committee.

Hexaware has constituted a robust governance structure to oversee the implementation of the CSR projects, in compliance with the requirements of Section 135 of the Companies Act, 2013.

The members of the CSR committee till, November 10, 2021:

Name	Designation	No. of CSR Committee Meetings	No. of CSR Committee Meetings attended
Ms. Madhu Khatri	Chairperson	3	3
Mr. Atul Nishar	Member	3	2
Mr. Jimmy Mahtani	Member	3	3
Mr. Milind Sarwate	Member	3	3

The members of the CSR committee from November 11, 2021:

Name	Designation	No. of CSR Committee Meetings	No. of CSR Committee Meetings attended
Mr. Julius Genachowski	Chairman	Nil	Nil
Mr. P R Chandrashekhar*	Member	Nil	Nil
Mr. Kapil Modi	Member	Nil	Nil

Note: Mr. P R Chandrasekar ceased to be a director of the Company on December 31, 2021. Mr. Joseph McLaren Quinlan was appointed as member of CSR Committee w.e.f February 07, 2022.

#### 3. Link to Policy, Committee Composition and Project Details:

<https://hexaware.com/about-us/corporate-social-responsibility/>

#### 4. Impact Assessment Report of CSR Projects

<https://hexwre.com/CSRImpt>

#### 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any,

S. No	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be setoff for the financial year, if any (in ₹)
-	-	-	-

#### 6. Average Net Profit as per Sec 135(5): ₹ 5,777.88 in million

#### 7. A. 2% thereof of the Net profit: ₹ 115.56 in million

#### B. Surplus arising out of the CSR Projects of previous Financial Years: NIL

#### C. Amount required to be set off for the Financial Year: NIL

#### D. Total CSR Obligation for the Financial Year: ₹ 115.56 in million

## 8. A. CSR Amount Spent or Unspent for the FY2021

Total Spent	Amount transferred to Unspent CSR Account		Amount transferred to any specified fund.		
	Amount	Date	Name of the Fund	Amount	Date
₹ 119.43 in million	-	-	-	-	-

## B. Details of CSR amount spent against ongoing projects for the financial year:

#	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area	Location of the project. - State and District	Project duration	Amount allocated for the project (in ₹)	Amount spent in the FY2021 (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Imp'tion - Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
										Name	CSR Registration Number
1	Udaan & Umeed - Empowerment of children of sex workers in the red-light area & Empowerment of Women by providing alternative livelihood opportunities for women in red light area	Eradicating hunger, poverty, and malnutrition, promoting education, enhancing vocational skills, livelihood enhancement	Yes	Mumbai	7 years	27,21,770	27,21,770	0	No	Apne Aap Women's Collective	CSR00000525
2	Digital and Financial Education	Promoting education	Yes	Chennai	6 years	26,74,760	26,74,760	0	No	American India Foundation	CSR00001977
3	Antar Bharti Balgram Yojna - Holistic development of underprivileged children	Eradicating hunger, poverty, and malnutrition, promoting preventive health care and sanitation, promoting education, enhancing vocational skills, livelihood enhancement	Yes	Lonavala	7 years	72,81,453	72,81,453	0	No	India Sponsorship Committee	CSR00001870
4	Art Education and Seminar - Art 1 <sup>st</sup>	Promoting education	Yes	Mumbai	3 years	3,58,093	3,58,093	0	No	Art1st Foundation	CSR00002924
5	Nutritional Outreach Program	Eradicating hunger, poverty and malnutrition and promoting preventive health care	Yes	Pune and Mumbai	4 years	57,85,695	57,85,695	0	No	Cuddles Foundation	CSR00001473
6	Pond Restoration Projects - Environmental Foundation of India	Ensuring environmental sustainability	Yes	Chennai	3 years	1,04,74,251	1,04,74,251	0	No	Environmental Foundation of India	CSR00002310
7	Providing Scholarship to 425 underprivileged and meritorious students to support higher studies	Promoting Education	Yes	Chennai, Mumbai, and Pune	5 years	19,55,000	19,55,000	0	No	Idea Foundation	CSR00000945
8	Mentorship & Skill Training for Girls	Promoting education, including employment enhancing vocation skills among women	Yes	Mumbai	4 years	35,38,928	35,38,928	0	No	Katalyst India	CSR00001437



#	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area	Location of the project. - State and District	Project duration	Amount allocated for the project (in ₹)	Amount spent in the FY2021 (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Imp'tion - Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
										Name	CSR Registration Number
9	Skill development training for employability	Promoting employment enhancing vocation skills and livelihood enhancement among youth	Yes	Chennai, Mumbai and Lonavla	3 years	80,09,047	80,09,047	0	No	Magic Bus Foundation	CSR00001330
10	Providing prosthetic legs for amputees	Eradicating hunger, poverty and malnutrition and promoting preventive health care	Yes	Chennai	3 years	10,00,000	10,00,000	0	No	Dream Runner Foundation	CSR00013499
11	Supporting junior women athletes and para-athletes in sports training	Training to promote nationally recognised sports and Olympic sports	Yes	Mumbai	4 years	56,00,000	56,00,000	0	No	Olympic Gold Quest	CSR00001100
12	Providing complete care program including healthcare and education support to girls on living on the streets	Eradicating hunger, poverty, and malnutrition, promoting preventive health care and sanitation, promoting education	Yes	Chennai and Mumbai	5 years	1,63,68,626	1,63,68,626	0	No	Rainbow Homes	CSR00004456
13	Holistic development and nurturing of underprivileged children	Eradicating hunger, poverty, and malnutrition, promoting preventive health care and sanitation, promoting education, enhancing vocational skills, livelihood enhancement	Yes	Chennai, Mumbai, and Pune	6 years	36,28,800	36,28,800	0	No	SOS Children Village	CSR00000692
14	Promoting science awareness among high school students, increasing their understanding of science, and attracting them into scientific careers through activities emphasising hands-on research.	Promoting Education	Yes	Chennai	5 years	51,40,000	51,40,000	0	No	Sky Star Foundation	CSR00001387
15	Providing training to people with disability to get employment in retail industry	Promoting education, including special education and employment enhancing vocational skills	Yes	Chennai, Mumbai, and Pune	5 years	40,68,312	40,68,312	0	No	TRRAIN	CSR00002617
16	Vocational training center and support for Persons with Disability	Promoting employment enhancing vocation skills and livelihood enhancement projects among differently abled	Yes	Chennai	6 years	15,71,400	15,71,400	0	No	V-Excel Educational Trust	CSR00000017
17	Early intervention Program	Promoting education, including special education for the differently abled	Yes	Chennai	5 years	14,93,100	14,93,100	0	No	V-Excel Educational Trust	CSR00000017



#	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area	Location of the project. - State and District	Project duration	Amount allocated for the project (in ₹)	Amount spent in the FY2021 (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Imp'tion - Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
										Name	CSR Registration Number
18	Promoting hygiene, sanitation practices in 21 Government Schools	Promoting Education, promoting preventive health care and sanitation	Yes	Mumbai	7 years	70,06,350	70,06,350	0	No	Yuva Unstoppable	CSR00000473
19	Supporting Transgender Community	Promoting employment enhancing vocation skills and livelihood enhancement projects among transgender community	Yes	Mumbai	8 months	11,84,500	11,84,500	0	No	Tweet Foundation	CSR00003349
<b>Total</b>						<b>8,98,60,085</b>	<b>8,98,60,085</b>				

### C. Details of CSR amount spent against other than ongoing projects for the financial year:

#	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area	Location of the project. - State and District	Amount spent for the project (in ₹).	Mode of Implementation Direct (Yes/No).	Mode of Imp'tion - Through Implementing Agency	
							Name	CSR Registration Number
1	Provided groceries to the needy people	Eradicating hunger & poverty	Yes	Mumbai	25,00,912	No	Apne Aap Women's Collective	CSR00000525
2	Provided ventilators to the hospitals	Promoting health care including preventive health care	Yes	Chennai	43,00,000	No	Aid India	CSR00000027
3	Provided groceries to the needy people	Eradicating hunger & poverty	Yes	Mumbai	10,33,826	No	Idea Foundation	CSR00000945
4	Provided ventilators to the hospitals	Promoting health care including preventive health care	Yes	Mumbai	15,00,000	No	Ratna Nidhi Foundation	CSR00000064
5	Provided ventilators and other medical equipment to the hospitals	Promoting health care including preventive health care	Yes	Kotagiri	15,84,000	No	Kotagiri Medical Fellowship Hospital	CSR00007696
6	Provided ventilators and other medical equipment to the hospitals	Promoting health care including preventive health care	Yes	Chennai, Mumbai, Pune & Haryana	1,02,00,000	No	Yuva Unstoppable	CSR00000473
7	Provided groceries to the needy people	Eradicating hunger & poverty	Yes	Mumbai	6,21,864	No	Give India	CSR00000389
8	Provided groceries to the needy people	Eradicating hunger & poverty	Yes	Pune	10,00,000	No	Purnkuti	CSR00003026
<b>Total</b>						<b>2,27,40,602</b>		

### D. Amount spent in Administrative Overheads: ₹ 55,58,300

### E. Amount spent on Impact Assessment if applicable: ₹ 12,75,000

### F. Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 11,94,33,987

### G. Excess amount for set off if any

- Two percent of average net profit of the Company as per section 135(5): ₹ 11,55,60,000
- Total amount spent for the Financial Year: ₹ 11,94,33,987
- Excess amount spent for the financial year [(ii)-(i)]: ₹ 38,73,987
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any: Nil
- Amount available for set off in succeeding financial years [(iii)-(iv)]: ₹ 38,73,987



## 9. A. Details of Unspent CSR amount for past 3 years

Preceding FY	Amount transferred to Unspent CSR Account	Amount spent in Reporting FY	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
			Name	Amount	Date	
2020	-	-	-	-	-	
2019	-	-	-	-	-	
2018	-	-	-	-	-	

## B. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NIL.

### 10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:

SI No	Asset ID	Date of creation or acquisition of the capital asset(s).	Amount of CSR spent for creation or acquisition of capital asset.	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).
-	-	-	-	-	-

### 11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5).

Company has allocated all the CSR funds to ongoing projects as per the CSR guidelines. Since the Company spent the entire 2% prescribed budget, this question is not applicable.

Date: February 09, 2022

Place: USA

**R Srikrishna**

CEO & Executive Director

**Mr. Julius Genachowski**

Chairman CSR Committee

## Annexure - 5

### The information required u/s 197 of the Act read with rule 5(1) of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014

	2021
Details of policy relating to the appointment and remuneration for the directors, key managerial personnel and other employees	
(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Based on annualised cost to company basis (excluding stock option compensation cost)
R Srikrishna - CEO and Executive Director (excluding remuneration paid by subsidiary company)	8.02
Non-executive directors - Commission (*)	
Milind Sarwate	10.62
Madhu Khatri	10.62
Rajeev Mehta	10.62
P R Chandrasekar	10.62
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Based on annualised cost to company basis (excluding stock option compensation cost)
R Srikrishna - CEO and Executive Director	8.06%
Non-executive directors - Commission (#)	
Milind Sarwate	0.00%
Madhu Khatri	0.00%
Rajeev Mehta	0.00%
P R Chandrasekar	0.00%
Vikash Kumar Jain, CFO	23.07%
Gunjan Methi, CS	11.88%
(iii) the percentage increase in the median remuneration of employees in the financial year	27.70%
(iv) the number of permanent employees on the rolls of company;	17,569
(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average percentile increase in salaries ** (excluding ESOP cost) of employees other than managerial personnel was 11.9%.
(vi) affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration is as per policy of the Company

\* based on the average currency exchange rate for the year

\*\* Average percentile increase in salaries has been worked out based on India employees.

# determined on the basis of the base currency value as per terms of appointment

For and on behalf of the Board of Directors

Date: February 09, 2022

Place: USA

Michael Bender

Chairman



# Corporate Governance Report

## 1. Brief Statement on philosophy on Code of Governance:

Our Corporate Governance philosophy reflects our value system which embraces our culture, policies, relationship with various stakeholders. It is one of the essential pillars for building an efficient and sustainable environment. Strong leadership and effective corporate governance practices have always been priorities of the Company. Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. The Company considers fair and transparent corporate governance as one of its most core management tenets. The management ensures compliance with corporate governance laws, regulations and policies and the Company is focusing on building business processes and infrastructures that not only ensure compliance but also increase company's capacity for efficiency, agility, and responsive management. We decisively believe that it is only through good corporate governance practices that we can achieve sustainable growth of the organisation and create long term shareholder value. There is a separation of the role of Chairman of the Board and the Chief Executive Officer; a practice that has been in place for more than 15 years in the Company. The Company has adopted the Code of Conduct for Board of Directors, Senior Management Personnel, Whistle Blower Policy and various other policies/codes. With the focus on the core corporate governance principles of accountability, transparency and integrity and adoption of suitable global, local and industry

The composition of the Board of Directors of the Company as on December 31, 2021 is given below:

Name	Designation	Category	Shareholding as on December 31, 2021
Mr. Neeraj Bharadwaj (DIN 01314963)	Chairman	Non Independent Non-Executive	Nil
Mr. R. Srikrishna (DIN 03160121)	CEO & Executive Director	Non-Independent Executive	9,25,000
Ms. Sandra Horbach (DIN 09383306)	Director	Non Independent Non-Executive	Nil
Mr. Patrick McCarter (DIN 07973226)	Director	Non-Independent Non-Executive	Nil
Mr. Julius Genachowski (DIN 09365873)	Director	Non Independent Non-Executive	Nil
Mr. Kapil Modi (DIN 07055408)	Director	Non Independent Non-Executive	Nil
Ms. Lucia Soares (DIN 09374169)	Director	Non Independent Non-Executive	Nil
Mr. P. R. Chandrasekar (DIN 02251080)	Director	Independent Non-Executive	Nil
Mr. Milind Sarwate (DIN 00109854)	Director	Independent Non-Executive	Nil

best practices, the Company is moving ahead in its pursuit of excellence in corporate governance. The Code of conduct of Board of Directors and senior management personnel are available on the website of the Company at <http://hexaware.com/investors/>

The Company voluntarily complies with most of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") even after delisting of the Company w.e.f November 9, 2020.

## 2 Board of Directors:

### 2.1 Composition and category of Directors:

The composition of the Board of Directors of the Company represents an optimum combination of professionalism, knowledge and experience. The Board comprises of nine (9) Directors as on December 31, 2021. Of these, Eight Directors are Non- Executive and two amongst them are Independent Directors. Mr. Rajeev Kumar Mehta was the Chairman w.e.f. January 1, 2021 till November 10, 2021. Mr. Neeraj Bharadwaj was the Chairman as on December 31, 2021.

The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Section 149 of the Companies Act, 2013.

1. Mr. Rajeev Mehta, Mr. Atul Nishar, Mr. Jimmy Mahtani, Mr. Kosmas Kalliarekos and Ms. Madhu Khatri resigned as Directors w.e.f. November 10, 2021.
2. Mr. Neeraj Bharadwaj, Ms. Sandra Horbach, Mr. Patrick McCarter, Mr. Julius Genachowski, Mr. Kapil Modi, Ms. Lucia Soares were appointed as Director w.e.f. November 10, 2021.
3. The second term of Independent Director, Mr. P R Chandrasekar ended on December 31, 2021 and he ceased to be a Director of the Company.
4. Mr. Michael Bender has been appointed as a Non Independent and Non Executive Director as well as Chairman of the Board w.e.f. February 7, 2022 and Mr. Joseph McLaren Quinlan as an Independent Non Executive Director w.e.f. February 7, 2022.

## 2.2 Attendance of each Director at the Board Meetings, the last Annual General Meeting and number of other Directorship or committees in which a Director is a member or Chairperson:

The attendance of the Directors at the Board Meeting and the Annual General Meeting held during the year 2021 was as follows:

Directors	Board meetings held during the tenure of Director	Board meetings attended during the year	Whether attended last AGM	Directorship of other Indian Public Companies	Board Committee Membership/ (Chairmanship)	Directorship of other listed entity (Category of Directorship)
Mr. Atul K. Nishar	5	4	Yes	N.A.	N.A.	N.A.
Mr. R. Srikrishna	6	6	Yes	NIL	NIL	NIL
Mr. Jimmy Mahtani	5	4	Yes	N.A.	N.A.	N.A.
Mr. Kosmas Kalliarekos	5	3	No	N.A.	N.A.	N.A.
Mr. P. R. Chandrasekar	6	4	Yes	N.A.	N.A.	N.A.
Mr. Milind Sarwate	6	6	Yes	8	10 (5)	Mahindra & Mahindra Financial Services Ltd., Matrimony.com Ltd., Metropolis Healthcare Limited, SeQuant Scientific Limited, Asian Paints Ltd.
Ms. Madhu Khatri	5	5	Yes	N.A.	N.A.	N.A.
Mr. Rajeev Mehta	5	4	N.A.	N.A.	N.A.	N.A.
Mr. Neeraj Bharadwaj	2	2	N.A.	N.A.	N.A.	Sequent Scientific Limited
Mr. Kapil Modi	2	2	N.A.	N.A.	N.A.	PNB Housing Finance Limited
Ms. Lucia Soares	2	2	N.A.	N.A.	N.A.	N.A.
Mr. Patrick McCarter	2	1	N.A.	N.A.	N.A.	N.A.
Ms. Sandra Horbach	2	1	N.A.	N.A.	N.A.	N.A.
Mr. Julius Genachowski	2	1	N.A.	N.A.	N.A.	N.A.

Notes:

1. None of the Directors of the Company hold membership of more than ten Committees nor is a Chairperson of more than five committees, across all companies of which he / she is a director. Necessary disclosures regarding Committee positions in other Indian public companies as at December 31, 2021 have been made by the Directors.
2. The committees considered for the above purpose are Audit Committee and Stakeholders Relationship Committee.
3. Video Conferencing facilities are also used to facilitate directors who are travelling / residing abroad or at other locations to participate in the meetings and are counted for the purpose of attendance.  
Information on Directorship of other Indian Public Companies, Board Committee Membership and Directorship of other Listed Companies is not applicable for Mr. Atul Nishar, Mr. Jimmy Mahtani, Mr. Kosmas Kalliarekos, Ms. Madhu Khatri, Mr. Rajeev Mehta as they all resigned as Directors w.e.f. November 10, 2021 and also not applicable for Mr. P R Chandrasekar, as his term ended on December 31, 2021 and he ceased to be a Director.
4. Number of meetings of the Board of Directors held and dates of the Board Meeting held:



The Company holds at least four Board meetings in a year, one in each quarter inter-alia to review the financial results of the Company. The gap between the two Board Meetings does not exceed one hundred and twenty days. Apart from the four scheduled Board Meetings, additional Board Meetings are also convened to address specific requirements of the Company. Urgent matters are also approved by the Board by passing resolutions through circulation. Every Director on the Board is free to suggest any item for inclusion in the agenda for the consideration of the Board. All the departments in the Company communicate to the Company Secretary well in advance, matters requiring approval of the Board / Committees of the Board to enable inclusion of the same in the agenda for the Board / Committee meeting(s). The important decisions taken at the Board / Committee meetings are promptly communicated to the concerned departments. Pursuant to Secretarial Standard, draft minutes and signed minutes of the previous Meeting are circulated within the prescribed time. Action taken report arising out of previous meeting is placed at the succeeding meeting of the Board / Committee.

During the year, six Board Meetings were held respectively on February 11, 2021, April 27, 2021, July 29, 2021, October 18, 2021, November 10, 2021 and December 16, 2021.

The necessary quorum was present for all the meetings.

The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company at <http://hexaware.com/investors/>

During the year a separate meeting of the Independent Directors was held on December 21, 2021 to review the performance of Non-Independent Directors, Chairperson and the Board as a whole.

The Board periodically reviews compliance reports of all laws applicable to the Company.

### **2.3 Relationship between the Directors inter-se:**

The Board comprises of combination of Independent, Non-Executive and Executive Director. None of the Directors have any relationship with other Directors. Mr. Neeraj Bharadwaj, Ms. Sandra Horbach, Mr. Patrick McCarter, Mr. Julius Genachowski, Mr. Kapil Modi, Ms. Lucia Soares are representatives of Holding Company (promoters).

### **2.4 Number of shares and convertible instruments held by Non-Executive Directors:**

The details of shares held by the Non-Executive Directors are already given under 2.1 above. The Company has not issued any type of Convertible instruments to Non-Executive Directors.

### **2.5 Familiarization programme of Independent Director of the Company:**

In order to enable the Directors to fulfil the governance role, comprehensive presentations are made on business updates, business models, risk minimization procedures, new initiatives by the Company. Changes in domestic/overseas industry scenario including their effect on the Company, statutory matters are also presented to the Directors during the Board Meetings. The Board Meetings are generally conducted for 6 to 8 hours and Board Meetings were held on February 11, 2021, April 27, 2021, July 29, 2021, October 18, 2021, November 10, 2021 and December 16, 2021. The familiarization programmes of Independent Directors of the Company is available on the website of the Company at the following link <http://hexaware.com/investors/>

### **2.6 The Board identified the following skills/expertise/competencies fundamentals for effective functioning of the Company which are currently available with the Board:**

#### **Wide management and leadership experience:**

Wide management and leadership experience including in areas of strategic planning, business development, mergers and acquisitions etc. focusing on strong business development both organic and in-organic way.

#### **Technology :**

Experience in information technology business, technology consulting and operations, emerging areas of technology, technical background to understand future technological trends and to focus on innovations and develop new business model.

#### **Corporate governance:**

Experience in developing governance practices, serving the best interest of all stakeholders, effective long- term stakeholders engagement, developing and maintaining high corporate values and ethics.

#### **Global business:**

Understanding of global business dynamics across various geographical markets, industry verticals and regulatory jurisdictions.

#### **Personal values and integrity :**

Personal characteristics matching the Company's values, such as integrity, accountability, and high performance standards. Board has gender, age and ethnic diversity, which leads to better Board outcomes.

### 3 Audit Committee:

The Audit committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013.

The primary objective of the committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The committee oversees the work carried out in the financial reporting process by the Management, the internal auditors and the statutory auditors, the safeguards employed by each of them.

The Company has framed the mandate and working procedures of the Audit Committee defining therein the Role, Membership, powers, meeting procedures etc.

#### 3.1 Composition, name of Members and Chairman:

The Audit Committee of the Company comprised of the following members at the start of the year: Mr. Milind Sarwate (Chairman), Mr. P R Chandrasekar, Mr. Jimmy Mahtani, Mr. Rajeev Mehta and Ms. Madhu Khatri all being Non-Executive Directors and four of them being Independent Directors. On change of control, Audit Committee was reconstituted w.e.f. November 10, 2021.

The Audit Committee of the Company as on December 31, 2021 after its reconstitution on November 10, 2021 comprised of the following members: Mr. Milind Sarwate (Chairman), Mr. P R Chandrasekar, Mr. Neeraj Bharadwaj all being Non-Executive Directors and two of them being Independent Directors.

The term of Independent Director, Mr. P R Chandrasekar ended on December 31, 2021 and he ceased to be Director. Mr. Joseph McLaren Quinlan was appointed as a member of the committee w.e.f. February 7, 2022.

All members of the Audit Committee have accounting and financial management knowledge.

The Chief Financial Officer, the Partner / Representative of the Statutory Auditors and the Internal Auditors are some of the invitees to the Audit Committee. The Company Secretary of the Company acts as the secretary to the Committee.

During the year, the Audit Committee met five times respectively on February 10, 2021, April 26, 2021, June 14, 2021, July 28, 2021 and October 18, 2021. The necessary quorum was present at the meetings.

Mr. Milind Sarwate, the Chairman of Audit Committee had attended the Annual General Meeting held on April 22, 2021 and answered the queries raised by the shareholders.

The attendance record of the members is as per the table given in point 3.3

#### 3.2 Broad terms of reference:

The terms of reference of the Audit Committee are as follows:

1. Oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial information is true and fair;
2. Recommendation for appointment, remuneration and terms of appointment of both statutory as well as internal auditors of the Company;
3. Approval of payment to statutory and internal auditors for any other services rendered by them;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board of Directors for approval, with particular reference to
  1. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
    - a. Changes, if any, in accounting policies and practices and reasons for the same;
    - b. Major accounting entries involving estimates based on the exercise of judgment by management;
    - c. Significant adjustments made in the financial statements arising out of audit findings;
    - d. Compliance with listing and other legal requirements relating to financial statements;
    - e. Disclosure of any related party transactions;
    - f. Modified opinion (s) in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
7. Approval or any subsequent modification of transactions of the Company with related parties;
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the Company, wherever it is necessary;
10. Evaluation of internal financial controls and risk management systems;
11. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;



12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. Discussion with internal auditors of any significant findings and follow up there on;
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
17. To review the functioning of the Whistle Blower mechanism;
18. Approval of appointment of Chief Financial officer after assessing the qualifications, experience and background, etc. of the candidate;
19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

### 3.3 Meetings and Attendance during the year 2021:

Name of the Director	Category	No. of meetings held during the tenure	Meetings Attended
Mr. Milind Sarwate - Chairman	Independent	5	5
Mr. P R Chandrasekar*	Independent	5	5
Ms. Madhu Khatri	Independent	5	5
Mr. Jimmy Mahtani	Non-Independent	5	4
Mr. Rajeev Kumar Mehta	Independent	5	4
Mr. Neeraj Bharadwaj	Non-Independent	-	-

The term of Independent Director, Mr. P R Chandrasekar ended on December 31, 2021

## 4 Nomination and Remuneration Committee:

### 4.1 Brief description and terms of reference:

The Company has framed the mandate and working procedures of the committee as required under Section 178 of Companies Act, 2013 defining therein the Role, Membership, meeting procedures etc.

The role of the Nomination & Remuneration Committee shall include the following :-

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees.
- (2) Formulation of criteria for evaluation of performance of Independent Directors and the board of directors.
- (3) Devising a policy on diversity of board of directors.
- (4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

- (5) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- (6) Recommend to the board, all remuneration, in whatever form, payable to senior management.

### 4.2 Composition, name of members and chairperson:

The Nomination and Remuneration Committee of the Company comprised of the following members till its reconstitution on November 10, 2021 on change of control: Mr. P R Chandrasekar (Chairman), Mr. Kosmas Kalliarekos, Mr. Jimmy Mahtani, Mr. Rajeev Mehta and Ms. Madhu Khatri all being Non-Executive Directors and three being Independent Directors.

The Nomination and Remuneration Committee of the Company comprised of the following members w.e.f November 10, 2021 and as at December 31, 2021:

Mr. Patrick McCarter – Chairman, Mr. Milind Sarwate, Mr. P R Chandrasekar and Mr. Neeraj Bharadwaj, all Non Executive Directors and two being Independent Directors.

The term of Independent Director, Mr. P R Chandrasekar ended on December 31, 2021 and he ceased to be Director. Mr. Joseph McLaen Quinlan was appointed as a member of the committee w.e.f. February 7, 2022.



### 4.3 Meeting and attendance during the year 2021:

During the year, the Nomination & Remuneration Committee met 4 (four) times that is on February 10, 2021, April 26, 2021, July 28, 2021 and November 10, 2021. Necessary quorum was present at the meeting. The attendance record is as per the table given below:

Name of the Director	Category	No. of meetings held during the tenure	Meetings Attended
Mr. P. R Chandrasekar* (Chairman till November 10, 2021)	Independent	4	4
Ms. Madhu Khatri	Independent	4	4
Mr. Kosmas Kalliarekos	Non-Independent	4	2
Mr. Jimmy Mahtani	Non-Independent	4	4
Mr. Rajeev Kumar Mehta	Independent	4	4
Mr. Patrick McCarter (Chairman from November 10, 2021)	Non-Independent	-	-
Mr. Neeraj Bharadwaj	Non-Independent	-	-

\*The term of Independent Director, Mr. P R Chandrasekar ended on December 31, 2021.

### 4.4 Performance evaluation criteria:

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual Directors. Schedule IV to the Companies Act, 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The performance of the Board is evaluated after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees is evaluated. after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Chairman of the Board / the Nomination and Remuneration Committee ("NRC") review the performance of the individual directors on the basis of the criteria approved by the Board.

The performance of Independent Director is evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as Independence, effectiveness performance, information and functioning, etc.

In a separate meeting of Independent Directors held on December 21, 2021, performance of Non-Independent directors, performance of the Board as a whole and performance of the Chairman was evaluated.

## 5 Remuneration of Directors:

### 5.1 Remuneration Policy:

The Company has adopted and implemented the provisions of Section 178 of the Companies Act, 2013 on the requirement of the Nomination & Remuneration Committee to recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

The remuneration payable to Executive Director and Chief Executive Officer shall be arrived after taking into account the Company's overall performance, their contribution for the same and trends in the industry in general, in a manner which will ensure and support a high performance culture.

The remuneration payable to Directors, Key Managerial Personnel and Senior Management person will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals. The compensation may include Employee Stock Options or other similar equity instruments as may be approved by the Committee.

Non-Executive Directors of the Company shall be paid a sitting fee for attending meetings of the Board and Committees. The Non Executive Directors are also paid commission upto an aggregate amount not exceeding 1% of the net profits of the Company for the relevant financial year.

it is proposed to the shareholders to increase the limit of payment of remuneration to Non-executive Directors upto 3% of the net profits of the Company at the forthcoming annual general meeting.



## 5.2 Details of pecuniary relationship or transactions of the Non- Executive Directors with the Company during the year 2021:

Sr. No.	Name of Director	Commission (₹ in Million)	Sitting Fees (₹ in Million)	ESOP
1.	Mr. Atul Nishar	NIL	NIL	NIL
2.	Mr. Jimmy Mahtani	NIL	NIL	NIL
3.	Mr. Kosmas Kalliarekos	NIL	NIL	NIL
4.	Mr. P. R. Chandrasekar	7.40	0.30	NIL
5.	Mr. Milind Sarwate	7.40	0.30	NIL
6.	Ms. Madhu Khatri	6.36	0.34	NIL
7.	Mr. Rajeev Mehta	6.36	0.26	NIL
8.	Mr. Neeraj Bharadwaj	NIL	NIL	NIL
9.	Ms. Sandra Horbach	NIL	NIL	NIL
10.	Mr. Patrick McCarter	NIL	NIL	NIL
11.	Mr. Julius Genachowski	NIL	NIL	NIL
12.	Mr. Kapil Modi	NIL	NIL	NIL
13.	Ms. Lucia Soares	NIL	NIL	NIL

## 5.3 Criteria of making payments to Non-Executive Directors:

The Company pays Sitting Fees of (a) ₹ 20,000/- per meeting to its Independent Directors for attending meetings of the Board and (b) ₹ 20,000/- per meeting for attending meetings of Committees of the Board.

For the year 2021 payment of commission was made to the Independent Directors Mr. P R Chandrasekar, Mr. Milind Sarwate, Ms. Madhu Khatri, Mr. Rajeev Mehta based on their terms of appointment on proportionate basis. The Company also reimburses the out-of- pocket expenses incurred by the Directors for attending meetings.

No payment by way of bonus, pension, incentives, stock options etc. was made to Non-Executive Directors.

At the Board Meeting held on February 9, 2022, the Board of Directors approved the increase in payment of sitting fees to the non-executive directors from ₹ 20,000 to ₹ 1,00,000 for attending each meeting of the Board and committees.

## 5.4 Disclosure with respect to remuneration of Mr. R Srikrishna, CEO & Executive Director:

	₹ mn
Short term employee benefits	44.38
Post employee benefits	0.15
Share based payment	15.54

Above does not include remuneration paid by overseas subsidiary ₹ 238,258,299 (238.26 Mn)

On July 28, 2021, 125,984 Restricted Stock Units (RSUs) were granted at a price of ₹ 2/- to Mr. R Srikrishna, CEO & Executive Director under the Employee Stock Option Scheme 2015 exercisable into equal number of equity shares of the Company, which shall vest after one year.

## 6 Stakeholders Relationship Committee:

This Committee is constituted in compliance with Section 178 of the Companies Act, 2013. The Stakeholders Relationship Committee is responsible for resolving investor's complaints pertaining to share transfers, non-receipt of annual reports, dividend payments, issue of duplicate share certificates, transmission of shares and other shareholder related queries, complaints etc. The scope of committee includes the following:

- Resolving investor's complaints and strengthening of investor relations
- Monitoring and reviewing service functioning of Registrar and Transfer Agents
- Review process of share transfers, non-receipt of annual reports, Dividend payments, issue of duplicate share certificates, transmission of shares and other shareholder related queries, complaints etc.

### Shareholders Services:

For the purpose of facilitating the shareholders, the Company has posted on its website detailed services for the Shareholders and other information related to the following:

- a) Procedure for Dematerialisation of shares;
- b) Procedure for transmission of shares;
- c) Change of address;
- d) Dividend;
- e) Nomination Facility;
- f) Loss of Share Certificates;
- g) Rights as a Shareholder;
- h) Registrar / Share Transfer Agent;

- i) Details of Compliance officer / Designed official responsible for assisting and handling investor grievances;
- j) Contact details of Key Managerial Personnel authorised to determine the materiality of an event or information;
- k) Investor Education and Protection Fund details;
- l) Details of Nodal Officer

### 6.1 Composition, meeting and attendance of the Committee meetings:

The Stakeholders Relationship Committee of the Company till its reconstitution on November 10, 2021 comprised of the following members: Mr. Atul Nishar (Chairman), Mr. Jimmy Mahtani, Mr. P R Chandrasekar and Mr. Rajeev Kumar Mehta

The attendance record for the year 2021 is as per the table given below:

Name of the Director	Category	No. of meetings held during the tenure of Director	Meetings Attended
Mr. Atul Nishar (Chairman till November 10, 2021)	Non – Independent	1	1
Mr. Jimmy Mahtani	Non – Independent	1	1
Mr. P R Chandrasekar	Independent	1	1
Mr. Rajeev Kumar Mehta	Independent	1	1
Mr. Julius Genachowski (Chairman w.e.f November 10, 2021)	Non – Independent	-	-
Mr. Kapil Modi	Non – Independent	-	-

### 6.2 Name and designation of Compliance officer and Nodal Officer for IEPF Compliances:

<b>Name of the Company Secretary and the Compliance Officer, Nodal Officer for IEPF Compliances</b>	Mrs. Gunjan Methi
<b>Address</b>	Building No. 152, Millennium Business Park, Sector III, "A" Block, TTC Industrial Area, Mahape, Navi Mumbai - 400 710.
<b>Contact telephone</b>	+91 22 6791 9595
<b>E-mail</b>	<a href="mailto:gunjanm@hexaware.com">gunjanm@hexaware.com</a>

### 6.3 Summary of Shareholders Complaints:

<b>Number of Complaints received</b>	15
<b>Number of Complaints not solved to the satisfaction of Shareholders</b>	Nil
<b>Number of Pending Complaints</b>	Nil

## 7 CSR Committee:

The Corporate Social Responsibility Committee of the Company comprised of following members at the start of the year : Ms. Madhu Khatri – Chairperson, Mr. Milind Sarwate, Mr. Atul Nishar and Mr. Jimmy Mahtani. The committee was reconstituted w.e.f. November 10, 2021 on change of control with the following members who were the members

all being Non-Executive Directors and two of them being Independent Director.

On change of control w.e.f. November 10, 2021 and as on December 31, 2021 following directors were members of the committee : Mr. Julius Genachowski – Chairman, Mr. P. R. Chandrasekar and Mr. Kapil Modi.

The term of Independent Director, Mr. P R Chandrasekar ended on December 31, 2021 and he ceased to be Director. Mr. Michael Bender was appointed as a member of the committee w.e.f. February 7, 2022.

During the year, the Stakeholders Relationship Committee met 1 (one) time that is on February 10, 2021.

Necessary quorum was present at the meeting.

of the Committee as on December 31, 2021 also: Mr. Julius Genachowski – Chairman, Mr. P. R. Chandrasekar and Mr. Kapil Modi all being Non-Executive Directors.

The term of Independent Director, Mr. P R Chandrasekar ended on December 31, 2021 and he ceased to be Director. Mr. Joseph McLaren Quinlan was appointed as a member of the committee w.e.f. February 7, 2022.



The scope of the committee is to :

- (a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013;
- (b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- (c) monitor the Corporate Social Responsibility Policy of the Company from time to time.

The committee oversees the CSR activities and execution of initiatives approved by the Board. The CSR policy of the Company is available on our website <http://hexaware.com/investors/>.

Meeting and attendance during the year 2021:

During the year, the Corporate Social Responsibility Committee met 3 (Three) times that is on February 10, 2021, April 26, 2021, and August 4, 2021.

Necessary quorum was present at the meeting.

The attendance record for the year 2021 is as per the table given below:

Name of the Director	Category	No. of meetings held during the tenure of Director	Meetings Attended
Ms. Madhu Khatri (Chairperson till November 10, 2021)	Independent	3	3
Mr. Milind Sarwate	Independent	3	3
Mr. Atul Nishar	Non-Independent	3	2
Mr. Jimmy Mahtani	Non-Independent	3	3
Mr. Julius Genachowski (Chairman w.e.f November 10, 2021)	Non-Independent	-	-
Mr. Kapil Modi	Non-Independent	-	-

## 8 Other Committees:

There are no Committees other than four Committees mentioned above.

involves risk identification, assessment and risk mitigation planning for strategic, operational, financial and compliance related risks across various levels of the organisation.

## 9 Risk Management:

The Company has well defined Enterprise Risk Management (ERM) framework in place. The primary objective of ERM function is to implement a framework that augments risk response decisions and reduce surprises. ERM programme

The Board of Directors and senior management team assess the operations and operating environment to identify potential risks and take necessary mitigation actions.

Detailed note on Risk Management is given in the Management Discussion and Analysis Report.

## 10 General Body Meetings:

### Location, date and time where the last three Annual General Meetings were held:

Financial year	General Meeting	Location	Date	Time	Particulars of special resolution passed
2020	28 <sup>th</sup> Annual General Meeting	Online via video conferencing / other audio visual means ("VC/OAVM")	Thursday, April 22, 2021.	9:00 a.m.	No Special Resolution was Passed.
2019	27 <sup>th</sup> Annual General Meeting	Online via video conferencing / other audio visual means ("VC/OAVM")	Saturday, July 4, 2020.	9:00 a.m.	1. Payment to non-whole time director.
2018	26 <sup>th</sup> Annual General Meeting	Walchand Hirachand Hall, 4 <sup>th</sup> Floor, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020.	Tuesday, April 23, 2019.	3:30 p.m.	1. Re-appointment of Mr. P R Chandrasekar as a Non-Executive Independent Director 2. Adoption of New Articles of Association

All special resolutions set out in the notices for the AGMs were passed by the shareholders at the respective meetings with requisite majority.

### 11. Means of Communication:

We have established procedures to disseminate, in a planned manner, relevant information to our shareholders, analysts, employees and the society at large.

- (a) The Company's audited financial results, press releases are posted on the Company's website - [www.hexaware.com](http://www.hexaware.com)
- (b) The Notices pertaining to Record Date for Dividend and Shares liable to be transferred to IEPF were published in Business Standard in English and Navshakti in Marathi.

### 12. General Shareholder information:

#### 12.1 Twenty Ninth Annual General Meeting:

Date	26 <sup>th</sup> April, 2022
Time	9:00 a.m.
Venue	Online Via Video Conference and Other Audio Visual Means

#### 12.4 Registrar and Share Transfer Agent:

In order to attain speedy processing and disposal of share transfers and other allied matters, the Board has appointed M/s. KFin Technologies Limited as the Registrar and Share Transfer Agent of the Company. Their complete postal address is as follows:

**KFin Technologies Limited**  
**Unit: Hexaware Technologies Limited**

Corporate office:	Investor Relation Centre:
Karvy Selenium, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 Contact details: Toll free Tel.No.: 1- 800-309-4001 Email: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Website: <a href="https://kfintech.com">https://kfintech.com</a> or <a href="https://ris.kfintech.com/">https://ris.kfintech.com/</a>	24 B, Rajabhadur Mansion, Ground Floor, Amabalal Doshi Marg, Fort, Mumbai - 400 023. Tel: 022 66235454 Email : <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Website : <a href="https://kfintech.com">https://kfintech.com</a> or <a href="https://ris.kfintech.com">https://ris.kfintech.com</a>

#### 12.5 Share Transfer system:

The trading in Equity Shares of the Company is disabled as the Company is delisted w.e.f. November 9, 2020. Transfer of shares happens only in dematerialised form.

#### 12.2 Financial Calendar for the year 2021:

Financial year	January 1, 2021 to December 31, 2021
Dividend Payment	1 <sup>st</sup> Interim Dividend was paid on May 14, 2021 @ ₹ 2.50 per share (125%) which may be confirmed by the shareholders at the ensuing Annual General Meeting. 2 <sup>nd</sup> Interim Dividend was paid on August 17, 2021 @ ₹ 2.00 per share (100%) which may be confirmed by the shareholders at the ensuing Annual General Meeting.

#### 12.3 Financial reporting (tentative and subject to change)

December 31, 2022 Annual General Meeting for the year ending December 31, 2022	By February 28, 2023 On or before June 30, 2023
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## 12.6 Distribution of Shareholding:

As on December 31, 2021

No. of Equity Shares held	No. of Shareholders	% of Shareholders	Total No. of Shares held	% of Shareholding
1 – 500	46023	95.16	4594464	1.52
501 – 1000	1530	3.16	1125953	0.37
1001 – 2000	499	1.03	738491	0.24
2001 - 3000	95	0.20	241065	0.08
3001 - 4000	53	0.11	188770	0.06
4001 - 5000	26	0.05	121148	0.04
5001 - 10000	52	0.11	393890	0.13
10001 & above	85	0.18	294209478	97.56
<b>TOTAL</b>	<b>48363</b>	<b>100.00</b>	<b>301613259</b>	<b>100.00</b>

## 12.7 Categories of Shareholding (as on December 31, 2021):

Sr. No.	Category of Holder	No. of Shares	% of Equity
1.	Promoters Holdings	288,068,041	95.51
2.	Mutual funds/ UTI	3,840	00.00
3.	Banks/ Financial Institutions/ Insurance Companies (Central/ State Govt. Institutions/ Non-Govt. Institutions)	3,854	0.00
4.	FII/ FPI	75,889	00.03
5.	Others:		
	- Private Corporate Bodies	167,187	0.06
	- Indian Public	1,0171,440	3.37
	- NRIs / Foreign Nationals / OCBs	3,119,512	1.03
	- Trust	2,100	0.00
	- NBFCs	450	0.00
	- Clearing Members	946	0.00
	<b>Sub Total</b>	<b>13,461,635</b>	<b>4.46</b>
	<b>TOTAL</b>	<b>301,613,259</b>	<b>100.00</b>

Pledge of Shares: The promoters have not pledged their shareholding in Hexaware as on December 31, 2021.

## 12.8 Dematerialisation of Shares and liquidity:

### Procedure for dematerialisation of shares:

Shareholders seeking demat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificate to Registrar and Share Transfer Agent ("the Registrar") of the Company. Upon receipt of the request and share certificate, the Registrar will verify the same. Upon verification, the Registrar will request National Securities Depository Ltd. (NSDL)/Central Depository Services (India) Ltd. (CDSL) to confirm the demat request. The demat account of the respective shareholder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

99.48 % of the issued capital of your Company has been dematerialised up to December 31, 2021.

### Go Green initiative:

Pursuant to Section 101 of Companies Act, 2013 read with rules made thereunder, the Company is allowed to send documents such as the Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. to the members in electronic form at the email address provided by the members and made available to the Company by the Depository/ Registrar & Share Transfer Agent (RTA). Shareholders are requested to register their e-mail id with RTA / Depository to enable the Company to send the documents in electronic form or inform the Company in case they wish to receive the above documents in paper mode.

## 12.9 Outstanding GDR / Warrants and Convertible bonds, conversion date and likely impact on the equity:

12.9.1 No outstanding GDRs as on December 31, 2021.

12.9.2 Warrants / Options:

Total number of Restricted Stock Units outstanding under the ESOP 2008 and 2015 Schemes are 26,65,890. These RSU holders are entitled to get allotted one Equity Share of ₹ 2/- each at a exercise price of ₹ 2/-. The RSUs shall vest based on performance parameters as decided by the Committee.

Assuming all the Options granted, under the ESOP Schemes of the Company, which, would vest, be exercised and converted

into Equity shares of the Company, the total number of Equity shares would increase by 26,65,890 of ₹ 2/- each.

## 12.10 Commodity price risk or Foreign exchange risk and hedging activities:

The Company earns sizable revenue in foreign currency which exposes it to exchange rate fluctuation risks.

The Company monitors currency movements closely and follows a structured hedging program approved by the Board.

The Company has systematic hedging policy approved by the Committee of Board and it has been effective in protecting the risk.

## 12.11 Plant Locations (Hexaware Technologies Limited, India) :

Registered Office & Offshore Development Center	152, Millennium Business Park, Sector III, 'A' Block, TTC Industrial Area, Mahape, Navi Mumbai - 400 710.	Navi Mumbai
Offshore Development Center	1, Millennium Business Park, Sector III, TTC Industrial Area, Mahape, Navi Mumbai - 400 710.	Navi Mumbai
Offshore Development Center	Unit No. I, Block No.01, Q1, 9 <sup>th</sup> Floor, M/s. Loma Co-Developers 1 Pvt Ltd, Plot No.Gen-4/1, TTC Industrial Area, Thane-Belapur Road, Ghansoli, Navi Mumbai 400 710.	Navi Mumbai
Offshore Development Center	Unit No. I, Block No.01, Q1, 6 <sup>th</sup> and 7 <sup>th</sup> Floor, M/s. Loma Co-Developers 1 Pvt Ltd, Plot No.Gen-4/1, TTC Industrial Area, Thane-Belapur Road, Ghansoli, Navi Mumbai 400 710.	Navi Mumbai
Offshore Development Center	Unit – 1, Ground Floor, 2 <sup>nd</sup> Floor And Amenity Area of North Wing, Risk Technologies International Limited, MIDC-SEZ, Plot No. 19, Rajiv Gandhi Infotech Park, Phase III, Hinjewadi, Pune – 411 057.	Pune
Offshore Development Center	Unit – 2, 1 <sup>st</sup> Floor And Amenity Area of North Wing, Risk Technologies International Limited, MIDC-SEZ, Plot No. 19, Rajiv Gandhi Infotech Park, Phase III, Hinjewadi, Pune – 411 057.	Pune
Offshore Development Center	Unit-3, 3 <sup>rd</sup> Floor of North Wing, 1 <sup>st</sup> & 2 <sup>nd</sup> Floor of South Wing, Risk Technologies International Limited, MIDC-SEZ, Plot No.19, Rajiv Gandhi Infotech Park, Phase-III, Hinjewadi, Pune - 411057.	Pune
Offshore Development Center	Plot No.19, Rajiv Gandhi Infotech Park, Phase-III, MIDC-SEZ, Hinjewadi 411 057 (SEZ), Pune.	Pune
Offshore Development Center	SIPCOT IT Park, Navalur Post, Siruseri - 603 103.	Chennai
Offshore Development Center	11 <sup>th</sup> Floor, Crescent – 2, Prestige Shanthiniketan ITPL Main Road, Bengaluru – 560 048.	Bengaluru
Offshore Development Center	1 <sup>st</sup> Floor, Building No.7, M/s. Seaview Developers Pvt. Ltd., IT/ITES SEZ, Plot No. 20 & 21, Sector - 135, Noida – 201 304, Uttar Pradesh	Noida
Hexaware BPS :	Bldg. No 3, Sector - II, Millennium Business Park, A Block, TTC Industrial Area, Mahape, Navi Mumbai - 400 710.	Navi Mumbai
Hexaware BPS :	157, Millennium Business Park, Sector III, TTC Industrial Area, Mahape, Navi Mumbai - 400 710.	Navi Mumbai
Hexaware BPS	Unit No.8, Block No.01, Q1, 8 <sup>th</sup> Floor, M/s. Loma Co-Developers 1 Pvt Ltd, Plot No.Gen-4/1, TTC Industrial Area, Thane-Belapur Road, Ghansoli, Navi Mumbai 400 710.	Navi Mumbai
Hexaware BPS :	Unit No.2, Block No.01, Q1, 6 <sup>th</sup> & 7 <sup>th</sup> Floor, M/s. Loma Co-Developers 1 Pvt Ltd, Plot No.Gen-4/1, TTC Industrial Area, Thane-Belapur Road, Ghansoli, Navi Mumbai 400 710.	Navi Mumbai
Hexaware BPS :	Lower Ground floor and Ground floor, South block, Phase III, Hinjewadi, Rajiv Gandhi Infotech Park, Pune 411 057.	Pune
Hexaware BPS :	Survey no (Part) 38, 39,41,42 and 43 in village Khapri & Dahegoan, MIHAN, SEZ - MADC, Nagpur - 441 108, Maharashtra.	Nagpur
Hexaware BPS :	IG-3 Infra Ltd – SEZ, Chennai – Module 5, IT Park, Pallavaram – Thoraipakkam, 200 Ft Rd., Thoraipakkam, Chennai – 600 097. Tamilnadu.	Chennai



Hexaware BPS :	IG-3 Infra Ltd – SEZ, Chennai – 1, Module 6, IT Park, Pallavaram – Thoraipakkam, 200 Ft Rd., Thoraipakkam, Chennai – 600 097. Tamilnadu.	Chennai
Hexaware BPS :	5 <sup>th</sup> Floor, Fayola Towers, S.No-56/3A, 200 Feet Road, Pallikaranai, Chennai -600 100.	Chennai
Hexaware BPS :	IG-3 Infra Ltd – SEZ, Chennai, Module 1 & 2, IT Park, Pallavaram – Thoraipakkam, 200 Ft Rd., Thoraipakkam, Chennai – 600 097. Tamilnadu.	Chennai
Hexaware BPS :	A-3, Elysium Central, Puliyakulam Road, Ramanathapuram, Coimbatore - 641045. Tamilnadu.	Coimbatore

## 12.12 Fitch Ratings has assigned Long-Term Foreign- and Local-Currency Issuer Default Ratings (IDR) of 'BB-'.

## 12.13 Transfer of unclaimed dividend to Investor Education and Protection Fund:

Pursuant to the provisions of Companies Act, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account, is required to be transferred by the Company to the Investor Education and Protection Fund ('IEPF'), established by the Central Government under the provisions of the Companies Act. Shareholders are advised to claim the un-encashed dividend lying in the unpaid dividend account of the Company before the due date. A sum of ₹ 4,38,75,274/- has been transferred to the Investor Education and Protection Fund in the year 2021 towards unclaimed/ unpaid dividend for the year 2013 and 2014.

Given below are the dates of declaration of dividend, corresponding last date for claiming unclaimed dividends and the same is due for transfer to IEPF on next day.

Date of declaration of dividend	Dividend for the year	Last date for Claiming unpaid Dividend
April 29, 2015 (Q1 Interim - 2015)	2015	June 4, 2022
August 4, 2015 (Q2 Interim - 2015)	2015	September 9, 2022
November 3, 2015 (Q3 Interim - 2015)	2015	December 9, 2022
February 3, 2016 (Q4 Interim - 2015)	2015	March 11, 2023
May 4, 2016 (Q1 Interim - 2016)	2016	June 10, 2023
July 28, 2016 (Q2 Interim- 2016)	2016	September 02, 2023
October 25, 2016 (Q3 Interim - 2016)	2016	November 30, 2023
February 7, 2017 (Q4 Interim - 2016)	2016	March 14, 2024
April 24, 2017 (Q1 Interim – 2017)	2017	May 29, 2024
July 31, 2017 (Q2 Interim – 2017)	2017	September 4, 2024
November 01, 2017 (Q3 Interim–2017)	2017	December 6, 2024
February 07, 2018 (Q4 Interim–2017)	2017	March 14, 2025
May 3, 2018 (Q1 Interim – 2018)	2018	June 7, 2025
July 24, 2018 (Q2 Interim – 2018)	2018	August 28, 2025
October 24, 2018 (Q3 Interim – 2018)	2018	November 28, 2025
January 30, 2019 (Q4 Interim – 2018)	2018	March 6, 2026
April 24, 2019 (Q1 Interim -2019)	2019	May 29, 2026
August 8, 2019 (Q2 Interim – 2019)	2019	September 12, 2026
October 23, 2019(Q3 Interim – 2019)	2019	November 27, 2026
June 23, 2020 (Q1 Interim - 2020)	2020	July 29, 2027
July 4, 2020 (Final Dividend 2019)	2019	August 09, 2027
July 28, 2020 (Q2 – Interim 2020)	2020	September 02, 2027
February 11, 2021 (3RD Interim Dividend 2020)	2020	March 19, 2028
April 27, 2021 (1 <sup>st</sup> Interim Dividend 2021)	2021	June 02, 2028
July 29, 2021 (2 <sup>nd</sup> Interim Dividend 2021)	2021	September 03, 2028

Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules, 2016), amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years in the name of IEPF Suspense Account. The details of unpaid / unclaimed dividend and number of shares liable to be transferred are available on our website: [www.hexaware.com](http://www.hexaware.com)

During the Year 106,278 shares were transferred to IEPF Account with NSDL. The Company has set aside unclaimed and unpaid Dividend amount of shareholders in a separate bank account that could not be transferred to Investor Education and Protection Fund (IEPF) pursuant to restraining order of court or Tribunal or any other Statutory Authority pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.



**12.14 Investor Correspondence:**

Shareholders can contact the following officials for secretarial matters of the Company:

Name	E-Mail ID	Telephone Number
Gunjan Methi, Company Secretary	<a href="mailto:investori@hexaware.com">investori@hexaware.com</a>	+ 91 22 6791 9595

Shareholders can contact the following Officials for financial matters:

Name	E-Mail ID	Telephone Number
Vikash Kumar Jain - Chief Financial Officer	<a href="mailto:investori@hexaware.com">investori@hexaware.com</a>	+ 91 22 6791 9595

**Following is the address for correspondence with the Company:**

Hexaware Technologies Limited  
Building No. 152, Millennium Business Park, Sector III,  
'A' Block, TTC Industrial Area, Mahape, Navi Mumbai - 400  
710. E-mail: [investori@hexaware.com](mailto:investori@hexaware.com)

**12.15 Website:**

The Company's website [www.hexaware.com](http://www.hexaware.com) contains a separate dedicated section "Investors" where information sought by shareholders is available. The Annual report of the Company, press releases, details about the Company, Board of directors and Management, are also available on the website in a user-friendly manner.

**13 Other Disclosures:**

- (a) There are no materially significant transactions with related parties i.e. with the Promoters, Directors, Management, subsidiaries or relatives that may have potential conflict of interest with the Company at large. All transactions with related parties are in compliance with the section 177 and 188 of the Companies Act, where applicable and details of such transactions have been disclosed in standalone financial statements as required by the applicable accounting standards.
- (b) There has been no instance of non-compliance by the Company, no penalties or strictures being imposed on the Company by the Stock Exchanges or SEBI or any statutory authority or any matter related to capital market during the year except as referred in the Secretarial Audit Report.
- (c) The Company has framed a whistle blower policy. The policy enables the employees of the Company as well

as of subsidiary companies, directors, contractors, contractor's employees, clients, vendors, internal or external auditors, regulatory agencies or other third parties, ex-employees of the Company etc., to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. This policy is reviewed annually by the Audit Committee to check the effectiveness of the policy. No personnel has been denied access to the Audit Committee.

- (d) The Company has also fulfilled the following requirements
- (i) Auditors qualification: Nil
- (ii) Separate posts of Chairman and CEO  
The Company has appointed separate persons to the post of Chairman and CEO.
- (iii) Reporting of Internal Auditor: The Internal auditors, PricewaterhouseCoopers Services LLP report directly to the Audit Committee.
- (e) The Company has formulated a policy for determining 'material' subsidiaries which has been put up on the website of the Company and available at the web link: <http://hexaware.com/investors/>
- (f) The Company has formulated the policy on dealing with Related Party Transactions and has been put on its website and available at the link <http://hexaware.com/investors/>
- (g) The Company is not involved in commodity price and commodity hedging activities.
- (h) There is no recommendation of any Committee which was not accepted by the Board.
- (i) Total Fees paid/payable to Statutory Auditors:

Audit Fees	₹ 9.58 Mn.
Tax Audit Fees	₹ 1.20 Mn.
Certification Fees	₹ 3.05 Mn.
Total	₹ 13.83 Mn.

- 14** The disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is made in the Directors' Report.

- 15** The Company does not have demat suspense account.

For and on behalf of the Board

Date: February 9, 2022  
Place: USA

**Michael Bender**  
Chairman



## Independent Auditors' Certificate on Compliance with Corporate Governance

To the Board of Directors of  
**Hexaware Technologies Limited**

- 1 This certificate is issued in accordance with the terms of our engagement letter dated 03 May 2018 and addendum to the engagement letter dated 31 January 2022.
- 2 We have examined the compliance of conditions of Corporate Governance by Hexaware Technologies Limited ("the Company"), for the year ended 31 December 2021 to the extent that have been voluntarily complied by the Company, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges ('SEBI LODR') after delisting with effect from 09 November 2020.

### Management's Responsibility

- 3 The compliance of conditions of Corporate Governance as stipulated under the Listing Regulations and mentioned above is the responsibility of the Company's management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations as amended from time to time.

### Auditors' Responsibility

- 4 Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- 5 It is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as mentioned above in paragraph 2.
- 6 We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (referred to as "the Guidance Note")

and Guidance Note on Certification of Corporate Governance, both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

- 7 We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

- 8 In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned paragraph 2 of this certificate.
- 9 We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### Restriction on use

- 10 The certificate is addressed and provided to the Board of Directors of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations, to the extent voluntarily opted by the management, and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W- 100022

**Glenn D'souza**  
Partner

Date: 01 April 2022  
Place: Mumbai

Membership No: 112554  
ICAI UDIN: 22112554AGERRF9366

## CEO and CFO Certification

We hereby certify that:-

- A. We have reviewed financial statements and the cash flow statement for the quarter and year ended December 31, 2021 and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the quarter and year ended December 31, 2021 which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee:
1. significant changes in internal control over financial reporting during the quarter/year;
  2. there have been no significant changes in accounting policies during the quarter/year; and
  3. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: February 9, 2022

**Mr. R Srikrishna**  
CEO & Executive Director

**Mr. Vikash Kumar Jain**  
Chief Financial Officer



## Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

This is to confirm that the Company has adopted a Code of Conduct for the Board of Directors and Senior Management of the Company. The same is available on website of the Company at [www.hexaware.com](http://www.hexaware.com).

As Chief Executive Officer and Executive Director of Hexaware Technologies Limited, I hereby declare that all the Board members and senior management personnel of the Company as identified by the Company considering the requirements in this respect, have affirmed compliance with the Code of Conduct for the financial year 2021.

Date: February 9, 2022

Place: USA

**R Srikrishna**

CEO & Executive Director

## Independent Auditor's Report

### To the Members of Hexaware Technologies Limited

#### Report on the Audit of Consolidated Financial Statements

##### Opinion

We have audited the consolidated financial statements of Hexaware Technologies Limited (hereinafter referred to as the "Holding Company") and its subsidiaries listed in Annexure 1 (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 December 2021, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiary companies as were audited by the other auditors and unaudited financial information of certain subsidiaries as provided by management, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 December 2021, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

##### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

##### Other Information

The Holding Company's management and Board of Directors are responsible for the Other Information.

The Other Information comprises the information included in the Holding Company's Director's report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the audit report of other auditors we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

##### Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company. and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose



of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group, are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group (Holding Company and subsidiaries) to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

- (a) We did not audit the financial statements of fifteen subsidiaries (including step-down subsidiaries), whose financial statements reflect total assets (before consolidation adjustments) of ₹ 11,444.52 million as at 31 December 2021, total revenues (before consolidation adjustments) of ₹ 23,769.86 million and net cash flows (excluding restricted bank balances) amounting to ₹ 2,086.55 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the audit reports of the other auditors.

Certain of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted by the Holding company and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors.

- (b) The financial information of three subsidiaries, whose financial information reflect total assets (before consolidation adjustments) of ₹ 0.05 million as at 31 December 2021, total revenues (before consolidation adjustments) of ₹ Nil and net cash flows amounting to ₹ 0.02 million for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors.

These unaudited financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely

on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

- (c) The consolidated financial statements as at and for the year ended 31 December 2021 have been translated into United States dollars solely for the convenience of the reader. We have audited the translation, and, in our opinion, such financial statements expressed in Indian rupee have been translated into United States dollars on the basis set forth in Note 2.2 to the consolidated financial statements.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Holding Company as on 31 December 2021 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company



incorporated in India, none of the directors of the Group companies, incorporated in India, is disqualified as on 31 December 2021 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
2. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the 'Other Matters' paragraph:
- i. The consolidated financial statements disclose the impact of pending litigations as at 31 December 2021 on the consolidated financial position of the Group. Refer Note 31 to the consolidated financial statements.
- ii. The Group has made adequate provision in the consolidated financial statements, as required under the applicable law or accounting standards for material foreseeable losses, if any on long-term contracts including derivative contracts. Refer Note 33A to the consolidated financial statements.

iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary company incorporated in India during the year ended 31 December 2021.

3. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary company, incorporated in India which were not audited by us, the remuneration paid / payable during the current year by the Holding Company and the subsidiary companies, to its directors is in accordance with the provisions of Section 197 of the Act.

The remuneration paid/payable to any director by the Holding Company and its subsidiary companies, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**  
**Chartered Accountants**

Firm's Registration No: 101248W/W- 100022

**Glenn D'souza**  
**Partner**

Place: Mumbai  
Date: 10 February 2022

Membership No: 112554  
ICAI UDIN: 22112554ABEMCZ7393



## Annexure I

### List of entities consolidated

Sr No.	Name of the Entity	Country of Incorporation
<b>Subsidiaries</b>		
1	Hexaware Technologies Inc.	United States of America
2	Hexaware Technologies, Mexico S. De. R.L. De. C.V.	Mexico
3	Hexaware Technologies UK Limited	United Kingdom
4	Hexaware Technologies Asia Pacific Pte Limited	Singapore
5	Hexaware Technologies GmbH.	Germany
6	Hexaware Technologies Canada Limited	Canada
7	Guangzhou Hexaware Information Technologies Company Limited (closed on 31 August 2020)	China
8	Hexaware Technologies LLC	Russia
9	Hexaware Technologies Saudi LLC	Saudi Arabia
10	Hexaware Technologies Romania SRL (subsidiary of Hexaware Technologies UK Limited)	Romania
11	Hexaware Technologies Hong Kong Limited	China
12	Hexaware Technologies Nordic AB	Sweden
13	Hexaware Information Technologies (Shanghai) Company Limited	China
14	Mobiquity Inc. (subsidiary of Hexaware Technologies Inc., acquired on 13 June 2019)	United States of America
15	Mobiquity Velocity Solutions, Inc. (subsidiary of Mobiquity Inc.)	United States of America
16	Mobiquity Velocity Cooperative UA (subsidiary of Mobiquity Inc.)	Netherlands
17	Mobiquity BV (subsidiary of Mobiquity Velocity Cooperative UA)	Netherlands
18	Mobiquity Consulting BV (formerly known as Morgan Clark BV (subsidiary of Mobiquity Velocity Cooperative UA))	Netherlands
19	Mobiquity Softech Private Limited (subsidiary of Hexaware Technologies Limited, acquired on 13 June 2019)	India
20	Hexaware Technologies Belgium (subsidiary of Hexaware Technologies UK Limited)	Belgium
21	Hexaware Technologies South Africa (Pty) Ltd (formed on 25 November 2019, Subsidiary of Hexaware Technologies UK Ltd.)	South Africa
<b>Associate</b>		
1	Experis Technology Solutions Pte. Ltd. (20% ownership interest by Hexaware Technologies Asia Pacific Pte Limited) (ceased w.e.f. 8 December 2020)	Singapore



## Annexure A

to the Independent Auditor's Report on the consolidated financial statements of Hexaware Technologies Limited for the year ended 31 December 2021

### **Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section (3) of Section 143 of the Companies Act, 2013**

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### **Opinion**

In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended 31 December 2021, we have audited the internal financial controls with reference to consolidated financial statements of Hexaware Technologies Limited (hereinafter referred to as "the Holding Company") and its subsidiary company incorporated in India under the Companies Act, 2013 (hereinafter referred to as "the Act").

In our opinion and based on the consideration of reports of the other auditor on separate financial statements of the subsidiary incorporated in India, the Holding Company and such subsidiary company incorporated in India, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 December 2021, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### **Management's Responsibility for Internal Financial Controls**

The respective company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with

the Guidance Note and the Standards on Auditing (SAs), prescribed under sub-section (10) of Section 143 of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditor of the subsidiary company incorporated in India in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

#### **Meaning of Internal Financial controls with Reference to Consolidated Financial Statements**

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding

prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

### **Inherent Limitations of Internal Financial controls with Reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Other Matter**

Our aforesaid report under clause (i) of sub-section (3) of Section 143 of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to the consolidated financial statements insofar as it relates to its subsidiary company incorporated in India and not audited by us, is based on the corresponding report of the other auditor of such subsidiary company.

Our opinion is not modified in respect of this matter.

For **B S R & Co. LLP**  
**Chartered Accountants**

Firm's Registration No: 101248W/W- 100022

**Glenn D'souza**  
**Partner**

Place: Mumbai

Date: 10 February 2022

Membership No: 112554

ICAI UDIN: 22112554ABEMCZ7393



# Consolidated Balance Sheet

₹ in millions, except share and per share data, unless otherwise stated

	Note no.	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 Supplementary information convenience translation (See Note 2.2) (in USD millions)
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	6	5,993.25	6,214.99	80.62
Capital work-in-progress	6	121.23	102.43	1.63
Right-of-use assets	5	3,969.50	4,327.61	53.40
Goodwill	7	12,252.41	12,044.04	164.83
Other intangible assets	8	1,696.82	2,191.48	22.83
Financial assets:				
Investments	9A	2.68	4.58	0.04
Loans - Security deposits	11A	420.95	400.16	5.66
Other financial assets	12A	275.64	295.48	3.71
Income tax assets (net)		289.88	538.68	3.90
Deferred tax assets (net)	10C	2,104.37	1,926.77	28.31
Other non-current assets	13A	134.76	197.24	1.81
<b>Total non-current assets</b>		<b>27,261.49</b>	<b>28,243.46</b>	<b>366.74</b>
<b>Current assets</b>				
<b>Financial assets:</b>				
Investments	9B	1,224.26	-	16.47
Trade receivables	14	10,193.39	8,140.00	137.13
Unbilled receivables		3,476.12	2,579.17	46.76
Cash and cash equivalents	15A	11,786.86	10,114.45	158.56
Other bank balances	15B	224.06	147.27	3.01
Loans - Security deposits	11B	5.28	39.91	0.07
Other financial assets	12B	557.80	266.42	7.50
Income tax assets (net)		264.63	118.31	3.56
Other current assets	13B	1,745.17	1,728.25	23.48
<b>Total current assets</b>		<b>29,477.57</b>	<b>23,133.78</b>	<b>396.54</b>
<b>TOTAL ASSETS</b>		<b>56,739.06</b>	<b>51,377.24</b>	<b>763.28</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity share capital	16	603.23	600.66	8.12
Other equity		37,277.81	31,757.83	501.48
<b>Total equity</b>		<b>37,881.04</b>	<b>32,358.49</b>	<b>509.60</b>
<b>Non-current liabilities</b>				
<b>Financial liabilities:</b>				
Borrowings (secured)	32	-	1,461.40	-
Lease liabilities	27	3,244.05	3,571.78	43.64
Other financial liabilities	17A	2.95	41.82	0.04
<b>Provisions</b>				
Employee benefit obligations in respect of gratuity and others		1,036.26	907.67	13.94
Other non-current liabilities	19A	35.27	481.23	0.47
<b>Total non-current liabilities</b>		<b>4,318.53</b>	<b>6,463.90</b>	<b>58.09</b>
<b>Current liabilities</b>				
<b>Financial liabilities:</b>				
Borrowings (secured)	32	-	438.42	-
Lease liabilities	27	499.12	455.62	6.71
Trade payables				-
Dues of micro enterprises and small enterprises		40.17	6.23	0.54
Dues of other than micro enterprises and small enterprises	18	4,626.70	4,209.44	62.24
Other financial liabilities	17B	4,015.62	3,308.39	54.02
Other current liabilities	19B	2,861.32	1,727.25	38.49
<b>Provisions</b>				
Employee benefit obligations in respect of compensated absences and others		1,395.84	1,240.93	18.78
Income tax liabilities (net)		1,100.72	1,168.57	14.81
<b>Total current liabilities</b>		<b>14,539.49</b>	<b>12,554.85</b>	<b>195.59</b>
<b>Total liabilities</b>		<b>18,858.02</b>	<b>19,018.75</b>	<b>253.68</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>56,739.06</b>	<b>51,377.24</b>	<b>763.28</b>

The accompanying notes 1 to 33 form an integral part of the consolidated financial statements.

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firms' registration number:101248W/W-100022

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

**Glenn D'souza**

**Partner**

Membership number: 112554

Place: Mumbai

Date: February 10, 2022

**Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: New Delhi

Date: February 09, 2022

**Kapil Modi**

**Director**

DIN 07055408

Place: Mumbai

Date: February 09, 2022

**R. Srikrishna**

**CEO & Executive Director**

DIN 03160121

Place: New Jersey

Date: February 09, 2022

**Milind Sarwate**

**Independent Director**

DIN 00109854

Place: Mumbai

Date: February 09, 2022

**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: February 09, 2022

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: February 09, 2022

## Consolidated Statement of Profit and Loss

₹ in millions, except share and per share data, unless otherwise stated

	Note no.	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 Supplementary information convenience translation (See Note 2.2) (in USD millions)
<b>INCOME</b>				
Revenue from operations	20	71,776.52	62,620.80	965.58
Exchange rate difference (net)		578.29	267.36	7.78
Other income	21	90.24	78.73	1.21
<b>TOTAL INCOME</b>		<b>72,445.05</b>	<b>62,966.89</b>	<b>974.57</b>
<b>EXPENSES</b>				
Employee benefits expense	22	42,676.27	36,950.11	574.11
Finance costs	24	343.60	492.35	4.62
Depreciation and amortisation expense	5, 6, 8	2,241.75	2,323.89	30.16
Operating and other expenses	23	17,771.21	15,202.25	239.07
<b>TOTAL EXPENSES</b>		<b>63,032.83</b>	<b>54,968.60</b>	<b>847.96</b>
<b>PROFIT BEFORE SHARE IN PROFIT OF ASSOCIATE AND TAX</b>		<b>9,412.22</b>	<b>7,998.29</b>	<b>126.61</b>
Share in profit of associate (Net of tax)		-	6.70	-
<b>PROFIT BEFORE TAX</b>		<b>9,412.22</b>	<b>8,004.99</b>	<b>126.61</b>
<b>Tax expense</b>				
Current tax		2,118.25	2,207.29	28.50
Deferred tax credit		(194.32)	(417.30)	(2.61)
<b>Total tax expense</b>	10B	<b>1,923.93</b>	<b>1,789.99</b>	<b>25.89</b>
<b>PROFIT FOR THE YEAR</b>		<b>7,488.29</b>	<b>6,215.00</b>	<b>100.72</b>
<b>OTHER COMPREHENSIVE INCOME (OCI)</b>				
<b>Items that will not be reclassified subsequently to profit or loss</b>				
Remeasurement of defined benefit plan	29	158.57	(133.87)	2.13
Income tax relating to items that will not be reclassified to profit or loss	10A	(28.84)	48.08	(0.39)
<b>Items that will be reclassified subsequently to profit or loss</b>				
Net change in fair value of cash flow hedges		387.89	102.95	5.22
Exchange differences in translating the financial statements of foreign operations		163.34	348.90	2.20
Income tax relating to items that will be reclassified to profit or loss	10A	(85.53)	(94.72)	(1.15)
<b>TOTAL OTHER COMPREHENSIVE INCOME / (LOSSES)</b>		<b>595.43</b>	<b>271.34</b>	<b>8.01</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>8,083.72</b>	<b>6,486.34</b>	<b>108.73</b>
<b>Earnings per equity share:- Basic and diluted</b>				
Basic	25	24.86	20.77	0.33
Diluted		24.64	20.49	0.33

The accompanying notes 1 to 33 form an integral part of the consolidated financial statements.

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firms' registration number:101248W/W-100022

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

**Glenn D'souza**

**Partner**

Membership number: 112554

Place: Mumbai

Date: February 10, 2022

**Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: New Delhi

Date: February 09, 2022

**Milind Sarwate**

**Independent Director**

DIN 00109854

Place: Mumbai

Date: February 09, 2022

**Kapil Modi**

**Director**

DIN 07055408

Place: Mumbai

Date: February 09, 2022

**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: February 09, 2022

**R. Srikrishna**

**CEO & Executive Director**

DIN 03160121

Place: New Jersey

Date: February 09, 2022

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: February 09, 2022



## Consolidated Statement of Changes in Equity

### A. EQUITY SHARE CAPITAL

₹ in millions, except share and per share data, unless otherwise stated

	As at December 31, 2021	As at December 31, 2020
Outstanding at the beginning of the year	600.66	596.77
Changes in equity share capital during the year <sup>1</sup>	2.57	3.89
<b>Outstanding at the end of the year</b>	<b>603.23</b>	<b>600.66</b>

### B. OTHER EQUITY

₹ in millions, except share and per share data, unless otherwise stated

	Reserves and surplus								Other comprehensive income		Total equity
	Share application money pending allotment	Securities premium	Capital reserve	Capital redemption reserve	Special Economic Zone re-investment reserve	Share options outstanding account	General reserve	Retained earnings	Foreign Currency Translation Reserve (FCTR)	Cashflow hedging reserve (CFHR)	
<b>Balance as at January 1, 2021</b>	0.04	4,290.43	2.88	11.39	380.20	824.65	2,144.05	21,741.23	2,128.67	234.29	31,757.83
Profit for the year	-	-	-	-	-	-	-	7,488.29	-	-	7,488.29
Other comprehensive income (net of tax)	-	-	-	-	-	-	-	129.73	163.34	302.36	595.43
<b>Total comprehensive income</b>	-	-	-	-	-	-	-	<b>7,618.02</b>	<b>163.34</b>	<b>302.36</b>	<b>8,083.72</b>
Dividend	-	-	-	-	-	-	-	(2,409.43)	-	-	(2,409.43)
Tax benefit on share based compensation	-	-	-	-	-	-	-	55.17	-	-	55.17
Transfer to Special Economic Zone re-investment reserve	-	-	-	-	625.96	-	-	(625.96)	-	-	-
Transfer from Special Economic Zone re-investment reserve	-	-	-	-	(501.90)	-	-	501.90	-	-	-
Received / transferred on exercise of stock options	(0.04)	296.76	-	-	-	(296.76)	-	-	-	-	(0.04)
Repurchase of restricted stock units <sup>3</sup>	-	-	-	-	-	(1,097.24)	-	-	-	-	(1,097.24)
Compensation related to employee share based payments	-	-	-	-	-	887.80	-	-	-	-	887.80
<b>Balance as at December 31, 2021</b>	-	<b>4,587.19</b>	<b>2.88</b>	<b>11.39</b>	<b>504.26</b>	<b>318.45</b>	<b>2,144.05</b>	<b>26,880.93</b>	<b>2,292.01</b>	<b>536.65</b>	<b>37,277.81</b>
<b>Balance as at December 31, 2021 (in USD millions) <sup>4</sup></b>	-	<b>61.71</b>	<b>0.04</b>	<b>0.15</b>	<b>6.78</b>	<b>4.28</b>	<b>28.84</b>	<b>361.62</b>	<b>30.83</b>	<b>7.22</b>	<b>501.48</b>
<b>Balance as at December 31, 2019</b>	-	<b>3,846.22</b>	<b>2.88</b>	<b>11.39</b>	-	<b>807.77</b>	<b>2,144.05</b>	<b>18,239.72</b>	<b>1,779.77</b>	<b>226.06</b>	<b>27,057.86</b>
Transition impact of Ind AS 116, net of tax <sup>2</sup>	-	-	-	-	-	-	-	(241.71)	-	-	(241.71)
<b>Restated balance as at January 1, 2020</b>	-	<b>3,846.22</b>	<b>2.88</b>	<b>11.39</b>	-	<b>807.77</b>	<b>2,144.05</b>	<b>17,998.01</b>	<b>1,779.77</b>	<b>226.06</b>	<b>26,816.15</b>
Profit for the year	-	-	-	-	-	-	-	6,215.00	-	-	6,215.00
Other comprehensive income / (losses) (net of tax)	-	-	-	-	-	-	-	(85.79)	348.90	8.23	271.34
<b>Total comprehensive income</b>	-	-	-	-	-	-	-	<b>6,129.21</b>	<b>348.90</b>	<b>8.23</b>	<b>6,486.34</b>
Dividend	-	-	-	-	-	-	-	(2,092.34)	-	-	(2,092.34)
Tax benefit on share based compensation	-	-	-	-	-	-	-	86.55	-	-	86.55
Transfer to Special Economic Zone re-investment reserve	-	-	-	-	638.45	-	-	(638.45)	-	-	-
Transfer from Special Economic Zone re-investment reserve	-	-	-	-	(258.25)	-	-	258.25	-	-	-
Received / transferred on exercise of stock options	0.04	444.21	-	-	-	(444.21)	-	-	-	-	0.04

## Consolidated Statement of Changes in Equity

₹ in millions, except share and per share data, unless otherwise stated

	Reserves and surplus								Other comprehensive income		Total equity
	Share application money pending allotment	Securities premium	Capital reserve	Capital redemption reserve	Special Economic Zone re-investment reserve	Share options outstanding account	General reserve	Retained earnings	Foreign Currency Translation Reserve (FCTR)	Cashflow hedging reserve (CFHR)	
Repurchase of restricted stock units	-	-	-	-	-	-	-	-	-	-	-
Compensation related to employee share based payments	-	-	-	-	-	461.09	-	-	-	-	461.09
<b>Balance as at December 31, 2020</b>	<b>0.04</b>	<b>4,290.43</b>	<b>2.88</b>	<b>11.39</b>	<b>380.20</b>	<b>824.65</b>	<b>2,144.05</b>	<b>21,741.23</b>	<b>2,128.67</b>	<b>234.29</b>	<b>31,757.83</b>

### Notes

- 1 Refer to note 16
- 2 Refer to note 2.8
- 3 Refer to note 28
- 4 Supplementary information convenience translation (See Note 2.2)

### Nature and purpose of reserves

#### a Securities premium

Securities premium is used to record the premium received on issue of shares to be utilized in accordance with the provisions of the Companies Act, 2013 (the Act).

#### b Capital reserve

Capital reserve represent reserve on amalgamation

#### c Capital redemption reserve

Capital redemption reserve is created on buy-back of the equity shares in accordance with the provisions of the Act.

#### d Special Economic Zone re-investment reserve

The Special Economic Zone (SEZ) re-investment reserve is created out of the profit of eligible SEZ units in terms of the provisions of section 10AA(1) (ii) of the Income-tax Act, 1961. The reserve will be utilised by the Company for acquiring new plant & machinery for the purpose of its business as per the terms of section 10AA(2) of Income-tax Act, 1961.

#### e Share option outstanding account

Share option outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in this account are transferred to securities premium upon exercise of stock options by employees.

#### f General reserve

General reserve represents appropriation of profits by the Company.

#### g Cash flow hedging reserve (CFHR)

The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. Such gains or losses will be reclassified to statement of profit and loss in the period in which the underlying hedged transaction occurs.

#### h Retained earnings

Retained earnings comprise of the accumulated undistributed earnings.

#### i Foreign Currency Translation Reserve (FCTR)

The exchange differences arising from the translation of financial statements of foreign operations with functional currency other than Indian rupees is recognised in other comprehensive income, net of taxes and is presented within equity in the FCTR.

The accompanying notes 1 to 33 form an integral part of the consolidated financial statements.

As per our report of even date attached

#### For B S R & Co. LLP

Chartered Accountants

Firms' registration number:101248W/W-100022

#### Glenn D'souza Partner

Membership number: 112554

Place: Mumbai

Date: February 10, 2022

#### For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED

CIN: U72900MH1992PLC069662

#### Neeraj Bharadwaj Director

DIN 01314963

Place: New Delhi

Date: February 09, 2022

#### Milind Sarwate Independent Director

DIN 00109854

Place: Mumbai

Date: February 09, 2022

#### Kapil Modi Director

DIN 07055408

Place: Mumbai

Date: February 09, 2022

#### Vikash Kumar Jain Chief Financial Officer

Place: Mumbai

Date: February 09, 2022

#### R. Srikrishna CEO & Executive Director

DIN 03160121

Place: New Jersey

Date: February 09, 2022

#### Gunjan Methi Company Secretary

Place: Mumbai

Date: February 09, 2022



## Consolidated Statement of Cash Flows

₹ in millions, except share and per share data, unless otherwise stated

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 Supplementary information convenience translation (See Note 2.2) (in USD millions)
<b>Cash flow from operating activities</b>			
Profit before tax	9,412.22	8,004.99	126.62
<b>Adjustments for:</b>			
Depreciation and amortisation expense	2,241.75	2,323.89	30.16
Employee stock option compensation cost	1,240.00	461.16	16.68
Interest income	(29.60)	(60.26)	(0.40)
Allowance for doubtful debts (net of write back)	247.46	181.43	3.33
Debts and advances written off	0.69	38.36	0.01
Dividend from investments	-	(0.58)	-
Gains on redemption / sale of Investments	(30.58)	-	(0.41)
Profit on sale of property, plant and equipment (PPE) (net)	(5.16)	(4.59)	(0.07)
Exchange rate difference (net) - unrealised	(23.04)	(7.68)	(0.31)
Finance costs	343.60	492.35	4.62
Other income	-	(4.21)	-
Share in profit of associate	-	(6.70)	-
<b>Operating profit before working capital changes</b>	<b>13,397.34</b>	<b>11,418.16</b>	<b>180.23</b>
<b>Adjustments for:</b>			
Trade receivables and other assets	(3,676.37)	2,523.19	(49.46)
Trade payables, other liabilities and provisions	2,095.90	1,883.27	28.20
<b>Cash generated from operations</b>	<b>11,816.87</b>	<b>15,824.61</b>	<b>158.97</b>
Direct taxes paid (net)	(2,019.43)	(1,447.17)	(27.17)
<b>Net cash generated from operating activities</b>	<b>9,797.44</b>	<b>14,377.44</b>	<b>131.80</b>
<b>Cash flow from investing activities</b>			
Purchase of PPE and intangible assets including CWIP and capital advances	(1,092.01)	(736.15)	(14.69)
Proceeds from sale of property, plant and equipment	8.29	11.12	0.11
Purchase of investments	(4,600.00)	(300.57)	(61.88)
Proceeds from sale / redemption of investments	3,408.22	328.66	45.85
Payment for acquisition of business	-	(3,588.98)	-
Dividend from investments	-	0.58	-
Interest received	29.72	59.88	0.40
<b>Net cash used in investing activities</b>	<b>(2,245.78)</b>	<b>(4,225.46)</b>	<b>(30.21)</b>
<b>Cash flow from financing activities</b>			
Proceeds from issue of shares / share application money (net)	2.53	3.93	0.03
Repurchase of restricted stock units (refer note 27(iii) and 28)	(691.32)	-	(9.30)
Payment of lease liabilities	(921.01)	(679.22)	(12.39)
Proceeds from short term borrowing	-	5,246.95	-
Repayment of short term borrowing	(1,937.13)	(4,735.06)	(26.06)
Interest paid	(65.07)	(160.59)	(0.88)
Dividend paid	(2,409.43)	(2,092.34)	(32.41)
<b>Net cash used in financing activities</b>	<b>(6,021.43)</b>	<b>(2,416.33)</b>	<b>(81.01)</b>



## Consolidated Statement of Cash Flows

₹ in millions, except share and per share data, unless otherwise stated

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 Supplementary information convenience translation (See Note 2.2) (in USD millions)
Net (decrease) / increase in cash and cash equivalents	1,530.23	7,735.65	20.58
Cash and cash equivalents at the beginning of the year	10,114.45	2,316.43	136.07
Exchange difference on translation of foreign currency cash and cash equivalents	142.18	62.37	1.91
<b>Cash and cash equivalents at the end of the year (Refer to note 14A)</b>	<b>11,786.86</b>	<b>10,114.45</b>	<b>158.56</b>

### Reconciliation of Borrowings

₹ million

Particulars	For the year ended December 31, 2021		For the year ended December 31, 2020	
	Long Term	Short Term	Long Term	Short Term
Opening Balance	1,461.40	438.42	1,429.46	1.27
Borrowing made during the year	-	-	-	5,246.95
Borrowing repaid during the year	(1,488.30)	(448.83)	-	(4,735.06)
Adjustment on account of currency translation	26.90	10.41	31.94	(74.74)
<b>Closing Balance</b>	<b>-</b>	<b>-</b>	<b>1,461.40</b>	<b>438.42</b>

The statement of cash flows has been prepared using the indirect method as set out in Ind AS 7.

The accompanying notes 1 to 33 form an integral part of the consolidated financial statements.

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firms' registration number:101248W/W-100022

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

**Glenn D'souza**

**Partner**

Membership number: 112554

Place: Mumbai

Date: February 10, 2022

**Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: New Delhi

Date: February 09, 2022

**Kapil Modi**

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Place: Mumbai

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**CEO & Executive Director**

DIN 03160121

Place: New Jersey

Date: February 09, 2022

**Milind Sarwate**

**Independent Director**

DIN 00109854

Place: Mumbai

Date: February 09, 2022

**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: February 09, 2022

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: February 09, 2022



# Notes to the Consolidated Financial Statements

## 1 Company Overview

Hexaware Technologies Limited ("Hexaware" or "the Holding Company") is a public limited company incorporated in India. The Holding Company together with its subsidiaries ("the Group") is engaged in information technology consulting, software development and business process services. Hexaware provides multiple service offerings to its clients across various industries comprising travel, transportation, hospitality, logistics, banking, financial services, insurance, healthcare, manufacturing, consumer and services. The various service offerings comprise application development and management, enterprise package solutions, infrastructure management, business intelligence and analytics, business process, digital assurance and testing.

## 2 Significant Accounting Policies

### 2.1 Statement of compliance

The financial statements comply in all material aspects with Indian Accounting standards (referred to as "Ind AS") notified under Section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

### 2.2 Basis of preparation

These financial statements are prepared on historical cost basis, except for certain financial instruments which are measured at fair values as explained in the accounting policies below.

These financial statements have been prepared in Indian Rupee (₹) which is the functional currency of the holding Company

All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Group has considered an operating cycle of 12 months.

Previous year figures have been re-grouped/re-classified wherever necessary to correspond with the current years classification/disclosures.

#### Convenience translation

The accompanying financial statements have been prepared in Indian rupees, the national currency of India and the functional currency of the Company. Solely for the convenience of the reader, the financial statements as of December 31, 2021 have been translated into United States

dollars at the closing rate USD 1 = ₹74.335 (FEDAI rate). No representation is made that the Indian rupee amounts have been, could have been or could be converted into United States dollars at such a rate or any other rate, or at all.

## 2.3 Basis of consolidation

### 2.3.1 Subsidiaries

The consolidated financial statements incorporate the financial statements of the holding Company and its subsidiaries.

The financial statement of the Group are consolidated on line-by-line basis by adding together like items after eliminating intra Group transactions and unrealised gain/loss from such transaction. These financial statements are prepared by applying uniform accounting policies used in Group.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interests are adjusted to reflect the changes in their relative interest in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

### 2.3.2 Associates

Associates are entities over which the Group has significant influence but not control. Investments in associates are accounted for using the equity method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss and other comprehensive income of the investee after the acquisition date.

## 2.4 Critical accounting judgements and key source of estimation uncertainty

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of revenue, expense, assets

## Notes to the Consolidated Financial Statements

and liabilities and disclosures relating to contingent liabilities on the date of the financial statements. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the period in which the estimate is revised and in any future period affected.

### **Key source of estimation uncertainty which may cause material adjustments:**

#### **2.4.1 Revenue recognition**

The Group uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of completion method requires the Group to estimate the efforts expended to date as a proportion of the total efforts to be expended. Efforts expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date and can be reliably estimated.

The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Group uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.

Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

Cost to fulfill contract are generally expensed as incurred except for certain costs which meet the criteria for

capitalisation. The assessment of this criteria requires the application of judgement, in particular, when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

#### **2.4.2 Income-tax**

The major tax jurisdiction for the Group is India though the Group also files tax returns in overseas jurisdictions. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments and deferred tax on unrecognised tax benefits. Tax assessment can involve complex issues, which can only be resolved over extended time periods.

#### **2.4.3 Leases**

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. the Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

#### **2.4.4 Impairment of goodwill**

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit (CGU) to which goodwill has been allocated. The value in use calculation requires the management to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where actual future cash flows are less than expected, a material impairment loss may arise.



## Notes to the Consolidated Financial Statements

### 2.4.5 Others

Other areas involving estimates relates to actuarial assumptions used to determine the carrying amount of defined benefit obligation, estimation of fair value of share based payment transactions and useful lives of Property Plant and Equipment.

### 2.5 Business Combination

The Group accounts for its business acquisitions using the acquisition method of accounting. Acquisition-related costs are recognised in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meets the condition of recognition are recognised at their fair values at the acquisition date.

Fair value of purchase consideration in excess of fair value of net assets acquired is recognised as goodwill. If the fair value of identifiable asset and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests proportionate basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent change in equity of subsidiaries.

Business Combinations arising from transfer of interest in entities that are under common control are accounted on historical cost basis. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity is recorded in shareholders' equity.

### 2.6 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of a business (see note 2.5 above) less accumulated impairment losses, if any.

On disposal of the relevant cash generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

### 2.7 Revenue Recognition

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

In case of a contract on time and material basis, transaction-based or volume-based contracts, revenue is recognised when the related services are performed.

In case of fixed price contracts, revenue is recognized using percentage of completion method. The Group uses the efforts expended to date as a proportion to the total efforts to be expended as a basis to measure the degree of completion. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the year in which the change becomes known. Provisions for estimated losses on such engagements are made during the year in which a loss becomes probable and can be reasonably estimated.

Revenues related to fixed-price maintenance, testing and business process services are recognized based on our right to invoice for services performed for contracts in which the invoicing is representative of the value being delivered. If our invoicing is not consistent with value delivered, revenues are recognized as the service is performed using the percentage of completion method.

Amount received or billed in advance of services performed are recorded as unearned revenue (Contract liability). Unbilled receivables (Contract assets) represents revenue recognized based on services performed in advance of billing in accordance with contract terms.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Group recognizes an onerous cost provision for the estimated losses in the statement of profit and loss, when the total estimated cost exceeds the revenue in an arrangement based on the current contract estimates.

### 2.8 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

## Notes to the Consolidated Financial Statements

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Group has adopted Ind AS 116 ("the Standard"), effective annual reporting period beginning January 1, 2020 and applied the standard to its leases using modified retrospective approach, with the cumulative effect of initially applying the Standard, recognised on the date of initial application (January 1, 2020). Accordingly, the Group has not restated comparative information, instead, the cumulative effect of initially applying this Standard has been recognised as an adjustment to the opening balance of retained earnings as on January 1, 2020.

In adopting Ind AS 116, the Group has made use of the following practical expedients available during transition -

- The Group has applied single discount rate to a portfolio of lease with reasonably similar characteristics.
- The Group has treated the leases with lease term of less than 12 months as if they were "short term leases" and also not applied Ind AS 116 to the low value assets
- The Group has excluded the initial direct costs from measurement of right-of-use-assets (RoU) at the date of transition.
- The Group has used hindsight, in determining the lease term if the contract contains options to extend or terminate the lease.
- The Group has recognized the rent concessions granted by the lessor due to the COVID-19 in the statement of profit and loss and has not considered it as lease modification.

On adoption of Ind AS 116,

- a) the group has recognized, a right-of-use asset of ₹4,045.09 million and a corresponding lease liability of ₹3,790.39 million.
- b) the net carrying value of assets procured under the finance lease of ₹251.42 million (gross carrying value and accumulated depreciation of ₹345.47 million and ₹94.05 million, respectively) have been reclassified from property, plant and equipment to RoU assets,
- c) prepaid rent on leasehold land, which were earlier classified under "Other Assets" have been reclassified

to RoU assets by ₹518.55 million an amount of ₹46.49 million in other current financial liabilities has been adjusted against right-of-use asset.

- d) The principal portion of the lease payments have been disclosed under cashflow from financing activities.
- e) The weighted average incremental borrowing rate of 7.5% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.
- f) The adoption of the new standard has resulted in a reduction of ₹241.71 million in retained earnings, net of deferred tax asset of ₹54.52 million.

The Group evaluates each contract or arrangement, whether it qualifies as a lease as defined under Ind AS 116. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

### Company as a lessee

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The Group has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an rent expense on a straight-line basis over the lease term

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term and useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant



## Notes to the Consolidated Financial Statements

and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

### Company as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Group is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Group applies the

exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 Revenue to allocate the consideration in the contract.

## 2.9 Functional and presentation currency

### Foreign currency

Transactions in foreign currency are recorded at the original rate of exchange in force at the time transactions are effected. Monetary items denominated in foreign currency are restated using the exchange rate prevailing on the date of the Balance Sheet. The resulting exchange difference on such restatement and settlement is recognized in the profit or loss, except exchange differences on transactions entered into in order to hedge certain foreign currency risk.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date of Balance Sheet. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Assets and liabilities of entities with functional currency other than presentation currency have been translated to the presentation currency using exchange rates prevailing on the balance sheet date. Items in the statement of profit or loss have been translated using average exchange rates. Translation adjustments have been reported as foreign currency translation reserve (FCTR) in Other comprehensive income.

## 2.10 Borrowing Cost

Borrowing cost directly attributable to the acquisition or construction of qualifying assets is capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in the profit or loss.

## 2.11 Employee Benefits

### 2.11.1 Post-employment benefits and other long term benefit plan

Payments to defined contribution retirement schemes are recognised as an expense when the employees have rendered service entitling them to such benefits.

For defined benefit schemes and other long term benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at balance sheet date. Remeasurement,

## Notes to the Consolidated Financial Statements

comprising actuarial gains and losses and the return on plan assets (excluding interest) is reflected immediately in the balance sheet with a charge or credit recognized in the other comprehensive income in respect of defined benefit schemes and in the statement of profit and loss in respect of other long term benefit plans in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognised in the profit or loss in the period of plan amendment. The retirement benefit liability recognized in the statement of financial position represents the present value of the defined benefit obligation as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the lower of the amount determined as the defined benefit liability and the present value of available refunds and / or reduction in future contributions to the scheme.

The service cost (including past service cost as well as gains and losses on settlement and curtailments) and net interest expenses or income is recognised as employee benefits expense in the profit or loss.

### 2.11.2 Short term employee benefit

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognized as an expense during the period when the employee renders those services. These benefits include compensated absences such as leave expected to be availed within a year, statutory employee profit sharing and bonus payable.

### 2.12 Share based compensation

Equity settled share based payments to employees and directors are measured at the fair value of the equity instruments at the grant date which is recognised over the vesting period based on periodic estimate of the equity instruments that will eventually vest, with the corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest with the impact of revision recognised in the profit or loss such that the cumulative expense reflects the revised estimates, with a corresponding adjustment to the share option outstanding account.

### 2.13 Taxes on Income

Income tax expense comprises of current tax and deferred tax. Current and deferred tax are recognised in net income, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case,

the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax is measured at the amount expected to be paid or recovered from the domestic and overseas tax authorities using enacted or substantively enacted tax rates after taking credit for tax relief available for export operations in Special Economic Zone (SEZ).

Deferred taxes are recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profits, except when the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither the accounting nor taxable profit at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be utilised.

Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

For operations under tax holiday scheme, deferred tax assets or liabilities, if any, have been established for the tax consequences of those temporary differences between the carrying values of assets and liabilities and their respective tax bases that reverse after the tax holiday ends.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

Advance taxes and provisions for current income taxes as well as deferred tax assets and liabilities are presented in the Balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the entity intends to settle the asset and liability on a net basis.



## Notes to the Consolidated Financial Statements

### 2.14 Property, plant and equipment (PPE)

PPE are stated at cost of acquisition less accumulated depreciation (other than freehold land) and impairment loss, if any.

#### Depreciation

Depreciation is provided on straight-line method based on the estimated useful lives of the assets as determined by the management based on the expert technical advice/ stipulations of Schedule II to the Act.

Asset Class	Estimated useful Life
Buildings	60 years
Computer Systems (included in Plant and Machinery)	3 years
Office Equipment	3-5 years
Electrical Fittings (included in Plant and Machinery)	8 years
Furniture and Fixtures	3-8 years
Vehicles	4 years

Improvement to Leasehold Premises are amortised over the lease period or useful life of an asset whichever is lesser.

Depreciation methods, estimated useful lives and residual values are reviewed at the end of each year and adjusted prospectively where appropriate.

An item of PPE is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on derecognition is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognised in profit or loss.

### 2.15 Intangible assets

Intangible assets with finite useful lives that are acquired are initially recognised at cost in case of separately acquired assets and at fair value in case of acquisition in business combination. Subsequent to initial recognition, intangible assets are reported at cost less accumulated amortisation and impairment loss, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives. Following table summarises the nature of intangibles and the estimated useful lives.

Asset Class	Estimated useful Life
Software licenses	3 years
Customer contracts / relations	5-7 years

Amortisation method, estimated useful lives and residual values are reviewed at the end of each year and adjusted prospectively where appropriate.

An intangible asset is derecognised on disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on derecognition is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognised in profit or loss.

### 2.16 Impairment

#### 2.16.1 Financial assets (other than at fair value)

The Group assesses at each balance sheet date, whether a financial asset or a group of financial assets is impaired. Ind AS 109, "Financial Instruments" requires expected credit losses to be measured through a loss allowance. The Group recognizes lifetime expected losses for all contract assets and / or all trade receivables. For all other financial assets except for investments, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. In case of Investments, the Group periodically reviews its carrying value of investments for indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

#### 2.16.2 Non-financial assets

##### (i) Goodwill

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash generating units (or groups of cash generating units) that is expected to benefit from the synergies of the combination.

Cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.



## Notes to the Consolidated Financial Statements

### (ii) Tangible and Intangible assets

At the end of each reporting period, the Group assesses whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs or allocated. Impairment loss is charged to the profit or loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### 2.17 Provisions

Provisions are recognised when the Group has present obligation (legal or constructive) as a result of a past event for which reliable estimate can be made of the amount of obligation and it is probable that the Group will be required to settle the obligation. When a provision is measured using cash flows estimated to settle the present obligation its carrying amount is the present value of those cash flows; unless the effect of time value of money is immaterial.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Group from a contract is lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

### 2.18 Non derivative financial instruments

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

### 2.18.1 Financial assets and financial liabilities – subsequent measurement

#### (i) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### (ii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### (iii) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognised in statement of profit and loss.

#### (iv) Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.



## Notes to the Consolidated Financial Statements

### (v) Financial liabilities

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method.

### 2.18.2 Share capital

#### Equity shares

Incremental costs directly attributable to the issue or re-purchase of equity shares, net of any tax effects, are recognised as a deduction from equity.

### 2.19 Derivative financial instruments and hedge accounting

The Group enters into foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions. These instruments are initially measured at fair value and are re-measured at subsequent reporting dates. The Group at the inception documents and designates these instruments as cash flow hedges. Accordingly, the Group records the cumulative gain or loss arising from change in fair values on effective cash flow hedges in the CFHR within the other comprehensive income until the forecasted transaction occurs. Gain or loss arising from change in fair values of component excluded from the assessment of hedge effectiveness as well as the ineffective portion of the designated hedges and derivative instruments that do not qualify for hedge accounting are recognized immediately in the profit or loss.

Hedge accounting is discontinued when the hedging instrument expires, terminated or exercised without replacement or rollover as part of the hedging strategy or when the hedge no longer meets the criteria for hedge accounting, the net cumulative gain or loss recognised in hedging reserve at that time remains in equity and is recognised in profit or loss when the forecasted transaction affects profit or loss. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in hedging reserve is immediately transferred to the profit or loss for the year and is grouped under exchange rate difference.

### 2.20 Earnings per share ('EPS')

Basic EPS is computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic EPS and also the weighted average number of equity shares that could have been issued upon conversion

of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

## 3 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards.

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III. Key amendments relating to Division II, which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015, are:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- Additional disclosures relating to Corporate Social Responsibility, undisclosed income and crypto or virtual currency.
- Disclosure of specified ratios along with explanation for items included in numerator and denominator and explanation for change in any ratio is excess of 25% compared to preceding year.

These amendments are applicable from financial year commencing on or after April 1, 2021. The Group is currently evaluating the effect of amendments on presentation and disclosures in the consolidated financial statements that will be effective January 1, 2022.

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### 4 Additional information

(pursuant to para 2 of general instructions for the preparation of consolidated financial statements)

#### For the year ended December 31, 2021

Name of the Entity	Country of Incorporation	Net Assets		Share in profit or loss		Share in OCI		Share in total comprehensive income		
		% of Consolidated	Rupees Million	% of Consolidated	Rupees Million	% of Consolidated	Rupees Million	% of Consolidated	Rupees Million	
1 Hexaware Technologies Limited (Parent)	India	69.04%	26,152.92	71.97%	5,389.41	100.00%	595.43	74.04%	5,984.84	
<b>Wholly owned subsidiaries</b>										
1 Hexaware Technologies Inc.	USA	17.33%	6,563.50	12.11%	907.17	-	-	11.22%	907.17	
2 Hexaware Technologies, Mexico S. De. R.L. De. C.V.	Mexico	2.00%	757.24	2.58%	193.02	-	-	2.39%	193.02	
3 Hexaware Technologies UK Ltd	UK	2.66%	1,009.42	3.93%	294.44	-	-	3.64%	294.44	
4 Hexaware Technologies Asia Pacific Pte Limited	Singapore	1.53%	578.46	0.47%	35.28	-	-	0.44%	35.28	
5 Hexaware Technologies GmbH	Germany	1.05%	398.60	0.26%	19.65	-	-	0.24%	19.65	
6 Hexaware Technologies Canada Limited	Canada	0.59%	223.86	0.41%	30.45	-	-	0.38%	30.45	
7 Guangzhou Hexaware Information Technologies Company Limited	China	-	-	(0.01%)	(0.80)	-	-	(0.01%)	(0.80)	
8 Hexaware Technologies LLC	Russia	0.03%	12.96	(0.12%)	(8.65)	-	-	(0.11%)	(8.65)	
9 Hexaware Technologies Saudi LLC	Saudi Arabia	0.01%	3.74	0.01%	1.10	-	-	0.01%	1.10	
10 Hexaware Technologies Romania SRL (Subsidiary of Hexaware Technologies UK Ltd.)	Romania	(0.36%)	(134.78)	(0.04%)	(2.65)	-	-	(0.03%)	(2.65)	
11 Hexaware Technologies Hong Kong Limited	Hong Kong	0.20%	75.14	0.04%	2.96	-	-	0.04%	2.96	
12 Hexaware Technologies Nordic AB	Sweden	(0.05%)	(19.66)	0.08%	5.95	-	-	0.07%	5.95	
13 Shanghai Hexaware Information Technologies Company Limited	China	0.01%	4.29	(0.02%)	(1.81)	-	-	(0.02%)	(1.81)	
14 Mobiquity Inc (Acquired on 13 <sup>th</sup> June 2019, Subsidiary of Hexaware Technologies Inc.)	USA	3.67%	1,388.82	7.26%	543.78	-	-	6.73%	543.78	
15 Mobiquity Velocity Solutions, Inc (Subsidiary of Mobiquity Inc.)	USA	(0.62%)	(235.55)	-	-	-	-	-	-	
16 Mobiquity Velocity Cooperative UA ((Subsidiary of Mobiquity Inc.)	Netherlands	-	-	-	-	-	-	-	-	
17 Mobiquity BV (Subsidiary of Mobiquity Velocity Cooperative UA)	Netherlands	2.21%	837.89	(0.85%)	(63.98)	-	-	(0.79%)	(63.98)	
18 Morgan Clark BV (Subsidiary of Mobiquity Velocity Cooperative UA)	Netherlands	(0.47%)	(179.66)	0.49%	36.99	-	-	0.46%	36.99	
19 Mobiquity Softech Private Limited (Acquired on 13 <sup>th</sup> June 2019, Subsidiary of Hexaware Technologies Limited)	India	1.15%	434.37	1.36%	101.84	-	-	1.26%	101.84	
20 Hexaware Technologies South Africa (Pty) Ltd (formed on November 25, 2019, Subsidiary of Hexaware Technologies UK Ltd)	South Africa	0.03%	9.48	0.06%	4.14	-	-	0.05%	4.14	
<b>Associate</b>										
1 Experis Technology Solutions Pte. Ltd. (20% ownership interest by Hexaware Technologies Asia Pacific Pte Limited)	Singapore	-	-	-	-	-	-	-	-	
<b>Total</b>		<b>100.00%</b>	<b>37,881.04</b>	<b>100.00%</b>	<b>7,488.30</b>	<b>100.00%</b>	<b>595.43</b>	<b>100.00%</b>	<b>8,083.73</b>	



## Notes to the Consolidated Financial Statements

### 4 Additional information

(pursuant to para 2 of general instructions for the preparation of consolidated financial statements)

#### For the year ended December 31, 2020

	Name of the Entity	Country of Incorporation	Net Assets		Share in profit or loss		Share in OCI		Share in total comprehensive income	
			% of Consolidated	Rupees Million	% of Consolidated	Rupees Million	% of Consolidated	Rupees Million	% of Consolidated	Rupees Million
1	Hexaware Technologies Limited (Parent)	India	70.06%	22,669.28	83.39%	5,182.40	100.00%	271.34	84.08%	5,453.74
	<b>Wholly owned subsidiaries</b>									
1	Hexaware Technologies Inc.	USA	17.52%	5,669.45	7.85%	488.15	-	-	7.53%	488.15
2	Hexaware Technologies, Mexico S. De. R.L. De. C.V.	Mexico	1.76%	569.11	1.28%	79.45	-	-	1.22%	79.45
3	Hexaware Technologies UK Ltd	UK	2.21%	714.68	3.40%	211.01	-	-	3.25%	211.01
4	Hexaware Technologies Asia Pacific Pte Limited	Singapore	1.68%	544.69	1.01%	62.82	-	-	0.97%	62.82
5	Hexaware Technologies GmbH	Germany	1.25%	404.54	0.24%	14.88	-	-	0.23%	14.88
6	Hexaware Technologies Canada Limited	Canada	0.59%	189.87	0.73%	45.18	-	-	0.70%	45.18
7	Guangzhou Hexaware Information Technologies Company Limited	China	-	-	(0.00%)	(0.23)	-	-	(0.00%)	(0.23)
8	Hexaware Technologies LLC	Russia	0.07%	21.19	(0.24%)	(14.62)	-	-	(0.23%)	(14.62)
9	Hexaware Technologies Saudi LLC	Saudi Arabia	0.01%	2.60	0.03%	1.64	-	-	0.03%	1.64
10	Hexaware Technologies Romania SRL (Subsidiary of Hexaware Technologies UK Ltd.)	Romania	(0.44%)	(143.19)	(0.31%)	(18.99)	-	-	(0.29%)	(18.99)
11	Hexaware Technologies Hong Kong Limited	Hong Kong	0.22%	71.33	0.06%	4.02	-	-	0.06%	4.02
12	Hexaware Technologies Nordic AB	Sweden	(0.09%)	(27.58)	0.11%	6.88	-	-	0.11%	6.88
13	Shanghai Hexaware Information Technologies Company Limited	China	0.01%	2.30	(0.07%)	(4.54)	-	-	(0.07%)	(4.54)
14	Mobiquity Inc (Acquired on 13 <sup>th</sup> June 2019, Subsidiary of Hexaware Technologies Inc.)	USA	2.35%	761.66	1.17%	72.99	-	-	1.13%	72.99
15	Mobiquity Velocity Solutions, Inc (Subsidiary of Mobiquity Inc.)	USA	(0.89%)	(288.96)	(0.00%)	(0.01)	-	-	(0.00%)	(0.01)
16	Mobiquity Velocity Cooperative UA (Subsidiary of Mobiquity Inc.)	Netherlands	-	-	-	-	-	-	-	-
17	Mobiquity BV (Subsidiary of Mobiquity Velocity Cooperative UA)	Netherlands	3.46%	1,120.74	0.26%	15.88	-	-	0.24%	15.88
18	Morgan Clark BV (Subsidiary of Mobiquity Velocity Cooperative UA)	Netherlands	(0.85%)	(274.17)	0.17%	10.41	-	-	0.16%	10.41
19	Mobiquity Softech Private Limited (Acquired on 13 <sup>th</sup> June 2019, Subsidiary of Hexaware Technologies Limited)	India	1.07%	345.05	0.82%	51.07	-	-	0.79%	51.07
20	Hexaware Technologies South Africa (Pty) Ltd (formed on November 25, 2019, Subsidiary of Hexaware Technologies UK Ltd)	South Africa	0.02%	5.90	(0.00%)	(0.09)	-	-	(0.00%)	(0.09)
1	<b>Associate</b> Experis Technology Solutions Pte. Ltd. (20% ownership interest by Hexaware Technologies Asia Pacific Pte Limited)	Singapore	-	-	0.11%	6.70	-	-	0.10%	6.70
	<b>Total</b>		<b>100.00%</b>	<b>32,358.49</b>	<b>100.00%</b>	<b>6,215.00</b>	<b>100.00%</b>	<b>271.34</b>	<b>100.00%</b>	<b>6,486.34</b>

## Notes to the Consolidated Financial Statements

### 5 Right-of-use assets

The details of the right-of-use assets held by the Group is as follows:

	₹ million			
	Office premises <sup>1</sup>	Leasehold land <sup>2</sup>	Vehicle	Total
<b>Cost as at January 1, 2021</b>	4,365.92	518.55	69.03	4,953.50
Additions	307.70	-	52.70	360.40
Remeasurement	(50.74)	-	-	(50.74)
Translation exchange difference	(28.83)	-	(5.99)	(34.82)
<b>Cost as at December 31, 2021</b>	<b>4,594.05</b>	<b>518.55</b>	<b>115.74</b>	<b>5,228.34</b>
<b>Accumulated amortisation as at January 1, 2021</b>	594.54	6.20	25.15	625.89
Amortisation for the year	655.23	6.20	26.73	688.16
Remeasurement / adjustment	(48.34)	-	-	(48.34)
Translation exchange difference	(4.42)	-	(2.45)	(6.87)
<b>Accumulated amortisation as at December 31, 2021</b>	<b>1,197.01</b>	<b>12.40</b>	<b>49.43</b>	<b>1,258.84</b>
<b>Net carrying amount as at December 31, 2021</b>	<b>3,397.04</b>	<b>506.15</b>	<b>66.31</b>	<b>3,969.50</b>
<b>Total (in USD millions) <sup>3</sup></b>	<b>45.70</b>	<b>6.81</b>	<b>0.89</b>	<b>53.40</b>
<b>Cost as at January 1, 2020</b>	3,726.51	518.55	51.44	4,296.50
Additions	518.77	-	-	518.77
Remeasurement	80.29	-	-	80.29
Translation exchange difference	40.34	-	17.59	57.94
<b>Cost as at December 31, 2020</b>	<b>4,365.92</b>	<b>518.55</b>	<b>69.03</b>	<b>4,953.50</b>
<b>Accumulated amortisation as at January 1, 2020</b>	-	-	-	-
Amortisation for the year	608.04	6.20	24.17	638.41
Remeasurement	(14.96)	-	-	(14.96)
Translation exchange difference	1.46	-	0.98	2.45
<b>Accumulated amortisation as at December 31, 2020</b>	<b>594.54</b>	<b>6.20</b>	<b>25.15</b>	<b>625.89</b>
<b>Net carrying amount as at December 31, 2020</b>	<b>3,771.38</b>	<b>512.35</b>	<b>43.88</b>	<b>4,327.61</b>

The Group incurred ₹38.98 million & ₹74.55 million for the year ended December 31, 2021 and December 31, 2020, respectively, towards expenses relating to short-term leases and leases of low-value assets.

Interest on lease liabilities is ₹278.53 million and ₹280.16 million for the year ended on December 31, 2021 and December 31, 2020, respectively.

Payments toward leases of low-value assets and leases with less than twelve months of lease term, are disclosed under operating activities in the statement of cash flows. All other lease payments during the period are disclosed under financing activities in the statement of cash flows.

The maturity analysis of lease liabilities is covered under Note 27.

The weighted average incremental borrowing rate used for discounting is 7.47%.

#### Notes

- Balance reclassified from ROU of building
- Includes unamortized lease premium in respect of one parcel of leasehold land allotted to the Group at Nagpur for which the final lease agreement is being executed amounting to ₹77.15 million as at December 31, 2021 and ₹78.06 million as at December 31, 2020.
- Supplementary information convenience translation (See Note 2.2)



## Notes to the Consolidated Financial Statements

### 6 Property, plant and equipment

Property, plant and equipment (PPE) consist of the following:

	Freehold Land	Buildings <sup>1</sup>	Plant and Machinery <sup>2</sup>	Furniture and Fixtures	Vehicles	Office Equipment	Leasehold Improvements	Total (A)	Capital Work in Progress (B)	Total (A+B)
<b>Cost as at January 1, 2021</b>	0.15	4,230.14	3,455.06	1,249.32	20.60	2,110.73	318.84	11,384.84	102.43	11,487.27
Additions	-	1.51	597.47	16.36	-	46.78	120.08	782.20	120.66	902.86
Capitalised	-	-	-	-	-	-	-	-	(76.93)	(76.93)
(Disposals)	-	-	(301.88)	(75.86)	(2.08)	(31.49)	(28.71)	(440.02)	(24.93)	(464.95)
Translation exchange difference	-	-	10.51	(42.07)	0.04	29.38	(6.05)	(8.19)	-	(8.19)
<b>Cost as at December 31, 2021</b>	<b>0.15</b>	<b>4,231.65</b>	<b>3,761.16</b>	<b>1,147.75</b>	<b>18.56</b>	<b>2,155.40</b>	<b>404.16</b>	<b>11,718.83</b>	<b>121.23</b>	<b>11,840.06</b>
<b>Accumulated depreciation as at January 1, 2021</b>	-	415.97	2,452.36	731.30	17.87	1,348.33	204.02	5,169.85	-	5,169.85
Depreciation for the year	-	97.39	504.68	91.33	1.67	267.44	40.67	1,003.18	-	1,003.18
(Disposals)	-	-	(299.59)	(75.17)	(2.08)	(31.34)	(28.71)	(436.89)	-	(436.89)
Translation exchange difference	-	-	(9.79)	(0.15)	0.04	(1.25)	0.59	(10.56)	-	(10.56)
<b>Accumulated depreciation as at December 31, 2021</b>	-	<b>513.36</b>	<b>2,647.66</b>	<b>747.31</b>	<b>17.50</b>	<b>1,583.18</b>	<b>216.57</b>	<b>5,725.58</b>	-	<b>5,725.58</b>
<b>Net carrying amount as at December 31, 2021</b>	<b>0.15</b>	<b>3,718.29</b>	<b>1,113.50</b>	<b>400.44</b>	<b>1.06</b>	<b>572.22</b>	<b>187.59</b>	<b>5,993.25</b>	<b>121.23</b>	<b>6,114.48</b>
<b>Total (in USD millions) <sup>3</sup></b>	-	<b>50.02</b>	<b>14.98</b>	<b>5.39</b>	<b>0.01</b>	<b>7.70</b>	<b>2.52</b>	<b>80.62</b>	<b>1.63</b>	<b>82.26</b>
<b>Cost as at December 31, 2019</b>	0.15	3,913.49	3,219.63	1,216.50	20.55	1,921.17	235.75	10,527.24	863.32	11,390.56
Transition impact of Ind AS 116	-	(345.47)	-	-	-	-	-	(345.47)	-	(345.47)
<b>Restated cost as at January 1, 2020</b>	<b>0.15</b>	<b>3,568.02</b>	<b>3,219.63</b>	<b>1,216.50</b>	<b>20.55</b>	<b>1,921.17</b>	<b>235.75</b>	<b>10,181.77</b>	<b>863.32</b>	<b>11,045.09</b>
Additions	-	662.12	371.12	51.76	-	190.02	80.69	1,355.71	221.11	1,576.82
Capitalised	-	-	-	-	-	-	-	-	(973.00)	(973.00)
(Disposals)	-	-	(145.48)	(22.03)	-	(2.43)	(3.47)	(173.41)	(9.00)	(182.41)
Translation exchange difference	-	-	9.79	3.09	0.05	1.97	5.87	20.77	-	20.77
<b>Cost as at December 31, 2020</b>	<b>0.15</b>	<b>4,230.14</b>	<b>3,455.06</b>	<b>1,249.32</b>	<b>20.60</b>	<b>2,110.73</b>	<b>318.84</b>	<b>11,384.84</b>	<b>102.43</b>	<b>11,487.27</b>
<b>Accumulated depreciation as at December 31, 2019</b>	-	420.93	2,144.75	633.25	15.94	1,091.41	152.06	4,458.34	-	4,458.34
Transition impact of Ind AS 116	-	(94.05)	-	-	-	-	-	(94.05)	-	(94.05)
<b>Restated accumulated depreciation as at January 1, 2020</b>	-	<b>326.88</b>	<b>2,144.75</b>	<b>633.25</b>	<b>15.94</b>	<b>1,091.41</b>	<b>152.06</b>	<b>4,364.29</b>	-	<b>4,364.29</b>
Depreciation for the year	-	89.60	449.49	98.65	1.88	269.72	52.73	962.07	-	962.07
(Disposals)	-	(0.51)	(146.74)	(2.18)	-	(13.94)	(3.17)	(166.54)	-	(166.54)
Translation exchange difference	-	-	4.86	1.58	0.05	1.14	2.40	10.03	-	10.03
<b>Accumulated depreciation as at December 31, 2020</b>	-	<b>415.97</b>	<b>2,452.36</b>	<b>731.30</b>	<b>17.87</b>	<b>1,348.33</b>	<b>204.02</b>	<b>5,169.85</b>	-	<b>5,169.85</b>
<b>Net carrying amount as at December 31, 2020</b>	<b>0.15</b>	<b>3,814.17</b>	<b>1,002.70</b>	<b>518.02</b>	<b>2.73</b>	<b>762.40</b>	<b>114.82</b>	<b>6,214.99</b>	<b>102.43</b>	<b>6,317.42</b>

#### Note:

- Buildings as at December 31, 2019 includes office premises taken on finance lease of gross value of ₹345.47 million and net carrying value of ₹251.42 million which has been reclassified to right-of-use assets under IND AS 116.
- Plant and machinery includes computer systems.
- Supplementary information convenience translation (See Note 2.2)

## Notes to the Consolidated Financial Statements

### 7 Goodwill

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>1</sup>
<b>Opening balance</b>	12,044.04	11,760.88	162.02
Translation exchange rate differences	208.37	283.16	2.80
<b>Closing balance</b>	<b>12,252.41</b>	<b>12,044.04</b>	<b>164.82</b>

₹ million

Considering the synergies accruing to the CGUs, the Group allocates the carrying value of goodwill allocated to CGUs as follows:

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>1</sup>
<b>CGUs</b>			
Travel and Transportation (T&T)	840.47	980.43	11.31
Financial Services (FS)	4,043.35	4,099.19	54.39
Banking	633.59	484.57	8.52
Healthcare & Insurance (H&I)	2,645.48	2,580.02	35.59
Hi-Tech Professional services (HTPS)	1,624.94	1,817.72	21.86
Manufacturing and Consumer (M & C)	2,464.58	2,082.11	33.15
<b>Total</b>	<b>12,252.41</b>	<b>12,044.04</b>	<b>164.82</b>

₹ million

Goodwill is tested for impairment on an annual basis. The recoverable amount is higher of its fair value less costs of disposal and its value in use. Considering the assumptions below, there was no impairment as at December 31, 2021 and December 31, 2020.

The estimated value in use of CGUs is based on the future cash flows using an annual growth rate of 5% for periods subsequent to the forecasted period of 5 years and discount rate of 11.34%. These estimates are likely to differ from future actual results of operations and cash flows.

An analysis of the sensitivity of the computation to a combined change in key parameters (gross margin, discount rates and growth rate), based on reasonably probable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount.

#### Notes

1 Supplementary information convenience translation (See Note 2.2)



## Notes to the Consolidated Financial Statements

### 8 Intangible assets consist of the following:

	₹ million			
	Brand	Software licenses	Customer Contracts / Relations <sup>2</sup>	Total
<b>Cost as at January 1, 2021</b>	163.80	833.53	3,023.43	4,020.76
Additions	-	33.77	-	33.77
Disposals	-	(11.02)	(127.74)	(138.76)
Translation exchange difference	-	0.48	52.10	52.58
<b>Cost as at December 31, 2021</b>	<b>163.80</b>	<b>856.76</b>	<b>2,947.79</b>	<b>3,968.35</b>
<b>Accumulated amortisation as at January 1, 2021</b>	163.80	758.70	906.78	1,829.28
Amortisation for the year <sup>1</sup>	-	42.47	507.94	550.41
Disposals	-	(11.02)	(127.74)	(138.76)
Translation exchange difference	-	11.90	18.70	30.60
<b>Accumulated amortisation as at December 31, 2021</b>	<b>163.80</b>	<b>802.05</b>	<b>1,305.68</b>	<b>2,271.53</b>
<b>Net carrying amount as at December 31, 2021</b>	<b>-</b>	<b>54.71</b>	<b>1,642.11</b>	<b>1,696.82</b>
<b>Total (in USD millions) <sup>3</sup></b>	<b>-</b>	<b>0.74</b>	<b>22.09</b>	<b>22.83</b>
<b>Cost as at January 1, 2020</b>	160.02	794.87	2,718.40	3,673.29
Additions	-	34.93	273.40	308.33
Disposals	-	0.37	-	0.37
Translation exchange difference	3.78	3.36	31.63	38.77
<b>Cost as at December 31, 2020</b>	<b>163.80</b>	<b>833.53</b>	<b>3,023.43</b>	<b>4,020.76</b>
<b>Accumulated amortisation as at January 1, 2020</b>	56.52	696.48	374.62	1,127.62
Amortisation for the year <sup>1</sup>	107.70	59.64	556.07	723.41
Disposals	-	0.48	(0.44)	0.04
Translation exchange difference	(0.42)	2.10	(23.47)	(21.79)
<b>Accumulated amortisation as at December 31, 2020</b>	<b>163.80</b>	<b>758.70</b>	<b>906.78</b>	<b>1,829.28</b>
<b>Net carrying amount as at December 31, 2020</b>	<b>-</b>	<b>74.83</b>	<b>2,116.65</b>	<b>2,191.48</b>

#### Notes

- Amortisation is included in consolidated statement of profit and loss under the line item "Depreciation and amortisation expense".
- During the year ended December, 31, 2020, the Group has acquired customer/ business contract entered by Argus Information & Advisory Services, LLC with its customer for consideration amounting to INR 273.40 million. Based on internal assessments and considering forecast / assumption, the Group has allocated the considerations into customer relations and goodwill being inconsequential amount has been subsumed in the value of customer contracts. The assumptions used for such valuations are in line with past trends and current contracts / arrangements.
- Supplementary information convenience translation (See Note 2.2)



## Notes to the Consolidated Financial Statements

### 9 Investments

#### A Investments – Non-current

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
₹ million			
<b>Investments designated at fair value through OCI</b>			
Fully paid equity shares (unquoted)			
140,958 equity shares of ₹10/- each in Beta Wind Farm Pvt. Ltd. <sup>1</sup>	2.68	4.58	0.04
<b>Total</b>	<b>2.68</b>	<b>4.58</b>	<b>0.04</b>

#### B Investments – Current

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
₹ million			
<b>Investments carried at fair value through profit or loss</b>			
Mutual fund units (quoted)	1,224.26	-	16.47
<b>Total</b>	<b>1,224.26</b>	<b>-</b>	<b>16.47</b>

### 10 Income taxes

#### A Income tax expense is allocated as follows:

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>2</sup>
₹ million			
Income tax expense as per the Statement of Profit and Loss	1,923.93	1,789.99	25.88
Income tax included in Other Comprehensive Income on:			
a) Net change in fair value of cash flow hedges	85.53	94.72	1.15
b) Remeasurement of defined benefit plan	28.84	(48.08)	0.39
c) Recognised in equity in relation to stock based compensation	(55.17)	(86.55)	(0.74)
	<b>1,983.13</b>	<b>1,750.08</b>	<b>26.68</b>

#### Notes:

- On June 10, 2021, the Group sold 100,000 equity shares of ₹10/- each held in Beta Wind Farm Pvt. Ltd. at consideration price of ₹1.9 million
- Supplementary information convenience translation (See Note 2.2)



## Notes to the Consolidated Financial Statements

### B The reconciliation of estimated income tax expense at the Indian statutory income tax rate to the income tax expenses reported in statement of profit and loss is as follows:

	₹ million		
	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Profit before tax	9,412.18	7,998.29	126.62
Expected tax expense at the enacted tax rate of 34.944% (Previous year 34.944%) in India	3,288.99	2,794.92	44.25
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:			
Income exempt from tax	(1,163.04)	(1,168.69)	(15.65)
Tax effect of non-deductible expenses	44.87	73.51	0.60
Tax charges/ (credit) pertaining to earlier years	26.54	263.05	0.36
Tax rate differential at different jurisdiction	(194.06)	(155.96)	(2.61)
Others	(79.37)	(16.83)	(1.07)
	<b>1,923.93</b>	<b>1,789.99</b>	<b>25.87</b>

Current income tax expense comprises of taxes on income from operations in India and foreign jurisdictions. In India, substantial part of operations is carried from units in Special Economic Zones notified by the Government which also benefit from the tax exemptions. These units are eligible for the deduction of 100 percent of profits or gains derived from the export of services for the first five years from commencement of provision of services and 50 percent of such profits or gains for a further five years. 50 percent tax benefit is also available for a further period of five years subject to the unit meeting defined conditions of further investments. In respect of certain jurisdictions, where the income tax year is different from the accounting year, provision for current tax is made on the basis of income for the respective accounting year, which will be adjusted considering the total assessable income for the tax year.

The Group is undergoing tax assessment proceedings in the US. Review is primarily towards related party transactions between group companies. The Group has made an application to competent authorities for mutual resolution between US and India under Mutual Agreement Procedure. In the financial year 2020, the Group has made additional tax provision (net) of ₹263.05 million for the financial year 2017 to 2019.

#### Notes

1 Supplementary information convenience translation (See Note 2.2)

## Notes to the Consolidated Financial Statements

### C Significant components of net deferred tax assets and liabilities for the year ended December 31, 2021 are as follows

Components of deferred taxes:	Opening balance	Recognised in profit or loss	Recognised in OCI <sup>1</sup>	Recognised in Equity	Closing balance
<b>Deferred tax assets</b>					
Allowance for doubtful debts	85.63	71.39	3.78	-	160.80
Brought forward losses	170.98	-	2.96	-	173.94
Employee benefit obligations	736.33	127.63	(24.01)	-	839.95
Leases <sup>2</sup>	84.38	21.72	-	-	106.10
Minimum alternate tax credit carry forward	1,522.26	(130.33)	-	-	1,391.93
Share based payment	144.14	(10.54)	-	101.01	234.61
Unrealised loss on cash flow hedges	(54.76)	-	(85.45)	-	(140.21)
Others	16.55	(9.93)	7.18	-	13.80
<b>Total</b>	<b>2,705.51</b>	<b>69.94</b>	<b>(95.54)</b>	<b>101.01</b>	<b>2,780.92</b>
<b>Deferred tax liabilities</b>					
Depreciation	252.45	(23.18)	9.97	-	239.24
Intangible Assets	526.29	(101.20)	12.22	-	437.31
<b>Total</b>	<b>778.74</b>	<b>(124.38)</b>	<b>22.19</b>	<b>-</b>	<b>676.55</b>
<b>Net deferred tax asset</b>	<b>1,926.77</b>	<b>194.32</b>	<b>(117.73)</b>	<b>101.01</b>	<b>2,104.37</b>
<b>Total (in USD millions) <sup>3</sup></b>	<b>25.92</b>	<b>2.61</b>	<b>(1.58)</b>	<b>1.36</b>	<b>28.31</b>

Significant components of net deferred tax assets and liabilities for the year ended December 31, 2020 are as follows

Components of deferred taxes:	Opening balance	Recognised in profit or loss	Recognised in OCI <sup>1</sup>	Recognised in Equity	Closing balance
<b>Deferred tax assets</b>					
Allowance for doubtful debts	44.15	41.48	-	-	85.63
Brought forward losses	167.04	-	3.94	-	170.98
Employee benefit obligations	355.50	344.38	36.45	-	736.33
Leases <sup>2</sup>	54.52	29.86	-	-	84.38
Minimum alternate tax credit carry forward	1,636.12	(113.86)	-	-	1,522.26
Share based payment	56.75	0.84	-	86.55	144.14
Unrealised loss on cash flow hedges	40.17	-	(94.93)	-	(54.76)
Others	11.49	(16.27)	-	21.33	16.55
<b>Total</b>	<b>2,365.74</b>	<b>286.43</b>	<b>(54.54)</b>	<b>107.88</b>	<b>2,705.51</b>
<b>Deferred tax liabilities</b>					
Depreciation	237.77	14.68	-	-	252.45
Intangible Assets	636.25	(145.55)	35.59	-	526.29
<b>Total</b>	<b>874.02</b>	<b>(130.87)</b>	<b>35.59</b>	<b>-</b>	<b>778.74</b>
<b>Net deferred tax asset</b>	<b>1,491.72</b>	<b>417.30</b>	<b>(90.13)</b>	<b>107.88</b>	<b>1,926.77</b>

#### Notes

- Including recognized in foreign currency translation reserve
- Opening balance of deferred tax on lease assets has been restated by ₹26.05 million to give impact of transition to Ind AS 116 (Refer to note 2.8).
- Supplementary information convenience translation (See Note 2.2)



## Notes to the Consolidated Financial Statements

- a) Deferred tax liability on temporary differences of ₹Nil as at December 31, 2021 (₹Nil as at December 31, 2020), associated with investments in subsidiaries, has not been recognized, as it is the intention of the parent company to reinvest the earnings of these subsidiaries for the foreseeable future.
- b) In the absence of probability of recoverability for the unused tax credits as at December 31, 2021 aggregating to ₹378.27 million (₹334.98 as at December 31, 2020) no tax asset is recognized in the books. If these tax losses are not utilized they would expire on various dates starting from financial year 2031.
- c) There are unused tax losses amounting to ₹1,474.55 million as at December 31, 2021 (₹1,871.92 million as at December 31, 2020) for which no deferred tax asset has been recognized as it is not considered probable that there will be future taxable profits available. If these tax losses not utilized would expire on various dates starting from financial year 2031.

### 11 Loans - Security Deposits

#### A Loans - Security Deposits - Non-current

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Security deposits for premises and others <sup>1</sup>	420.95	400.16	5.66
<b>Total</b>	<b>420.95</b>	<b>400.16</b>	<b>5.66</b>

#### B Loans - Security Deposits - Current

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Security deposits for premises and others	5.28	39.91	0.07
<b>Total</b>	<b>5.28</b>	<b>39.91</b>	<b>0.07</b>

#### Notes

- 1 Excludes deposits aggregating ₹34.56 million as at December 31, 2021 (₹34.56 million as at December 31, 2020) provided as doubtful of recovery basis the expected credit loss model.
- 2 Supplementary information convenience translation (See Note 2.2)

## Notes to the Consolidated Financial Statements

### 12 Other financial assets

#### A Other financial assets – Non-current

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Interest accrued on bank deposits	0.73	0.54	0.01
Derivative assets	218.18	178.09	2.94
Restricted bank balances <sup>1</sup>	56.73	116.85	0.76
<b>Total</b>	<b>275.64</b>	<b>295.48</b>	<b>3.71</b>

₹ million

#### B Other financial assets – Current

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Interest accrued on bank deposits	0.32	0.63	-
Derivative assets	557.48	265.79	7.50
<b>Total</b>	<b>557.80</b>	<b>266.42</b>	<b>7.50</b>

₹ million

### 13 Other assets

#### A Other assets – Non-current

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Capital advances	15.06	1.38	0.20
Cost to fulfil contract	69.60	66.24	0.94
Prepaid expenses	5.84	4.24	0.08
Indirect taxes recoverable	44.26	125.38	0.60
<b>Total</b>	<b>134.76</b>	<b>197.24</b>	<b>1.82</b>

₹ million

#### B Other assets – Current

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Cost to fulfil contract	34.23	70.67	0.46
Prepaid expenses	774.83	811.91	10.42
Indirect taxes recoverable	95.81	68.28	1.29
Employee advances	44.50	91.22	0.60
Contract assets	750.85	665.78	10.10
Others	44.95	20.39	0.60
<b>Total</b>	<b>1,745.17</b>	<b>1,728.25</b>	<b>23.47</b>

₹ million

#### Notes

- 1 Restriction on account of bank deposits held as margin money.
- 2 Supplementary information convenience translation (See Note 2.2)



## Notes to the Consolidated Financial Statements

### 14 Trade receivables

#### A Trade receivables - Current (Unsecured)

₹ million

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>1</sup>
Considered good	10,193.39	8,140.00	137.13
Considered doubtful <sup>2</sup>	558.70	314.93	7.52
	<b>10,752.09</b>	<b>8,454.93</b>	<b>144.65</b>
Less: Allowance for doubtful debts	(558.70)	(314.93)	(7.52)
<b>Total</b>	<b>10,193.39</b>	<b>8,140.00</b>	<b>137.13</b>

₹ million

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>1</sup>
Not Due	7,619.38	5,221.08	102.50
Due less than 180 days <sup>3</sup>	2,543.83	2,917.01	34.22
Due more than 180 days <sup>4</sup>	30.18	1.91	0.41
	<b>10,193.39</b>	<b>8,140.00</b>	<b>137.13</b>

#### B The activity in the allowance for doubtful debts is given below:

₹ million

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>1</sup>
<b>Balance at the beginning of the year</b>	314.93	178.20	4.24
Additions during the year	597.59	255.26	8.04
Amounts recovered during the year	(354.41)	(124.42)	(4.77)
Translation adjustments	0.59	5.89	0.01
<b>Balance at the end of the year</b>	<b>558.70</b>	<b>314.93</b>	<b>7.52</b>

#### Notes:

- Supplementary information convenience translation (See Note 2.2)
- The Company's credit period generally ranges from 30 - 60 days. Allowance for the doubtful debts is made for the debts outstanding for over 180 days unless confirmed by the customer and/ or recoverability is considered reasonable. The age wise break up of trade receivables, net of allowances is given below:
- Net of allowance for doubtful receivables of ₹187.05 million as at December 31, 2021 (₹125.45 million as at December 31, 2020)
- Net of allowance for doubtful receivables of ₹148.65 million as at December 31, 2021 (₹188.54 million as at December 31, 2020)

## Notes to the Consolidated Financial Statements

### 15 Cash and bank balances

#### A Cash and cash equivalents

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Remittance in transit	20.14	96.59	0.27
In current accounts with banks	11,551.98	9,361.20	155.40
Bank deposit accounts with less than 3 months maturity	214.74	656.66	2.89
Unclaimed dividend accounts	115.49	147.27	1.55
Margin money with banks	56.73	116.85	0.76
	<b>11,959.08</b>	<b>10,378.57</b>	<b>160.87</b>
Less: Restricted bank balances	(172.22)	(264.12)	(2.32)
<b>Total</b>	<b>11,786.86</b>	<b>10,114.45</b>	<b>158.55</b>

₹ million

#### B Other bank balances

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Restricted bank balances in respect of unclaimed dividend <sup>1</sup>	115.49	147.27	1.55
Other bank deposits	108.57	-	1.46
<b>Total</b>	<b>224.06</b>	<b>147.27</b>	<b>3.01</b>

₹ million

### 16 Equity

#### 16.1 Authorised capital

	As at December 31, 2021	As at December 31, 2020
525,000,000 Equity shares of ₹2 each	1,050.00	1,050.00
1,100,000 Series "A" Preference Shares of ₹1,421 each	1,563.10	1,563.10

₹ million

#### 16.2 Issued, subscribed and paid-up capital

	As at December 31, 2021	As at December 31, 2020
Equity shares of ₹2 each	603.23	600.66

₹ million

#### 16.3 Reconciliation of number of shares

	As at December 31, 2021	As at December 31, 2020
Shares outstanding at the beginning of the year	300,330,455	298,384,321
Shares issued during the year on exercise of employee stock options	1,282,804	1,946,134
<b>Shares outstanding at the end of the year</b>	<b>301,613,259</b>	<b>300,330,455</b>

₹ million

#### Notes:

- There are no amounts due and outstanding to be credited to Investor Education and Protection Fund (IEPF) as at December 31, 2021.
- Supplementary information convenience translation (See Note 2.2)



## Notes to the Consolidated Financial Statements

### 16.4 Rights, preferences and restrictions attached to equity shares

The Holding Company has one class of equity shares having a par value of ₹2 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Holding Company after distribution of all liabilities, in proportion to their shareholding.

### 16.5 Details of shares held by shareholders holding more than 5% shares

Name of the shareholder	₹ million	
	As at December 31, 2021	As at December 31, 2020
CA Magnum Holdings (Parent Company of Hexaware Technologies Limited)	288,068,041 95.51%	- 0.00%
HT Global IT Solutions Holdings Ltd.	- 0.00%	186,318,590 62.04%
HT Global Holdings B.V.	- 0.00%	98,644,261 32.85%

**16.6** The Holding Company on October 19, 2020, received the delisting approval of the stock exchanges (BSE and NSE) and effective November 09, 2020 the shares were de-listed from the stock exchanges.

**16.7** During the year ended December 31, 2017, the Holding Company bought back 5,694,835 shares at ₹240 per share aggregating ₹1,366.76 million by utilisation of securities premium. The cost relating to buy-back was charged to other equity.

### 16.8 Shares reserved for issue under RSU's / options

The Holding Company has granted employee restricted stock units (RSU's) / (options) under the ESOP 2008 and 2015 scheme. Each RSU / options entitles the holder to one equity share of ₹2 each. 2,661,298 RSU's / options were outstanding as on December 31, 2021 (5,025,699 as on December 31, 2020).

**16.9** The dividend per share recognised as distribution to equity shareholders for the year ended December 31, 2021 was ₹8.00 per share (for the year ended December 31, 2020 ₹7.00 per share)



## Notes to the Consolidated Financial Statements

### 17 Other financial liabilities

#### A Other financial liabilities - Non-current

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Derivative liabilities	0.59	39.52	0.01
Others	2.36	2.30	0.03
<b>Total</b>	<b>2.95</b>	<b>41.82</b>	<b>0.04</b>

₹ million

#### B Other financial liabilities - Current

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Unclaimed dividend <sup>1</sup>	115.49	147.27	1.55
Capital creditors			-
Dues of micro enterprises and small enterprises	6.75	1.63	0.09
Dues of other than micro enterprises and small enterprises	52.15	93.71	0.70
Deferred Consideration towards business acquisition	10.06	142.18	0.14
Employee liabilities	3,826.73	2,889.54	51.48
Derivative liabilities	4.44	34.06	0.06
<b>Total</b>	<b>4,015.62</b>	<b>3,308.39</b>	<b>54.02</b>

₹ million

### 18 Trade payables

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
<b>Due of other than micro enterprises and small enterprises</b>			
Trade payables	3,121.16	2,834.13	41.99
Accrued expenses	1,505.54	1,375.31	20.25
<b>Total</b>	<b>4,626.70</b>	<b>4,209.44</b>	<b>62.24</b>

₹ million

#### Notes:

- There are no amounts due and outstanding to be credited to Investor Education and Protection Fund (IEPF).
- Supplementary information convenience translation (See Note 2.2)



## Notes to the Consolidated Financial Statements

### 19 Other liabilities

#### A Other liabilities - Non-current

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>1</sup>
Unearned revenues	35.27	-	0.47
Statutory liabilities	-	481.23	-
<b>Total</b>	<b>35.27</b>	<b>481.23</b>	<b>-</b>

#### B Other liabilities - Current

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>1</sup>
Unearned revenues	1,091.98	545.80	14.69
Statutory liabilities	1,769.34	1,181.45	23.80
<b>Total</b>	<b>2,861.32</b>	<b>1,727.25</b>	<b>38.49</b>

### 20 Revenue

20.1 The disaggregated revenue with the customers by country is disclosed under Note 29 - Segment reporting

20.2 The disaggregated revenue with the customers by contract type:

	₹ million		
	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Offshore	30,775.73	24,845.47	414.01
Onshore	39,648.83	37,042.69	533.38
Others	1,351.96	732.64	18.19
<b>Total revenue from operations</b>	<b>71,776.52</b>	<b>62,620.80</b>	<b>965.58</b>

20.3 Reconciliation of revenue recognised with the contracted price is as follows:

	₹ million		
	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Contracted price	72,810.81	64,041.93	979.50
Reductions towards variable consideration components (discounts, rebate)	(1,034.29)	(1,421.13)	(13.92)
<b>Revenue recognised</b>	<b>71,776.52</b>	<b>62,620.80</b>	<b>965.58</b>

#### Notes:

1 Supplementary information convenience translation (See Note 2.2)

## Notes to the Consolidated Financial Statements

### 20.4 Cost to fulfil contract

The Group recognises contract fulfilment cost as an asset if those costs specifically relate to a contract or to an anticipated contract, the costs generate or enhance resources that will be used in satisfying performance obligations in future; and the costs are expected to be recovered. The asset so recognised is amortised on a systematic basis consistent with the transfer of goods or services to customer to which the asset relates. The below table discloses the movement in contract fulfilment cost:

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Balance as at the beginning of the year	136.91	154.72	1.84
Cost capitalised during the year	48.90	59.25	0.66
Amortisation during the year	(81.98)	(77.06)	(1.10)
Balance as at the end of the year	<b>103.83</b>	<b>136.91</b>	<b>1.40</b>

### 20.5 Changes in Contract Liabilities / Unearned revenues are as follows:

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Balance as at the beginning of the year	545.80	341.64	7.34
Revenue recognised during the year	(510.53)	(317.05)	(6.87)
Additions during the year	1,091.98	521.21	14.69
Balance as at the end of the year	<b>1,127.25</b>	<b>545.80</b>	<b>15.16</b>

### 20.6 Contract Assets are as follows:

During the year ended December 31, 2021 and December 31, 2020, ₹630.14 million and ₹1,045.95 million of contract assets pertaining to fixed-price development contracts have been reclassified to receivables on completion of milestones.

### 20.7 Transaction price allocated to the remaining performance obligations

The remaining performance obligations represents contracted revenue that has not yet been recognized, which includes contract liabilities and amounts that will be invoiced and recognized as revenue in future periods.

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Within 1 year	9,458.90	7,068.03	127.25
More than 1 year	7,212.61	7,048.97	97.03

The Group has applied practical expedient and has not disclosed information about remaining performance obligations in contracts where the original contract duration is one year or less or where the entity has the right to consideration that corresponds directly with the value of entity's performance completed to date. The above revenue is subject to any changes in the transaction price.

### 20.8 Refer to Note 29 - Segment reporting for information on customer exceeding 10% of total revenue.

### 20.9 Revenue by nature

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Revenue from contracts with customers	71,727.42	62,496.28	964.92
Other operating revenue	49.10	124.52	0.66
<b>Total revenue from operations</b>	<b>71,776.52</b>	<b>62,620.80</b>	<b>965.58</b>

#### Notes:

1 Supplementary information convenience translation (See Note 2.2)



## Notes to the Consolidated Financial Statements

### 21 Other income

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Dividend from mutual funds	-	0.58	-
Gains / (losses) (net) on redemption / sale of Investments	30.58	-	0.41
Interest income	29.60	60.26	0.40
Profit / (Loss) on sale of property, plant and equipment (net)	5.16	4.59	0.07
Miscellaneous income	24.90	13.30	0.33
<b>Total</b>	<b>90.24</b>	<b>78.73</b>	<b>1.21</b>

### 22 Employee benefits expense

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Salary and allowances	36,741.19	32,527.38	494.27
Contribution to provident, other funds and benefits	3,911.81	3,273.45	52.62
Staff welfare expenses	783.27	680.67	10.54
Employee stock option compensation cost	1,240.00	468.61	16.68
<b>Total</b>	<b>42,676.27</b>	<b>36,950.11</b>	<b>574.11</b>

### 23 Operating and other expenses

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Rent	38.98	74.55	0.52
Rates and taxes	41.20	38.62	0.55
Travelling and conveyance	1,196.60	1,869.05	16.10
Electricity charges	122.80	172.27	1.65
Communication expenses	404.86	464.97	5.45
Repairs and maintenance	2,265.63	1,688.92	30.48
Printing and stationery	43.93	29.27	0.59
Legal and professional fees	593.11	510.57	7.98
Advertisement and business promotion	482.78	430.62	6.49
Bank and other charges	30.08	28.59	0.40
Directors' sitting fees	1.68	1.98	0.02
Insurance charges	146.94	104.06	1.98
Sub contracting and other service charges	11,283.43	9,081.62	151.79
Debts and advances written off	0.69	38.36	0.01
Allowance for doubtful debts (net of write back)	247.46	181.43	3.33
Staff recruitment expenses	559.86	208.52	7.53
Miscellaneous expenses	311.18	278.85	4.19
<b>Total</b>	<b>17,771.21</b>	<b>15,202.25</b>	<b>239.06</b>

#### Notes:

1 Supplementary information convenience translation (See Note 2.2)

## Notes to the Consolidated Financial Statements

### 24 Finance costs

	₹ million		
	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Interest on borrowings	52.56	152.65	0.71
Interest on lease liabilities	278.53	280.16	3.75
Others	12.51	59.54	0.17
<b>Total</b>	<b>343.60</b>	<b>492.35</b>	<b>4.63</b>

### 25 Earnings per share (EPS)

	₹ million		
The components of basic and diluted EPS:	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Net profit after tax	7,488.29	6,215.00	100.72
Weighted average outstanding equity shares considered for basic EPS	301,253,340	299,250,005	301,253,340
Basic earnings per share	24.86	20.77	0.33
Weighted average outstanding equity shares considered for basic EPS	<b>301,253,340</b>	<b>299,250,005</b>	<b>301,253,340</b>
Add: Effect of dilutive issue of stock options	2,627,028	4,041,543	2,661,298
Weighted average outstanding equity shares considered for diluted EPS	<b>303,880,368</b>	<b>303,291,548</b>	<b>303,914,638</b>
Diluted earnings per share	24.64	20.49	0.33
Par value per share	2.00	2.00	2.00

### 26 Related party disclosures

#### Names of related parties

##### Ultimate Holding Company and its subsidiaries

Baring Private Equity Asia GP V. LP, Cayman Island (Ultimate holding entity) (control exists) (upto November 10, 2021)

The Baring Asia Private Equity Fund V, LP, Cayman Island (upto November 10, 2021)

Baring Private Equity Asia V Mauritius Holding (4) Limited, Mauritius (upto November 10, 2021)

##### Parent Company of Hexaware Technologies Limited (control exists)

HT Global IT Solutions Holdings Limited, Mauritius (upto November 10, 2021)

CA Magnum Holdings (w.e.f. November 11, 2021)

##### Significant influence exists

HT Global Holdings B.V. (Upto November 10, 2021)

##### Associate

Experis Technology Solutions Pte Ltd., Singapore (upto December 8, 2020)

#### Notes:

1 Supplementary information convenience translation (See Note 2.2)



## Notes to the Consolidated Financial Statements

### Key Management Personnel (KMP)

#### Executive Director and CEO

R. Srikrishna

#### Non-Executive Directors

Atul K Nishar (upto November 10, 2021)

Kosmas Kalliarekos (upto November 10, 2021)

Jimmy Mahtani (upto November 10, 2021)

P R Chandrasekar (upto December 31, 2021)

Meera Shankar (Retired on April 10, 2020)

Milind Shripad Sarwate (w.e.f. April 25, 2020)

Madhu Khatri (w.e.f. April 25, 2020 to November 10, 2021)

Rajeev Kumar Mehta (w.e.f. October 05, 2020 to November 10, 2021)

Neeraj Bharadwaj (w.e.f. November 10, 2021)

Sandra Joy Horbach (w.e.f. November 10, 2021)

Patrick Reid Mccarter (w.e.f. November 10, 2021)

Julius Michael Genachowski (w.e.f. November 10, 2021)

Lucia De Fatima Soares (w.e.f. November 10, 2021)

Kapil Modi (w.e.f. November 10, 2021)

Transactions	₹ million	
	For the year ended December 31, 2021	For the year ended December 31, 2020
<b>Associate</b>		
Software and consultancy income	-	147.74
<b>Remuneration to KMP</b>		
Short term employee benefits	238.10	88.95
Post employment benefits	2.06	3.42
Share based payment	58.27	56.54
Commission and other benefits to non-executive directors	28.46	22.38

Closing balances	₹ million	
	For the year ended December 31, 2021	For the year ended December 31, 2020
Receivables from associate	-	12.53
Payable to / provision for KMP	325.34	53.35

## Notes to the Consolidated Financial Statements

### 27 Financial Instruments

#### (i) The carrying value / fair value of financial instruments <sup>1</sup> (other than investment in associate) by categories as at December 31, 2021 is as follows:

₹ million

	Amortized cost	Fair value through profit and loss	Fair value through other comprehensive income	Derivative instrument in hedging relationship	Total carrying / fair value
Cash and cash equivalents	11,786.86	-	-	-	11,786.86
Other bank balances	224.06	-	-	-	224.06
Investments in mutual fund units	-	1,224.26	-	-	1,224.26
Trade receivables	10,193.39	-	-	-	10,193.39
Unbilled receivables	3,476.12	-	-	-	3,476.12
Loans - security deposits	426.23	-	-	-	426.23
Other financial assets	57.78	-	-	775.66	833.44
Investments in equity shares	-	-	2.68	-	2.68
<b>Total</b>	<b>26,164.44</b>	<b>1,224.26</b>	<b>2.68</b>	<b>775.66</b>	<b>28,167.04</b>
<b>Total (in USD millions) <sup>2</sup></b>	<b>351.98</b>	<b>16.47</b>	<b>0.04</b>	<b>10.43</b>	<b>378.92</b>
Borrowings	-	-	-	-	-
Deferred consideration	10.06	-	-	-	10.06
Trade payables	4,666.87	-	-	-	4,666.87
Lease liabilities	3,743.17	-	-	-	3,743.17
Other financial liabilities	3,293.78	709.70	-	5.03	4,008.51
<b>Total</b>	<b>11,713.89</b>	<b>709.70</b>	<b>-</b>	<b>5.03</b>	<b>12,428.61</b>
<b>Total (in USD millions) <sup>2</sup></b>	<b>157.58</b>	<b>9.55</b>	<b>-</b>	<b>0.07</b>	<b>167.20</b>

#### (ii) The carrying value / fair value of financial instruments (other than investment in associate) by categories as at December 31, 2020 is as follows:

₹ million

	Amortized cost	Fair value through profit and loss	Fair value through other comprehensive income	Derivative instrument in hedging relationship	Total carrying / fair value
Cash and cash equivalents	10,114.45	-	-	-	10,114.45
Other bank balances	147.27	-	-	-	147.27
Trade receivables	8,140.00	-	-	-	8,140.00
Unbilled receivables	2,579.17	-	-	-	2,579.17
Loans - security deposits	440.07	-	-	-	440.07
Other financial assets	118.02	-	-	443.88	561.90
Investments in equity shares	-	-	4.58	-	4.58
<b>Total</b>	<b>21,538.98</b>	<b>-</b>	<b>4.58</b>	<b>443.88</b>	<b>21,987.44</b>
Borrowings	1,899.82	-	-	-	1,899.82
Deferred consideration	142.18	-	-	-	142.18
Trade payables	4,215.67	-	-	-	4,215.67
Lease liabilities	4,027.40	-	-	-	4,027.40
Other financial liabilities	3,134.45	-	-	73.58	3,208.03
<b>Total</b>	<b>13,419.52</b>	<b>-</b>	<b>-</b>	<b>73.58</b>	<b>13,493.10</b>

#### Notes

- Carrying amount of cash and cash equivalents, other bank balances, trade receivables, unbilled revenue, loans, other financial assets, borrowings, deferred consideration, trade payables, lease liabilities and other financial liabilities approximate the fair value because of their short term nature. Difference between carrying amounts and fair values of other financial assets and liabilities subsequently measured at amortised cost is not significant in each of the period presented.
- Supplementary information convenience translation (See Note 2.2)



## Notes to the Consolidated Financial Statements

### (iii) Fair value hierarchy

Fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability

The following table presents fair value hierarchy of financial assets and liabilities measured at fair value on a recurring basis as at December 31, 2021:

	₹ million			
	Level I	Level II	Level III	Total
Mutual fund units	1,224.26	-	-	1,224.26
Investments in equity shares	-	-	2.68	2.68
Derivative financial assets	-	775.66	-	775.66
	<b>1,224.26</b>	<b>775.66</b>	<b>2.68</b>	<b>2,002.60</b>
Derivative financial liabilities	-	5.03	-	5.03
Shared based liabilities	-	-	738.70	738.70
	-	<b>5.03</b>	<b>738.70</b>	<b>743.73</b>

The following table presents fair value hierarchy of financial assets and liabilities measured at fair value on a recurring basis as at December 31, 2020:

	₹ million			
	Level I	Level II	Level III	Total
Mutual fund units	-	-	-	-
Investments in equity shares	-	-	4.58	4.58
Derivative financial assets	-	443.88	-	443.88
	-	<b>443.88</b>	<b>4.58</b>	<b>448.46</b>
Derivative financial liabilities	-	73.58	-	73.58
Shared based liabilities	-	-	-	-
	-	<b>73.58</b>	-	<b>73.58</b>

### Valuation Technique

Investment in mutual funds is measured at the redemption price declared by the mutual fund. Derivatives are measured basis the counterparty quotes obtained. Cost of investments in equity shares is considered to be representative of fair value.



## Notes to the Consolidated Financial Statements

### (iv) Financial risk management

The Group has identified the risks under verticals like Geographic and client concentration risk, credit risk, foreign currency fluctuation risk and liquidity risk. The Group has formulated policies, procedures and strategies for managing risks which is affirmed by the global CEO and CFO, after consultation with all business units, functions and department heads.

#### Geographic and client concentration risk

In year 2021, Americas contributed 70.03 % (year 2020 - 74.05%) of the Group's total revenue. The Group continues to expand its global footprint to diversify geographic concentration though Americas remains largest market for the IT industry. The Group's exposure to the US regions is in line with the global industry practices. The Group will continue to invest in the region. There are a number of other growth factors in Americas such as favour for capitalism, highest per capita income, innovation driven culture and focus to retain high end work that allow us to identify and address the pockets of inefficiencies in the most optimum way.

38.08 % of the revenue of the year is generated from top 10 clients (previous year - 45.18%). Any loss or major downsizing by these clients may impact Group's profitability. Further, excessive exposure to particular clients will limit Group's negotiating capacity and expose us to higher credit risk.

The Group is able to maintain a diversified high quality client roster that can be accessed through the depth of relationships with existing clients.

The Group's growth strategy involves a mix of new client addition and mining the accounts of existing clients. As the Group adds more clients and grow revenues from the existing clients, it reduces dependence on the large clients. Moreover, large clients allow quick scaling up of revenues and they come with higher margins due to lower associated cost and higher cost predictability.

#### Credit Risk

Since most of Groups transactions are done on credit, the Group is exposed to credit risk on accounts receivable. Any delay, default or inability on the part of the client to pay on time will expose the Group to credit risk and can impact profitability. Group's maximum credit exposure is in respect of trade receivables of ₹10,193.39 million and ₹8,140.00 million as at December 31, 2021 and December 31, 2020, respectively, unbilled receivables of ₹3,476.12 million and ₹2,579.17 million as at December 31, 2021 and December 31, 2020, respectively and contract assets of ₹750.85 million and ₹665.78 million as at December 31, 2021 and December 31, 2020, respectively.

The Group has adopted an effective receivable management system to control the Days' Sales Outstanding (DSO). Refer to note 14A for the age wise analysis of trade receivables that are not due as well as past due and allowance for the doubtful receivables.

Top 10 customer dues (including unbilled receivables and contract assets) contribute 35.41 % of the total outstanding as at December 31, 2021 (39.44% as at December 31, 2020).

Cash and cash equivalents and mutual funds are neither past due nor impaired. Cash and cash equivalents include deposits with banks and financial institution with high credit-ratings assigned by credit-rating agencies. The investment in liquid mutual fund units are measured at fair value through profit and loss.

#### Foreign Currency fluctuations Risk

Foreign exchange fluctuations is one of the key risks impacting our business. The offshore part of the revenue remains exposed to the risk of Rupee appreciation which is functional currency of the holding Company vis-a-vis the US Dollar, the Euro and other foreign currencies, as largely, the costs incurred are in Indian Rupees and the revenue/ inflows are in foreign currencies. The contracts we enter into with our customers tend to run across several years and many of these contracts are at fixed rates, therefore any appreciation in the Indian rupee vis-à-vis foreign currencies will affect our margins.

The Foreign Exchange Risk Management Policy authorized by the Forex Committee of the Board takes these circumstances into account and authorizes hedging on a systematic basis. These risks have been effectively addressed by the processes and controls laid out in the Foreign Exchange Risk Management Policy. The hedge ratio assigned to the exposures depends on the time horizon in which they fall, the near term exposures get a higher ratio whereas the farther exposures get a lower ratio. This graded approach ensures that hedges are spread across the hedge horizon in a tapered down manner. The exposure as indicated below is net of derivative contracts entered into by the Group.



## Notes to the Consolidated Financial Statements

The following table analyses foreign currency risk from financial instruments as at December 31, 2021 & December 31, 2020:

	₹ million		
	Net financial assets (A)	Net financial liabilities (B)	Net assets/(liabilities) (A-B)
<b>As at December 31, 2021</b>			
USD	16,119.61	2,262.62	13,856.99
EUR	508.68	184.95	323.73
GBP	1,527.02	2,518.41	(991.39)
Others <sup>1</sup>	1,134.08	89.72	1,044.36

	₹ million		
	Net financial assets (A)	Net financial liabilities (B)	Net assets/(liabilities) (A-B)
<b>As at December 31, 2020</b>			
USD	10,080.13	1,492.59	8,587.54
EUR	1,775.76	488.34	1,287.42
GBP	1,693.12	414.67	1,278.45
Others <sup>1</sup>	1,406.18	231.40	1,174.78

10% depreciation/appreciation of the respective foreign currencies vis-a-vis functional currency of the Company would result in the increase/ decrease in groups's profit before tax approximately by H1,423.37 million and H1,232.82 million for the year ended December 31, 2021 and 2020, respectively.

The Group uses derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in foreign exchange rates on trade receivables and forecasted cash flows denominated in certain foreign currencies. The Company had outstanding hedging instrument in the form of foreign currency forward contracts as at:

The Group had outstanding hedging instrument in the form of foreign currency forward contracts as at:

	₹ million	
	As at December 31, 2021	As at December 31, 2020
<b>Currency hedge (sell contracts)</b>		
USD	249.00	214.72
Euro	8.10	4.40
GBP	36.60	13.20

The weighted average forward rate for the hedges outstanding as at December 31, 2021 is ₹79.71, ₹94.29 and ₹107.94 (as at December 31, 2020 ₹78.08, ₹91.04 and ₹101.30) for USD, Euro and GBP, respectively. The hedges mature over the eight quarters.

10% depreciation/appreciation of the respective foreign currencies with respect to closing exchange rate would result in the increase/ decrease in Group's other comprehensive income approximate by ₹279.11 million and ₹213.68 million for the year ended December 31, 2021 and December 31, 2020 respectively.

### Notes

- Others include currencies such as Singapore Dollars, Canadian Dollars, United Arab Emirates Dirhams, Philippine Pesos, Japanese Yen, Australian Dollars etc.

## Notes to the Consolidated Financial Statements

The movement in accumulated other comprehensive income on account of derivatives designated as cash flow hedges is as under:

	₹ million	
	For the year ended December 31, 2021	For the year ended December 31, 2020
Balance at the beginning of the year	234.29	226.06
Less: Net gains transferred to statement of profit or loss on occurrence of forecasted hedge transaction	(364.08)	(42.25)
Add: Changes in the fair value of the effective portion of outstanding cash flow hedges	751.97	145.20
Less: Deferred tax	(85.53)	(94.72)
Balance at the end of the year	<b>536.65</b>	<b>234.29</b>

There were no material hedge ineffectiveness for the year ended December 31, 2021 and December 31, 2020.

### Liquidity risk

The Group needs continuous access to funds to meet short and long term strategic investments. The Group's inability to meet such requirements in stipulated period may hamper growth plan and even ongoing operations. Further, the Company's inability to quickly convert assets into cash without incurring any material loss will expose it to liquidity risks.

Over the years, the Group has increased its liquidity position by managing its DSO and maintaining high cash / bank balance and investments.

As at December 31, 2021, the Group had total cash, bank balance and investments of ₹11,959.08 million (as at December 31, 2020 is of ₹10,378.57 million) which constitutes approximately 21.02% (as at December 31, 2020 is of 20.23%) of total assets.

The tables below provide details of the contractual maturities of significant financial liabilities as at:

	₹ million				
As at December 31, 2021	Less than 1 year	1-2 years	2-5 Years	Beyond 5 years	Total
Lease Liabilities	499.12	956.47	934.25	1,353.33	3,743.17
Borrowings	-	-	-	-	-
Trade and other payables	4,666.87	-	-	-	4,666.87
Foreign currency derivative liabilities	4.44	0.59	-	-	5.03
Others (Refer to note 17)	4,011.18	2.36	-	-	4,013.54
<b>Total</b>	<b>9,181.61</b>	<b>959.42</b>	<b>934.25</b>	<b>1,353.33</b>	<b>12,428.61</b>

	₹ million				
As at December 31, 2020	Less than 1 year	1-2 years	3-5 years	Beyond 5 years	Total
Lease Liabilities	455.62	850.61	989.77	1,731.40	4,027.40
Borrowings	438.42	1,461.40	-	-	1,899.82
Trade and other payables	4,215.67	-	-	-	4,215.67
Foreign currency derivative liabilities	34.06	39.52	-	-	73.58
Others (Refer to note 17)	3,274.33	2.30	-	-	3,276.63
<b>Total</b>	<b>8,418.10</b>	<b>2,353.83</b>	<b>989.77</b>	<b>1,731.40</b>	<b>13,493.10</b>



## Notes to the Consolidated Financial Statements

### Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates net of derivative contracts entered into by the Company. The balance with banks is in the form of fixed interest rate deposits.

1% increase/ decrease in LIBOR rate would result in the increase/ decrease in Group's profit before tax approximately by ₹Nil and ₹8.04 million for the year ended December 31, 2021 and December 31, 2020 respectively.

### Capital management

The Company's objectives when managing capital is to maintain optimal capital structure to continue to provide for adequate capital in the business, returns for shareholders and benefits for other stakeholders in the form of dividends, return of capital or issue of new shares.

### 28 Share Based Compensation

- a) The Nomination and Remuneration Committee ('Committee') of the Group administers the stock options plans viz. ESOP 2007, 2008 and 2015 plan. Under the plans, the employees of the holding Company as well as its subsidiaries are granted options/ Restricted Stock Options (RSU) entitling them to one equity share of ₹2/- each for each option granted. Exercise price is the market price of the shares of the Company at the grant date or the price determined by the Committee. During the year, the Group modified the vesting period. The modification did not have material impact. The Options / RSU's vest over a period of 1 to 6 years from the date of grant on the basis of service period and/or achievement of performance conditions. The maximum time available to exercise upon vesting is 6 years.
- b) The particulars of number of options granted and lapsed under the aforementioned Schemes are tabulated below

Particulars	ESOP - 2008		ESOP - 2015		Total	
	Options/ RSU's (nos.)	Weighted ex. Price per share (₹)	RSU's (nos.)	Weighted ex. Price per share (₹)	Options/ RSU's (nos.)	Weighted ex. Price per share (₹)
Outstanding at the beginning of the year	443,352 (1,845,716)	2.00 (2.00)	4,582,347 (5,978,723)	2.00 (2.00)	5,025,699 (7,824,439)	2.00 (2.00)
Granted during year	- -	- -	1,753,064 (1,322,141)	2.00 (2.00)	1,753,064 (1,322,141)	2.00 (2.00)
Exercised during the year	199,947 (526,315)	2.00 (2.00)	1,082,857 (1,419,819)	2.00 (2.00)	1,282,804 (1,946,134)	2.00 (2.00)
Lapsed during the year	164,444 (876,049)	2.00 (2.00)	2,670,217 (1,298,698)	2.00 (2.00)	2,834,661 (2,174,747)	2.00 (2.00)
Outstanding at the year end	78,961 (443,352)	2.00 (2.00)	2,582,337 (4,582,347)	2.00 (2.00)	2,661,298 (5,025,699)	2.00 (2.00)
Exercisable as at the year end	58,501 (183,844)	2.00 (2.00)	225,581 (807,960)	2.00 (2.00)	284,082 (991,804)	2.00 (2.00)

Previous year figures are given in bracket

- c) The weighted average share price of options exercised on the date of exercise was ₹475 per share and ₹336.45 per share for the year ended December 31, 2021 and December 31, 2020 respectively.
- d) Range of exercise price and weighted average remaining contractual life (in months) for the options outstanding:

Range of exercise price	As at 31 December 2021		As at 31 December 2021	
	Options/ RSU's (Nos)	Life	Options/ RSU's (Nos)	Life
2.00	2,661,298	23	5,025,699	28
<b>Total</b>	<b>2,661,298</b>		<b>5,025,699</b>	

## Notes to the Consolidated Financial Statements

- e) The fair values of the RSU's granted in year 2021 and 2020 are determined using Black Scholes Option pricing model using following assumptions:

Particulars	Year 2021	Year 2020
Weighted Average fair value (₹)	458.73	353.50
Weighted Average share price (₹)	475.00	373.30
Dividend Yield (%)	1.68	1.70 - 2.16
Expected Life (years)	1.19 - 2.50	1.14 - 3.55
Risk free interest rate (%)	3.75 - 4.95	3.88 - 6.50
Volatility (%)	10.41 - 40.34	31.70 - 47.98

The expected volatility is determined based on historical volatility during a period equivalent to the expected term of RSU granted.

- f) During the year, the Group modified the aforesaid scheme and provided a one-time option in respect of certain grants for RSU holder to surrender RSU against a cash payment of ₹763/- per RSU ('offer price'). Total of 1,908,249 RSUs were surrendered by the employees (included under lapsed in table (b) above). Total cash payout / payable by the Group is ₹1,456 million. The modification has been recorded as follows:
- 1) Incremental cost recorded in the Statement of Profit and Loss of ₹657 million comprising of:
    - (i) Unamortized cost determined at the grant date fair value
    - (ii) Excess of offer price of ₹763/- over fair value on date of modification
  - 2) Fair value on the modification date has been considered as cost of re-purchase of option and difference between this fair value and grant date fair value amounting to ₹365 million is recorded in the equity.

The fair value on the date of modification is based on an valuers report prepared taking into consideration recent transaction adjusted for estimate for control premium and marketability by reference to public available information.

## 29 Employee benefit plans

### 29.1 Provident Fund, Superannuation Fund and other similar funds

Both the employees and the Group make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary. In respect of the Group's employees enrolled with the Hexaware Technologies Limited Employees Provident Fund Trust (the 'Trust'), the Group pays a part of the contributions to the Trust. The remaining portion of Group's contribution in respect of such employees and entire contribution in respect of other employees is contributed to the Government administered Employee Provident and Pension Fund.

The interest rate payable by the Trust to the beneficiaries every year is being notified by the Government. The Group has an obligation to make good the short fall, if any, between the return from the investments of the trust and the notified interest rate. The valuation of the liability, fund position and assumptions considered are as follows.

Particulars	₹ million	
	December 31, 2021	December 31, 2020
Present value of benefit obligation	5,054.87	5,066.73
Fair value of plan assets	4,953.14	4,874.86
Expected Investment Return	7.90%	8.02%
Remaining term of maturities of plan assets	8.18 years	6.54 years
Expected guaranteed interest rates	8.50%	8.50%

Certain employees of the Group are entitled to benefits under the superannuation plan, a defined contribution plan. The Group makes quarterly voluntary contributions under the superannuation plan to LIC based on a specified percentage of each covered employees salary and recognises such contributions as an expense when incurred and has no further obligation to the plan beyond such contributions.



## Notes to the Consolidated Financial Statements

For the year ended December 31, 2021, the Group has recognized expenses towards contributions to provident fund and other funds and superannuation fund of ₹721.40 million (for the year ended December 31, 2020 is ₹572.79 million) and ₹55.30 million (for the year ended December 31, 2020 is ₹29.51 million) respectively.

The Group, for the year ended December 31, 2021 contributed ₹1,395.78 million (for the year ended December 31, 2020 of ₹964.19 million) towards various other defined contributions plans and benefits of subsidiaries located outside India as per laws of the respective country.

### 29.2 Gratuity Plan

The Group makes annual contribution to the Employee's Company Gratuity Assurance Scheme, administered by the Life Insurance Corporation of India ("LIC"), a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment based on completed years of service or part thereof in excess of six months. Vesting occurs on completion of five years of service.

The following table sets out the status of the gratuity plan:

Particulars	₹ million	
	December 31, 2021	December 31, 2020
<b>Change in Defined Benefit Obligation</b>		
<b>Opening defined benefit obligation</b>	<b>1,222.94</b>	<b>942.37</b>
Current service cost	268.35	213.91
Interest cost	59.75	57.63
<b>Adjustment for remeasurement of defined benefit plan</b>		
- Actuarial loss/(gains) arising from change in financial assumptions	(67.70)	105.02
- Actuarial loss/(gains) arising from change in demographical assumptions	-	-
- Actuarial loss/(gains) arising on account of experience changes	5.31	(23.61)
Benefits paid	(105.43)	(72.39)
<b>Closing defined benefit obligation (A)</b>	<b>1,383.22</b>	<b>1,222.94</b>
<b>Change in the Fair Value of Assets</b>		
<b>Opening fair value of plan assets</b>	<b>587.04</b>	<b>599.04</b>
Interest on plan assets	28.67	38.27
Remeasurement due to actual return on plan assets less interest on plan assets	2.26	9.61
Contribution by employer	12.09	12.51
Benefits paid	(105.43)	(72.39)
<b>Closing fair value of plan assets (B)</b>	<b>524.63</b>	<b>587.04</b>
<b>Net liability as per actuarial valuation (A-B)</b>	<b>858.59</b>	<b>635.90</b>
<b>Expense charged to statement of profit and loss:</b>		
Current service cost	268.35	213.91
Net Interest on defined benefit plan	31.08	19.36
<b>Total included in Employment Benefit expenses</b>	<b>299.43</b>	<b>233.27</b>
<b>Amount recognised in other comprehensive income:</b>		
<b>Remeasurement of defined benefit plan due to -</b>		
- Changes in financial assumptions	(67.70)	105.02
- Changes in demographical assumptions	-	-
- Experience adjustments	5.31	(23.61)
- Actual return on plan assets less interest on plan assets	(2.26)	(9.61)
<b>Total amount recognised in other comprehensive income</b>	<b>(64.65)</b>	<b>71.82</b>
<b>Actual return on plan assets</b>	<b>30.93</b>	<b>47.87</b>
<b>Category of assets - Insurer Managed Fund #</b>	<b>524.63</b>	<b>587.04</b>

# Since the investments are held in the form of deposit with the LIC, these are not volatile, the market value of assets is the cost value of assets and has been accordingly considered for the above disclosures.

## Notes to the Consolidated Financial Statements

The Group is expected to contribute ₹100 million to gratuity funds for the year ending December 31, 2021

Financial assumptions at the valuation date	2021	2020
Discount rate *	5.95% to 6.30%	5.15%
Rate of increase in compensation levels of covered employees **	7.5% to 10%	7.5% to 10%
Rate of Return on Plan assets	7.25%	7.25%

\* The discount rate is primarily based on the prevailing market yields of Indian government securities for the estimated term of the obligations.

\*\* The estimates of future salary increases considered in actuarial valuation takes into account the inflation, seniority, promotions and other relevant factors.

The following table summarises the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points:

Impact on defined benefit obligation	December 31, 2021	
	Discount Rate	Salary Escalation Rate
Increase in 50 bps	(2.91%) to (3.31%)	3% to 3.28%
Decrease in 50 bps	3.07% to 3.51%	(2.88%) to (3.15%)

Impact on defined benefit obligation	December 31, 2020	
	Discount Rate	Salary Escalation Rate
Increase in 50 bps	(3.12%)	3.20%
Decrease in 50 bps	3.29%	(3.06%)

### Projected plan cash flow

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date.

Maturity profile	Rupees Million
Year 1	197.69
Year 2	185.30
Year 3	180.32
Year 4	158.45
Year 5	151.02
Year 6	135.09
Year 7	146.29
Year 8	121.95
Year 9	105.23
Thereafter	710.97

The weighted average duration to the payment of these cash flows is 5.98 years.



## Notes to the Consolidated Financial Statements

### 30 Segment reporting

**30.1** The reportable business segments have been identified taking into account the services offered to customers globally operating in different industry segments based on management approach. The Chief Operating Decision Maker evaluates the Group's performance and allocates resources based on analysis of various performance indicators by below business. The Group's organization structure reflects the industry segmentation. There is change in segment break up as compare to December 31, 2020. As in December 31, 2020 banking and financial service were combined, during the year it has been presented under separate heading. Following are the business segments:

- i) Travel and Transportation (T & T)
- ii) Financial services (FS)
- iii) Banking
- iv) Healthcare and Insurance (H & I)
- v) Hi-Tech Professional services (HTPS)
- vi) Manufacturing and Consumer (M & C)

#### Segment results for the year ended December 31, 2021

	₹ million						
	T & T	FS	Banking	H & I	HTPS	M & C	Total
Revenue	4,923.61	23,686.57	3,711.65	15,497.66	9,519.15	14,437.88	71,776.52
Expenses	(3,868.76)	(20,644.49)	(3,500.93)	(12,433.39)	(7,618.07)	(11,457.51)	(59,523.15)
Segment profit	<b>1,054.85</b>	<b>3,042.08</b>	<b>210.72</b>	<b>3,064.27</b>	<b>1,901.08</b>	<b>2,980.37</b>	<b>12,253.37</b>
Less: Depreciation and amortisation							(2,241.75)
Add: Exchange rate differences (net)							578.29
Less: Unallocated corporate expenses							(924.33)
Add: Other income							90.24
Less: Finance costs							(343.60)
Add: Share in net profit of associate (net of tax)							-
Less: Exceptional Item							-
<b>Profit before tax</b>							<b>9,412.22</b>
Less: Tax expense							(1,923.93)
<b>Profit after tax</b>							<b>7,488.29</b>

#### Segment results for the year ended December 31, 2020

	₹ million						
	T & T	FS	Banking	H & I	HTPS	M & C	Total
Revenue	5,099.60	21,310.46	2,519.45	13,414.76	9,450.87	10,825.66	62,620.80
Expenses	(4,118.50)	(18,870.67)	(2,074.11)	(10,856.16)	(7,572.03)	(8,660.89)	(52,152.36)
Segment profit	<b>981.10</b>	<b>2,439.78</b>	<b>445.34</b>	<b>2,558.60</b>	<b>1,878.84</b>	<b>2,164.77</b>	<b>10,468.43</b>
Less: Depreciation and amortisation							(2,323.89)
Add: Exchange rate differences (net)							267.36
Less: Unallocated corporate expenses							-
Add: Other income							78.73
Less: Finance costs							(492.35)
Add: Share in net profit of associate (net of tax)							6.70
<b>Profit before tax</b>							<b>8,004.99</b>
Less: Tax expense							(1,789.99)
<b>Profit after tax</b>							<b>6,215.00</b>



## Notes to the Consolidated Financial Statements

### 30.2 Geographic disclosures

(a) The Group's primary source of revenue is from customers in United States of America & United Kingdom.

₹ million

Geography	For the year ended December 31, 2021	For the year ended December 31, 2020
Americas <sup>1</sup>	50,264.08	46,371.18
Europe <sup>2</sup>	14,481.03	11,431.42
Asia Pacific <sup>3</sup>	7,031.41	4,818.20
<b>Total</b>	<b>71,776.52</b>	<b>62,620.80</b>

(b) The information regarding geographical non-current assets is as follows:

₹ million

Geography	As at December 31, 2021	As at December 31, 2020
Americas <sup>1</sup>	12,807.69	12,863.83
Europe <sup>4</sup>	947.60	1,193.86
Asia Pacific <sup>5</sup>	10,705.24	11,563.36
<b>Total</b>	<b>24,460.53</b>	<b>25,621.05</b>

### 30.3 Customer information

Customer accounting for the revenue in excess of 10% of the Group revenue:

₹ million

Customer	Segment	As at December 31, 2021	As at December 31, 2020
Customer A <sup>6</sup>	HTPS	-	7,302.26
Customer B <sup>6</sup>	FS	-	6,783.09

#### Notes:

- is substantially related to operations in United States of America.
- includes revenue from United Kingdom of ₹ 9,398.85 million & 5,899.49 million for December 31, 2021 & 2020 respectively.
- includes revenue from India of ₹ 1,991.94 million & 1,677.74 million for December 31, 2021 & 2020 respectively.
- includes non current assets from United Kingdom of ₹ 237.67 million & 271.97 million for December 31, 2021 & 2020 respectively.
- is substantially related to operations in India.
- The above customers are categorised in Americas geography. No customer accounted for 10% or more during the year ended December 31, 2021



## Notes to the Consolidated Financial Statements

### 31 Contingent liabilities

	As at December 31, 2021	As at December 31, 2020
(i) Disputed Liabilities not provided for		
a) Income Tax	9.59	9.59
b) Other Litigations (Gross of tax)	73.95	-
(ii) Claims against the Group not acknowledged as debts (Gross of tax)	28.14	28.14

₹ million

- (iii) The above does not include obligations resulting from customer claims, show case notices, regulatory inquiries, legal pronouncements and other judicial interpretations, having financial impact in respect of which the Group generally performs the assessment based on the external legal opinion and the amount of which cannot be reliably estimated.
- (iv) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) as at December 31, 2021 and 2020 is ₹395.74 million and ₹226.43 million, respectively.

### 32 Borrowings

The non current borrowing represents LIBOR based term loan from a bank repayable at the end of 3 years. The current borrowing represents LIBOR based working capital facility repayable on demand. Both the above borrowing are secured by way of charge on the current assets of Hexaware Technologies Inc.

### 33 Other updates

**A** The Group has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the period end, the Group has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses on such long term contracts (including derivative contracts) has been made in the books of account.

#### **B COVID pandemic:**

The Group has assessed the impact on the recoverability of the receivables (including unbilled) and other current and non-current assets including goodwill considering both internal and external information available till date. It has also assessed, the probability of occurrence of forecasted transactions in the hedging relations, credit risk of the counter party to the derivative contracts and banks. The Group, based on the analysis and assumptions used, believes that the carrying value of these assets are recoverable. Considering the fact that the global situation is evolving day by day with new facts and numbers, the economic impact of pandemic could be different from that estimated till date by the management. The management is continuously monitoring the material changes.

**C** The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Group towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stake holders which are under active consideration by the Ministry. The Group will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

#### **D Approval of the financial statements:**

The consolidated financial statements were approved for issue by the Board of Directors on February 09, 2022.

#### **For B S R & Co. LLP**

Chartered Accountants  
Firms' registration number:101248W/W-100022

#### **For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

#### **Glenn D'souza**

**Partner**  
Membership number: 112554  
Place: Mumbai  
Date: February 10, 2022

#### **Neeraj Bharadwaj**

**Director**  
DIN 01314963  
Place: New Delhi  
Date: February 09, 2022

#### **Kapil Modi**

**Director**  
DIN 07055408  
Place: Mumbai  
Date: February 09, 2022

#### **R. Srikrishna**

**CEO & Executive Director**  
DIN 03160121  
Place: New Jersey  
Date: February 09, 2022

#### **Milind Sarwate**

**Independent Director**  
DIN 00109854  
Place: Mumbai  
Date: February 09, 2022

#### **Vikash Kumar Jain**

**Chief Financial Officer**  
Place: Mumbai  
Date: February 09, 2022

#### **Gunjan Methi**

**Company Secretary**  
Place: Mumbai  
Date: February 09, 2022

## Independent Auditor's Report

### To the Members of Hexaware Technologies Limited

#### Report on the Audit of the Standalone Financial Statements

##### Opinion

We have audited the standalone financial statements of Hexaware Technologies Limited ("the Company"), which comprise the standalone balance sheet as at 31 December 2021, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 December 2021, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### Other Information

The Company's management and Board of Directors are responsible for the Other Information. The Other Information comprises the information included in the Company's Director's report but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information, we are required to report that fact.

We have nothing to report in this regard.

##### Management's and Board of Directors' Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.



## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Other Matter

The standalone financial statements as at and for the year ended 31 December 2021 have been translated into United States dollars solely for the convenience of the reader. We have audited the translation, and, in our opinion, such financial statements expressed in Indian rupee have been translated into United States dollars on the basis set forth in Note 2.2 to the standalone financial statements.

Our opinion is not modified in respect of this matter.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
  - (A) As required by Section 143(3) of the Act, we report that:
    - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
    - c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
    - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.

- e) On the basis of the written representations received from the directors as on 31 December 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 December 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at 31 December 2021 on its financial position in its standalone financial statements - Refer Note 35 to the standalone financial statements;
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts- Refer Note 32A to the standalone financial statements.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 December 2021.
- (C) With respect to the matter to be included in the Auditors' Report under section 197(16):
- In our opinion and according to the information and explanations given to us, the remuneration paid/ payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid / payable to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**  
**Chartered Accountants**

Firm's Registration No: 101248W/W- 100022

**Glenn D'souza**  
**Partner**

Place: Mumbai

Date: 10 February 2022

Membership No: 112554

ICAI UDIN: 22112554ABEOMT3033



## Annexure A

to the Independent Auditor's Report on the standalone financial statements of Hexaware Technologies Limited for the year ended 31 December 2021

Referred to in paragraph (1) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date, we report the following:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a regular program of physical verification of its fixed assets, by which all the items of fixed assets are covered in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year and no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of examination of the records of the Company, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company. In respect of immovable properties taken on lease and disclosed as right-of-use assets in the standalone financial statements, the lease agreements are in the name of the Company, except for one parcel of leasehold land at Nagpur (amounting to ₹ 77.15 million), disclosed in Note 4 to the standalone financial statements.
- (ii) The Company is a service company primarily engaged in providing information technology and related services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
  - (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraphs 3(iii) (a), (b) and (c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the investments made and guarantees given. The Company had not granted any loan or security to the parties covered under the provisions of Section 185 and 186 of the Act. Accordingly, compliance under Section 185 and 186 of the Act in respect of pending loan or securities are not applicable to the Company.
  - (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
  - (vi) The Central Government has not prescribed the maintenance of cost records under Section 148 of the Act for any of the services rendered by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.
  - (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Goods and Services tax, duty of Customs and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.  
  
As explained to us, the Company did not have any dues on account of duty of excise and cess.  
  
According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods and Services tax, duty of Customs and other material statutory dues were in arrears as at 31 December 2021, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of Income-tax or Sales tax or Service tax or Goods and Services tax or duty of Customs or Value added tax and other material statutory dues which have not been deposited with appropriate authorities on account of disputes except for the following:

Name of the Act	Nature of Dues	Amount (₹ in million)	Period to which amount relates	Forum where dispute is pending
Income-tax Act, 1961	Income-tax	1.10	Financial year 2008-09	Assessing Officer
Income-tax Act, 1961	Income-tax	2.76	Financial year 2010-11	Commissioner of Income Tax (Appeals)

- (vii) In our opinion and according to the information and explanations given to us, the Company did not have any outstanding loans or borrowings from any financial institution, bank or Government and there are no dues to debenture holders during the year.
- (viii) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- (ix) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any material instances of fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- (x) In our opinion and according to the information and explanations given to us and based on examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xi) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (xii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For **B S R & Co. LLP**  
**Chartered Accountants**

Firm's Registration No: 101248W/W- 100022

**Glenn D'souza**  
**Partner**

Place: Mumbai

Date: 10 February 2022

Membership No: 112554

ICAI UDIN: 22112554ABEOMT3033



## Annexure B

to the Independent Auditor's Report on the standalone financial statements of Hexaware Technologies Limited for the year ended 31 December 2021

### **Report on the internal financial controls with reference to the aforesaid standalone financial statements under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### **Opinion**

We have audited the internal financial controls with reference to standalone financial statements of Hexaware Technologies Limited ("the Company") as of 31 December 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 December 2021, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### **Management's Responsibility for Internal Financial Controls**

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in

accordance with the Guidance Note and the Standards on Auditing, prescribed under sub-section (10) of Section 143 of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

#### **Meaning of Internal Financial controls with Reference to Standalone Financial Statements**

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance



with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

### **Inherent Limitations of Internal Financial controls with Reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial

statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**  
**Chartered Accountants**

Firm's Registration No: 101248W/W- 100022

**Glenn D'souza**  
**Partner**

Place: Mumbai  
Date: 10 February 2022

Membership No: 112554  
ICAI UDIN: 22112554ABEOMT3033



## Standalone Balance Sheet

₹ in millions, except share and per share data, unless otherwise stated

	Note	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 Supplementary information convenience translation (See Note 2.2) (in USD millions)
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	5	5,506.20	5,914.82	74.07
Capital work-in-progress	5	129.83	111.03	1.75
Right-of-use assets	4	2,748.32	2,821.89	36.97
Other intangible assets	6	54.15	62.16	0.73
<b>Financial assets:</b>				
Investments	7A	4,543.02	2,311.16	61.12
Loans - Security deposits	9A	321.31	321.37	4.32
Other financial assets	10A	226.96	185.32	3.05
Deferred tax assets (net)	8C	1,352.21	1,535.14	18.19
Income tax assets (net)		289.95	502.74	3.90
Other non-current assets	11A	124.98	182.56	1.68
<b>Total non-current assets</b>		<b>15,296.93</b>	<b>13,948.19</b>	<b>205.78</b>
<b>Current assets</b>				
<b>Financial assets:</b>				
Investments	7B	1,224.26	-	16.47
Trade receivables	12	7,532.69	8,474.07	101.33
Unbilled receivables		1,731.86	1,344.98	23.30
Cash and cash equivalents	13A	8,056.21	5,272.52	108.38
Other bank balances	13B	115.49	147.27	1.55
Loans - Security deposits	9B	1.41	32.90	0.02
Other financial assets	10B	773.91	609.95	10.41
Other current assets	11B	927.70	767.41	12.48
<b>Total current assets</b>		<b>20,363.53</b>	<b>16,649.10</b>	<b>273.94</b>
<b>TOTAL ASSETS</b>		<b>35,660.46</b>	<b>30,597.29</b>	<b>479.72</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity share capital	14	603.23	600.66	8.12
Other equity		26,149.56	22,479.23	351.78
<b>Total equity</b>		<b>26,752.79</b>	<b>23,079.89</b>	<b>359.90</b>
<b>Non-current liabilities</b>				
<b>Financial liabilities:</b>				
Lease liabilities	25	2,149.42	2,204.07	28.92
Other financial liabilities	15A	2.95	20.48	0.04
<b>Provisions</b>				
Employee benefit obligations in respect of gratuity and others		1,007.59	886.60	13.55
Other non-current liabilities	17A	3.27	45.35	0.04
<b>Total non-current liabilities</b>		<b>3,163.23</b>	<b>3,156.50</b>	<b>42.55</b>
<b>Current liabilities</b>				
<b>Financial liabilities:</b>				
Lease liabilities	25	230.35	124.78	3.10
Trade payables				
Dues of micro enterprises and small enterprises	30	40.17	6.23	0.54
Dues of other than micro enterprises and small enterprises	16	2,682.22	1,894.48	36.08
Other financial liabilities	15B	1,197.07	1,214.43	16.10
Other current liabilities	17B	748.90	304.24	10.07
<b>Provisions</b>				
Employee benefit obligations in respect of compensated absences and others		528.60	424.11	7.11
Income tax liabilities (net)		317.12	392.63	4.27
<b>Total current liabilities</b>		<b>5,744.44</b>	<b>4,360.90</b>	<b>77.27</b>
<b>Total liabilities</b>		<b>8,907.67</b>	<b>7,517.40</b>	<b>119.82</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>35,660.46</b>	<b>30,597.29</b>	<b>479.72</b>

The accompanying notes 1 to 32 form an integral part of the standalone financial statements.

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firms' registration number:101248W/W-100022

**Glenn D'souza**

**Partner**

Membership number: 112554

Place: Mumbai

Date: February 10, 2022

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

**Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: New Delhi

Date: February 09, 2022

**Milind Sarwate**

**Independent Director**

DIN 00109854

Place: Mumbai

Date: February 09, 2022

**Kapil Modi**

**Director**

DIN 07055408

Place: Mumbai

Date: February 09, 2022

**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: February 09, 2022

**R. Srikrishna**

**CEO & Executive Director**

DIN 03160121

Place: New Jersey

Date: February 09, 2022

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: February 09, 2022

## Standalone Statement of Profit and Loss

₹ in millions, except share and per share data, unless otherwise stated

	Note	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 Supplementary information convenience translation (See Note 2.2) (in USD millions)
<b>INCOME</b>				
Revenue from operations	18	32,166.52	24,277.87	432.72
Exchange rate difference (net)		616.34	389.36	8.29
Other income	19	63.05	520.31	0.85
<b>TOTAL INCOME</b>		<b>32,845.91</b>	<b>25,187.54</b>	<b>441.86</b>
<b>EXPENSES</b>				
Employee benefits expense	20	16,891.85	13,741.00	227.24
Finance costs	22	217.95	281.09	2.93
Depreciation and amortisation expense	4, 5, 6	1,202.06	1,130.22	16.17
Operating and other expenses	21	7,272.71	3,722.82	97.84
<b>TOTAL EXPENSES</b>		<b>25,584.57</b>	<b>18,875.13</b>	<b>344.18</b>
<b>PROFIT BEFORE TAX</b>		<b>7,261.34</b>	<b>6,312.41</b>	<b>97.68</b>
<b>Tax expense</b>				
Current tax	8	1,301.18	954.84	17.50
Deferred tax charge / (credit)	8	87.24	(24.20)	1.17
<b>Total tax expense</b>		<b>1,388.42</b>	<b>930.64</b>	<b>18.68</b>
<b>PROFIT FOR THE YEAR</b>		<b>5,872.92</b>	<b>5,381.77</b>	<b>79.00</b>
<b>OTHER COMPREHENSIVE INCOME (OCI)</b>				
<b>Items that will not be reclassified subsequently to profit or loss</b>				
Remeasurement of defined benefit plan	27	158.57	(133.87)	2.13
<b>Income tax relating to items that will not be reclassified to profit or loss</b>	8A	(28.84)	48.08	(0.39)
<b>Items that will be reclassified subsequently to profit or loss</b>				
Net change in fair value of cash flow hedges		366.26	125.26	4.93
<b>Income tax relating to items that will be reclassified to profit or loss</b>	8A	(79.79)	(100.64)	(1.07)
<b>TOTAL OTHER COMPREHENSIVE INCOME / (LOSSES)</b>		<b>416.20</b>	<b>(61.17)</b>	<b>5.60</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>6,289.12</b>	<b>5,320.60</b>	<b>84.60</b>
Earnings per equity share:- Basic and diluted (₹)	23			
Basic		19.49	17.98	0.26
Diluted		19.33	17.74	0.26

The accompanying notes 1 to 32 form an integral part of the standalone financial statements.

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firms' registration number:101248W/W-100022

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

**Glenn D'souza**

**Partner**

Membership number: 112554

Place: Mumbai

Date: February 10, 2022

**Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: New Delhi

Date: February 09, 2022

**Milind Sarwate**

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Place: Mumbai

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**Kapil Modi**

**Director**

DIN 07055408

Place: Mumbai

Date: February 09, 2022

**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: February 09, 2022

**R. Srikrishna**

**CEO & Executive Director**

DIN 03160121

Place: New Jersey

Date: February 09, 2022

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: February 09, 2022



## Standalone Statement of Changes in Equity

### A. EQUITY SHARE CAPITAL

₹ in millions, except share and per share data, unless otherwise stated

	As at December 31, 2021	As at December 31, 2020
Outstanding at the beginning of the year	600.66	596.77
Changes in equity share capital during the year <sup>1</sup>	2.57	3.89
<b>Outstanding at the end of the year</b>	<b>603.23</b>	<b>600.66</b>

### B. OTHER EQUITY

₹ in millions, except share and per share data, unless otherwise stated

	Reserves and surplus								Other comprehensive income	Total equity
	Share application money pending allotment	Securities premium	Capital reserve	Capital redemption reserve	Special Economic Zone re- investment reserve	Share options outstanding account	General reserve	Retained earnings	Cashflow hedging reserve (CFHR)	
<b>Balance as at January 1, 2021</b>	0.04	4,290.43	4.38	11.39	380.20	824.65	2,117.71	14,599.75	250.68	22,479.23
Profit for the year	-	-	-	-	-	-	-	5,872.92	-	5,872.92
Other comprehensive income (net of tax)	-	-	-	-	-	-	-	129.73	286.47	416.20
<b>Total comprehensive income</b>	-	-	-	-	-	-	-	<b>6,002.65</b>	<b>286.47</b>	<b>6,289.12</b>
Dividend	-	-	-	-	-	-	-	(2,409.43)	-	(2,409.43)
Transfer to Special Economic Zone re-investment reserve	-	-	-	-	625.96	-	-	(625.96)	-	-
Transfer from Special Economic Zone re-investment reserve	-	-	-	-	(501.90)	-	-	501.90	-	-
Received / transferred on exercise of stock options	(0.04)	296.76	-	-	-	(296.76)	-	-	-	(0.04)
Repurchase of restricted stock units <sup>4</sup>	-	-	-	-	-	(1,097.24)	-	-	-	(1,097.24)
Compensation related to employee share based payments	-	-	-	-	-	887.92	-	-	-	887.92
<b>Balance as at December 31, 2021</b>	-	<b>4,587.19</b>	<b>4.38</b>	<b>11.39</b>	<b>504.26</b>	<b>318.57</b>	<b>2,117.71</b>	<b>18,068.91</b>	<b>537.15</b>	<b>26,149.56</b>
<b>Balance as at December 31, 2021 (in USD millions) <sup>3</sup></b>	-	<b>61.71</b>	<b>0.06</b>	<b>0.15</b>	<b>6.78</b>	<b>4.29</b>	<b>28.49</b>	<b>243.07</b>	<b>7.23</b>	<b>351.78</b>
<b>Balance as at December 31, 2019</b>	-	<b>3,846.22</b>	<b>4.38</b>	<b>11.39</b>	-	<b>807.77</b>	<b>2,117.71</b>	<b>11,902.79</b>	<b>226.06</b>	<b>18,916.32</b>
Transition impact of Ind AS 116, net of tax <sup>2</sup>	-	-	-	-	-	-	-	(126.45)	-	(126.45)
<b>Restated balance as at January 1, 2020</b>	-	<b>3,846.22</b>	<b>4.38</b>	<b>11.39</b>	-	<b>807.77</b>	<b>2,117.71</b>	<b>11,776.34</b>	<b>226.06</b>	<b>18,789.87</b>
Profit for the year	-	-	-	-	-	-	-	5,381.77	-	5,381.77
Other comprehensive income / (losses) (net of tax)	-	-	-	-	-	-	-	(85.79)	24.62	(61.17)
<b>Total comprehensive income</b>	-	-	-	-	-	-	-	<b>5,295.98</b>	<b>24.62</b>	<b>5,320.60</b>
Dividend	-	-	-	-	-	-	-	(2,092.37)	-	(2,092.37)
Transfer to Special Economic Zone re-investment reserve	-	-	-	-	(258.25)	-	-	258.25	-	-
Transfer from Special Economic Zone re-investment reserve	-	-	-	-	638.45	-	-	(638.45)	-	-
Received / transferred on exercise of stock options	0.04	444.21	-	-	-	(444.21)	-	-	-	0.04
Repurchase of restricted stock units	-	-	-	-	-	-	-	-	-	-
Compensation related to employee share based payments	-	-	-	-	-	461.09	-	-	-	461.09
<b>Balance as at December 31, 2020</b>	<b>0.04</b>	<b>4,290.43</b>	<b>4.38</b>	<b>11.39</b>	<b>380.20</b>	<b>824.65</b>	<b>2,117.71</b>	<b>14,599.75</b>	<b>250.68</b>	<b>22,479.23</b>

## Standalone Statement of Changes in Equity

### Notes

- 1 Refer to note 14
- 2 Refer to note 2.5
- 3 Supplementary information convenience translation (see note 2.2)
- 4 Refer note 26

### Nature and purpose of reserves

#### a Securities premium

Securities premium is used to record the premium received on issue of shares to be utilized in accordance with the provisions of the Companies Act, 2013 (the Act).

#### b Capital reserve

Capital reserve represent reserve on amalgamation

#### c Capital redemption reserve

Capital redemption reserve is created on buy-back of the equity shares in accordance with the provisions of the Act.

#### d Special Economic Zone re-investment reserve

The Special Economic Zone (SEZ) re-investment reserve is created out of the profit of eligible SEZ units in terms of the provisions of section 10AA(1) (ii) of the Income-tax Act, 1961. The reserve will be utilised by the Company for acquiring new plant & machinery for the purpose of its business as per the terms of section 10AA(2) of Income-tax Act, 1961.

#### e Share option outstanding account

Share option outstanding account is used to record the value of equity-settled share based payment transactions with employees. The amounts recorded in this account are transferred to securities premium upon exercise of stock options by employees.

#### f General reserve

General reserve represents appropriation of profits by the Company.

#### g Cash flow hedging reserve (CFHR)

The cash flow hedging reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. Such gains or losses will be reclassified to standalone statement of profit and loss in the period in which the underlying hedged transaction occurs.

#### h Retained earnings

Retained earnings comprise of the accumulated undistributed earnings.

The accompanying notes 1 to 32 form an integral part of the standalone financial statements.

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firms' registration number:101248W/W-100022

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

**Glenn D'souza**

**Partner**

Membership number: 112554

Place: Mumbai

Date: February 10, 2022

**Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: New Delhi

Date: February 09, 2022

**Kapil Modi**

**Director**

DIN 07055408

Place: Mumbai

Date: February 09, 2022

**R. Srikrishna**

**CEO & Executive Director**

DIN 03160121

Place: New Jersey

Date: February 09, 2022

**Milind Sarwate**

**Independent Director**

DIN 00109854

Place: Mumbai

Date: February 09, 2022

**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: February 09, 2022

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: February 09, 2022



## Standalone Statement of Cash Flows

₹ in millions, except share and per share data, unless otherwise stated

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 Supplementary information convenience translation (See Note 2.2) (in USD millions)
<b>Cash flow from operating activities</b>			
Profit before tax	7,261.34	6,312.41	97.68
<b>Adjustments for:</b>			
Depreciation and amortization expense	1,202.06	1,130.22	16.17
Employee stock option compensation cost	80.46	65.94	1.08
Interest income	(18.23)	(64.53)	(0.25)
Allowance for doubtful debts (net of write back)	60.68	105.04	0.82
Debts and advances written off	0.07	8.80	0.00
Dividend from investments	-	(0.58)	-
Dividend from Subsidiaries	-	(440.78)	-
Gains on redemption / sale of Investments	(29.48)	-	(0.40)
Profit on sale of property, plant and equipment (PPE) (net)	(5.75)	(4.64)	(0.08)
Exchange rate difference (net) - unrealised	(40.62)	10.83	(0.55)
Finance costs	217.95	281.08	2.93
Other income	-	(5.69)	-
<b>Operating profit before working capital changes</b>	<b>8,728.48</b>	<b>7,398.11</b>	<b>117.42</b>
<b>Adjustments for:</b>			
Trade receivables and other assets	1,356.86	(721.70)	18.26
Trade payables, other liabilities and provisions	1,037.72	1,201.22	13.96
<b>Cash generated from operations</b>	<b>11,123.06</b>	<b>7,877.63</b>	<b>149.64</b>
Direct taxes paid (net)	(1,176.84)	(781.88)	(15.83)
<b>Net cash generated from operating activities</b>	<b>9,946.22</b>	<b>7,095.75</b>	<b>133.81</b>
<b>Cash flow from investing activities</b>			
Purchase of PPE and intangible assets including CWIP and capital advances	(522.90)	(483.19)	(7.03)
Proceeds from sale of property, plant and equipment	6.83	10.64	0.09
Purchase of investments	(4,600.00)	300.58	(61.88)
Proceeds from sale / redemption of investments	3,372.97	(300.58)	45.38
Investment in Debentures	(2,230.05)	-	(30.00)
Investment in subsidiaries	(1.81)	(10.67)	(0.02)
Dividend from subsidiaries	-	440.78	-
Dividend from current investments	-	0.58	-
Interest received	18.36	64.01	0.25
<b>Net cash (used in) / generated from investing activities</b>	<b>(3,956.60)</b>	<b>22.15</b>	<b>(53.23)</b>
<b>Cash flow from financing activities</b>			
Proceeds from issue of shares / share application money (net)	2.53	3.93	0.03
Repurchase of restricted stock units (refer note 25 (iii) and 26)	(423.22)	-	(5.69)
Payment of lease liabilities	(413.26)	(348.99)	(5.56)
Interest paid	(3.16)	(67.37)	(0.04)
Dividend paid	(2,409.43)	(2,092.34)	(32.41)
<b>Net cash used in from financing activities</b>	<b>(3,246.55)</b>	<b>(2,504.77)</b>	<b>(43.67)</b>

## Standalone Statement of Cash Flows

₹ in millions, except share and per share data, unless otherwise stated

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 Supplementary information convenience translation (See Note 2.2) (in USD millions)
Net increase in cash and cash equivalents	2,743.07	4,613.13	36.91
Cash and cash equivalents at the beginning of the year	5,272.52	670.22	70.93
Exchange difference on translation of foreign currency cash and cash equivalents	40.62	(10.83)	0.55
<b>Cash and cash equivalents at the end of the year (Refer to note 13A)</b>	<b>8,056.21</b>	<b>5,272.52</b>	<b>108.38</b>
<b>Reconciliation of short term borrowings</b>			
Opening balance	-	-	-
Borrowed during the year	-	2,750.00	-
Repaid during the year	-	(2,750.00)	-
<b>Closing balance</b>	<b>-</b>	<b>-</b>	<b>-</b>

The statement of cash flows has been prepared using the indirect method as set out in Ind AS 7.

The accompanying notes 1 to 32 form an integral part of the standalone financial statements.

As per our report of even date attached

**For B S R & Co. LLP**

Chartered Accountants

Firms' registration number:101248W/W-100022

**For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

**Glenn D'souza**

**Partner**

Membership number: 112554

Place: Mumbai

Date: February 10, 2022

**Neeraj Bharadwaj**

**Director**

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**Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: February 09, 2022

**Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: February 09, 2022



## Notes to the Standalone Financial Statements

### 1 Company Overview

Hexaware Technologies Limited ("Hexaware" or "the Company") is a public limited company incorporated in India. The Company is engaged in information technology consulting, software development and business process services. Hexaware provides multiple service offerings to its clients across various industries comprising travel, transportation, hospitality, logistics, banking, financial services, insurance, healthcare, manufacturing, consumer and services. The various service offerings comprise application development and management, enterprise package solutions, infrastructure management, business intelligence and analytics, business process, digital assurance and testing.

### 2 Significant Accounting Policies

#### 2.1 Statement of compliance

The financial statements comply in all material aspects with Indian Accounting standards (referred to as "Ind AS") notified under Section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

#### 2.2 Basis of Preparation

These financial statements are prepared on historical cost basis, except for certain financial instruments which are measured at fair values as explained in the accounting policies below.

These financial statements have been prepared in Indian Rupee (₹) which is the functional currency of the Company

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

Previous year figures have been re-grouped/re-classified wherever necessary to correspond with the current years classification/disclosures.

#### Convenience translation

The accompanying financial statements have been prepared in Indian rupees, the national currency of India and the functional currency of the Company. Solely for the convenience of the reader, the financial statements as of December 31, 2021 have been translated into United States dollars at the closing rate USD 1 = ₹74.335 (FEDAI rate). No representation is made that the Indian rupee amounts have

been, could have been or could be converted into United States dollars at such a rate or any other rate, or at all.

### 2.3 Critical accounting judgements and key source of estimation uncertainty

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of revenue, expense, assets and liabilities and disclosures relating to contingent liabilities on the date of the financial statements. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the period in which the estimate is revised and in any future period affected.

Key source of estimation uncertainty which may cause material adjustments:

#### 2.3.1 Revenue recognition

The Company uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of completion method requires the Company to estimate the efforts expended to date as a proportion of the total efforts to be expended. Efforts expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date and can be reliably estimated.

The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.

Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only



## Notes to the Standalone Financial Statements

to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

Cost to fulfill contract are generally expensed as incurred except for certain costs which meet the criteria for capitalisation. The assessment of this criteria requires the application of judgement, in particular, when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

### 2.3.2 Income-tax

The major tax jurisdiction for the Company is India though the Company also files tax returns in overseas jurisdictions. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments and deferred tax on unrecognised tax benefits. Tax assessment can involve complex issues, which can only be resolved over extended time periods.

### 2.3.3 Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the company is reasonably certain not to exercise that option. In assessing whether the company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

### 2.3.4 Others

Other areas involving estimates relates to actuarial assumptions used to determine the carrying amount of defined benefit obligation, estimation of fair value of share based payment transactions and useful lives of Property Plant and Equipment.

## 2.4 Revenue Recognition

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

In case of a contract on time and material basis, transaction-based or volume-based contracts, revenue is recognised when the related services are performed.

In case of fixed price contracts, revenue is recognized using percentage of completion method. The Company uses the efforts expended to date as a proportion to the total efforts to be expended as a basis to measure the degree of completion. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the year in which the change becomes known. Provisions for estimated losses on such engagements are made during the year in which a loss becomes probable and can be reasonably estimated.

Revenues related to fixed-price maintenance, testing and business process services are recognized based on our right to invoice for services performed for contracts in which the invoicing is representative of the value being delivered. If our invoicing is not consistent with value delivered, revenues are recognized as the service is performed using the percentage of completion method.

Amount received or billed in advance of services performed are recorded as unearned revenue (Contract liability). Unbilled receivables (Contract assets) represents revenue recognized based on services performed in advance of billing in accordance with contract terms.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Company recognizes an onerous cost provision for the estimated losses in the statement of profit and loss, when the total estimated cost exceeds the revenue in an arrangement based on the current contract estimates.



## Notes to the Standalone Financial Statements

### 2.5 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116 ("the Standard"), effective annual reporting period beginning January 1, 2020 and applied the standard to its leases using modified retrospective approach, with the cumulative effect of initially applying the Standard, recognised on the date of initial application (January 1, 2020). Accordingly, the Company has not restated comparative information, instead, the cumulative effect of initially applying this Standard has been recognised as an adjustment to the opening balance of retained earnings as on January 1, 2020.

In adopting Ind AS 116, the Company has made use of the following practical expedients available during transition -

- The Company has applied single discount rate to a portfolio of lease with reasonably similar characteristics.
- The Company has treated the leases with lease term of less than 12 months as if they were "short term leases" and also not applied Ind AS 116 to the low value assets
- The Company has excluded the initial direct costs from measurement of right-of-use-assets (RoU) at the date of transition.
- The Company has used hindsight, in determining the lease term if the contract contains options to extend or terminate the lease.
- The Company has recognized the rent concessions granted by the lessor due to the COVID-19 in the standalone statement of profit and loss and has not considered it as lease modification.

On adoption of Ind AS 116,

- a) the company has recognized, a right-of-use asset of ₹2,942.78 million and a corresponding lease liability of ₹2,558.35 million.
- b) the net carrying value of assets procured under the finance lease of ₹251.42 million (gross carrying value

and accumulated depreciation of ₹345.47 million and ₹94.05 million, respectively) have been reclassified from property, plant and equipment to RoU assets,

- c) prepaid rent on leasehold land, which were earlier classified under "Other Assets" have been reclassified to RoU assets by ₹518.55 million an amount of ₹0.17 million in other current financial liabilities has been adjusted against right-of-use asset.
- d) The principal portion of the lease payments have been disclosed under cashflow from financing activities.
- e) The weighted average incremental borrowing rate of 9.04% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.
- f) The adoption of the new standard has resulted in a reduction of ₹126.45 million in retained earnings, net of deferred tax asset of ₹26.05 million.

The Company evaluates each contract or arrangement, whether it qualifies as a lease as defined under Ind AS 116. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an rent expense on a straight-line basis over the lease term

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the

## Notes to the Standalone Financial Statements

lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term and useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

### Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease

separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue to allocate the consideration in the contract.

## 2.6 Functional and presentation currency

### Foreign currency

Transactions in foreign currency are recorded at the original rate of exchange in force at the time transactions are effected. Monetary items denominated in foreign currency are restated using the exchange rate prevailing on the date of the Balance Sheet. The resulting exchange difference on such restatement and settlement is recognized in the profit or loss, except exchange differences on transactions entered into in order to hedge certain foreign currency risk.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date of Balance Sheet. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

## 2.7 Borrowing Cost

Borrowing cost directly attributable to the acquisition or construction of qualifying assets is capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in the profit or loss.

## 2.8 Employee Benefits

### a) Post-employment benefits and other long term benefit plan

Payments to defined contribution retirement schemes are recognised as an expense when the employees have rendered service entitling them to such benefits.

For defined benefit schemes and other long term benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at balance sheet date. Remeasurement, comprising actuarial gains and losses and the return on plan assets (excluding interest) is reflected immediately in the balance sheet with a charge or credit recognized in the other comprehensive income in respect of defined benefit schemes and in



## Notes to the Standalone Financial Statements

the statement of profit and loss in respect of other long term benefit plans in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognised in the profit or loss in the period of plan amendment. The retirement benefit liability recognized in the statement of financial position represents the present value of the defined benefit obligation as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the lower of the amount determined as the defined benefit liability and the present value of available refunds and / or reduction in future contributions to the scheme.

The service cost (including past service cost as well as gains and losses on settlement and curtailments) and net interest expenses or income is recognised as employee benefits expense in the profit or loss.

### b) Short term employee benefit

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognized as an expense during the period when the employee renders those services. These benefits include compensated absences such as leave expected to be availed within a year, statutory employee profit sharing and bonus payable.

## 2.9 Share based compensation

Equity settled share based payments to employees and directors are measured at the fair value of the equity instruments at the grant date which is recognised over the vesting period based on periodic estimate of the equity instruments that will eventually vest, with the corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest with the impact of revision recognised in the profit or loss such that the cumulative expense reflects the revised estimates, with a corresponding adjustment to the share option outstanding account.

## 2.10 Taxes on Income

Income tax expense comprises of current tax and deferred tax. Current and deferred tax are recognised in net income, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax is measured at the amount expected to be paid or recovered from the domestic and overseas tax authorities

using enacted or substantively enacted tax rates after taking credit for tax relief available for export operations in Special Economic Zone (SEZ).

Deferred taxes are recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profits, except when the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither the accounting nor taxable profit at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be utilised.

Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

For operations under tax holiday scheme, deferred tax assets or liabilities, if any, have been established for the tax consequences of those temporary differences between the carrying values of assets and liabilities and their respective tax bases that reverse after the tax holiday ends.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

Advance taxes and provisions for current income taxes as well as deferred tax assets and liabilities are presented in the Balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the entity intends to settle the asset and liability on a net basis.

## 2.11 Property, plant and equipment (PPE)

PPE are stated at cost of acquisition less accumulated depreciation (other than freehold land) and impairment loss, if any.

## Notes to the Standalone Financial Statements

### Depreciation

Depreciation is provided on straight-line method based on the estimated useful lives of the assets as determined by the management based on the expert technical advice/stipulations of Schedule II to the Act.

Asset Class	Estimated useful Life
Buildings	60 years
Computer Systems (included in Plant and Machinery)	3 years
Office Equipment	3-5 years
Electrical Fittings (included in Plant and Machinery)	8 years
Furniture and Fixtures	3-8 years
Vehicles	4 years

Improvement to Leasehold Premises are amortised over the lease period or useful life of an asset whichever is lesser.

Depreciation methods, estimated useful lives and residual values are reviewed at the end of each year and adjusted prospectively where appropriate.

An item of PPE is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on derecognition is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognised in profit or loss.

### 2.12 Intangible assets and amortisation

Intangible assets with finite useful lives that are acquired are initially recognised at cost in case of separately acquired assets and at fair value in case of acquisition in business combination. Subsequent to initial recognition, intangible assets are reported at cost less accumulated amortisation and impairment loss, if any. Amortisation is recognised on a straight-line basis over their estimated useful lives. Following table summarises the nature of intangibles and the estimated useful lives.

Asset Class	Estimated useful Life
Software licenses	3 years
Customer contracts / relations	5-7 years

Amortisation method, estimated useful lives and residual values are reviewed at the end of each year and adjusted prospectively where appropriate.

An intangible asset is derecognised on disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on derecognition is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognised in profit or loss.

### 2.13 Impairment

#### a) Financial assets (other than at fair value)

The Company assesses at each balance sheet date, whether a financial asset or a group of financial assets is impaired. Ind AS 109, "Financial Instruments" requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables. For all other financial assets except for investments, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. In case of Investments, the Company periodically reviews its carrying value of investments for indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

#### b) Non-financial assets

##### Tangible and Intangible assets

At the end of each reporting period, the Company assesses whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs or allocated. Impairment loss is charged to the profit or loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### 2.14 Provisions

Provisions are recognised when the Company has present obligation (legal or constructive) as a result of a past event for which reliable estimate can be made of the amount of obligation and it is probable that the Company will be required to settle the obligation. When a provision is measured using cash flows estimated to settle the present obligation its carrying amount is the present value of those cash flows; unless the effect of time value of money is immaterial.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract is lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.



## Notes to the Standalone Financial Statements

### 2.15 Non derivative financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

#### A Financial assets and financial liabilities – subsequent measurement

##### (i) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### (ii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### (iii) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognised in statement of profit and loss.

##### (iv) Investment in subsidiaries

Investment in subsidiaries are carried at cost less impairment, if any.

##### (v) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

##### (vi) Financial liabilities

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method.

#### B Share capital

##### Equity shares

Incremental costs directly attributable to the issue or re-purchase of equity shares, net of any tax effects, are recognised as a deduction from equity.

### 2.16 Derivative financial instruments and hedge accounting

The Company enters into foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions. These instruments are initially measured at fair value and are re-measured at subsequent reporting dates. The Company at the inception documents and designates these instruments as cash flow hedges. Accordingly, the Company records the cumulative gain or loss arising from change in fair values on effective cash flow hedges in the CFHR within the other comprehensive income until the forecasted transaction occurs. Gain or loss arising from change in fair values of component excluded from the assessment of hedge effectiveness as well as the ineffective portion of the designated hedges and derivative instruments that do not qualify for hedge accounting are recognized immediately in the profit or loss.

Hedge accounting is discontinued when the hedging instrument expires, terminated or exercised without replacement or rollover as part of the hedging strategy or when the hedge no longer meets the criteria for hedge accounting, the net cumulative gain or loss recognised in hedging reserve at that time remains in equity and is recognised in profit or loss when the forecasted transaction affects profit or loss. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in hedging reserve is

## Notes to the Standalone Financial Statements

immediately transferred to the profit or loss for the year and is grouped under exchange rate difference.

### 2.17 Earnings per share ('EPS')

Basic EPS is computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic EPS and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

### 3 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the

Companies Act, 2013. The amendments revise Division I, II and III of Schedule III. Key amendments relating to Division II, which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015, are:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- Additional disclosures relating to Corporate Social Responsibility, undisclosed income and crypto or virtual currency.
- Disclosure of specified ratios along with explanation for items included in numerator and denominator and explanation for change in any ratio is excess of 25% compared to preceding year.

These amendments are applicable from financial year commencing on or after April 1, 2021. The Company is evaluating the effect of amendments on presentation and disclosures in the financial statements that will be effective January 1, 2022.



## Notes to the Standalone Financial Statements

### 4 Right-of-use assets

The details of the right-of-use assets held by the Company is as follows:

	₹ million		
	Office premises <sup>1</sup>	Leasehold land <sup>2</sup>	Total
<b>Cost as at January 1, 2021</b>	2,568.38	518.55	3,086.93
Additions	249.40	-	249.40
<b>Cost as at December 31, 2021</b>	<b>2,817.78</b>	<b>518.55</b>	<b>3,336.33</b>
<b>Accumulated amortization as at January 1, 2021</b>	258.84	6.20	265.04
Amortisation for the year	316.77	6.20	322.97
<b>Accumulated amortization as at December 31, 2021</b>	<b>575.61</b>	<b>12.40</b>	<b>588.01</b>
<b>Net carrying amount as at December 31, 2021</b>	<b>2,242.17</b>	<b>506.15</b>	<b>2,748.32</b>
<b>Total (in USD millions) <sup>3</sup></b>	<b>30.16</b>	<b>6.81</b>	<b>36.97</b>
<b>Cost as at January 1, 2020</b>	2,675.64	518.55	3,194.19
Remeasurement	(107.26)	-	(107.26)
<b>Cost as at December 31, 2020</b>	<b>2,568.38</b>	<b>518.55</b>	<b>3,086.93</b>
<b>Accumulated amortization as at January 1, 2020</b>	-	-	-
Amortisation for the year	277.06	6.20	283.26
Remeasurement	(18.22)	-	(18.22)
<b>Accumulated amortization as at December 31, 2020</b>	<b>258.84</b>	<b>6.20</b>	<b>265.04</b>
<b>Net carrying amount as at December 31, 2020</b>	<b>2,309.54</b>	<b>512.35</b>	<b>2,821.89</b>

The Company incurred ₹8.78 million & ₹0.74 million for the years ended December 31, 2021 and 2020, respectively, towards expenses relating to short-term leases and leases of low-value assets.

Interest on lease liabilities is ₹214.79 million and ₹213.71 million for the years ended on December 31, 2021 and 2020, respectively.

Payments toward leases of low-value assets and leases with less than twelve months of lease term, are disclosed under operating activities in the statement of cash flows. All other lease payments during the period are disclosed under financing activities in the statement of cash flows.

The maturity analysis of lease liabilities is covered under Note 25 (iv).

The weighted average incremental borrowing rate used for discounting is 9.07%.

#### Notes

- Balance reclassified from ROU of building
- Includes unamortized lease premium in respect of one parcel of leasehold land allotted to the Company at Nagpur for which the final lease agreement is being executed amounting to ₹ 77.15 million as at December 31, 2021 and ₹ 78.06 million as at December 31, 2020.
- Supplementary information convenience translation (See Note 2.2)



## Notes to the Standalone Financial Statements

### 5 Property, plant and equipment

Property, plant and equipment (PPE) consist of the following:

	₹ million									
	Freehold Land	Buildings	Plant and Machinery <sup>1</sup>	Furniture and Fixtures	Vehicles	Office Equipment	Leasehold Improvements	Total (A)	Capital Work in Progress (B)	Total (A+B)
<b>Cost as at January 1, 2021</b>	0.15	4,236.06	2,994.87	1,097.13	18.57	2,014.17	38.77	10,399.72	111.03	10,510.75
Additions	-	1.51	381.46	13.08	-	26.86	6.63	429.54	120.66	550.20
Capitalised	-	-	-	-	-	-	-	-	(76.93)	(76.93)
(Disposals) / (Adjustments)	-	-	(200.63)	(48.79)	-	(17.89)	-	(267.31)	(24.93)	(292.24)
<b>Cost as at December 31, 2021</b>	<b>0.15</b>	<b>4,237.57</b>	<b>3,175.70</b>	<b>1,061.42</b>	<b>18.57</b>	<b>2,023.14</b>	<b>45.40</b>	<b>10,561.95</b>	<b>129.83</b>	<b>10,691.78</b>
<b>Accumulated depreciation as at January 1, 2021</b>	-	416.53	2,121.18	630.96	15.83	1,282.39	18.01	4,484.90	-	4,484.90
Depreciation for the year	-	97.53	386.97	76.60	1.67	256.26	18.05	837.08	-	837.08
(Disposals) / (Adjustments)	-	-	(200.11)	(48.42)	-	(17.70)	-	(266.23)	-	(266.23)
<b>Accumulated depreciation as at December 31, 2021</b>	-	<b>514.06</b>	<b>2,308.04</b>	<b>659.14</b>	<b>17.50</b>	<b>1,520.95</b>	<b>36.06</b>	<b>5,055.75</b>	-	<b>5,055.75</b>
<b>Net carrying amount as at December 31, 2021</b>	<b>0.15</b>	<b>3,723.51</b>	<b>867.66</b>	<b>402.28</b>	<b>1.07</b>	<b>502.19</b>	<b>9.34</b>	<b>5,506.20</b>	<b>129.83</b>	<b>5,636.03</b>
<b>Total (in USD millions) <sup>3</sup></b>	<b>0.00</b>	<b>50.09</b>	<b>11.67</b>	<b>5.41</b>	<b>0.01</b>	<b>6.76</b>	<b>0.13</b>	<b>74.07</b>	<b>1.75</b>	<b>75.82</b>
<b>Cost as at December 31, 2019</b>	0.15	3,919.41	2,780.17	1,068.88	18.57	1,832.87	4.97	9,625.02	863.32	10,488.34
Transition impact of Ind AS 116 <sup>2</sup>	-	(345.47)	-	-	-	-	-	(345.47)	-	(345.47)
<b>Restated cost as at January 1, 2020</b>	<b>0.15</b>	<b>3,573.94</b>	<b>2,780.17</b>	<b>1,068.88</b>	<b>18.57</b>	<b>1,832.87</b>	<b>4.97</b>	<b>9,279.55</b>	<b>863.32</b>	<b>10,142.87</b>
Additions	-	662.12	302.21	49.74	-	177.97	33.80	1,225.84	221.11	1,446.95
Capitalised	-	-	-	-	-	-	-	-	(973.00)	(973.00)
(Disposals) / (Adjustments)	-	-	(87.51)	(21.49)	-	3.33	-	(105.67)	(0.40)	(106.07)
<b>Cost as at December 31, 2020</b>	<b>0.15</b>	<b>4,236.06</b>	<b>2,994.87</b>	<b>1,097.13</b>	<b>18.57</b>	<b>2,014.17</b>	<b>38.77</b>	<b>10,399.72</b>	<b>111.03</b>	<b>10,510.75</b>
<b>Accumulated depreciation as at December 31, 2019</b>	-	421.35	1,869.25	558.84	13.95	1,038.82	4.96	3,907.17	-	3,907.17
Transition impact of Ind AS 116 <sup>2</sup>	-	(94.56)	-	-	-	-	-	(94.56)	-	(94.56)
<b>Restated accumulated depreciation as at January 1, 2020</b>	-	<b>326.79</b>	<b>1,869.25</b>	<b>558.84</b>	<b>13.95</b>	<b>1,038.82</b>	<b>4.96</b>	<b>3,812.61</b>	-	<b>3,812.61</b>
Depreciation for the year	-	89.74	341.67	74.30	1.88	250.98	13.05	771.62	-	771.62
(Disposals) / (Adjustments)	-	-	(89.74)	(2.18)	-	(7.41)	-	(99.33)	-	(99.33)
<b>Accumulated depreciation as at December 31, 2020</b>	-	<b>416.53</b>	<b>2,121.18</b>	<b>630.96</b>	<b>15.83</b>	<b>1,282.39</b>	<b>18.01</b>	<b>4,484.90</b>	-	<b>4,484.90</b>
<b>Net carrying amount as at December 31, 2020</b>	<b>0.15</b>	<b>3,819.53</b>	<b>873.69</b>	<b>466.17</b>	<b>2.74</b>	<b>731.78</b>	<b>20.76</b>	<b>5,914.82</b>	<b>111.03</b>	<b>6,025.85</b>

#### Note:

- Plant and machinery includes computer systems.
- Buildings includes office premises taken on finance lease of gross value of ₹345.47 million and net carrying value of ₹251.42 million which has been reclassified to right-of-use assets under IND AS 116.
- Supplementary information convenience translation (See Note 2.2)



## Notes to the Standalone Financial Statements

### 6 Intangible assets consist of the following:

₹ million

	Software licenses	Customer Contracts / Relations	Total
<b>Cost as at January 1, 2021</b>	668.51	21.02	689.53
Additions	34.00	-	34.00
<b>Cost as at December 31, 2021</b>	<b>702.51</b>	<b>21.02</b>	<b>723.53</b>
<b>Accumulated amortization as at January 1, 2021</b>	606.36	21.01	627.37
Amortisation for the year <sup>1</sup>	42.00	0.01	42.01
<b>Accumulated amortization as at December 31, 2021</b>	<b>648.36</b>	<b>21.02</b>	<b>669.38</b>
<b>Net carrying amount as at December 31, 2021</b>	<b>54.15</b>	<b>-</b>	<b>54.15</b>
<b>Total (in USD millions) <sup>2</sup></b>	<b>0.73</b>	<b>-</b>	<b>0.73</b>
<b>Cost as at January 1, 2020</b>	633.87	21.02	654.89
Additions	34.26	-	34.26
Disposals	0.37	-	0.37
<b>Cost as at December 31, 2020</b>	<b>668.51</b>	<b>21.02</b>	<b>689.53</b>
<b>Accumulated amortization as at January 1, 2020</b>	548.49	3.50	551.99
Amortisation for the year <sup>1</sup>	57.39	17.95	75.34
Disposals	0.48	(0.44)	0.04
<b>Accumulated amortization as at December 31, 2020</b>	<b>606.36</b>	<b>21.01</b>	<b>627.37</b>
<b>Net carrying amount as at December 31, 2020</b>	<b>62.15</b>	<b>0.01</b>	<b>62.16</b>

#### Notes

1. Amortisation is included in standalone statement of profit and loss under the line item "Depreciation and amortisation expenses".
2. Supplementary information convenience translation (See Note 2.2)

## Notes to the Standalone Financial Statements

### 7 Investments

#### A Investments – Non-current

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>4</sup>
<b>Investment in Subsidiary</b>			
30,026 common stock at no par value in Hexaware Technologies Inc., U.S.A.	1,632.68	1,632.68	21.96
2,167,000 shares of GBP 1/- each fully paid up in Hexaware Technologies UK Limited	154.64	154.64	2.08
2,000,000 (500,000) shares of Singapore \$ 1/- each fully paid up in Hexaware Technologies Asia Pacific Pte. Ltd., Singapore	12.48	12.48	0.17
3,618 shares of face value Euro 50/- each fully paid up in Hexaware Technologies GmbH., Germany	7.57	7.57	0.10
1 common stock at no par value in Hexaware Technologies Canada Limited, Canada	0.73	0.73	0.01
1 participation share of no par value in Hexaware Technologies Mexico S De R.L. De C.V.	29.42	29.42	0.40
Entire Share Capital in Hexaware Technologies Limited Liability Company, Russia <sup>1</sup>	26.95	26.95	0.36
45,000 shares of SAR 10/- each in Hexaware Technologies Saudi LLC, Saudi Arabia	8.03	8.03	0.11
1,945,000 shares of HKD 1/- each in Hexaware Technologies Hong Kong Limited, Hong Kong	16.13	16.13	0.22
10,000 shares of SEK 100/- each in Hexaware Technologies Nordic AB, Sweden	7.72	7.72	0.10
35 (25) shares of USD 5,000/- each in Hexaware Information Technologies (Shanghai) Company Limited.	12.77	9.06	0.17
10,292 Shares of INR 10/- each in Mobiquity Softech Private Limited	401.17	401.17	5.40
	<b>2,310.29</b>	<b>2,306.58</b>	<b>31.08</b>
Investment in Non Convertible Debenture <sup>3</sup>	2,230.05	0.00	30.00
<b>Investments designated at fair value through OCI</b>			
Fully paid equity shares (unquoted)			
140,958 equity shares of ₹10/- each in Beta Wind Farm Pvt. Ltd. <sup>2</sup>	2.68	4.58	0.04
<b>Total</b>	<b>4,543.02</b>	<b>2,311.16</b>	<b>61.12</b>

#### B Investments – Current

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>4</sup>
<b>Investments carried at fair value through profit or loss</b>			
Mutual fund units (quoted)	1,224.26	-	16.47
<b>Total</b>	<b>1,224.26</b>	<b>-</b>	<b>16.47</b>

#### Notes:

- Net of provision for impairment in the value of investment of ₹121.65 million (December 31, 2020 ₹121.65 million)
- On June 10, 2021, Company sold 100,000 equity shares of ₹10/- each held in Beta Wind Farm Pvt. Ltd. at consideration price of ₹1.9 million
- On December 30, 2021, Company subscribed to Hexaware Technologies Inc. non convertible debentures carrying interest rate of 1.72% p.a. for tenure of 3 years.
- Supplementary information convenience translation (See Note 2.2)



## Notes to the Standalone Financial Statements

### 8 Income taxes

#### A Income tax expense is allocated as follows:

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Income tax expense as per the Statement of Profit and Loss	1,388.42	930.64	18.68
Income tax included in Other Comprehensive Income on:			
a) Net change in fair value of cash flow hedges	79.79	(100.64)	1.07
b) Remeasurement of defined benefit plan	28.84	(48.08)	0.39
	<b>1,497.05</b>	<b>781.92</b>	<b>20.14</b>

#### B The reconciliation of estimated income tax expense at the Indian statutory income tax rate to the income tax expenses reported in statement of profit and loss is as follows:

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Profit before tax	7,261.34	6,312.41	97.68
Expected tax expense at the enacted tax rate of 34.944% (Previous year 34.944%) in India	2,537.38	2,205.81	34.13
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:			
Income exempt from tax	(1,151.30)	(1,029.00)	(15.49)
Tax effect of non-deductible expenses	41.81	21.67	0.56
Tax charges/ (credit) pertaining to earlier years	-	(241.13)	0.00
Others	(39.47)	(26.71)	(0.53)
	<b>1,388.42</b>	<b>930.64</b>	<b>18.68</b>

Current income tax expense comprises of taxes on income from operations in India and foreign jurisdictions. In India, substantial part of operations is carried from units in Special Economic Zones notified by the Government which also benefit from the tax exemptions. These units are eligible for the deduction of 100 percent of profits or gains derived from the export of services for the first five years from commencement of provision of services and 50 percent of such profits or gains for a further five years. 50 percent tax benefit is also available for a further period of five years subject to the unit meeting defined conditions of further investments. In respect of certain jurisdictions, where the income tax year is different from the accounting year, provision for current tax is made on the basis of income for the respective accounting year, which will be adjusted considering the total assessable income for the tax year.

The Companies subsidiary in US is undergoing the assessment proceedings for the FY 2017. Based on the current stage of the assessment proceedings on the related party transactions, the group intends to apply to the competent authorities of US and India under Mutual Agreement Procedure for the corresponding adjustment to taxable profits in India for any potential addition to income in US subsidiary. Accordingly, the Company has accounted the potential tax relief in FY 2020 of ₹241.13 million in the statement of profit and loss for the FY 2017 to 2019

#### Notes

1 Supplementary information convenience translation (See Note 2.2)

## Notes to the Standalone Financial Statements

### C Components and movement in deferred tax assets and liabilities is as follows:

Significant components of net deferred tax assets and liabilities:

₹ million				
Components of deferred taxes:	January 1, 2021	Recognised in profit or loss	Recognised in OCI	Dec 31, 2021
<b>Deferred tax assets</b>				
Credit loss on trade receivables	58.60	27.60	-	86.20
Employee benefit obligations	232.68	12.82	(15.90)	229.60
Minimum alternate tax credit carry forward	1,522.27	(130.33)	-	1,391.94
Leases	50.26	22.24	-	72.50
<b>Total</b>	<b>1,863.81</b>	<b>(67.67)</b>	<b>(15.90)</b>	<b>1,780.24</b>
<b>Deferred tax liabilities</b>				
Property, plant and equipments	268.20	19.57	-	287.77
Unrealised gain on cash flow hedges	60.47	-	79.79	140.26
<b>Total</b>	<b>328.67</b>	<b>19.57</b>	<b>79.79</b>	<b>428.03</b>
<b>Net deferred tax asset</b>	<b>1,535.14</b>	<b>(87.24)</b>	<b>(95.69)</b>	<b>1,352.21</b>
<b>Total (in USD millions) <sup>2</sup></b>	<b>20.65</b>	<b>(1.17)</b>	<b>(1.29)</b>	<b>18.19</b>

Significant components of net deferred tax assets and liabilities:

₹ million				
Components of deferred taxes:	Recognised in profit or loss	Recognised in profit or loss	Recognised in OCI	Recognised in profit or loss
<b>Deferred tax assets</b>				
Credit loss on trade receivables	22.53	36.07	-	58.60
Employee benefit obligations	100.03	96.20	36.45	232.68
Minimum alternate tax credit carry forward	1,636.13	(113.86)	-	1,522.27
Leases <sup>1</sup>	26.05	24.21	-	50.26
<b>Total</b>	<b>1,784.74</b>	<b>42.62</b>	<b>36.45</b>	<b>1,863.81</b>
<b>Deferred tax liabilities</b>				
Property, plant and equipments	249.78	18.42	-	268.20
Unrealised gain on cash flow hedges	(40.17)	-	100.64	60.47
<b>Total</b>	<b>209.61</b>	<b>18.42</b>	<b>100.64</b>	<b>328.67</b>
<b>Net deferred tax asset</b>	<b>1,575.13</b>	<b>24.20</b>	<b>(64.19)</b>	<b>1,535.14</b>

- a) Deferred income tax assets have not been recognized on temporary differences amounting to approximately ₹644.79 million as at December 31, 2021 (₹583.94 million as at December 31, 2020) associated with investment in subsidiaries as it is probable that the temporary differences will not reverse in the foreseeable future
- b) There are unused tax credits as at December 31, 2021 aggregating ₹378.27 million (₹334.98 million as at December 31, 2020) for which no deferred tax asset is recognized as it is not considered probable that there will be future taxable profits available. If these tax losses are not utilized they would expire on various dates starting from FY 2031.

#### Notes

- 1 Opening balance of deferred tax on lease assets has been restated by ₹26.05 million to give impact of transition to Ind AS 116 (Refer to note 2.5).
- 2 Supplementary information convenience translation (See Note 2.2)



## Notes to the Standalone Financial Statements

### 9 Loans - Security Deposits

#### A Loans - Security Deposits - Non-current

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>3</sup>
Security deposits for premises and others <sup>1</sup>	321.31	321.37	4.32
<b>Total</b>	<b>321.31</b>	<b>321.37</b>	<b>4.32</b>

#### B Loans - Security Deposits - Current

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>3</sup>
Security deposits for premises and others	1.41	32.90	0.02
<b>Total</b>	<b>1.41</b>	<b>32.90</b>	<b>0.02</b>

### 10 Other financial assets

#### A Other financial assets – Non-current

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>3</sup>
Interest accrued on bank deposits	0.57	0.37	0.01
Derivative assets	218.18	178.09	2.94
Restricted bank balances <sup>2</sup>	8.21	6.86	0.11
<b>Total</b>	<b>226.96</b>	<b>185.32</b>	<b>3.05</b>

#### B Other financial assets – Current

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>3</sup>
Interest accrued on bank deposits	0.30	0.63	0.00
Others receivables from related parties (Refer to note 24)	216.13	343.53	2.91
Derivative assets	557.48	265.79	7.50
<b>Total</b>	<b>773.91</b>	<b>609.95</b>	<b>10.41</b>

#### Notes

- 1 Excludes deposits aggregating ₹34.56 million as at December 31, 2021 (₹34.56 million as at December 31, 2020) provided as doubtful of recovery basis the expected credit loss model.
- 2 Restriction on account of bank deposits held as margin money.
- 3 Supplementary information convenience translation (See Note 2.2)

## Notes to the Standalone Financial Statements

### 11 Other assets

#### A Other assets – Non-current

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>1</sup>
Capital advances	15.06	1.38	0.20
Cost to fulfill a contract	59.85	46.23	0.81
Prepaid expenses	5.81	9.56	0.08
Indirect taxes recoverable	44.26	125.39	0.60
<b>Total</b>	<b>124.98</b>	<b>182.56</b>	<b>1.68</b>

₹ million

#### B Other assets – Current

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>1</sup>
Cost to fulfill a contract	26.24	58.17	0.35
Prepaid expenses	427.47	277.29	5.75
Indirect taxes recoverable	70.12	66.29	0.94
Employee advances	12.99	13.64	0.17
Contracts assets	387.71	349.58	5.22
Others	3.17	2.44	0.04
<b>Total</b>	<b>927.70</b>	<b>767.41</b>	<b>12.48</b>

₹ million

### 12 Trade receivables

#### A Trade receivables - Current (Unsecured)

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>1</sup>
Considered good	7,532.69	8,474.07	101.33
Considered doubtful	212.14	151.63	2.85
	<b>7,744.83</b>	<b>8,625.70</b>	<b>104.19</b>
Less: Allowance for doubtful debts	(212.14)	(151.63)	(2.85)
<b>Total</b>	<b>7,532.69</b>	<b>8,474.07</b>	<b>101.33</b>

₹ million

The Company's credit period generally ranges from 30 - 60 days. The age wise break up of trade receivables, net of allowances is given below -

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>1</sup>
Not Due	3,544.16	2,235.16	47.68
Due less than 180 days*	2,966.41	4,294.60	39.91
Due more than 180 days**	1,022.11	1,944.31	13.75
	<b>7,532.69</b>	<b>8,474.07</b>	<b>101.33</b>

₹ million

\* Net of allowance for doubtful receivables ₹167.30 million (December 31, 2020: ₹81.27 million)

\*\* Net of allowance for doubtful receivables ₹44.84 million (December 31, 2020: ₹70.36 million)

#### Notes:

1 Supplementary information convenience translation (See Note 2.2)



## Notes to the Standalone Financial Statements

### B The activity in the allowance for doubtful debts is given below:

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
<b>Balance at the beginning of the year</b>	151.63	46.31	2.04
Expense for the year	286.93	122.75	3.86
Amounts recovered during the year	(226.40)	(17.71)	(3.05)
Translation exchange difference	(0.02)	0.28	(0.00)
<b>Balance at the end of the year</b>	<b>212.14</b>	<b>151.63</b>	<b>2.85</b>

### 13 Cash and bank balances

#### A Cash and cash equivalents

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Remittance in transit	3.73	96.58	0.05
In current accounts with banks	7,847.63	4,538.13	105.57
Bank deposit accounts with less than 3 months maturity	204.85	637.81	2.76
Unclaimed dividend accounts	115.49	147.27	1.55
Margin money with banks	8.21	6.86	0.11
	<b>8,179.91</b>	<b>5,426.65</b>	<b>110.04</b>
Less: Restricted bank balances	(123.70)	(154.13)	(1.66)
<b>Total</b>	<b>8,056.21</b>	<b>5,272.52</b>	<b>108.38</b>

#### B Other bank balances

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Restricted bank balances in respect of unclaimed dividend <sup>1</sup>	115.49	147.27	1.55
<b>Total</b>	<b>115.49</b>	<b>147.27</b>	<b>1.55</b>

#### Notes:

- There are no amounts due and outstanding to be credited to Investor Education and Protection Fund (IEPF) as at December 31, 2021.
- Supplementary information convenience translation (See Note 2.2)



## Notes to the Standalone Financial Statements

### 14 Equity

#### 14.1 Authorised capital

	As at December 31, 2021	As at December 31, 2020
525,000,000 Equity shares of ₹2 each	1,050.00	1,050.00
1,100,000 Series "A" Preference Shares of ₹1,421 each	1,563.10	1,563.10

₹ million

#### 14.2 Issued, subscribed and paid-up capital

	As at December 31, 2021	As at December 31, 2020
Equity shares of ₹2 each	603.23	600.66

₹ million

#### 14.3 Reconciliation of number of shares

	As at December 31, 2021	As at December 31, 2020
Shares outstanding at the beginning of the year	300,330,455	298,384,321
Shares issued during the year on exercise of employee stock options	1,282,804	1,946,134
<b>Shares outstanding at the end of the year</b>	<b>301,613,259</b>	<b>300,330,455</b>

₹ million

#### 14.4 Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of ₹2 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Holding Company after distribution of all liabilities, in proportion to their shareholding.

#### 14.5 Details of shares held by shareholders holding more than 5% shares

Name of the shareholder	Name of the shareholder	As at December 31, 2021	As at December 31, 2020
CA Magnum Holdings (Parent Company of Hexaware Technologies Limited)	No. of shares held	288,068,041	-
	% of holding	95.51%	0.00%
HT Global IT Solutions Holdings Ltd.	No. of shares held	-	186,318,590
	% of holding	0.00%	62.04%
HT Global Holdings B.V.	No. of shares held	-	98,644,261
	% of holding	0.00%	32.85%

₹ million

**14.6** The Company, on October 19, 2020, received the final approval of the stock exchanges (BSE and NSE) and effective November 09, 2020 the shares were de-listed from the stock exchanges.

**14.7** During the year ended December 31, 2017, the Holding Company bought back 5,694,835 shares at ₹240 per share aggregating ₹1,366.76 million by utilisation of securities premium. The cost relating to buy-back was charged to other equity.

#### 14.8 Shares reserved for issue under RSU's / options

The Company has granted employee restricted stock units (RSU's) / (options) under the ESOP 2008 and 2015 scheme. Each RSU / options entitles the holder to one equity share of ₹2 each. 2,661,298 RSU's / options were outstanding as on December 31, 2021 (5,025,699 as on December 31, 2020).

**14.9** The dividend per share recognised as distribution to equity shareholders during the year ended December 31, 2021 was ₹8.00 per share (year ended December 31, 2020 ₹7.00 per share)



## Notes to the Standalone Financial Statements

### 15 Other financial liabilities

#### A Other financial liabilities - Non-current

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Derivative liabilities	0.59	18.18	0.01
Others	2.36	2.30	0.03
<b>Total</b>	<b>2.95</b>	<b>20.48</b>	<b>0.04</b>

#### B Other financial liabilities - Current

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Unclaimed dividend <sup>1</sup>	115.49	147.27	1.55
Capital creditors			
Dues of micro enterprises and small enterprises (Refer Note - 30)	6.75	1.63	0.09
Dues of other than micro enterprises and small enterprises	40.52	72.52	0.55
Employee liabilities	1,029.87	958.95	13.85
Derivative liabilities	4.44	34.06	0.06
<b>Total</b>	<b>1,197.07</b>	<b>1,214.43</b>	<b>16.10</b>

### 16 Trade payables

	₹ million		
	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
<b>Due of other than micro enterprises and small enterprises</b>			
Trade payables	1,206.04	1,357.85	16.22
Accrued expenses	1,476.18	536.63	19.86
<b>Total</b>	<b>2,682.22</b>	<b>1,894.48</b>	<b>36.08</b>

#### Notes:

- There are no amounts due and outstanding to be credited to Investor Education and Protection Fund (IEPF).
- Supplementary information convenience translation (See Note 2.2)

## Notes to the Standalone Financial Statements

### 17 Other liabilities

#### A Other liabilities - Non-current

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Unearned revenues	3.27	45.35	0.04
<b>Total</b>	<b>3.27</b>	<b>45.35</b>	<b>0.04</b>

₹ million

#### B Other liabilities - Current

	As at December 31, 2021	As at December 31, 2020	As at December 31, 2021 (in USD millions) <sup>2</sup>
Unearned revenues	280.11	58.12	3.77
Statutory liabilities	468.79	246.12	6.31
<b>Total</b>	<b>748.90</b>	<b>304.24</b>	<b>10.07</b>

₹ million

### 18 Revenue

#### 18.1 The disaggregated revenue with the customers by Geography is as under:

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>2</sup>
<b>Geography</b>			
Americas <sup>1</sup>	21,541.84	16,148.33	289.79
Europe	5,987.82	4,127.11	80.55
Asia Pacific	4,636.86	4,002.43	62.38
<b>Total</b>	<b>32,166.52</b>	<b>24,277.87</b>	<b>432.72</b>

₹ million

#### 18.2 The disaggregated revenue with the customers by contract type:

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>2</sup>
Offshore	23,920.92	18,900.50	321.80
Onshore	8,045.37	5,377	108.23
Others	200.24	-	2.69
<b>Total revenue from operations</b>	<b>32,166.52</b>	<b>24,277.87</b>	<b>432.72</b>

₹ million

#### Notes:

- Substantially related to operations in United States of America.
- Supplementary information convenience translation (See Note 2.2)



## Notes to the Standalone Financial Statements

### 18.3 Reconciliation of revenue recognised with the contracted price is as follows:

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Contracted price	32,792.66	24,897.16	441.15
Reductions towards variable consideration components (discounts, rebate)	(626.14)	(619.29)	(8.42)
<b>Revenue recognised</b>	<b>32,166.52</b>	<b>24,277.87</b>	<b>432.72</b>

### 18.4 Cost to fulfil contract

The Company recognises contract fulfilment cost as an asset if those costs specifically relate to a contract or to an anticipated contract, the costs generate or enhance resources that will be used in satisfying performance obligations in future; and the costs are expected to be recovered. The asset so recognised is amortised on a systematic basis consistent with the transfer of goods or services to customer to which the asset relates. The below table discloses the movement in contract fulfilment cost:

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Balance as at the beginning of the year	104.40	154.73	1.40
Cost capitalised during the year	48.90	14.52	0.66
Amortization during the year	(67.21)	(64.85)	(0.90)
Balance as at the end of the year	<b>86.09</b>	<b>104.40</b>	<b>1.16</b>

### 18.5 Changes in Contract Liabilities / Unearned revenues are as follows:

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Balance as at the beginning of the year	103.47	92.68	1.39
Revenue recognised during the year	(100.20)	(92.68)	(1.35)
Additions during the year	280.11	103.47	3.77
Balance as at the end of the year	<b>283.38</b>	<b>103.47</b>	<b>3.81</b>

### 18.6 Contract Assets are as follows:

During the years ended December 31, 2021 and 2020, ₹387.71 million and ₹349.58 million of contract assets pertaining to fixed-price development contracts have been reclassified to receivables on completion of milestones

### 18.7 Revenue by nature

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Revenue from contracts with customers	32,117.42	24,153.35	432.06
Other operating income	49.10	124.52	0.66
	<b>32,166.52</b>	<b>24,277.87</b>	<b>432.72</b>

#### Notes:

1 Supplementary information convenience translation (See Note 2.2)

## Notes to the Standalone Financial Statements

### 18.8 Transaction price allocated to the remaining performance obligations

The remaining performance obligations represents contracted revenue that has not yet been recognized, which includes contract liabilities and amounts that will be invoiced and recognized as revenue in future periods.

	₹ million		
	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Within 1 year	5,160.30	2,835.50	69.42
More than 1 year	4,459.14	2,251.47	59.99

The Company has applied practical expedient and has not disclosed information about remaining performance obligations in contracts where the original contract duration is one year or less or where the entity has the right to consideration that corresponds directly with the value of entity's performance completed to date. The above revenue is subject to any changes in the transaction price.

### 19 Other income

	₹ million		
	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Dividend from mutual funds	-	0.58	-
Dividend from subsidiaries	-	440.78	-
Gains / (losses) (net) on redemption / sale of Investments	29.48	-	0.40
Interest income	18.23	64.53	0.25
Profit / (loss) on sale of property, plant and equipment (net)	5.75	4.64	0.08
Miscellaneous income	9.59	9.78	0.13
<b>Total</b>	<b>63.05</b>	<b>520.31</b>	<b>0.85</b>

### 20 Employee benefits expense

	₹ million		
	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Salary and allowances	15,388.81	12,532.06	207.02
Contribution to provident, other funds and benefits	1,052.63	796.59	14.16
Staff welfare expenses	369.95	346.41	4.98
Employee stock option compensation cost	80.46	65.94	1.08
<b>Total</b>	<b>16,891.85</b>	<b>13,741.00</b>	<b>227.24</b>

#### Notes:

1 Supplementary information convenience translation (See Note 2.2)



## Notes to the Standalone Financial Statements

### 21 Operating and other expenses

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Rent	8.78	0.74	0.12
Rates and taxes	22.48	25.93	0.30
Travelling and conveyance	322.10	471.08	4.33
Electricity charges	117.93	167.80	1.59
Communication expenses	252.22	223.36	3.39
Repairs and maintenance	698.70	617.86	9.40
Printing and stationery	19.65	21.38	0.26
Payment to auditors			
Audit fees	9.58	9.73	0.13
Tax audit fees	1.20	1.20	0.02
Certification work, taxation and other matters	3.05	2.20	0.04
Legal and professional fees	368.37	292.00	4.96
Advertisement and business promotion	171.26	120.86	2.30
Bank and other charges	14.46	11.38	0.19
Directors' sitting fees	1.20	1.14	0.02
Insurance charges	88.25	33.15	1.19
Sub contracting and other service charges	4,609.71	1,354.75	62.01
Debts and advances written off	0.07	8.80	0.00
Allowance for doubtful debts (net of write back)	60.68	105.04	0.82
Staff recruitment expenses	320.45	87.58	4.31
Loss on redemption of Investments	-	2.00	-
Miscellaneous expenses	182.57	164.84	2.46
<b>Total</b>	<b>7,272.71</b>	<b>3,722.82</b>	<b>97.84</b>

### 22 Finance costs

₹ million

	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>1</sup>
Interest on borrowings	-	59.17	-
Interest on lease liabilities	214.79	213.71	2.89
Others	3.16	8.21	0.04
<b>Total</b>	<b>217.95</b>	<b>281.09</b>	<b>2.93</b>

#### Notes:

1 Supplementary information convenience translation (See Note 2.2)

## Notes to the Standalone Financial Statements

### 23 Earnings per share (EPS)

	₹ million		
	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>8</sup>
The components of basic and diluted EPS:			
Net profit after tax	5,872.92	5,381.77	79.00
Weighted average outstanding equity shares considered for basic EPS	301,253,340	299,250,005	301,253,340
Basic earnings per share	19.49	17.98	0.26
Weighted average outstanding equity shares considered for basic EPS	<b>301,253,340</b>	<b>299,250,005</b>	<b>301,253,340</b>
Add: Effect of dilutive issue of stock options	2,627,028	4,041,543	2,627,028
Weighted average outstanding equity shares considered for diluted EPS	<b>303,880,368</b>	<b>303,291,548</b>	<b>303,880,368</b>
Diluted earnings per share	19.33	17.74	0.26
Par value per share	2.00	2.00	2.00

### 24 Related party disclosures

A	Names of related parties	Country
	<b>Ultimate Holding Company and its subsidiaries</b>	
	Baring Private Equity Asia GP V. LP, Cayman Island (Ultimate holding entity) (control exists) (upto November 10, 2021)	Cayman Island
	The Baring Asia Private Equity Fund V, LP, Cayman Island (upto November 10, 2021)	Cayman Island
	Baring Private Equity Asia V Mauritius Holding (4) Limited, Mauritius (upto November 10, 2021)	Mauritius
	<b>Parent Company of Hexaware Technologies Limited (control exists)</b>	
	HT Global IT Solutions Holdings Limited, Mauritius (upto November 10, 2021)	Mauritius
	CA Magnum Holdings (w.e.f. November 11, 2021)	Mauritius
	<b>Significant influence exists</b>	
	HT Global Holdings B.V. (upto November 10, 2021)	Netherlands
	<b>Subsidiaries</b>	
	Hexaware Technologies Inc.	United States of America
	Hexaware Technologies UK Limited.	United Kingdom
	Hexaware Technologies Asia Pacific Pte. Limited.	Singapore
	Hexaware Technologies GmbH.	Germany
	Hexaware Technologies Canada Limited.	Canada
	Hexaware Technologies, Mexico S. De. R.L. De. C.V.	Mexico
	Guangzhou Hexaware Information Technologies Company Limited <sup>(6)</sup>	China
	Hexaware Technologies LLC	Russia
	Hexaware Technologies Saudi LLC	Saudi Arabia
	Hexaware Technologies Romania SRL <sup>(1)</sup>	Romania
	Hexaware Technologies Hong Kong Limited	China
	Hexaware Technologies Nordic AB	Sweden
	Hexaware Information Technologies (Shanghai) Company Limited	China



## Notes to the Standalone Financial Statements

<b>A</b>	<b>Names of related parties</b>	<b>Country</b>
	Mobiquity Inc. <sup>(2)</sup>	USA
	Mobiquity Velocity Solutions, Inc <sup>(3)</sup>	USA
	Mobiquity Velocity Cooperative UA <sup>(3)</sup>	Netherland
	Mobiquity BV <sup>(4)</sup>	Netherland
	Mobiquity Consulting BV (formerly known as Morgan Clark BV) <sup>(4)</sup>	Netherland
	Mobiquity Softech Private Limited <sup>(5)</sup>	India
	Hexaware Technologies South Africa (Pty) Limited <sup>(1)</sup>	South Africa
	Hexaware Technologies Belgium <sup>(1)</sup>	Belgium
	<b>Associate</b>	
	Experis Technology Solutions Pte Limited <sup>(7)</sup>	Singapore
<b>B</b>	<b>Key Management Personnel (KMP)</b>	
	<b>Executive Director and CEO</b>	
	R. Srikrishna	
	<b>Non-Executive Directors</b>	
	Atul K Nishar (Upto November 10, 2021)	
	Kosmas Kalliarekos (Upto November 10, 2021)	
	Jimmy Mahtani (Upto November 10, 2021)	
	P R Chandrasekar (Upto December 31, 2021)	
	Meera Shankar (Retired on April 10, 2020)	
	Milind Shripad Sarwate (w.e.f. April 25, 2020)	
	Madhu Khatri (w.e.f. April 25, 2020 to November 10, 2021)	
	Rajeev Kumar Mehta (w.e.f. October 05, 2020 to November 10, 2021)	
	Neeraj Bharadwaj (w.e.f. November 10, 2021)	
	Sandra Joy Horbach (w.e.f. November 10, 2021)	
	Patrick Reid Mccarter (w.e.f. November 10, 2021)	
	Julius Michael Genachowski (w.e.f. November 10, 2021)	
	Lucia De Fatima Soares (w.e.f. November 10, 2021)	
	Kapil Modi (w.e.f. November 10, 2021)	

### Notes:

- 1 Subsidiary of Hexaware Technologies UK Limited.
- 2 Subsidiary of Hexaware Technologies Inc.
- 3 Subsidiary of Mobiquity Inc.
- 4 Subsidiary of Mobiquity Velocity Cooperative UA
- 5 Subsidiary of Hexaware Technologies Limied
- 6 Closed on August 31, 2020
- 7 Associate of Hexaware Technologies Asia Pacific Pte Limited., ceased w.e.f., December 8, 2020.
- 8 Supplementary information convenience translation (See Note 2.2)



## Notes to the Standalone Financial Statements

### Details of transactions and balances with party wise details for transactions in excess of 10% of the total transactions

₹ million

Nature of transactions	Name of the Related party and Relationship	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>3</sup>
<b>Investment made</b>	<b>Subsidiaries</b>			
	Hexaware Information Technologies (Shanghai) Company Limited	-	7.32	-
	Hexaware Technologies Nordic AB	3.71	5.35	0.05
		<b>3.71</b>	<b>12.67</b>	<b>0.05</b>
<b>Investment made in Non Convertible Debenture</b>	<b>Subsidiaries</b>			
	Hexaware Technologies Inc.	2,249.93	-	30.27
		<b>2,249.93</b>	<b>-</b>	<b>30.27</b>
<b>Impairment in value of Investment</b>	<b>Subsidiaries</b>			
	Guangzhou Hexaware Information Technologies Company Limited	-	2.00	-
		<b>-</b>	<b>2.00</b>	<b>-</b>
<b>Corporate Guarantee Given</b>	<b>Subsidiaries</b>			
	Hexaware Technologies Saudi LLC	19.44	-	0.26
	Hexaware Technologies Nordic AB	-	36.54	-
		<b>19.44</b>	<b>36.54</b>	<b>0.26</b>
<b>Software and consultancy income</b>	<b>Subsidiaries</b>			
	Hexaware Technologies Inc.	571.25	2,122.96	7.68
	Hexaware Technologies UK Limited	3,880.23	2,792.16	52.20
	Others	1,101.46	1,018.87	14.82
		<b>5,552.94</b>	<b>5,933.99</b>	<b>74.70</b>
	<b>Associate</b>			
	Experis Technology Solutions Pte Limited	-	147.74	-
<b>Software and development expenses -subcontracting charges</b>	<b>Subsidiaries</b>			
	Hexaware Technologies Inc.	3,174.70	700.69	42.71
	Hexaware Technologies Canada Limited	120.37	-	1.62
	Mobiquity Inc	336.58	-	4.53
	Others	72.05	123.14	0.97
		<b>3,703.70</b>	<b>823.83</b>	<b>49.82</b>
<b>Reimbursement of cost to</b>	<b>Subsidiaries</b>			
	Hexaware Technologies UK Limited	-	3.70	-
	Hexaware Technologies Inc.	0.70	13.18	0.01
	Mobiquity Inc	5.66	-	0.08
	Others	0.29	1.74	0.00
		<b>6.65</b>	<b>18.62</b>	<b>0.09</b>
<b>Recovery of cost from</b>	<b>Subsidiaries</b>			
	Hexaware Technologies Inc.	213.18	359.34	2.87
	Hexaware Technologies UK Limited	98.92	174.21	1.33
	Mobiquity Inc.	(51.36)	116.36	(0.69)
	Others	10.74	54.18	0.14
		<b>271.48</b>	<b>704.09</b>	<b>3.65</b>
<b>Corporate Guarantee Charges</b>	<b>Subsidiaries</b>			
	Hexaware Technologies Inc.	12.19	15.66	0.16
		<b>12.19</b>	<b>15.66</b>	<b>0.16</b>



## Notes to the Standalone Financial Statements

₹ million

Nature of transactions	Name of the Related party and Relationship	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>3</sup>
<b>Interest on Non Convertible Debenture</b>	<b>Subsidiaries</b>			
	Hexaware Technologies Inc.	0.53	-	0.01
		<b>0.53</b>	-	<b>0.01</b>
<b>Remuneration to KMP's and Directors</b>	Short term employee benefits	44.38	5.06	0.60
	Post employee benefits	0.15	0.14	0.00
	Share based payment	15.54	56.54	0.21
	Commission and other benefits to non-executive directors <sup>1</sup>	28.72	22.38	0.39
		<b>88.79</b>	<b>84.12</b>	<b>1.19</b>

### Outstanding Balances

₹ million

Name of the Related party and Relationship	For the year ended December 31, 2021	For the year ended December 31, 2020	For the year ended December 31, 2021 (in USD millions) <sup>3</sup>	
Investment in equity (Including share application money) (Refer note no 7A)	2,310.29	2,306.58	31.08	
	<b>2,310.29</b>	<b>2,306.58</b>	<b>31.08</b>	
Investment in Non Convertible Debentures	2,230.05	-	30.00	
	<b>2,230.05</b>	-	<b>30.00</b>	
<b>Trade and other receivable</b>	<b>Subsidiaries</b>			
	Hexaware Technologies Inc.	1,523.36	3,672.70	20.49
	Hexaware Technologies UK Limited	1,576.15	1,840.39	21.20
	Others	421.28	623.42	5.67
		<b>3,520.79</b>	<b>6,136.51</b>	<b>47.36</b>
<b>Trade payable - towards services and reimbursement of cost</b>	<b>Subsidiaries</b>			
	Hexaware Technologies Inc.	988.71	700.92	13.30
	Hexaware Technologies UK Limited	160.33	47.59	2.16
	Mobiquity Inc.	324.20	32.41	4.36
	Hexaware Technologies, Mexico S. De. R.L. De. C.V.	-	53.40	-
	Others	30.96	32.71	0.42
		<b>1,504.20</b>	<b>867.03</b>	<b>20.24</b>
<b>Trade receivable from Associate</b>		-	12.53	-
<b>Payable to / Provision for KMP's</b>		90.78	19.83	1.22
		<b>90.78</b>	<b>19.83</b>	<b>1.22</b>
<b>Corporate Guarantee <sup>1</sup></b>	<b>Subsidiaries</b>			
	Hexaware Technologies Saudi LLC	19.80	-	0.27
	Hexaware Technologies Nordic AB	37.17	36.54	0.50
	Hexaware Technologies Inc.	4,088.43	8,110.77	55.00
		<b>4,145.40</b>	<b>8,147.31</b>	<b>55.77</b>

### Notes

- Provision is made for the commission for the year ended December 30, 2021, payment of which is subject to adequacy of profits to be determined annually.
- Disclosure in accordance with S. 186 of Companies Act, 2013 - Corporate Guarantee given to Hexaware Technologies Inc. towards loan taken from bank for the term of 3 years and in respect of deferred purchase consideration for the acquisition of Mobiquity Inc. for the term of 2 years.
- Supplementary information convenience translation (See Note 2.2)

## Notes to the Standalone Financial Statements

### 25 Financial Instruments

(i) The carrying value / fair value of financial instruments <sup>1</sup> (other than investment in associate) by categories as at December 31, 2021 is as follows:

₹ million

	Amortized cost <sup>1</sup>	Fair value through profit and loss	Fair value through other comprehensive income	Derivative instrument in hedging relationship	Total carrying / fair value
Cash and cash equivalents	8,056.21	-	-	-	8,056.21
Other bank balances	115.49	-	-	-	115.49
Investments in mutual fund units	-	1,224.26	-	-	1,224.26
Trade receivables	7,532.69	-	-	-	7,532.69
Unbilled receivables	1,731.86	-	-	-	1,731.86
Loans - security deposits	322.72	-	-	-	322.72
Other financial assets	225.21	-	-	775.66	1,000.87
Investment in Non Convertible Debenture	2,230.05	-	-	-	2,230.05
Investments in equity shares	-	-	2.68	-	2.68
<b>Total</b>	<b>20,214.23</b>	<b>1,224.26</b>	<b>2.68</b>	<b>775.66</b>	<b>22,216.83</b>
<b>Total (in USD millions)</b>	<b>271.93</b>	<b>16.47</b>	<b>0.04</b>	<b>10.43</b>	<b>298.87</b>
Trade payables	2,722.39	-	-	-	2,722.39
Lease liabilities	2,379.77	-	-	-	2,379.77
Other financial liabilities	1,092.42	102.57	-	5.03	1,200.02
<b>Total</b>	<b>6,194.59</b>	<b>102.57</b>	<b>-</b>	<b>5.03</b>	<b>6,302.19</b>
<b>Total (in USD millions) <sup>2</sup></b>	<b>83.33</b>	<b>1.38</b>	<b>-</b>	<b>0.07</b>	<b>84.78</b>

(ii) The carrying value / fair value of financial instruments (other than investment in associate) by categories as at December 31, 2020 is as follows:

₹ million

	Amortized cost <sup>1</sup>	Fair value through profit and loss	Fair value through other comprehensive income	Derivative instrument in hedging relationship	Total carrying / fair value
Cash and cash equivalents	5,272.52	-	-	-	5,272.52
Other bank balances	147.27	-	-	-	147.27
Trade receivables	8,474.07	-	-	-	8,474.07
Unbilled receivables	1,344.98	-	-	-	1,344.98
Loans - security deposits	354.27	-	-	-	354.27
Other financial assets	351.39	-	-	443.88	795.27
Investments in equity shares	-	-	4.58	-	4.58
<b>Total</b>	<b>15,944.50</b>	<b>-</b>	<b>4.58</b>	<b>443.88</b>	<b>16,392.96</b>
Trade payables	1,900.71	-	-	-	1,900.71
Lease liabilities	2,328.85	-	-	-	2,328.85
Other financial liabilities	1,182.67	-	-	52.24	1,234.91
<b>Total</b>	<b>5,412.23</b>	<b>-</b>	<b>-</b>	<b>52.24</b>	<b>5,464.47</b>

#### Notes

1 Carrying amount of cash and cash equivalents, other bank balances, trade receivables, unbilled revenue, loans, other financial assets, borrowings, deferred consideration, trade payables, lease liabilities and other financial liabilities approximate the fair value because of their short term nature. Difference between carrying amounts and fair values of other financial assets and liabilities subsequently measured at amortised cost is not significant in each of the period presented.

2 Supplementary information convenience translation (See Note 2.2)



## Notes to the Standalone Financial Statements

### (iii) Fair value hierarchy

Fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability

The following table presents fair value hierarchy of financial assets and liabilities measured at fair value on a recurring basis as at December 31, 2021:

	₹ million			
	Level I	Level II	Level III	Total
Mutual fund units	1,224.26	-	-	1,224.26
Investments in equity shares	-	-	2.68	2.68
Derivative financial assets	-	775.66	-	775.66
	<b>1,224.26</b>	<b>775.66</b>	<b>2.68</b>	<b>2,002.60</b>
Derivative financial liabilities	-	5.03	-	5.03
Shared based liabilities	-	-	121.26	121.26
	-	<b>5.03</b>	<b>121.26</b>	<b>126.29</b>

The following table presents fair value hierarchy of financial assets and liabilities measured at fair value on a recurring basis as at December 31, 2020:

	₹ million			
	Level I	Level II	Level III	Total
Mutual fund units	-	-	-	-
Investments in equity shares	-	-	4.58	4.58
Derivative financial assets	-	443.88	-	443.88
	-	<b>443.88</b>	<b>4.58</b>	<b>448.46</b>
Derivative financial liabilities	-	52.24	-	52.24
Shared based liabilities	-	-	-	-
	-	<b>52.24</b>	-	<b>52.24</b>

### Valuation Technique

Investment in mutual funds is measured at the redemption price declared by the mutual fund. Derivatives are measured basis the counterparty quotes obtained. Cost of investments in equity shares is considered to be representative of fair value.

## Notes to the Standalone Financial Statements

### (iv) Financial risk management

The Company has identified the risks under verticals like Geographic and client concentration risk, credit risk, foreign currency fluctuation risk and liquidity risk. The Company has formulated policies, procedures and strategies for managing risks which is affirmed by the global CEO and CFO, after consultation with all business units, functions and department heads.

#### Geographic and client concentration risk

In year 2021, Americas contributed 66.97% (year 2020 - 66.51%) of the Company's total revenue. The Company continues to expand its global footprint to diversify geographic concentration though Americas remains largest market for the IT industry. The Company's exposure to the US regions is in line with the global industry practices. The Company will continue to invest in the region. There are a number of other growth factors in Americas such as favour for capitalism, highest per capita income, innovation driven culture and focus to retain high end work that allow us to identify and address the pockets of inefficiencies in the most optimum way.

50.23 % of the revenue of the year is generated from top 10 clients (previous year - 61.74%). Any loss or major downsizing by these clients may impact Company's profitability. Further, excessive exposure to particular clients will limit Company's negotiating capacity and expose us to higher credit risk.

The Company is able to maintain a diversified high quality client roster that can be accessed through the depth of relationships with existing clients.

The Company's growth strategy involves a mix of new client addition and mining the accounts of existing clients. As the Company adds more clients and grow revenues from the existing clients, it reduces dependence on the large clients. Moreover, large clients allow quick scaling up of revenues and they come with higher margins due to lower associated cost and higher cost predictability.

#### Credit Risk

Since most of Company's transactions are done on credit, the Company is exposed to credit risk on accounts receivable. Any delay, default or inability on the part of the client to pay on time will expose the Company to credit risk and can impact profitability. Company's maximum credit exposure is in respect of trade receivables of ₹7,532.69 million and ₹8,474.07 million as at December 31, 2021 and December 31, 2020, respectively, unbilled receivables of ₹1,731.86 million and ₹1,344.98 million as at December 31, 2021 and December 31, 2020, respectively and contract assets of ₹387.71 million and ₹349.58 million as at December 31, 2021 and December 31, 2020, respectively.

The Company has adopted an effective receivable management system to control the Days' Sales Outstanding (DSO). Refer to note 12 for the age wise analysis of trade receivables that are not due as well as past due and allowance for the doubtful receivables.

Top 10 customer dues (including unbilled receivables) contribute 65.68 % of the total outstanding as at December 31, 2021 (75.00% as at December 31, 2020).

Cash and cash equivalents and mutual funds are neither past due nor impaired. Cash and cash equivalents include deposits with banks and financial institution with high credit-ratings assigned by credit-rating agencies. The investment in liquid mutual fund units are measured at fair value through profit and loss.

#### Foreign Currency fluctuations Risk

Foreign exchange fluctuations is one of the key risks impacting our business. The offshore part of the revenue remains exposed to the risk of Rupee appreciation which is functional currency of the Company vis-a-vis the US Dollar, the Euro and other foreign currencies, as largely, the costs incurred are in Indian Rupees and the revenue/ inflows are in foreign currencies. The contracts we enter into with our customers tend to run across several years and many of these contracts are at fixed rates, therefore any appreciation in the Indian rupee vis-à-vis foreign currencies will affect our margins.

The Foreign Exchange Risk Management Policy authorized by the Forex Committee of the Board takes these circumstances into account and authorizes hedging on a systematic basis. These risks have been effectively addressed by the processes and controls laid out in the Foreign Exchange Risk Management Policy. The hedge ratio assigned to the exposures depends on the time horizon in which they fall, the near term exposures get a higher ratio whereas the farther exposures get a lower ratio. This graded approach ensures that hedges are spread across the hedge horizon in a tapered down manner. The exposure as indicated below is net of derivative contracts entered into by the Company.



## Notes to the Standalone Financial Statements

The following table analyses foreign currency risk from financial instruments as at December 31, 2021 & December 31, 2020:

	₹ million		
	Net financial assets (A)	Net financial liabilities (B)	Net assets/(liabilities) (A-B)
<b>As at December 31, 2021</b>			
USD	15,063.86	2,139.21	12,924.65
EUR	198.90	110.46	88.43
GBP	1,451.91	8.35	1,443.56
Others <sup>1</sup>	992.82	86.37	906.45

	₹ million		
	Net financial assets (A)	Net financial liabilities (B)	Net assets/(liabilities) (A-B)
<b>As at December 31, 2020</b>			
USD	9,260.78	1,455.72	7,805.06
EUR	413.66	-	413.66
GBP	1,645.85	0.35	1,645.50
Others <sup>1</sup>	769.61	33.40	736.21

10% depreciation/appreciation of the respective foreign currencies vis-a-vis functional currency of the Company would result in the increase/ decrease in Company's profit before tax approximately by ₹1,536.31 million and ₹1,060.04 million for the year ended December 31, 2021 and 2020, respectively.

The Company uses derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in foreign exchange rates on trade receivables and forecasted cash flows denominated in certain foreign currencies. The Company had outstanding hedging instrument in the form of foreign currency forward contracts as at:

	₹ million	
	As at December 31, 2021	As at December 31, 2020
<b>Currency hedge (sell contracts)</b>		
USD	249.00	214.72
Euro	8.10	4.40
GBP	36.60	13.20

The weighted average forward rate for the hedges outstanding as at December 31, 2021 is ₹79.71, ₹94.29 and ₹107.94 (As at December 31, 2020 ₹78.08, ₹91.04 and ₹101.30) for USD, Euro and GBP, respectively. The hedges mature over the eight quarters.

10% depreciation/appreciation of the respective foreign currencies with respect to closing exchange rate would result in the increase/ decrease in Group's other comprehensive income approximate by ₹279.11 million and ₹213.68 million for the year ended December 31, 2021 and December 31, 2020 respectively.

### Notes

- 1 Others include currencies such as Singapore Dollars, Canadian Dollars, United Arab Emirates Dirhams, Philippine Pesos, Japanese Yen, Australian Dollars etc.

## Notes to the Standalone Financial Statements

The movement in accumulated other comprehensive income on account of derivatives designated as cash flow hedges is as under:

	₹ million	
	For the year ended	
	December 31, 2021	December 31, 2020
Balance at the beginning of the year	250.68	226.05
Less: Net gains transferred to statement of profit or loss on occurrence of forecasted hedge transaction	(364.08)	(42.25)
Add: Changes in the fair value of the effective portion of outstanding cash flow hedges	730.34	167.51
Less: Deferred tax	(79.79)	(100.64)
Balance at the end of the year	537.14	250.68

There were no material hedge ineffectiveness for the year ended December 31, 2021 and 2020.

### Liquidity risk

The Company needs continuous access to funds to meet short and long term strategic investments. The Company's inability to meet such requirements in stipulated period may hamper growth plan and even ongoing operations. Further, the Company's inability to quickly convert assets into cash without incurring any material loss will expose it to liquidity risks.

Over the years, the Company has increased its liquidity position by managing its DSO and maintaining high cash / bank balance and investments.

As at December 31, 2021, the Company had total cash, bank balance and investments of ₹8,179.91 million (December 31, 2020: ₹5,426.65 million) which constitutes approximately 23% (December 31, 2020: 18%) of total assets. The Company does not have any debt.

The tables below provide details of the contractual maturities of significant financial liabilities as at:

As at December 31, 2021	₹ million				
	Less than 1 year	1-2 years	3-5 years	Beyond 5 years	Total
Lease Liabilities	230.35	349.21	482.21	1,318.00	2,379.77
Trade and other payables	2,722.39	-	-	-	2,722.39
Foreign currency derivative liabilities	4.44	0.59	-	-	5.03
Others (Refer to note 15)	1,192.63	2.36	-	-	1,194.99
<b>Total</b>	<b>4,149.82</b>	<b>352.16</b>	<b>482.21</b>	<b>1,318.00</b>	<b>6,302.19</b>

As at December 31, 2020	₹ million				
	Less than 1 year	1-2 years	3-5 years	Beyond 5 years	Total
Lease Liabilities	124.78	270.04	452.58	1,481.45	2,328.85
Trade and other payables	1,900.71	-	-	-	1,900.71
Foreign currency derivative liabilities	34.06	18.18	-	-	52.24
Others (Refer to note 15)	1,180.37	2.30	-	-	1,182.67
<b>Total</b>	<b>3,239.92</b>	<b>290.52</b>	<b>452.58</b>	<b>1,481.45</b>	<b>5,464.47</b>



## Notes to the Standalone Financial Statements

### Interest rate risk

The Company does not have any debt. The balances with banks is in the form of fixed interest rate deposits. Accordingly, the Company is not exposed to significant interest rate risk.

### Capital management

The Company's objectives when managing capital is to maintain optimal capital structure to continue to provide for adequate capital in the business, returns for shareholders and benefits for other stakeholders in the form of dividends, return of capital or issue of new shares.

### 26 Share Based Compensation

- a) The Nomination and Remuneration Committee ('Committee') of the Company administers the stock options plans viz. ESOP 2008 and 2015 plan. Under the plans, the employees of the Company as well as its subsidiaries are granted options/ Restricted Stock Options (RSU) entitling them to one equity share of ₹2/- each for each option granted. Exercise price is the market price of the shares of the Company at the grant date or the price determined by the Committee. During the year, the Company modified the vesting period. The modification did not have material impact. The Options / RSU's vest over a period of 1 to 6 years from the date of grant on the basis of service period and/or achievement of performance conditions. The maximum time available to exercise upon vesting is 6 years.
- b) The particulars of number of options granted and lapsed under the aforementioned Schemes are tabulated below

Particulars	ESOP - 2008		ESOP - 2015		Total	
	Options/ RSU's (nos.)	Weighted ex. Price per share (₹)	RSU's (nos.)	Weighted ex. Price per share (₹)	Options/ RSU's (nos.)	Weighted ex. Price per share (₹)
Outstanding at the beginning of the year	443,352 (1,845,716)	2.00 (2.00)	4,582,347 (5,978,723)	2.00 (2.00)	5,025,699 (7,824,439)	2.00 (2.00)
Granted during year	-	-	1,753,064 (1,322,141)	2.00 (2.00)	1,753,064 (1,322,141)	2.00 (2.00)
Exercised during the year	199,947 (526,315)	2.00 (2.00)	1,082,857 (1,419,819)	2.00 (2.00)	1,282,804 (1,946,134)	2.00 (2.00)
Lapsed during the year	164,444 (876,049)	2.00 (2.00)	2,670,217 (1,298,698)	2.00 (2.00)	2,834,661 (2,174,747)	2.00 (2.00)
Outstanding at the year end	78,961 (443,352)	2.00 (2.00)	2,582,337 (4,582,347)	2.00 (2.00)	2,661,298 (5,025,699)	2.00 (2.00)
Exercisable as at the year end	58,501 (183,844)	2.00 (2.00)	225,581 (807,960)	2.00 (2.00)	284,082 (991,804)	2.00 (2.00)

Previous year figures are given in bracket

- c) The weighted average share price of options exercised on the date of exercise was ₹475 per share and ₹336.45 per share for the year ended December 31, 2021 and December 31, 2020 respectively.
- d) Range of exercise price and weighted average remaining contractual life (in months) for the options outstanding:

Range of exercise price	As at 31 December 2021		As at 31 December 2020	
	Options/ RSU's (Nos)	Life	Options/ RSU's (Nos)	Life
2.00	2,661,298	23	5,025,699	28
<b>Total</b>	<b>2,661,298</b>		<b>5,025,699</b>	



## Notes to the Standalone Financial Statements

- e) The fair values of the RSU's granted in year 2021 and 2020 are determined using Black Scholes Option pricing model using following assumptions:

Particulars	Year 2021	Year 2020
Weighted Average fair value (₹)	458.73	353.50
Weighted Average share price (₹)	475.00	373.30
Dividend Yield (%)	1.68	1.70 - 2.16
Expected Life (years)	1.19 - 2.50	1.14 - 3.55
Risk free interest rate (%)	3.75 - 4.95	3.88 - 6.50
Volatility (%)	10.41 - 40.34	31.70 - 47.98

The expected volatility is determined based on historical volatility during a period equivalent to the expected term of RSU granted.

- f) During the year, the Company modified the aforesaid scheme and provided a one-time option in respect of certain grants for RSU holder to surrender RSU against a cash payment of ₹763/- per RSU ('offer price'). Total of 1,908,249 RSUs were surrendered by the employees (included under lapsed in table (b) above). Total cash payout/payable by the Company is ₹1,456 million.

The modification has been recorded as follows:

- 1) Incremental cost recorded in the Statement of Profit and Loss of ₹657 million comprising of:
  - (i) Unamortized cost determined at the grant date fair value
  - (ii) Excess of offer price of ₹763/- over fair value on date of modification
- 2) Fair value on the modification date has been considered as cost of re-purchase of option and difference between this fair value and grant date fair value amounting to ₹365 million is recorded in the equity.

The fair value on the date of modification is based on an valuers report prepared taking into consideration recent transaction adjusted for estimate for control premium and marketability by reference to public available information.

### 27 Employee benefit plans

#### i) Provident Fund, Superannuation Fund and other similar funds

Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary. In respect of the Company's employees enrolled with the Hexaware Technologies Limited Employees Provident Fund Trust (the 'Trust'), the Company pays a part of the contributions to the Trust. The remaining portion of Company's contribution in respect of such employees and entire contribution in respect of other employees is contributed to the Government administered Employee Provident and Pension Fund.

The interest rate payable by the Trust to the beneficiaries every year is being notified by the Government. The Company has an obligation to make good the short fall, if any, between the return from the investments of the trust and the notified interest rate. The valuation of the liability, fund position and assumptions considered are as follows.

Particulars	₹ million	
	December 31, 2021	December 31, 2020
Present value of benefit obligation	5,054.87	5,066.73
Fair value of plan assets	4,953.14	4,874.86
Expected Investment Return	7.90%	8.02%
Remaining term of maturities of plan assets	8.18 years	6.54 years
Expected guaranteed interest rates	8.50%	8.50%

Certain employees of the Company are entitled to benefits under the superannuation plan, a defined contribution plan. The Company makes quarterly voluntary contributions under the superannuation plan to LIC based on a specified percentage of each covered employees salary and recognises such contributions as an expense when incurred and has no further obligation to the plan beyond such contributions.

During the year, the Company has recognized expenses towards contributions to Provident Fund and other funds and Superannuation Fund of ₹708.90 million (December 31, 2020: ₹543.28 million) and ₹55.30 million (December 31, 2020: ₹29.51 million), respectively.



## Notes to the Standalone Financial Statements

### ii) Gratuity Plan

The Company makes annual contribution to the Employee's Company Gratuity Assurance Scheme, administered by the Life Insurance Corporation of India ('LIC'), a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment based on completed years of service or part thereof in excess of six months. Vesting occurs on completion of five years of service.

The following table sets out the status of the gratuity plan

Particulars	₹ million	
	December 31, 2021	December 31, 2020
<b>Change in Defined Benefit Obligation</b>		
Opening defined benefit obligation	1,222.94	942.37
Current service cost	242.92	213.91
Interest cost	58.85	57.63
<b>Adjustment for remeasurement of defined benefit plan</b>		
- Actuarial loss/(gains) arising from change in financial assumptions	(67.60)	105.02
- Actuarial loss/(gains) arising from change in demographical assumptions	-	-
- Actuarial loss/(gains) arising on account of experience changes	1.42	(23.61)
Benefits paid	(103.80)	(72.39)
<b>Closing defined benefit obligation (A)</b>	<b>1,354.73</b>	<b>1,222.94</b>
<b>Change in the Fair Value of Assets</b>		
Opening fair value of plan assets	587.04	599.04
Interest on plan assets	28.67	38.27
Remeasurement due to actual return on plan assets less interest on plan assets	2.26	9.61
Contribution by employer	10.45	12.51
Benefits paid	(103.80)	(72.39)
<b>Closing fair value of plan assets (B)</b>	<b>524.62</b>	<b>587.04</b>
<b>Net liability as per actuarial valuation (A-B)</b>	<b>830.11</b>	<b>635.90</b>
<b>Expense charged to statement of profit and loss:</b>		
Current service cost	242.92	213.91
Net Interest on defined benefit plan	30.18	19.36
<b>Total included in Employment Benefit expenses</b>	<b>273.10</b>	<b>233.27</b>
<b>Amount recognised in other comprehensive income:</b>		
Remeasurement of defined benefit plan due to -		
- Changes in financial assumptions	(67.60)	105.02
- Changes in demographical assumptions	-	-
- Experience adjustments	1.42	(23.61)
- Actual return on plan assets less interest on plan assets	(2.26)	(9.61)
<b>Total amount recognised in other comprehensive income</b>	<b>(68.44)</b>	<b>71.81</b>
<b>Actual return on plan assets</b>	<b>30.93</b>	<b>47.88</b>
<b>Category of assets - Insurer Managed Fund #</b>	<b>524.62</b>	<b>587.04</b>

# Since the investments are held in the form of deposit with the LIC, these are not volatile, the market value of assets is the cost value of assets and has been accordingly considered for the above disclosures.

## Notes to the Standalone Financial Statements

The Company is expected to contribute ₹100 million to gratuity funds for the year ending 31 December, 2021

Financial assumptions at the valuation date	2021	2020
Discount rate *	5.95%	5.15%
Rate of increase in compensation levels of covered employees **	7.5% to 10%	7.5% to 10%
Rate of Return on Plan assets	7.25%	7.25%

\* The discount rate is primarily based on the prevailing market yields of Indian government securities for the estimated term of the obligations.

\*\* The estimates of future salary increases considered in actuarial valuation takes into account the inflation, seniority, promotions and other relevant factors.

The following table summarises the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points:

Impact on defined benefit obligation	December 31, 2021	
	Discount Rate	Salary Escalation Rate
Increase in 50 bps	(2.91%)	3.00%
Decrease in 50 bps	3.07%	(2.88%)

Impact on defined benefit obligation	December 31, 2020	
	Discount Rate	Salary Escalation Rate
Increase in 50 bps	(3.12%)	3.20%
Decrease in 50 bps	3.29%	(3.06%)

### Projected plan cash flow

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date.

Maturity profile	Rupees Million
Year 1	194.87
Year 2	182.04
Year 3	176.73
Year 4	154.92
Year 5	147.52
Year 6	131.92
Year 7	143.41
Year 8	119.34
Year 9	102.87
Thereafter	691.19

The weighted average duration to the payment of these cash flows is 5.98 years.



## Notes to the Standalone Financial Statements

### 28 Segments

As per Ind AS 108 on "Operating Segments", segment reporting information has been provided under the notes to the consolidated financial statements.

### 29 Corporate Social Responsibility

- a. Gross amount required to be spent by the Company is ₹119.43 and ₹109.80 for the year ended December 31, 2021 and December 31, 2020, respectively
- b. Amount spent during the year on:

Particulars	For the year ended December 31, 2021		
	Amount Paid	Amount yet to be paid	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	119.43	-	119.43
<b>Total amount spent during the year</b>	<b>119.43</b>	<b>-</b>	<b>119.43</b>

₹ million

Particulars	For the year ended December 31, 2020		
	Amount Paid	Amount yet to be paid	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	109.94	-	109.94
<b>Total amount spent during the year</b>	<b>109.94</b>	<b>-</b>	<b>109.94</b>

₹ million

### 30 Disclosure pursuant to amount due to Micro, Small and Medium enterprises is as under:

	As at December 31, 2021	As at December 31, 2020
Amount due to vendor	46.92	7.86
Principal amount paid (includes unpaid beyond the appointed date)	-	-
Interest due and paid /payable for the year	-	-
Interest accrued and remaining unpaid	-	-

₹ million

Dues to Micro, Small and Medium enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management.

### 31 Contingent liabilities

	As at December 31, 2021	As at December 31, 2020
(i) Disputed Liabilities not provided for		
a) Income Tax	9.59	9.59
b) Other Litigations (Gross of tax)	73.95	-
(ii) Claims against the Company not acknowledged as debts (Gross of tax)	28.14	28.14

₹ million

(iii) The above does not include obligations resulting from customer claims, show case notices, regulatory inquiries, legal pronouncements and other judicial interpretations, having financial impact in respect of which the Company generally performs the assessment based on the external legal opinion and the amount of which cannot be reliably estimated.

(iv) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances) as at December 31, 2021 and 2020 is ₹395.74 million and ₹226.43 million, respectively.

## Notes to the Standalone Financial Statements

### 32 Other updates

**A** The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the period end, the Company has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses on such long term contracts (including derivative contracts) has been made in the books of account.

### **B COVID pandemic:**

The Company has assessed the impact on the recoverability of the receivables (including unbilled) and other current and non-current assets including goodwill considering both internal and external information available till date. It has also assessed, the probability of occurrence of forecasted transactions in the hedging relations, credit risk of the counter party to the derivative contracts and banks. The Company, based on the analysis and assumptions used, believes that the carrying value of these assets are recoverable. Considering the fact that the global situation is evolving day by day with new facts and numbers, the economic impact of pandemic could be different from that estimated till date by the management. The management is continuously monitoring the material changes.

**C** The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stake holders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

### **D Approval of the financial statements:**

The Standalone financial statements were approved for issue by the Board of Directors on February 09, 2022.

#### **For B S R & Co. LLP**

Chartered Accountants

Firms' registration number:101248W/W-100022

#### **Glenn D'souza**

**Partner**

Membership number: 112554

Place: Mumbai

Date: February 10, 2022

#### **For and on behalf of the Board of Directors of HEXAWARE TECHNOLOGIES LIMITED**

CIN: U72900MH1992PLC069662

#### **Neeraj Bharadwaj**

**Director**

DIN 01314963

Place: New Delhi

Date: February 09, 2022

#### **Kapil Modi**

**Director**

DIN 07055408

Place: Mumbai

Date: February 09, 2022

#### **R. Srikrishna**

**CEO & Executive Director**

DIN 03160121

Place: New Jersey

Date: February 09, 2022

#### **Milind Sarwate**

**Independent Director**

DIN 00109854

Place: Mumbai

Date: February 09, 2022

#### **Vikash Kumar Jain**

**Chief Financial Officer**

Place: Mumbai

Date: February 09, 2022

#### **Gunjan Methi**

**Company Secretary**

Place: Mumbai

Date: February 09, 2022



## Notice

**Notice** is hereby given to all the members of Hexaware Technologies Limited (the “**Company**”) that the Twenty Ninth Annual General Meeting of the Members of the Company will be held on Tuesday, April 26, 2022 at 9.00 a.m. via video conferencing / other audio visual means (“**VC/OAVM**”) to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item no 1 – Adoption of Financial Statements**

To receive, consider and adopt the audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended December 31, 2021 together with the Reports of the Board of Directors and the auditors thereon.

#### **Item no 2 – To confirm payment of interim dividend**

To confirm the payment of interim dividend on equity shares.

#### **Item no 3 - Re-appointment of Mr. R Srikrishna**

To re-appoint Mr. R Srikrishna (DIN: 03160121), who retires by rotation, as director on the Board of Directors, and being eligible, seeks re-appointment.

### **SPECIAL BUSINESS:**

#### **4. Appointment of Mr. Patrick McCarter as a Non-Executive Non-Independent director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Patrick McCarter (holding DIN 07973226), who was appointed as an Additional Director in the capacity of Non Executive Non Independent Director of the Company by the Board of Directors effective November 10, 2021 in terms of Section 161 of the Companies Act, 2013, and whose appointment is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

#### **5. Appointment of Mr. Neeraj Bharadwaj as a Non-Executive Non Independent director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Neeraj Bharadwaj (holding DIN 01314963), who was appointed as an Additional Director in the capacity of Non Executive Non Independent Director of the Company by the Board of Directors effective November 10, 2021 in terms of Section 161 of the Companies Act, 2013, and whose appointment is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

#### **6. Appointment of Mr. Julius Genachowski as a Non-Executive Non Independent director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Julius Genachowski (holding DIN 09365873), who was appointed as an Additional Director in the capacity of Non Executive Non Independent Director of the Company by the Board of Directors effective November 10, 2021 in terms of Section 161 of the Companies Act, 2013, and whose appointment is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

**7. Appointment of Mr. Kapil Modi as a Non-Executive Non-Independent director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kapil Modi (holding DIN 07055408), who was appointed as an Additional Director in the capacity of Non Executive Non Independent Director of the Company by the Board of Directors effective November 10, 2021 in terms of Section 161 of the Companies Act, 2013, and whose appointment is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

**8. Appointment of Ms. Lucia Soares as a Non-Executive Non Independent director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Lucia Soares (holding DIN 09374169), who was appointed as an Additional Director in the capacity of Non Executive Non Independent Director of the Company by the Board of Directors effective November 10, 2021 in terms of Section 161 of the Companies Act, 2013, and whose appointment is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

**9. Appointment of Ms. Sandra Horbach as a Non-Executive Non Independent director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Sandra Horbach (holding DIN 09383306), who was appointed as an Additional Director in the capacity of Non Executive Non Independent Director of the Company by the Board of Directors effective November 10, 2021 in terms of Section 161 of the Companies Act, 2013, and whose appointment is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

**10. Appointment of Mr. Joseph McLaren Quinlan as a Non-Executive Independent director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Joseph McLaren Quinlan (holding DIN: 09477487), who was appointed as an Additional Director in the capacity of Non Executive Independent Director of the Company by the Board of Directors effective February 7, 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five years w.e.f. February 7, 2022 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”



#### 11. Appointment of Mr. Michael Bender as a Non-Executive Non Independent director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Michael Bender (holding DIN: 09479465), who was appointed as an Additional Director in the capacity of Non Executive Non Independent Director of the Company by the Board of Directors effective February 7, 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

#### 12. Modification in terms of remuneration of Mr. Milind Sarwate, Non Executive Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 (the ‘Act’) and the rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, consent of the members of the Company be and is hereby accorded for modification of terms of remuneration of Mr. Milind Sarwate (DIN 00109854), Non Executive Independent Director of the Company in regards to the commission payable to him, such that instead of the current provision of the INR equivalent of a fixed amount of an annual commission of US\$ 100,000, he be paid commission on the basis of achievement of budgeted net profit, such that

- 1.1. Mr. Milind Sarwate shall continue to be paid a commission for the tenure of his non-executive directorship, such commission being linked to the achievement of budgeted net profit, such that
  - 1.1.1. at 100% achievement, the commission will be the INR equivalent of US\$ 100,000
  - 1.1.2. at achievement levels higher than or lower than 100%, the commission amount will be correspondingly higher or lower, with such minimum and maximum amounts as may be fixed by the Board of Directors from time to time.

- 1.2. Profit for this purpose shall mean earnings before depreciation, interest, taxation and amortization for the period for which commission is being calculated for the Company together with its subsidiaries, that is profit of the consolidated entity as reflected in the audited profit and loss account.
- 1.3. The aforesaid commission shall be payable for a 12-month-period of non-executive directorship and for any period served less than 12 months, the amount shall be proportionately lesser.
- 1.4. The revised terms shall come into effect from January 1, 2022. The other terms of his appointment shall remain the same, as hitherto.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors or director(s) or officers of the Company to give effect to the aforesaid resolution.”

#### 13. Increase in remuneration payable to Non-Executive Directors of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 (the ‘Act’) and the rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof and other applicable provisions, consent of the members of the Company be and is hereby accorded to increase the remuneration to be paid to its non-executive directors (that is directors other than the Managing Director and Whole-time Director of the Company, including independent directors) for and from the financial year 2022, as the Board of Directors, may, from time to time, determine, provided that such remuneration does not exceed 3% of the net profits of the Company (from the existing 1%) for the respective financial year computed in the manner provided in Section 198 of the Act.;

**RESOLVED FURTHER THAT** the above payment shall be in addition to the sitting fee payable to the non-executive director(s) for attending the meetings of the Board of Directors and/or committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the said meetings;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the aforesaid resolution.”



By Order of the Board of Directors  
For Hexaware Technologies Limited

Sd/-  
**Gunjan Methi**  
Company Secretary

Date : February 9, 2022  
Place: Navi Mumbai

**Registered Office:**

152, Millennium Business Park, Sector-III, 'A' Block,  
TTC Industrial Area, Mahape,  
Navi Mumbai - 400 710.  
CIN :U72900MH1992PLC069662  
Email:[Investori@hexaware.com](mailto:Investori@hexaware.com)  
Website: [www.hexaware.com](http://www.hexaware.com)  
Tel : 022 - 67919595

**NOTES:**

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021 and Circular No.19/2021 dated December 08, 2021 (collectively referred to as 'MCA Circulars') permitted the holding of Annual General Meeting ('AGM') through VC / OAVM, without the physical presence of members at the common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), and MCA circulars, the AGM of the Company is being held through VC / OAVM. The Board of Directors of the Company considered that the special business under Item No. 4 to 13, being considered unavoidable, be transacted at the 29<sup>th</sup> AGM of the Company.  
  
The 29<sup>th</sup> Annual General Meeting shall be deemed to be held at Registered office address of the Company. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
2. The Explanatory Statement for item no. 4 to 13, pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice. The relevant details of persons seeking appointment / re-appointment as Directors under Item No. 3 to 11 of the Notice, are also annexed to the Notice.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. All documents referred to in the Notice will be available for inspection electronically up to the date of AGM, i.e. April 26, 2022. Members seeking to inspect such documents can send an email at [Investori@hexaware.com](mailto:Investori@hexaware.com).
4. Shareholders are requested to intimate the change in their address, if any, quoting the folio number/ DPID Client ID and are requested to register their e-mail address and changes therein with the Depositories/ Registrar and Share Transfer Agent.
5. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL on all resolutions set forth in this Notice. The voting facility through electronic voting system shall be made available during the AGM and members attending the meeting through VC who have not casted their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on April 19, 2022 are entitled for remote e-voting on the Resolutions set forth in this Notice.
6. The process and manner for e-voting and process of joining meeting through video conferencing alongwith other details also forms part of the Notice.
7. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection. All documents referred to in the Notice will also be available for electronic inspection up to the date of AGM, i.e. April 26, 2022. Members seeking to inspect such documents can send an email at [Investori@hexaware.com](mailto:Investori@hexaware.com).
8. Those Members who have so far not encashed their dividend warrants for the financial year 2015 onwards, may approach the Registrar and Share Transfer Agent, M/s. KFin Technologies Limited, for making their claim without any further delay as the said unpaid dividends will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government pursuant to the provisions of Companies Act. Further, the "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016" prescribe for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years to IEPF. The details of unpaid / unclaimed dividend and number of shares liable to be transferred are available on our website: [www.hexaware.com](http://www.hexaware.com)
9. Shareholders are requested to note that no claim shall lie against the Company in respect of any amounts which were unclaimed and unpaid for a period of 7 years and transferred to Investor Education and Protection Fund of the Central Government. However, shareholders may claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF as per the applicable provisions of Companies Act, 2013 and rules made thereunder.



10. A sum of Rs. 43,875,274/- (Rupees Four Crore Thirty Eight Lakh Seventy Five Thousand Two Hundred and Seventy Four) has been transferred to the Investor Education and Protection Fund in FY 2021 towards unclaimed/unpaid dividend for the year 2013 and 2014 comprising five dividend accounts.
11. Members holding shares in physical mode are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form No. SH-13. The shareholders are requested to avail of this facility. The duly filled in and signed nomination Form No. SH-13 should be sent to the Registrar and Share Transfer Agent, M/s. KFin Technologies Limited at the address mentioned elsewhere in the Notice.
12. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, NECS/ ECS mandates, nominations, power of attorney, change of address/name, etc., to their Depository Participant only and not to the Company's Registrar and Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agent to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes to the Company's Registrar and Transfer Agent, KFin Technologies Limited.
13. Members are requested to:
  - a. Intimate to the Company's Registrar and Share Transfer Agent/Depository Participant, changes, if any, in their respective addresses along with Pin Code number at an early date.
  - b. Quote folio numbers/DP ID – Client ID in all their correspondence.
  - c. Consolidate holdings into one folio in case of multiplicity of folios with names in identical order.
  - d. Update Bank details and PAN number with the Registrar and Share Transfer Agent / Depository Participant to avail receipt of dividend by ECS/ NECS facility.
14. Non-Resident Shareholders are requested to inform the Company immediately about:
  - a. The change in the Residential Status on return to India for permanent settlement;
  - b. The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
15. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representative to vote during the Annual General Meeting.
16. M/s. S. N. Ananthasubramanian & CO., Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. In compliance with the MCA Circulars, Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc are being sent only through electronic mode to those Members whose email addresses are registered with the RTA / Depositories. Members may note that the Notice and Annual Report 2021 will also be available on the Company's website [www.hexaware.com](http://www.hexaware.com), and on the website of NSDL <https://www.evoting.nsdl.com>

It is encouraged that members update their email address registered with RTA / Depository to ensure that all communication sent by the Company are received at the desired email address.
18. Re-appointment of Directors: At the ensuing Annual General Meeting, Mr. R Srikrishna, CEO and Executive Director of the Company retires by rotation and being eligible offers himself for re-appointment.

Mr. Patrick McCarter, Mr. Neeraj Bharadwaj, Mr. Julius Genachowski, Mr. Kapil Modi, Ms. Lucia Soares Ms. Sandra Horbach, Mr. Joseph McLaren Quinlan and Mr. Michael Bender are being appointed as Directors of the Company. They are not related to any of the Directors of the Company. The information in terms of Secretarial Standard for General Meeting pertaining to Mr. Patrick McCarter, Mr. Neeraj Bharadwaj, Mr. Julius Genachowski, Mr. Kapil Modi, Ms. Lucia Soares Ms. Sandra Horbach, Mr. Joseph McLaren Quinlan and Mr. Michael Bender is annexed to the Notice of AGM.
19. The appointment of M/s. BSR & Co. LLP, Chartered Accountants, Mumbai with Registration no. 101248W/W-100022 for a period of 5 years, to hold office till the conclusion of 30<sup>th</sup> Annual General Meeting subject to ratification at every Annual General Meeting, was confirmed by the members in the 25<sup>th</sup> Annual General Meeting held on May 03, 2018.

Vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each AGM has been done away with. Accordingly, no such item has been considered in notice of the AGM.
20. Pursuant to Finance Act, dividend income will be taxable in the hands of shareholders w.e.f April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rate. For the prescribed rates of various categories, the shareholders are requested to refer the Finance Act and amendments thereof. The shareholders are requested to update their PAN with the Company /RTA (In case shares are held in physical mode) and depository (in case shares are held in demat mode). A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in

Form No. 15G/15H, available on the website of the Company [www.hexaware.com](http://www.hexaware.com) to avail the benefit of non-deduction of tax at source by email to [Investori@hexaware.com](mailto:Investori@hexaware.com). Resident Shareholders are requested to note that in case their PAN is not registered or if the PAN provided to the company is invalid, the tax will be deducted at a higher rate of 20%. All communication by the resident shareholders should include PAN details and should be signed by the shareholders.

Non-resident shareholders (including Foreign Portfolio Investors & Foreign Institution Investors from 01 April 2021 onwards) can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [Investori@hexaware.com](mailto:Investori@hexaware.com). Please refer detail note on website of the Company [www.hexaware.com](http://www.hexaware.com) for further details.

21. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
22. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and December 08, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during AGM on the date of the AGM will be provided by NSDL.
24. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.hexaware.com](http://www.hexaware.com). and the AGM Notice is also available

on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com). AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, Circular no. 02/2021 dated January 13, 2021 and Circular No.19/2021 dated December 08, 2021.

25. The Company has been delisted from the stock exchanges (BSE and NSE) w.e.f. November 9, 2020.

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

- I. The remote e-voting period commences on April 23, 2022 (9:00 am) and ends on April 25, 2022 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of April 19, 2022, may cast their vote by remote e-voting.
- II. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- IV. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- V. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.  
  
A person who is not a Member as on the cut-off date should treat this Notice of 29<sup>th</sup> AGM for information purpose only.
- VI. M/s. S. N. Ananthasubramanian & Co, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM,



a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by the board, who shall countersign the same.

VIII. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.hexaware.com](http://www.hexaware.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately.

### How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID ForexampleifyourDPIDisIN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice, updation of bank details:**

1. In case shares are held in physical mode please send request letter at [Investori@hexaware.com](mailto:Investori@hexaware.com) duly signed by registered member providing Folio No., Name of shareholder, email id, mobile number, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) or any document (such as Driving Licence, Bank Statement, Election Card, Passport) for registering email address.
2. Following additional details need to be provided in case of updating Bank Account Details:
  - a) Name and Branch of the Bank in which you wish to receive the dividend,
  - b) the Bank Account type,
  - c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions
  - d) 9 digit MICR Code Number, and
  - e) 11 digit IFSC Code
  - f) a scanned copy of the cancelled cheque bearing the name of the first shareholder
3. In case shares are held in demat mode, please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP
4. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
5. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Instructions for Members for E-Voting on the Day of the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same as mentioned above for Remote e-voting.

**Instructions for Members for Attending the AGM Through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions may send their questions in advance from their registered email id mentioning their name, demat account number/folio number, mobile number at [Investori@hexaware.com](mailto:Investori@hexaware.com). The same will be replied by the company suitably. Members, who would like to ask questions during the 29<sup>th</sup> AGM with regard to the financial statements or any other matter to be placed at the 29<sup>th</sup> AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address - [Investori@hexaware.com](mailto:Investori@hexaware.com) in advance by Wednesday, April 20, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.



## EXPLANATORY STATEMENT FOR ITEM NOS. 3 to 13 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item no. 3:

Mr. R Srikrishna, CEO & Executive Director (DIN: 03160121), retires by rotation, and being eligible, seeks re-appointment. Kindly refer the annexure to the Notice for information in respect of re-appointment of Mr. R Srikrishna, pursuant to the Secretarial Standard on General Meetings. Your Directors recommend the resolution for approval of members.

Except Mr. R Srikrishna, none of the Directors and Key Managerial Personnel of the Company are concerned or interested in the proposed item no. 3.

### Item no. 4:

The Board of Directors, pursuant to the recommendation of the Nomination & Remuneration Committee and provisions of Section 161 of the Act and applicable rules made thereunder appointed Mr. Patrick McCarter (DIN 07973226) as an Additional Director w.e.f November 10, 2021 in the capacity of a Non Executive Non Independent Director to hold office upto the date of the Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Mr. Patrick McCarter as a Director of the Company.

The Nomination & Remuneration Committee has recommended, and the Board has approved the appointment of Mr. Patrick McCarter as a Director.

Vast experience of Mr. Patrick McCarter in various areas, will help the Company to decide future business strategies for growth of the Company. All the relevant documents, related to appointment of Mr. Patrick McCarter as Director of the Company shall be open for inspection electronically up to the date of AGM, i.e. April 26, 2022. Members seeking to inspect such documents can send an email at [Investori@hexaware.com](mailto:Investori@hexaware.com).

Kindly refer annexure to Notice for the information of Mr. Patrick McCarter in terms of the Secretarial Standard for General Meeting.

A brief profile of Mr. Patrick McCarter is given below:

Mr. Patrick McCarter is a Managing Director and Head of Global Technology at Carlyle Group Inc. Mr. McCarter founded Carlyle's Menlo Park, CA office in 2016 and is currently based there.

Since joining Carlyle in 2001, Mr. McCarter has led or been a key contributor to several Carlyle investments, including Abrigo, NEOGOV, Jagex, Tribute Technology, Unison, HireVue, ZoomInfo, Ampere Computing, Veritas, CommScope, Open Link Financial, Open Solutions, Freescale Semiconductor, Jazz Semiconductor, Sippican, and CPU Technology.

Prior to joining Carlyle, Mr. McCarter held positions at Morgan Stanley with a focus on financial institutions in New York.

Mr. McCarter serves as a director on the boards of publicly traded ZoomInfo and CommScope as well as the private

held Hirevue, Veritas and Ampere Computing. He is also a member of Northwestern's McCormick School of Engineering Advisory Council.

Mr. McCarter received his M.B.A. from Harvard Business School and a B.S. with a double major in Industrial Engineering and Economics from Northwestern University. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Except Mr. Patrick McCarter, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out as Item no. 4 of the Notice.

### Item no. 5:

The Board of Directors, pursuant to the recommendation of the Nomination & Remuneration Committee and provisions of Section 161 of the Act and applicable rules made thereunder appointed Mr. Neeraj Bharadwaj (DIN 01314963) as an Additional Director w.e.f November 10, 2021 in the capacity of a Non Executive Non Independent Director to hold office upto the date of the Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Mr. Neeraj Bharadwaj as a Director of the Company.

The Nomination & Remuneration Committee has recommended, and the Board has approved the appointment of Mr. Neeraj Bharadwaj as a Director.

Vast experience of Mr. Neeraj Bharadwaj in various areas, will help the Company to decide future business strategies for growth of the Company. All the relevant documents, related to appointment of Mr. Neeraj Bharadwaj as Director of the Company shall be open for inspection electronically up to the date of AGM, i.e. April 26, 2022. Members seeking to inspect such documents can send an email at [Investori@hexaware.com](mailto:Investori@hexaware.com).

Kindly refer annexure to Notice for the information of Mr. Neeraj Bharadwaj in terms of the Secretarial Standard for General Meeting.

A brief profile of Mr. Neeraj Bharadwaj is given below:

Mr. Neeraj Bharadwaj is the Managing Director of Carlyle India Advisors Private Limited, focused on growth capital and buyout opportunities across sectors in India.

Prior to joining Carlyle in 2012, Mr. Neeraj Bharadwaj was a Managing Director with Accel Partners' growth investing operation in India. Preceding that, he was with Apax Partners for nearly 10 years – he was a Partner in the U.S. and subsequently Managing Director/Country Head for Apax in India, where he led the India operations. Previously, Mr. Bharadwaj was an engagement manager at McKinsey & Co.



Mr. Neeraj Bharadwaj was selected as Board Member of the Indian School of Business (ISB), a Young Global Leader of the World Economic Forum (WEF), Board Member of Olympic Gold Quest (OGQ), Member of the Harvard Business School South Asia Advisory Board, Member of the Wharton Executive Education Board, Member of the Young Presidents' Organization and Chair, FICCI Committee on Private Equity & Venture Capital.

Mr. Neeraj Bharadwaj serves or has served on the boards of Indegene, Visionary RCM, Delhivery Logistics, Nextra, Sequent Scientific, Metropolis Healthcare, VXI Global Solutions and others.

Mr. Neeraj Bharadwaj holds an MBA with distinction from Harvard Business School, and graduated summa cum laude with a BS in Economics from the Wharton School of the University of Pennsylvania.

Except Mr. Neeraj Bharadwaj, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out as Item no. 5 of the Notice.

**Item no. 6:**

The Board of Directors, pursuant to the recommendation of the Nomination & Remuneration Committee and provisions of Section 161 of the Act and applicable rules made thereunder appointed Mr. Julius Genachowski (DIN 09365873) as an Additional Director w.e.f November 10, 2021 in the capacity of a Non Executive Non Independent Director to hold office upto the date of the Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Mr. Julius Genachowski as a Director of the Company.

The Nomination & Remuneration Committee has recommended, and the Board has approved the appointment of Mr. Julius Genachowski as a Director.

Vast experience of Mr. Julius Genachowski in various areas, will help the Company to decide future business strategies for growth of the Company. All the relevant documents, related to appointment of Mr. Julius Genachowski as Director of the Company shall be open for inspection electronically up to the date of AGM, i.e. April 26, 2022. Members seeking to inspect such documents can send an email at [Investori@hexaware.com](mailto:Investori@hexaware.com).

Kindly refer annexure to Notice for the information of Mr. Julius Genachowski in terms of the Secretarial Standard for General Meeting.

A brief profile of Mr. Julius Genachowski is given below:

Mr. Julius Genachowski is a Managing Director in the U.S. Buyout team at Carlyle Group Inc, focusing on acquisitions and growth investments in global technology, media & telecommunications. He is based in Washington, DC.

Mr. Julius Genachowski returned to the private sector after serving as Chairman of the U.S. Federal Communications Commission from 2009 to 2013. He presided at the FCC during a period of robust innovation and investment around communications technology and software, including wired and wireless broadband applications, devices and networks. Under his leadership, the FCC took major actions to extend broadband access, accelerate the rollout of advanced mobile networks, free up spectrum for wireless communications, preserve a vibrant internet and media landscape, foster competition and enhance public safety communications. Mr. Julius Genachowski also extended the FCC's international engagement, visiting more than 20 countries, leading U.S. delegations and working on agreements involving global internet policies, technology, spectrum, national security, cybersecurity and privacy. During his tenure, the FCC was named the most improved agency in the Federal government, and one of Wired Magazine's "Top 7 Disruptions".

Earlier, as a senior executive and member of the Office of the Chairman, he helped Barry Diller build IAC/InterActiveCorp, which owned and operated multiple Internet and media businesses, including Expedia, Ticketmaster and USA Network. During this time, Businessweek named Mr. Julius Genachowski one of 25 "Managers to Watch" in the media sector.

Mr. Julius Genachowski has taught a joint class at Harvard's Business and Law Schools and served as a Senior Fellow at the Aspen Institute. He has been a board member and advisor to several public and private companies, a Special Adviser at investment firm General Atlantic, on the staff of the Congressional Select Committee on the Iran-Contra Affair and a law clerk to U.S. Supreme Court Justice David Souter.

He graduated with highest honors from Columbia College and Harvard Law School, serving on the Harvard Law Review with President Barack Obama.

Except Mr. Julius Genachowski, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out as Item no. 6 of the Notice.

**Item no. 7:**

The Board of Directors, pursuant to the recommendation of the Nomination & Remuneration Committee and provisions of Section 161 of the Act and applicable rules made thereunder appointed Mr. Kapil Modi (DIN 07055408 ) as an Additional Director w.e.f November 10, 2021 in the capacity of a Non Executive Non Independent Director to hold office upto the date of the Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Mr. Kapil Modi as a Director of the Company.



The Nomination & Remuneration Committee has recommended, and the Board has approved the appointment of Mr. Kapil Modi as a Director.

Vast experience of Mr. Kapil Modi in various areas, will help the Company to decide future business strategies for growth of the Company. All the relevant documents, related to appointment of Mr. Kapil Modi as Director of the Company shall be open for inspection electronically up to the date of AGM, i.e. April 26, 2022. Members seeking to inspect such documents can send an email at [Investori@hexaware.com](mailto:Investori@hexaware.com).

Kindly refer annexure to Notice for the information of Mr. Kapil Modi in terms of the Secretarial Standard for General Meeting.

A brief profile of Mr. Kapil Modi is given below:

Kapil Modi is a Managing Director in the Carlyle India private equity team and has been a part of the investment team for C\$3.5bn of investments by Carlyle in India since 2008. In addition to Hexaware, he also serves on the boards of Nxtra Data Limited (a subsidiary of Airtel), PNB Housing Finance Limited and Carlyle India Advisors Private Limited. He has a strong network of relationships across investment banks, consultants and operating management teams primarily in technology, financial services and consumer sectors. He holds a B. Tech degree in Computer Science (First rank in the department) from IIT Kharagpur and is a post-graduate in Management (Gold medalist) from IIM Ahmedabad.

Except Mr. Kapil Modi, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out as Item no. 7 of the Notice.

#### **Item no. 8:**

The Board of Directors, pursuant to the recommendation of the Nomination & Remuneration Committee and provisions of Section 161 of the Act and applicable rules made thereunder appointed Ms. Lucia Soares (DIN 09374169) as an Additional Director w.e.f November 10, 2021 in the capacity of a Non Executive Non Independent Director to hold office upto the date of the Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Ms. Lucia Soares as a Director of the Company.

The Nomination & Remuneration Committee has recommended, and the Board has approved the appointment of Ms. Lucia Soares as a Director.

Vast experience of Ms. Lucia Soares in various areas, will help the Company to decide future business strategies for growth of the Company. All the relevant documents, related to appointment of Ms. Lucia Soares as Director of the Company shall be open for inspection electronically up to the date of AGM, i.e. April 26, 2022. Members seeking to inspect such documents can send an email at [Investori@hexaware.com](mailto:Investori@hexaware.com).

Kindly refer annexure to Notice for the information of Ms. Lucia Soares in terms of the Secretarial Standard for General Meeting.

A brief profile of Ms. Lucia Soares is given below:

Ms. Lucia Soares is Managing Director and Chief Information Officer – Global Investment Resources at The Carlyle Group. Ms. Lucia Soares provides technology advisory to Carlyle investment teams and works with portfolio company executive teams leveraging technology to transform business operations and outcomes. She is based in Menlo Park, California.

Previously, Ms. Lucia Soares was Managing Director at Health2047 leading venture formations that addressed U.S. healthcare challenges. She spent 15 years at Johnson & Johnson, serving a variety of executive roles. As CIO and board member of multiple high-growth medical device businesses, she created technology strategies to grow and optimize businesses with the use of technology. Ms. Lucia Soares began her career working for an early internet professional services agency, USWeb / marchFIRST where she partnered with clients to build first-generation web solutions and built the west coast User Experience practice.

Ms. Lucia Soares completed her Executive Education coursework at Harvard Business School, and earned an MBA from San Jose State, a Master's in literature from UC Santa Cruz, and a B.A. in foreign languages from San Jose State where she graduated Summa Cum Laude.

Except Ms. Lucia Soares, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out as Item no. 8 of the Notice.

#### **Item no. 9:**

The Board of Directors, pursuant to the recommendation of the Nomination & Remuneration Committee and provisions of Section 161 of the Act and applicable rules made thereunder appointed Ms. Sandra Horbach (DIN 09383306) as an Additional Director w.e.f November 10, 2021 in the capacity of a Non Executive Non Independent Director to hold office upto the date of the Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Ms. Sandra Horbach as a Director of the Company.

The Nomination & Remuneration Committee has recommended, and the Board has approved the appointment of Ms. Sandra Horbach as a Director.

Vast experience of Ms. Sandra Horbach in various areas, will help the Company to decide future business strategies for growth of the Company. All the relevant documents, related to appointment of Ms. Sandra Horbach as Director of the Company shall be open for inspection electronically up to the date of AGM, i.e. April 26, 2022. Members seeking to inspect such documents can send an email at [Investori@hexaware.com](mailto:Investori@hexaware.com).

Kindly refer annexure to Notice for the information of Ms. Sandra Horbach in terms of the Secretarial Standard for General Meeting.

A brief profile of Ms. Sandra Horbach is given below:

Ms. Sandra Horbach is a Managing Director & Co-Head of US Buyout & Growth at The Carlyle Group where she oversees Carlyle's four largest private equity funds with \$60 billion in capital under management.

Throughout her career, Ms. Sandra Horbach has led private equity teams across industries ranging from consumer, industrials, healthcare, aerospace and defense, as well as technology. Today, she oversees all industry verticals in the US after joining Carlyle in 2005 to launch and build the Consumer & Retail Group. Ms. Sandra Horbach has led many of Carlyle's U.S. consumer investments that have been successfully realized, including some of the most recognized deals in the sector – Beats Electronics, CVC Brasil, Dunkin' Brands, Philosophy, The Nature's Bounty Co. and Vogue.

Prior to joining Carlyle, Ms. Sandra Horbach was a General Partner with Forstmann Little & Co. Before Forstmann Little, Ms. Horbach spent 2 years in the M&A department of Morgan Stanley & Co. Ms. Horbach earned her M.B.A. from Stanford University and her B.A. from Wellesley College.

Ms. Sandra Horbach currently serves as a director on the Board of Novolex and is a member of Carlyle's Diversity & Inclusion Council. She serves as a Trustee at Rockefeller University & Wellesley College and was formerly Chair of Stanford's Graduate School of Business Advisory Council.

Except Ms. Sandra Horbach, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out as Item no. 9 of the Notice.

**Item no. 10:**

The Board of Directors, pursuant to the recommendation of the Nomination & Remuneration Committee and provisions of Section 161 of the Act and applicable rules made thereunder appointed Mr. Joseph McLaren Quinlan (DIN 09477487) as an Additional Director w.e.f February 07, 2022 in the capacity of a Non Executive Independent Director to hold office upto the date of the Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Mr. Joseph McLaren Quinlan as a Independent Director of the Company.

The Nomination & Remuneration Committee has recommended, and the Board has approved the appointment of Mr. Joseph McLaren Quinlan as an Independent Director as per the letter of appointment for a period of five years from February 7, 2022. Mr. Joseph McLaren Quinlan has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of Companies Act, 2013. In the opinion of the Board, Mr. Joseph McLaren Quinlan fulfills the conditions specified in the Act and the rules framed thereunder for appointment as

an Independent Director. In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Mr. Joseph McLaren Quinlan as an Independent Director is now being placed before the Members for their approval. Mr. Joseph McLaren Quinlan shall be paid sitting fees for attending Board Meetings / Committee Meetings of the Board and profit based commission pursuant to terms of contract of appointment.

Vast experience of Mr. Joseph McLaren Quinlan in various areas, will help the Company to decide future business strategies for growth of the Company. All the relevant documents, related to appointment of Mr. Joseph McLaren Quinlan as Director of the Company shall be open for inspection electronically up to the date of AGM, i.e. April 26, 2022. Members seeking to inspect such documents can send an email at [Investori@hexaware.com](mailto:Investori@hexaware.com).

Kindly refer annexure to Notice for the information of Mr. Joseph McLaren Quinlan in terms of the Secretarial Standard for General Meeting.

A brief profile of Mr. Joseph McLaren Quinlan is given below:

Mr. Joseph McLaren Quinlan (known as Larry Quinlan) has over 35 years of experience creating value through inspired, strategic leadership. He is a digital and technology transformation expert with extensive experience in complex enterprise systems integrations, cybersecurity, technology organizational design, and global shared services models. He is sought after for his understanding of the strategic impacts of emerging technologies including advanced analytics, artificial intelligence, cloud, mobility, blockchain, 5G, and the Internet of Things (IoT).

Larry most recently served as the Global Chief Information Officer for Deloitte, the \$45B professional services firm. He had responsibility for all facets of technology strategy and operations, overseeing over 10,000 IT professionals in 175 countries. He led Deloitte's global implementations of ERP & CRM systems, including some of the world's largest SAP and Salesforce platforms leveraging data analytics, cloud hosting, and collaboration technologies from AWS, Microsoft, Google, Oracle, and ServiceNow. He also led the development of proprietary, custom technology platforms critical to Deloitte's profitability. Larry and his team successfully executed post-merger technology integration for Deloitte's strategic acquisitions. He worked directly with the firm's Global Board of Directors as leader of Deloitte's multi-year, multi-billion-dollar technology and global cybersecurity programs.

In addition to his CIO role, Larry drove significant revenue leading Deloitte services to Fortune 500 global clients in the hospitality and technology sectors. He advised company boards and CEOs on a wide range of IT, cybersecurity, and digital strategic priorities. Larry led the Deloitte CIO Academy, a leadership development program for client executives aspiring to the corporate CIO role.

Larry is a board member of ServiceNow (NYSE: NOW), a leading cloud digital workflow company and serves on the Audit Committee. He is a current member of the non-profit boards of



KIPP Charter Schools Miami, and Easterseals South Florida. He chairs the Technology Committee of the United Way of Miami and is a past Board co-chair of the Global Leadership Forum, and member of the boards of the Executive Leadership Council and NPower. Larry is also NACD Directorship Certified.

Larry is passionate about improving opportunities in underserved communities. He joined with other CIOs to found The TechPACT, an organization committed to bridging the digital divide. Larry is an avid boater and scuba diver. He enjoys alternating between Miami, where he resides, and St. Kitts, his ancestral home. Larry has an MBA from Baruch College, City University of New York and a BSc degree (Hons) from the University of the West Indies. In 2018, he was inducted into the CIO Hall of Fame and The University of the West Indies conferred an Honorary Doctor of Laws (LLD) degree in recognition of his leadership in industry.

Except Mr. Joseph McLaren Quinlan, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out as Item no. 10 of the Notice.

#### **Item no. 11:**

The Board of Directors, pursuant to the recommendation of the Nomination & Remuneration Committee and provisions of Section 161 of the Act and applicable rules made thereunder appointed Mr. Michael Bender (DIN 09479465) as an Additional Director w.e.f February 07, 2022 in the capacity of a Non Executive Non Independent Director to hold office upto the date of the Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Mr. Michael Bender as a Director of the Company.

The Nomination & Remuneration Committee has recommended, and the Board has approved the appointment of Mr. Michael Bender as a Director for five years from February 7, 2022 as per the letter of appointment. Mr. Michael Bender shall be paid sitting fees for attending Board Meetings / Committee Meetings of the Board, profit based commission and be entitled to Stock options pursuant to terms of contract of appointment.

Vast experience of Mr. Michael Bender in various areas, will help the Company to decide future business strategies for growth of the Company. All the relevant documents, related to appointment of Mr. Michael Bender as Director of the Company shall be open for inspection electronically up to the date of AGM, i.e. April 26, 2022. Members seeking to inspect such documents can send an email at [Investori@hexaware.com](mailto:Investori@hexaware.com).

Kindly refer annexure to Notice for the information of Mr. Michael Bender in terms of the Secretarial Standard for General Meeting.

A brief profile of Mr. Michael Bender is given below:

Michael Bender is a Senior Partner Emeritus of McKinsey & Company, after working at the Management Consulting Firm for 32 years (until October 2021). He is currently based in Chicago, but during his time at McKinsey, worked across the globe.

With McKinsey, Michael founded and led McKinsey Digital, the Firm's worldwide Digital and Analytics practice from 2016 to 2019. Before that, from 2005 to 2016, he led with several other colleagues, the creation and growth of McKinsey's Business Technology Office – a dedicated business unit providing Technology Advisory and targeted IT Services to Fortune 500 enterprises. Throughout his career at McKinsey, he has led a range of strategic and people efforts for the Firm.

His client support mostly focused on the crossroads between Enterprise-wide technology adoption and the rapid innovation in technology supply – software, IT Services, and hardware.

Michael's post-McKinsey professional activities will be concentrated on selected Board and Advisory positions, primarily in the Technology and Innovation arenas.

- Serves on the Digital Advisory Board for Itau-Unibanco (Brazil), with bi-annual Board and Leadership Team meetings focused on the opportunities and threats from Technology disruption
- Serves on the Board of the Steppenwolf Theater Company (Chicago) – and as a member of the Finance and Audit committees

He holds an M.Phil in Economics from Oxford University (where he studied as a Marshall Scholar and played for the Oxford Blues Basketball Team) and a B.A. in Economics from Harvard College.

Except Mr. Michael Bender, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out as Item no. 11 of the Notice.

#### **Item no. 12**

The members may note that the composition of the Board of Directors of the Company has undergone significant change in recent times. The remuneration structure is also undergoing a change in that, the profit-based commission payable to non-executive directors is being made variable by introducing a link to the profit performance of the Company.

It is proposed to adopt the profit-performance linked commission as a basis for all non-executive directors.

The terms of contract of Mr. Milind Sarwate (non-executive director appointed on April 25, 2020), includes an INR equivalent annual cash commission of US\$ 100,000 for every 12 months period. It is proposed to modify the terms as regards the commission to make it profit-performance linked.

Pursuant to the recommendation of the Nomination & Remuneration Committee and Board, the revised terms as regards commission are proposed to be as under:

1. Mr. Milind Sarwate shall continue to be paid commission for the tenure of his non-executive directorship
2. Such commission shall be linked to the achievement of budgeted profit, such that

- 2.1. at 100% achievement, the commission will be the INR equivalent of US\$ 100,000
- 2.2. at achievement levels higher than or lower than 100%, the commission amount will be correspondingly higher or lower, within a band of such minimum and maximum amounts as may be fixed by the Board from time to time.
3. Profit for this purpose shall mean earnings before depreciation, interest, taxation and amortization for the period for which commission is being calculated, for the Company together with its subsidiaries, that is for the consolidated entity as reflected in the audited profit and loss account.
4. The aforesaid commission shall be payable for a 12-month-period of non-executive directorship and for any period served less than 12 months, the amount shall be proportionately lesser.

The other terms of his appointment shall remain the same.

The revised terms shall come into effect from January 1, 2022. The draft of the contract including the revised terms of remuneration payable to Mr. Milind Sarwate, Independent Director shall be open for inspection electronically up to the date of AGM, i.e. April 26, 2022. Members seeking to inspect such documents can send an email at [Investori@hexaware.com](mailto:Investori@hexaware.com).

Except Mr. Milind Sarwate, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out as Item no. 12 of the Notice.

The Board recommends passing of the proposed resolution stated in Item No. 12 as a Special Resolution and requests the Members' approval for the same.

#### Item no. 13:

Pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company in their Meeting held on February 9, 2022 considered the proposal to pay remuneration upto 3% of the net profit of the Company to Non-Executive Directors of the Company. The said remuneration, if approved by the Members, will be paid effective from financial year 2022.

#### Statutory provision:

Section 197 of the Companies Act, 2013 ('Act') provides that except with the approval of the Company in general meeting, the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed—

- (A) one per cent. of the net profits of the company, if there is a managing or whole-time director or manager;
- (B) three per cent. of the net profits in any other case.

"Net Profits" have been defined under the Act, and are computed in the manner provided in Section 198 of the Act.

The current limit applicable to the aggregate remuneration to Non-executive directors is 1% of the net profits of the Company on standalone basis.

After taking into account the likely aggregate remuneration based on terms of remuneration of all the non-executive directors of the Company, it is considered prudent to revise the aforesaid limit upwards to 3% of the net profits of the Company on standalone basis.

It is proposed that such revised limit shall be applicable to the remuneration payable for and from the financial year 2022.

Subject to the applicable provisions of the Act, consent of the Members of the Company is sought to pay to its Non-Executive Directors such remuneration as the Board of Directors may from time to time determine, provided that such remuneration shall not exceed 3% of the net profits (current limit being 1%) of the Company for that financial year, computed in the manner provided in Section 198 of the Act.

Members may note that the remuneration shall be in addition to the sitting fee payable to the Director(s) for attending the meetings of the Board of Directors and/ or other Board Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the said meetings.

Non-Executive Directors of the Company are interested in the said resolution to the extent of remuneration, which may be paid to them.

None of the Executive Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out as Item no. 13 of the Notice.

The Board recommends passing of the proposed resolution stated in Item No. 13 as a Special Resolution and requests Members' approval for the same.

By Order of the Board of Directors  
For Hexaware Technologies Limited

Sd/-  
**Gunjan Methi**  
Company Secretary

Date : February 9, 2022  
Place: Navi Mumbai

**Registered Office:**  
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## Additional information on directors recommended for appointment / reappointment as required under Secretarial Standards

Name of the Director	R Srikrishna	Patrick McCarter	Neeraj Bharadwaj
Brief Resume	R Srikrishna aka Keech joined Hexaware in 2014 as CEO of the company . Since then, he has worked towards creating an organization that delivers world-class services to customers, ensures employee delight, while creating and sustaining long-term profitable growth and high momentum	Patrick McCarter is a Managing Director and Head of Global Technology at The Carlyle Group. Mr. McCarter founded Carlyle's Menlo Park, CA office in 2016.	Neeraj Bharadwaj is the Managing Director of Carlyle India Advisors Private Limited, focused on growth capital and buyout opportunities across sectors in India
Experience / Expertise	Keech is an eminent industry veteran, with over 25 years of IT experience. In an earlier stint, he was instrumental in building Infrastructure Service offerings from scratch to a multibillion-dollar business for a reputed Indian multinational company. Over the years, he has honed his intuition and possesses the knack of identifying business opportunities ahead of competition.	Since joining Carlyle in 2001, Mr. McCarter has led or been a key contributor to several Carlyle investments, including Abrigo, NEOGOV, Jagex, Tribute Technology, Unison, HireVue, ZoomInfo, Ampere Computing, Veritas, CommScope, Open Link Financial, Open Solutions, Freescale Semiconductor, Jazz Semiconductor, Sippican, and CPU Technology.  Prior to joining Carlyle, Mr. McCarter held positions at Morgan Stanley with a focus on financial institutions in New York.	Prior to joining Carlyle in 2012, Mr. Bharadwaj was a Managing Director with Accel Partners' growth investing operation in India. Preceding that, he was with Apax Partners for nearly 10 years – he was a Partner in the U.S. and subsequently Managing Director/Country Head for Apax in India, where he led the India operations. Previously, Mr. Bharadwaj was an engagement manager at McKinsey & Co. Mr. Bharadwaj was selected as Board Member of the Indian School of Business (ISB), a Young Global Leader of the World Economic Forum (WEF), Board Member of Olympic Gold Quest (OGQ), Member of the Harvard Business School South Asia Advisory Board, Member of the Wharton Executive Education Board, Member of the Young Presidents' Organization and Chair, FICCI Committee on Private Equity & Venture Capital.
Age	51	46	53
Date of Birth	12/08/1970	17/03/1975	18/12/1968
Date of First Appointment	28/07/2014	10/11/2021	10/11/2021
Qualification	Mr. R Srikrishna holds a degree in electrical engineering from IIT Madras and an MBA from IIM, Calcutta	Mr. McCarter received his M.B.A. from Harvard Business School and a B.S. with a double major in Industrial Engineering and Economics from Northwestern University	Mr. Bharadwaj holds an MBA with distinction from Harvard Business School, and graduated summa cum laude with a BS in Economics from the Wharton School of the University of Pennsylvania
Relationship between Directors inter-se and with Manager and other KMPs	Mr. R Srikrishna is not related to any other Director, Manager and other KMPs of the Company	Mr. McCarter is not related to any other Director, Manager and other KMPs of the Company	Mr. Bharadwaj is not related to any other Director, Manager and other KMPs of the Company
Name of listed Companies in which he/she is Director and the Membership of Committees of the Board	Mr. R Srikrishna is not holding Directorship in any other Indian listed company. Mr. R Srikrishna is not member of any committee of the Board of Hexaware Technologies Limited	Mr. McCarter is not holding Directorship in any other Indian listed company. Mr. McCarter is Chairman of Nomination & Remuneration Committee of the Board of Hexaware Technologies Limited	Mr. Bharadwaj is Director in SEQUENT SCIENTIFIC LIMITED (Indian Listed Company) Mr. Bharadwaj is member of Audit Committee and Nomination & Remuneration Committee of the Board of Hexaware Technologies Limited
Shareholding	9,25,000	NIL	NIL
Terms and condition of appointment	Appointed as CEO and Executive Director of the company for a period of five years w.e.f 28 <sup>th</sup> July, 2019	Appointed as Non Executive Non Independent Director of the company	Appointed as Non Executive Non Independent Director of the company
Details of remuneration sought to be paid	As approved by shareholders through postal ballot on September 24, 2019	Not Applicable	Not Applicable
Details of remuneration last drawn	Remuneration details are provided in Corporate Governance report	Not Applicable	Not Applicable
Meeting attended during the year	Number of meetings attended are provided in the Corporate Governance report section of the Annual Report 2021.	Number of meetings attended are provided in the Corporate Governance report section of the Annual Report 2021.	Number of meetings attended are provided in the Corporate Governance report section of the Annual Report 2021 .

Name of the Director	Julius Genachowski	Kapil Modi	Lucia Soares
Brief Resume	<p>Julius Genachowski is a Managing Director in the U.S. Buyout team at Carlyle Group, focusing on acquisitions and growth investments in global technology, media &amp; telecommunications.</p>	<p>Kapil Modi is a Director in the Carlyle India private equity team and has been a part of the investment team for C\$3.5bn of investments by Carlyle in India since 2008</p>	<p>Lucia Soares is Managing Director and Chief Information Officer – Global Investment Resources at The Carlyle Group. Ms. Soares provides technology advisory to Carlyle investment teams and works with portfolio company executive teams leveraging technology to transform business operations and outcomes.</p>
Experience / Expertise	<p>Mr. Genachowski returned to the private sector after serving as Chairman of the U.S. Federal Communications Commission from 2009 to 2013. He presided at the FCC during a period of robust innovation and investment around communications technology and software, including wired and wireless broadband applications, devices and networks. Mr. Genachowski extended the FCC's international engagement, visiting more than 20 countries, leading U.S. delegations and working on agreements involving global internet policies, technology, spectrum, national security, cybersecurity and privacy. During his tenure, the FCC was named the most improved agency in the Federal government, and one of Wired Magazine's "Top 7 Disruptions"</p> <p>Earlier, when he was a senior executive and member of the Office of the Chairman, Businessweek named Mr. Genachowski one of 25 "Managers to Watch" in the media sector.</p> <p>He has been a board member and advisor to several public and private companies, a Special Adviser at investment firm General Atlantic, on the staff of the Congressional Select Committee on the Iran-Contra Affair and a law clerk to U.S. Supreme Court Justice David Souter.</p>	<p>He has a strong network of relationships across investment banks, consultants and operating management teams primarily in technology, financial services and consumer sectors.</p>	<p>Ms. Soares was Managing Director at Health2047 leading venture formations that addressed U.S. healthcare challenges. She spent 15 years at Johnson &amp; Johnson, serving a variety of executive roles. As CIO and board member of multiple high-growth medical device businesses, she created technology strategies to grow and optimize businesses with the use of technology. Ms. Soares began her career working for an early internet professional services agency, USWeb / marchFIRST where she partnered with clients to build first-generation web solutions and built the west coast User Experience practice.</p>
Age	59	37	48
Date of Birth	19/08/1962	02/01/1985	09/02/1974
Date of First Appointment	10/11/2021	10/11/2021	10/11/2021



Name of the Director	Julius Genachowski	Kapil Modi	Lucia Soares
Qualification	He graduated with highest honors from Columbia College and Harvard Law School, serving on the Harvard Law Review with President Barack Obama	He holds a B. Tech degree in Computer Science (First rank in the department) from IIT Kharagpur and is a post-graduate in Management (Gold medalist) from IIM Ahmedabad.	Ms. Soares completed her Executive Education coursework at Harvard Business School, and earned an MBA from San Jose State, a Master's in literature from UC Santa Cruz, and a B.A. in foreign languages from San Jose State where she graduated Summa Cum Laude.
Relationship between Directors inter-se and with Manager and other KMPs	Mr. Genachowski is not related to any other Director, Manager and other KMPs of the Company	Mr. Modi is not related to any other Director, Manager and other KMPs of the Company	Ms. Soares is not related to any other Director, Manager and other KMPs of the Company
Name of listed Companies in which he/she is Director and the Membership of Committees of the Board	Mr. Genachowski is not holding Directorship in any other Indian listed Company. Mr. Genachowski is Chairman of Stakeholders Relationship Committee and CSR Committee of the Board of Hexaware Technologies Limited	Mr. Modi is Director in PNB HOUSING FINANCE LIMITED (Listed Company) Mr. Modi is member of Stakeholders Relationship Committee and CSR Committee of the Board of Hexaware Technologies Limited	Ms. Soares is not holding Directorship in any other Indian listed company. Ms. Soares is not member of any Committee of the Board of Hexaware Technologies Limited
Shareholding	NIL	NIL	NIL
Terms and condition of appointment	Appointed as Non Executive Non Independent Director of the company	Appointed as Non Executive Non Independent Director of the company	Appointed as Non Executive Non Independent Director of the company
Details of remuneration sought to be paid	Not Applicable	Not Applicable	Not Applicable
Details of remuneration last drawn	Not Applicable	Not Applicable	Not Applicable
Meeting attended during the year	Number of meetings attended are provided in the Corporate Governance report section of the Annual Report 2021.	Number of meetings attended are provided in the Corporate Governance report section of the Annual Report 2021.	Number of meetings attended are provided in the Corporate Governance report section of the Annual Report 2021.



Name of the Director	Sandra Horbach	Joseph McLaren Quinlan	Michael Bender
Brief Resume	Sandra Horbach is a Managing Director & Co-Head of US Buyout & Growth at The Carlyle Group where she oversees Carlyle's four largest private equity funds with \$60 billion in capital under management.	Joseph McLaren Quinlan has over 35 years of experience creating value through inspired, strategic leadership. He is a digital and technology transformation expert with extensive experience in complex enterprise systems integrations, cybersecurity, technology organizational design, and global shared services models. He is sought after for his understanding of the strategic impacts of emerging technologies including advanced analytics, artificial intelligence, cloud, mobility, blockchain, 5G, and the Internet of Things (IoT).	Michael Bender is a Senior Partner of McKinsey, currently based in Chicago. He is a shaper-leader, business-builder, and a recognized global expert in Technology, Digital, and Analytics - applying the discipline across multiple industries and disciplines
Experience / Expertise	Throughout her career, Ms. Horbach has led private equity teams across industries ranging from consumer, industrials, healthcare, aerospace and defense, as well as technology. Today, she oversees all industry verticals in the US after joining Carlyle in 2005 to launch and build the Consumer & Retail Group. Ms. Horbach has led many of Carlyle's U.S. consumer investments that have been successfully realized, including some of the most recognized deals in the sector – Beats Electronics, CVC Brasil, Dunkin' Brands, Philosophy, The Nature's Bounty Co. and Vogue. Prior to joining Carlyle, Ms. Horbach was a General Partner with Forstmann Little & Co. Before Forstmann Little, Ms. Horbach spent 2 years in the M&A department of Morgan Stanley & Co.	He most recently served as the Global Chief Information Officer for Deloitte, the \$45B professional services firm. He had responsibility for all facets of technology strategy and operations, overseeing over 10,000 IT professionals in 175 countries. He led Deloitte's global implementations of ERP & CRM systems, including some of the world's largest SAP and Salesforce platforms leveraging data analytics, cloud hosting, and collaboration technologies from AWS, Microsoft, Google, Oracle, and ServiceNow. He also led the development of proprietary, custom technology platforms critical to Deloitte's profitability. He and his team successfully executed post-merger technology integration for Deloitte's strategic acquisitions. He worked directly with the firm's Global Board of Directors as leader of Deloitte's multi-year, multi-billion-dollar technology and global cybersecurity programs. In addition to his CIO role, he drove significant revenue leading Deloitte services to Fortune 500 global clients in the hospitality and technology sectors. He advised company boards and CEOs on a wide range of IT, cybersecurity, and digital strategic priorities. He led the Deloitte CIO Academy, a leadership development program for client executives aspiring to the corporate CIO role.	Michael founded and led McKinsey Digital, the Firm's worldwide Digital and Analytics practice from 2014 to 2019 and through his career at McKinsey has led a broad range of strategic and people efforts for the Firm, in addition to working with a range of clients at the nexus of Enterprise-wide technology adoption and the rapid innovation in technology supply – software, IT Services, and hardware. Through this 15 year journey, Michael contributed broadly to McKinsey's global strategy in Digital/Analytics/Technology and drove multiple Firm-level acquisition and people strategy efforts. Michael speaks often on technology topics with external groups and Fortune 500 management teams.
Age	61	60	62
Date of Birth	25/09/1960	28/01/1963	26/10/1961
Date of First Appointment	10/11/2021	07/02/2022	07/02/2022
Qualification	Ms. Horbach earned her M.B.A. from Stanford University and her B.A. from Wellesley College.	Mr. Quinlan has an MBA from Baruch College, City University of New York and a BSc degree (Hons) from the University of the West Indies	He holds an M.Phil in Economics from Oxford University (where he studied as a Marshall Scholar and played for the Oxford Blues Basketball Team) and a B.A. in Economics from Harvard College



Name of the Director	Sandra Horbach	Joseph McLaren Quinlan	Michael Bender
Relationship between Directors inter-se and with Manager and other KMPs	Ms. Horbach is not related to any other Director, Manager and other KMPs of the Company	Mr. Quinlan is not related to any other Director, Manager and other KMPs of the Company	Mr. Bender is not related to any other Director, Manager and other KMPs of the Company
Name of listed Companies in which he/she is Director and the Membership of Committees of the Board	Ms. Horbach is not holding Directorship in any other Indian listed company. Ms. Horbach is not member of any committee of the Board of Hexaware Technologies Limited	Mr. Quinlan is not holding Directorship in any other Indian listed company. Mr. Quinlan is member of Audit Committee, CSR Committee and Nomination & Remuneration Committee of the Board of Hexaware Technologies Limited	Mr. Bender is not holding Directorship in any other Indian listed company. Mr. Bender is member of Stakeholders Relationship Committee of the Board of Hexaware Technologies Limited
Shareholding	NIL	NIL	NIL
Terms and condition of appointment	Appointed as Non Executive Non Independent Director of the company	Appointed as Non Executive Independent Director of the company	Appointed as Non Executive Non Independent Director of the company
Details of remuneration sought to be paid	Not Applicable	As per the resolution at Item no. 10 of this Notice read with explanatory statement thereto.	As per the resolution at Item no. 11 of this Notice read with explanatory statement thereto.
Details of remuneration last drawn	Not Applicable	Not Applicable	Not Applicable
Meeting attended during the year	Number of meetings attended are provided in the Corporate Governance report section of the Annual Report 2021.	Number of meetings attended are provided in the Corporate Governance report section of the Annual Report 2021.	Number of meetings attended are provided in the Corporate Governance report section of the Annual Report 2021.

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Tel.: +91-22-2778 3300  
Fax: +91-22-2778 2370

Unit No.8, Block No.01, Q1, 8<sup>th</sup> Floor,  
M/s. Loma Co-Developers 1 Pvt Ltd,  
Plot No.Gen-4/1, TTC Industrial Area,  
Thane-Belapur Road, Ghansoli,  
Navi Mumbai 400 710.

Unit No.2, Block No.01, Q1,  
6<sup>th</sup> & 7<sup>th</sup> Floor,  
M/s. Loma Co-Developers 1 Pvt Ltd,  
Plot No.Gen-4/1, TTC Industrial Area,  
Thane-Belapur Road, Ghansoli,  
Navi Mumbai 400 710.

HEXAWARE - Mumbai SEZ  
Unit No. I, Block No.01, Q1, 9<sup>th</sup> Floor,  
M/s. Loma Co-Developers 1 Pvt Ltd.,  
Plot No.Gen-4/1, TTC Industrial Area,  
Thane-Belapur Road, Ghansoli,  
Navi Mumbai - 400 710.

#### Pune

Plot No. 19, Rajiv Gandhi Infotech  
Park,  
MIDC - SEZ, Hinjewadi, Phase III,  
Pune - 411 057.  
Tel.: +91-020-4212 8000  
Fax: +91-020-4212 8500

### Nagpur

Hexaware - BPS  
Survey No. (Part) 38,39,41,42 and 43  
in Village Khapri & Dahegoan,  
MIHAN, SEZ-MADC.  
Nagpur - 441 108.  
Tel.: +91-7104-660800  
Fax: +91-7104-660801

#### Chennai Campus

H5, sipcot IT Park,  
Navallur Post, Siruseri,  
Kancheepuram District,  
Chennai - 603 103.  
Tel.: +91-44 474 51 000  
Fax: +91-44-2747 0111

#### Hexaware - BPS

5<sup>th</sup> floor, Fayola Towers,  
200 Feet Road,  
Pallikaranai, Chennai 600100  
Tamilnadu

#### Hexaware - BPS

North Block, Phase II, IG-3 Infra  
Limited SEZ,  
Pallavaram -  
Thoraipakkam 200 Ft Rd.,  
Thoraipakkam,  
Chennai - 600 097, Tamil Nadu.  
Tel.: +91-44 - 4679 1300

#### Hexaware - BPS

Module 1&2, North Block, Phase II,  
IG-3 Infra Limited SEZ,  
Pallavaram -  
Thoraipakkam 200 Ft Rd.,  
Thoraipakkam,  
Chennai - 600 097, Tamil Nadu.  
Tel.: +91-44 - 4679 1300

#### Hexaware - BPS

Module 5, North Block, Phase II, IG-3  
Infra Limited SEZ,  
Pallavaram -  
Thoraipakkam 200 Ft Rd.,  
Thoraipakkam,  
Chennai - 600 097, Tamil Nadu.  
Tel.: +91-44 - 4679 1300

#### Hexaware - BPS

Module 6, North Block, Phase II, IG-3  
Infra Limited SEZ,  
Pallavaram -  
Thoraipakkam 200 Ft Rd.,  
Thoraipakkam,  
Chennai - 600 097, Tamil Nadu.  
Tel.: +91-44 - 4679 1300

### Bengaluru

Prestige Shantiniketan,  
Crescent-2, 11<sup>th</sup> Floor,  
16, Whitefield Main Road,  
Sadara Mangala Industrial Area,  
Thigalarapaiya, Hoodi  
Bengaluru- 560 048.

#### Coimbatore

Hexaware - BPS  
A-3, Elysium Central, 2<sup>nd</sup> Floor,  
A-Wing,  
Puliyakulam Road, Sungam Junction,  
Opp. Carmel Garden School,  
Ramanathapuram,  
Coimbatore - 641 045

#### Noida

1<sup>st</sup> Floor, Building No.7, M/s. Seaview  
Developers Pvt. Ltd.,  
IT/ITES SEZ, Plot No. 20 & 21,  
Sector - 135,  
Noida - 201 304. Uttar Pradesh

#### Pune

Lower ground floor and  
ground floor,  
South Block, Plot No. 19, Rajiv Gandhi  
Infotech Park,  
Phase-III, MIDC - SEZ, Hinjewadi,  
Phase III,  
Pune - 411 057

#### Mobiquity

**Pune**  
411, 4<sup>th</sup> FL  
World Trade Center  
Pune, 411014

#### Ahmedabad

5<sup>th</sup> Floor, Tower B, Privilon,  
Behind ISKON Temple,  
Ahmedabad, Gujarat 380 059.

#### Hyderabad

Plot # 37 & 38, Serinity Square,  
Madhapur  
Hyderabad, Telangana 500 081.





# Glimpses of Employee Engagement Programmes

## IT'S TIME TO SAY CHEESE

It is said that the purpose of life is to live a Life of Purpose. At Hexaware, we take our purpose very seriously; it gives us direction, sharpens our focus, and hones our passion. We exist to delight and we love it. Everything we do is engineered to drive maximum satisfaction, across all our stakeholders.

**TO CONTRIBUTE ALL YOU HAVE TO DO IS THIS:**

1. Watch out for a file we email to you called the "Smile File"
2. Download it and take a printout (if you want you can draw your own smiley face too)
3. Hold the print out against your face pose
4. Click a photo and send it to us with the #CreatingSmiles

We now look to your support to bring our purpose of 'Creating Smiles' to life. We promised you fun and now we have the perfect place to use your perfect smile. Your smile is going to be the hero of an exciting new video we are creating.

The more poses you send, the better. We just love to see your smile.

The video we make will be a simple articulation of the big truth that defines us - We are Hexaware. We love what we do. And when Hexaware smiles, we make the world smile!

Let's get posing. That's what we have been practicing for your perfect smile for!

## MAY THE LIGHTS LEAD TO NEW BEGINNINGS AND NEW DIRECTIONS

It's time to make an auspicious new start this Diwali. All month is going to be awesome and fun. The countdown begins now!

Every year, Diwali is a special time of the year. The lights, gaiety and a spirit of celebration that usher in the festive season. This year Diwali is even more significant to us all. After 18 hard months, we are looking to turn the page...make room for new beginnings. In the Indian culture, Diwali is emblematic of just that - the end of darkness and the beginning of a new chapter.

All of October we will have a countdown to Diwali; the essence of the festival will be brought to life with a series of exciting activities that both engage and educate the Hexaware Family on why exactly we so looking forward to the auspicious occasion.

Our patience, our courage and our positivity deserve a rich reward of health, happiness, togetherness and success. We take the first step forward this Diwali season. It's the start of a journey that will delight and enrich each one of us. We can't wait to get started; get ready for a real fun October!

## STRONG COFFEE. STRONGER IDEAS.

With great pleasure, I would like to kick off the next edition of the **Koffee with Keech initiative**. Personally, I am very excited about this - we had fabulous sessions the last time, with ideas and outcomes that have helped make Hexaware even more awesome. This time too, I am sure we will have rocking discussions on the things that matter. And work together to shape the future of our great company.

**Date:** April 15, 2021  
**Time:** 5:30 - 6:30 PM (IST)  
**Topic:** A discussion on the Mobility work culture and what we can imbibe from them.

Join me for coffee. We will have some serious fun brewing for you.

R SRIKRISHNA (KEECH)  
CEO, Hexaware Technologies Ltd.

[Click here to join](#)

## #HexawareLeadershipLanternSeries

### BE THERE TO MEET AND GREET THE SILVER SQUAD

Tomorrow's session of the Leadership Lantern is special. We get to interact with the special team that completes 25 years in Hexaware. Be there for this exciting interaction; keep your questions ready!

**Watch out for the special episode.**  
**Date: 25<sup>th</sup> Nov | Time: 5.30 PM – 6.15 PM**

[CLICK HERE TO JOIN](#)

## THE HEXAWARE Palentine Party Jukebox

Choose the song you wish to dedicate to your work friends from this list of chartbusters

BOLLYWOOD SOFT ROMANTIC	ENGLISH SOFT ROMANTIC
1. Tum Hi Ho - Aashiqui 2	13. Coldplay - Yellow
2. Dil Se - Dil se re	14. Coldplay - A sky full of stars
3. Dil Chahia Hai - Dil Chahia Hai	
4. Pardes - Ye Dil Deewana	SPANISH/MEXICAN
5. Bombay - Tu hi re	15. Enrique - Duele el Corazon
6. KK - Raazon	16. Luis Fonsi - Despacito
7. Kuch Kuch Hota Hai - Kuch Kuch Hota Hai	17. Enrique - Balamos
8. Lucky All - O Sanam	18. Santana - Maria Maria
9. Who Lamhe - Kyu Mujhe Pyaar Hai	19. Marc Anthony - Vivir mi vida
10. Ganga - Tu hi meri shah hai	20. Shakira - Whenever, Wherever
11. Veere di wedding - Tareefan	
12. Silk Route - Dooba Dooba	

## YUVASHRI IS OUR HEALTHY HABITS WINNER

THANK YOU FOR CELEBRATING YOUR HEALTH JOURNEY IN STYLE

According to me "Pride means that I am living for myself at the fullest. Being able to do what I love fearlessly and not having to look over my shoulder in fear".

I started playing chess when I was twelve. I loved the game and wanted to make the most of the learning experience. I learnt about myself in the past months. It feels great if you learn what you want. What you don't understand about your truth. What scares you. Do gather information accordingly. That way you have the tools to no longer live in someone else's projection of you.

**Yuvashri S**  
Associate Software Engineer

**WEEK 12 HEALTHY CHAMPION**

- Charismatic
- Hard working
- Energy
- Strategic
- Spontaneous

Yes! I learnt interesting life lessons whenever am playing the chess. Focus is the key in chess. A well planned strategic game has a higher chance of winning and so is life. A well planned life is stress free and joyful. Every day is a practice, a practice to plan ahead, a practice to focus more, a practice to eat healthy foods, live healthy, and a practice to smile.

I keep forcing, I keep learning new things in the game, and so far I have been taking challenges as they come.

-Viswanathan Anand

Chess is my pride. It taught me how to think out of the box and to trust the instincts. I won championship and I do cherish this for life-time. One day your entire life will flash in front of your eyes. Make sure it is worth watching.

## THERE ARE MANY KINDS OF MEN...

**ON NOV 19, WE CELEBRATE THEM ALL.**

Watch out for more details in our International Men's Day Celebrations. We are making it Memorable for our Magnificent Men.

## Registered Office

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Website: [www.hexaware.com](http://www.hexaware.com) | Email: [Investori@hexaware.com](mailto:Investori@hexaware.com)  
CIN: U72900MH1992PLC069662

## Registrar & Share Transfer Agent

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Selenium Building, Tower- B, Plot No. 31 & 32, Financial District,  
Nanakramguda, Serilingampally, Hyderabad, Rangareddi,  
Telangana – 500 032.  
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